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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bank of Guizhou Co., Ltd.*, you should at once hand this circular, together with the form(s) of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Bank of Guizhou Co., Ltd. * 貴州銀行股份有限公司 *

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6199)

- (1) 2021 WORK REPORT OF THE BOARD OF DIRECTORS
- (2) 2021 WORK REPORT OF THE BOARD OF SUPERVISORS
- (3) 2021 FINANCIAL STATEMENTS REPORT
- (4) 2021 PROFIT DISTRIBUTION PLAN
- (5) 2022 FINANCIAL BUDGET PLAN
- (6) APPOINTMENT OF ACCOUNTING FIRMS FOR 2022
- (7) AMENDMENTS TO THE RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING OF BANK OF GUIZHOU CO., LTD.
- (8) AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS OF BANK OF GUIZHOU CO., LTD.
- (9) AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS OF BANK OF GUIZHOU CO., LTD.
- (10) AMENDMENTS TO THE MEASURES ON THE EQUITY ADMINISTRATION OF DOMESTIC SHARES OF BANK OF GUIZHOU CO., LTD.
- (11) APPOINTMENT OF MS. SUN LI AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS OF THE BANK
- (12) APPOINTMENT OF MR. HE XINZHANG AS A SHAREHOLDER SUPERVISOR OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS
- (13) AMENDMENTS TO THE ARTICLES OF ASSOCIATION
- (14) AMENDMENTS TO THE PLAN ON AUTHORIZATION OF THE SHAREHOLDERS' GENERAL MEETING OF THE BANK TO THE BOARD OF DIRECTORS
- (15) PLAN ON ISSUANCE OF SPECIAL FINANCIAL BONDS FOR SMALL AND MICRO ENTERPRISES
- (16) PLAN ON ISSUANCE OF SPECIAL FINANCIAL BONDS FOR "THREE RURAL ISSUES"

AND
**NOTICE OF THE 2021 ANNUAL GENERAL MEETING
NOTICE OF THE 2022 FIRST H SHAREHOLDERS CLASS MEETING**

The Letter from the Board is set out on pages 4 to 14 of this circular.

The AGM will be held at 2:30 p.m. on Thursday, 16 June 2022 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC, the 2022 First Domestic Shareholders Class Meeting will be held at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC on the same day immediately after the conclusion of AGM, and the 2022 First H Shareholders Class Meeting will be held at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC on the same day immediately after the conclusion of the 2022 First Domestic Shareholders Class Meeting. The notice of the AGM and the notice of the 2022 First H Shareholders Class Meeting are set out on pages 134 to 140 of this circular and were despatched on 17 May 2022. The notice of the 2022 First Domestic Shareholders Class Meeting was published on 17 May 2022 separately.

Whether or not you intend to attend and vote at the AGM and/or the 2022 First H Shareholders Class Meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and deliver the form of proxy to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the AGM and/or the 2022 First H Shareholders Class Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending in person or voting at the AGM and/or the 2022 First H Shareholders Class Meeting or any adjournment thereof should you so wish. The form of proxy for the AGM and the 2022 First H Shareholders Class Meeting was despatched on 17 May 2022.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

17 May 2022

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

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“2022 First Domestic Shareholders Class Meeting”	the first Domestic Shareholders class meeting of 2022 of the Bank to be held immediately after the conclusion of AGM on Thursday, 16 June 2022 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC
“2022 First H Shareholders Class Meeting”	the first H Shareholders class meeting of 2022 of the Bank to be held immediately after the conclusion of AGM and 2022 First Domestic Shareholders Class Meeting on Thursday, 16 June 2022 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC
“AGM”	the 2021 annual general meeting of the Bank to be held at 2:30 p.m. on Thursday, 16 June 2022 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC
“Articles of Association”	the articles of association of the Bank, which may be amended, supplemented or otherwise amended from time to time
“Bank”, “Our Bank” or “Bank of Guizhou”	Bank of Guizhou Co., Ltd. (貴州銀行股份有限公司), a joint stock company incorporated on 28 September 2012 in Guizhou Province, PRC with limited liability in accordance with PRC laws and regulations and, if the context requires, includes its predecessors, branches and sub-branches
“Board” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會), and, if the context requires, includes its predecessor, China Banking Regulatory Commission (中國銀行業監督管理委員會)
“CBIRC Guizhou Office”	China Banking and Insurance Regulatory Commission Guizhou Office (中國銀保監會貴州監管局)

DEFINITIONS

“Class Meetings”	2022 First Domestic Shareholders Class Meeting and 2022 First H Shareholders Class Meeting
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary Share(s) issued by the Bank in the PRC with a par value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares
“H Shares(s)”	the overseas listed foreign Share(s) of par value RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of the H Shares
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“independent Director(s)” or “independent non-executive Director(s)”	the independent director(s) within the meaning of the Articles of Association and the independent non-executive director(s) under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Share(s)”	shares of the Bank, including Domestic Shares and H Shares
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the Shares
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

Certain amounts and percentage figures in this circular have been subject to rounding adjustments. Accordingly, figures shown as currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing the novel coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Bank will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- Attendees shall wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- No refreshments will be served, and there will be no corporate gifts.

The venue of AGM is located in Guiyang, Guizhou Province, the PRC. Shareholders attending the AGM shall pay early attention to and comply with the relevant regulations and requirements regarding health report, quarantine and observation during the pandemic prevention and control period in Guiyang, Guizhou Province, the PRC. The Bank will strictly comply with the requirements regarding the pandemic prevention and control stipulated by local governments, and take relevant prevention and control measures under the guidance and supervision of relevant government departments, from time to time.

To the extent permitted under law, the Bank reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Bank reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

LETTER FROM THE BOARD



Bank of Guizhou Co., Ltd. *
貴州銀行股份有限公司 *

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6199)

Executive Directors:

Mr. YANG Mingshang (*Chairman*)
Mr. XU An
Mr. CAI Dong

Registered office in the PRC:

No. 9 Yongchang Road
Guiyang, Guanshanhu District
Guizhou Province, the PRC

Non-executive Directors:

Mr. CHEN Jingde
Mr. CHEN Hanqing
Mr. CHEN Hua
Mr. WANG Xiaoyong
Ms. GONG Taotao
Mr. WANG Wencheng
Mr. ZHAO Yong

Principal place of business in Hong Kong:

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

Independent non-executive Directors:

Mr. WANG Gefan
Mr. TANG Xin
Mr. SONG Ke
Mr. LAW Cheuk Kin Stephen

To the Shareholders:

Dear Sir or Madam,

- (1) 2021 WORK REPORT OF THE BOARD OF DIRECTORS
 - (2) 2021 WORK REPORT OF THE BOARD OF SUPERVISORS
 - (3) 2021 FINANCIAL STATEMENTS REPORT
 - (4) 2021 PROFIT DISTRIBUTION PLAN
 - (5) 2022 FINANCIAL BUDGET PLAN
 - (6) APPOINTMENT OF ACCOUNTING FIRMS FOR 2022
 - (7) AMENDMENTS TO THE RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING OF BANK OF GUIZHOU CO., LTD.
 - (8) AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS OF BANK OF GUIZHOU CO., LTD.
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- AND
NOTICE OF THE 2021 ANNUAL GENERAL MEETING
NOTICE OF THE 2022 FIRST H SHAREHOLDERS CLASS MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

The AGM of the Bank will be held at 2:30 p.m. on Thursday, 16 June 2022. 12 ordinary resolutions and 4 special resolutions will be proposed at the AGM for the consideration and approval, as appropriate, of the Shareholders:

ORDINARY RESOLUTIONS

1. To consider and approve the 2021 Work Report of the Board of Directors of the Bank
2. To consider and approve the 2021 Work Report of the Board of Supervisors of the Bank
3. To consider and approve the 2021 Financial Statements Report of the Bank
4. To consider and approve the 2021 Profit Distribution Plan of the Bank
5. To consider and approve the 2022 Financial Budget Plan of the Bank
6. To consider and approve the appointment of accounting firms for 2022
7. To consider and approve the amendments to the Rules of Procedure of the Shareholders' General Meeting of Bank of Guizhou Co., Ltd.
8. To consider and approve the amendments to the Rules of Procedure of the Board of Directors of Bank of Guizhou Co., Ltd.
9. To consider and approve the amendments to the Rules of Procedure of the Board of Supervisors of Bank of Guizhou Co., Ltd.
10. To consider and approve the amendments to the Measures on the Equity Administration of Domestic Shares of Bank of Guizhou Co., Ltd.
11. To consider and approve the appointment of Ms. SUN Li as an independent non-executive Director of the third session of the Board of Directors of the Bank
12. To consider and approve the appointment of Mr. HE Xinzhang as a Shareholder Supervisor of the third session of the Board of Supervisors of the Bank

SPECIAL RESOLUTIONS

13. To consider and approve the amendments to the Articles of Association of Bank of Guizhou Co., Ltd.
14. To consider and approve the amendments to the plan on authorization of the Shareholders' general meeting of the Bank to the Board of Directors
15. To consider and approve the plan on issuance of special financial bonds for small and micro enterprises by the Bank
16. To consider and approve the plan on issuance of special financial bonds for "three rural issues" by the Bank

LETTER FROM THE BOARD

The purpose of this circular is to provide you with details of the aforementioned resolution(s) to be considered at the AGM and Class Meetings. The notice of the AGM and the notice of the 2022 First H Shareholders Class Meeting are set out on pages 134 to 140 of this circular and was despatched on 17 May 2022. The notice of the 2022 First Domestic Shareholders Class Meeting was published on 17 May 2022 separately.

II. PROPOSED MATTERS FOR THE AGM AND CLASS MEETINGS

1. 2021 Work Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2021 Work Report of the Board of Directors of the Bank. For the detailed content of the 2021 Work Report of the Board of Directors of the Bank, please refer to Appendix I in this circular.

The above resolution has been considered and approved by the Board on 16 May 2022 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

2. 2021 Work Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to consider and approve the 2021 Work Report of the Board of Supervisors of the Bank. For the detailed content of the 2021 Work Report of the Board of Supervisors of the Bank, please refer to Appendix II in this circular.

The above resolution has been considered and approved by the Board of Supervisors on 31 March 2022 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

3. 2021 Financial Statements Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2021 Financial Statements Report of the Bank. Details are as follows:

As of the end of 2021, the Bank's total assets amounted to RMB503,880 million, representing an increase of RMB47,479 million or 10.40% as compared with the beginning of the year; total liabilities amounted to RMB464,892 million, representing an increase of RMB44,519 million or 10.59% as compared with the beginning of the year; owner's equity amounted to RMB38,988 million, representing an increase of RMB2,960 million or 8.22% as compared with the beginning of the year.

In 2021, the Bank's operating income amounted to RMB11,737 million, representing a year-on-year increase of RMB490 million or 4.35%; net interest income amounted to RMB9,514 million, representing a year-on-year decrease of RMB607 million or 6%; net fee and commission income amounted to RMB428 million, representing a year-on-year increase of RMB65 million or 18.03%; profit before tax was RMB4,190 million, representing a year-on-year decrease of RMB165 million or 3.78%; net profit amounted to RMB3,706 million, representing a year-on-year increase of RMB35 million or 0.95%; cost-to-income ratio was 31.09%, representing a year-on-year increase of 0.80%.

The above resolution has been considered and approved by the Board on 30 March 2022 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

LETTER FROM THE BOARD

4. 2021 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2021 Profit Distribution Plan of the Bank. Details are as follows:

- I. RMB370.5705 million will be appropriated to the statutory surplus reserve based on 10% of the net profit.
- II. RMB380 million will be appropriated to the general risk reserve.
- III. Based on the share capital of 14,588,046,700 shares as at the end of 2021, the Bank distributed the dividend to all Shareholders at 6% of the share capital, totaling RMB875,282,800 (tax inclusive) in cash. The Bank will withhold and pay the income tax in accordance with the relevant provisions of the national tax law.
- IV. The remaining profit, being RMB7,454.4895 million, will be retained and undistributed.

The above resolution has been considered and approved by the Board on 30 March 2022 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution. Upon the above profit distribution plan being approved, the Bank expects to pay cash dividends for the year ended 31 December 2021 to the Shareholders on 10 August 2022. Dividends to Domestic Shareholders will be paid in RMB, and dividends to H Shareholders will be paid in equivalent Hong Kong dollars. RMB will be converted into Hong Kong dollars at the exchange central parity rate announced by the People's Bank of China on Thursday, 16 June 2022 (i.e. the date of the AGM of the Bank). The register of members in respect of the H Shares of the Bank will be closed from Friday, 15 July 2022 to Thursday, 21 July 2022 (both days inclusive). In order to be entitled to the final dividend, H Shareholders of the Bank who have not registered the relevant transfer documents are required to deliver all transfer documents together with the relevant share certificates and other appropriate documents to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 14 July 2022. H Shareholders whose names appear on the register of members of the H Shares on Thursday, 21 July 2022 are entitled to receive the final dividend. The Bank will further announce detailed cash dividends arrangement after the convening of the AGM.

5. 2022 Financial Budget Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Financial Budget Plan of the Bank. Details are as follows:

In 2022, the Bank's major financial budget expenses are expected to be RMB4,520 million, representing a year-on-year increase of RMB790 million or 21.19%. Details are as follows:

I. Taxes and surcharges

The taxes and surcharges are estimated to be RMB180 million, representing a year-on-year increase of RMB99 million or 123.75%.

LETTER FROM THE BOARD

II. Operating and administrative expenses

The operating and administrative expenses (including the depreciation charge of right-of-use assets) are estimated to be RMB4,340 million, representing a year-on-year increase of RMB691 million or 18.94%.

The above resolution has been considered and approved by the Board on 30 March 2022 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

6. Appointment of Accounting Firms for 2022

Reference is made to the announcement of the Bank dated 16 May 2022 in relation to the proposed change of auditors.

An ordinary resolution will be proposed at the AGM to consider and approve the appointment of accounting firms for 2022. Details are as follows:

The Bank proposes to the AGM to consider and approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP and BDO Limited as the domestic auditor and international auditor of the Bank respectively for the year 2022, and their remuneration for the year 2022 shall be RMB3.3 million (including tax).

KPMG Huazhen LLP and KPMG will cease to act as auditors of the Bank and their terms of office will expire upon the conclusion of the AGM of the Bank.

The above resolution has been considered and approved by the Board on 16 May 2022, and is hereby presented at the AGM for the consideration and approval by way of an ordinary resolution.

7. Amendments to the Rules of Procedure of Shareholders' General Meeting of Bank of Guizhou Co., Ltd.

An ordinary resolution will be proposed at the AGM to consider and approve the amendments to the Rules of Procedure of Shareholders' General Meeting of Bank of Guizhou Co., Ltd. Details are as follows:

In accordance with the requirements of laws and regulations and the revision of the Articles of Association, it is proposed to amend the Rules of Procedure of Shareholders' General Meeting of Bank of Guizhou Co., Ltd. Please refer to Appendix III for the comparison table of amendments to the Rules of Procedure of Shareholders' General Meeting of Bank of Guizhou Co., Ltd.

The above resolution has been considered and approved by the Board on 16 May 2022 and is hereby presented at the AGM for the consideration and approval by way of an ordinary resolution.

LETTER FROM THE BOARD

8. Amendments to the Rules of Procedure of the Board of Directors of Bank of Guizhou Co., Ltd.

An ordinary resolution will be proposed at the AGM to consider and approve the amendments to the Rules of Procedure of the Board of Directors of Bank of Guizhou Co., Ltd. Details are as follows:

In accordance with the requirements of laws and regulations and the revision of the Articles of Association, it is proposed to amend the Rules of Procedure of the Board of Directors of Bank of Guizhou Co., Ltd. Please refer to Appendix IV for the comparison table of amendments to the Rules of Procedure of the Board of Directors of Bank of Guizhou Co., Ltd.

The above resolution has been considered and approved by the Board on 16 May 2022 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

9. Amendments to the Rules of Procedure of the Board of Supervisors of Bank of Guizhou Co., Ltd.

An ordinary resolution will be proposed at the AGM to consider and approve the amendments to the Rules of Procedure of the Board of Supervisors of Bank of Guizhou Co., Ltd. Details are as follows:

In accordance with the requirements of laws and regulations and the revision of the Articles of Association, it is proposed to amend the Rules of Procedure of the Board of Supervisors of Bank of Guizhou Co., Ltd. Please refer to Appendix V for the comparison table of amendments to the Rules of Procedure of the Board of Supervisors of Bank of Guizhou Co., Ltd.

The above resolution has been considered and approved by the Board of Supervisors on 31 March 2022 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

10. Amendments to the Measures on Equity Administration of Domestic Shares of Bank of Guizhou Co., Ltd.

An ordinary resolution will be proposed at the AGM to consider and approve the amendments to the Measures on Equity Administration of Domestic Shares of Bank of Guizhou Co., Ltd. Details are as follows:

In order to further improve the shareholding management of the Bank, pursuant to the Corporate Governance Standards for Banking or Insurance Institutions, the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions and the Notice by the General Office of the China Banking and Insurance Regulatory Commission of Issues Concerning Further Enhancing the Management of Undertakings of Shareholders of Banking and Insurance Institutions, it is proposed to amend the Measures on Equity Administration of Domestic

LETTER FROM THE BOARD

Shares of Bank of Guizhou Co., Ltd. Please refer to Appendix VI for the comparison table of amendments to the Measures on Equity Administration of Domestic Shares of Bank of Guizhou Co., Ltd.

The above resolution has been considered and approved by the Board on 19 January 2022 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

11. Appointment of Ms. SUN Li as an Independent Non-Executive Director of the Third Session of the Board of Directors

Reference is made to the announcement of the Bank dated 16 May 2022 in relation to the proposed appointment of an independent non-executive Director. An ordinary resolution will be proposed at the AGM to consider and approve the appointment of Ms. SUN Li as an independent non-executive Director of the third session of the Board of Directors of the Bank, with the term of office commencing from the date of consideration and approval of her appointment by the Shareholders' general meeting until the expiry of the term of the third session of the Board of Directors of the Bank. The biography of Ms. SUN Li is set out in Appendix VII to this circular. The candidate for independent non-executive Director has been selected by the Bank after considering the Board members diversity in multiple aspects, including but not limited to age, cultural and educational background, professional skills and knowledge as well as her experience and contribution to be provided to the Board of Directors. To the best knowledge of the Board of Directors, the Board of the Directors is of the view that such candidate meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

The above resolution has been considered and approved by the Board of Directors on 16 May 2022 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

12. Appointment of Mr. HE Xinzhang as a Shareholder Supervisor of the Third Session of the Board of Supervisors

Reference is made to the announcement of the Bank dated 4 April 2022 in relation to the proposed appointment of a Supervisor. An ordinary resolution will be proposed at the AGM to consider and approve the appointment of Mr. HE Xinzhang as a Shareholder Supervisor of the third session of the Board of Supervisors of the Bank, with the term of office commencing from the date of consideration and approval of his appointment by the Shareholders' general meeting until the expiry of the term of the third session of the Board of Supervisors. The biography of Mr. HE Xinzhang is set out in Appendix VIII to this circular.

The above resolution has been considered and approved by the Board of Supervisors on 31 March 2022 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

LETTER FROM THE BOARD

13. Amendments to the Articles of Association

A special resolution will be proposed at the AGM to consider and approve the amendments to the Articles of Association. Details are as follows:

In order to further implement the provisions of laws, regulations and regulatory requirements, and to further enhance the institutionalization and standardization of corporate governance, taking into account the actual situation of the Bank, it is proposed to amend the Articles of Association. Meanwhile, it is proposed that the Shareholders shall authorize the Board to delegate the authority to the Chairman of the Board, who can in turn delegate to other parties, to make appropriate adjustments and revisions to the amendments of the Articles of Association of the Bank in accordance with the amendments requests and recommendations of the CBIRC Guizhou Office and other regulatory authorities. Please refer to Appendix IX for the comparison table of amendments to the Articles of Association. The Articles of Association are prepared in Chinese and there is no official English version. Therefore, any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

Pursuant to the Article 128 and 129 of the Articles of Association, the amendments to Article 132 is subject to approval by the Domestic Shareholders and H Shareholders by way of special resolutions at their respective Class Meetings.

Upon the approval of AGM and Class Meetings, such amendments to the Articles of Association are still subject to the approval of the CBIRC Guizhou Office.

The above resolution has been considered and approved by the Board on 16 May 2022 and is hereby presented at the AGM and Class Meetings for the consideration and approval by way of a special resolution.

14. Amendments to the Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of the Bank

Reference is made to the circular of the Bank dated 17 May 2021 in relation to, among other things, the plan on authorization of the Shareholders' general meeting to the Board of Directors. A special resolution will be proposed at the AGM to consider and approve the amendments to the plan on authorization of the Shareholders' general meeting to the Board of Directors of the Bank. Please refer to Appendix X for details of the amended plan on authorization of the Shareholders' general meeting to the Board of Directors of the Bank.

The above resolution has been considered and approved by the Board on 16 May 2022 and is hereby presented at the AGM for consideration and approval by way of a special resolution.

15. Plan on Issuance of Special Financial Bonds for Small and Micro Enterprises

A special resolution will be proposed at the AGM to consider and approve the issuance of special financial bonds for small and micro enterprises by the Bank. Details are as follows:

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In order to make full use of the financial market instruments, broaden the capital channels, reduce the cost of liabilities, enhance the competitiveness in the industry, improve the reputation and build the professional brand image of Bank of Guizhou in the public market, the Bank proposes to issue special financial bonds for small and micro enterprises (the “**SME Financial Bonds**”) to the interbank market in 2022 when appropriate. Please refer to Appendix XI for details of the plan on issuance of special financial bonds for small and micro enterprises.

The above resolution has been considered and approved by the Board on 30 March 2022 and is hereby presented at the AGM for consideration and approval by way of a special resolution.

16. Plan on Issuance of Special Financial Bonds for “Three Rural Issues”

A special resolution will be proposed at the AGM to consider and approve the issuance of special financial bonds for “three rural issues” by the Bank. Details are as follows:

In order to make full use of financial market instruments, broaden the capital channels, reduce the cost of liabilities and provide continuous, precise and strong financial support to Guizhou province for consolidating the effective connection between the results of poverty alleviation and rural revitalization, the Bank proposes to issue special financial bonds for “three rural issues” (the “**Three Rural Issues Financial Bonds**”) with the theme of “rural revitalization” to the interbank market in 2022 when appropriate. Please refer to Appendix XII for details of the plan on the issuance of Three Rural Issues Financial Bonds.

The above resolution has been considered and approved by the Board on 30 March 2022 and is hereby presented at the AGM for consideration and approval by way of a special resolution.

III. REPORTING MATTERS FOR THE AGM

In addition, Shareholders will hear the 2021 Report on the Assessment of Major Shareholders, the 2021 Performance Evaluation Report on Board of Directors and Board of Supervisors and Senior Management and Their Members, the 2021 Performance Report of Independent Non-executive Directors, the 2021 Report on Work Progress of Related-Party Transactions and the 2021 Report on Implementation of Resolutions of Shareholders’ General Meeting of the Bank.

IV. AGM AND CLASS MEETINGS

The AGM will be held at 2:30 p.m. on Thursday, 16 June 2022 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC, the 2022 First Domestic Shareholders Class Meeting will be held at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC on the same day immediately after the conclusion of AGM and the 2022 First H Shareholders Class Meeting will be held at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC on the same day immediately after the conclusion of the 2022 First Domestic Shareholders Class Meeting, to consider and, if thought fit, to approve the proposed matters as set out in the relevant notices. The notice of

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the AGM and the notice of the 2022 First H Shareholders Class Meeting are set out on pages 134 to 140 of this circular and were despatched on 17 May 2022. The notice of the 2022 First Domestic Shareholders Class Meeting was published on 17 May 2022 separately.

Whether or not you intend to attend and vote at the AGM and/or the 2022 First H Shareholders Class Meeting in person, you should complete the form of proxy in accordance with the instructions printed thereon. Completion and return of the form(s) of proxy will not preclude you from attending in person or voting at the AGM and/or the 2022 First H Shareholders Class Meeting or any adjournment thereof should you so wish. The respective forms of proxy for the AGM and the 2022 First H Shareholders Class Meeting were despatched on 17 May 2022.

V. VOTING BY WAY OF POLL

Pursuant to the requirements of Rule 13.39(4) of the Listing Rules, all voting by the Shareholders at the Shareholders' general meeting shall be taken by the way of poll. As such, the chairman of the meeting will request a poll for each resolution proposed at the AGM and the Class Meetings.

As far as the Directors are aware, no Shareholder or its associate (as defined in the Listing Rules) is deemed to have a material interest in any of the resolutions to be proposed at the AGM and the Class Meetings, and accordingly, no Shareholder is required to abstain from voting on any resolutions at the AGM and the Class Meetings.

The voting results of the AGM and the Class Meetings will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.bgzchina.com) in accordance with the Listing Rules.

VI. CLOSURE OF THE REGISTER OF MEMBERS

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM and the Class Meetings, the register of members of the Bank will be closed from Monday, 13 June 2022 to Thursday, 16 June 2022 (both days inclusive), during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the AGM and the Class Meetings is Thursday, 16 June 2022. In order to be qualified to attend and vote at the AGM and the Class Meetings, all transfer documents accompanied by the relevant share certificates of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of Directors of the Bank at 43rd Floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 pm on Friday, 10 June 2022 for registration.

Pursuant to the requirement of the Articles of Association of the Bank, if any Shareholder pledges over 50% (inclusive) of his/her/its equity in the Bank, in the duration of pledge, he/she/it shall not exercise voting right over the pledged equity at the AGM and the Class Meetings.

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VII. RECOMMENDATIONS

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

VIII. OTHER INFORMATION

Please pay attention to the information as set out in Appendices I to XII in this circular.

By Order of the Board
Bank of Guizhou Co., Ltd.*
Yang Mingshang
Chairman

Guiyang, the PRC, 17 May 2022

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

2021 WORK REPORT OF THE BOARD OF DIRECTORS OF BANK OF GUIZHOU

In 2021, in the face of the complex and severe economic situation at home and abroad and the tough and heavy tasks for development, the Board of Directors implemented the instructions and requirements of General Secretary Xi Jinping on “Two Consistency (兩個一以貫之)” in a comprehensive way, unified the strengthening of the Party’s leadership with the improvement of corporate governance, earnestly implemented the resolutions and deployments of the Party Central Committee, the State Council, the provincial Party Committee and the provincial government as well as the requirements of financial supervision, consciously maintained the leadership of the Party Committee, fully supported the management to carry out various tasks, including setting strategies, making decisions and preventing risks, and made solid steps on the road to achieve high-quality development of Bank of Guizhou.

The 2021 work report of the Board of Directors is hereby reported as follows:

I. MAJOR WORK OF THE BOARD OF DIRECTORS IN 2021

In 2021, the Board performed its duties in strict accordance with the requirements of Corporate Governance Standards for Banking or Insurance Institutions of CBIRC. It organized a total of 17 Board meetings, reviewed 129 resolutions, convened 3 Shareholders’ general meetings and effectively promoted the implementation of resolutions of Shareholders’ general meetings. The special committees under the Board played a professional role in supporting decision-making, and held 20 meetings and reviewed 65 resolutions.

- (I) **Continuously improved the operation mechanism of corporate governance.** The Board deepened the organic integration of Party leadership and corporate governance, actively implemented the leadership mechanism of “Dual Entry and Cross Appointment (雙向進入、交叉任職)”, clarified major business and management matters that need to be pre-studied and discussed by the Party Committee, and continuously identified the matters to be pre-studied and discussed by the Party Committee, so as to give full play to the function of Party organization leadership and political core. It has formulated the plan on authorization from the Shareholders’ general meeting to the Board of Directors and from the Board of Directors to its special committees, the Chairman and the President of the Bank, and determined the approval authority for matters related to different governance bodies, so as to further improve the decision-making mechanism and enhance the decision-making efficiency.
- (II) **Continuously strengthened the management and support for the performance of the Board.** In accordance with the corporate governance procedures, the election for the third session of the Board of Directors and the establishment of the special committees under the Board were completed in an orderly manner. The Board strengthened the assistance to Directors and improved the communication and feedback mechanism in performing their duties, and organized face-to-face meetings between independent Directors and Supervisors to ensure that Directors can obtain independent opinions. In accordance with the requirements of the new regulatory regulations, the Board refined the files of Directors’ performance, organized and completed the annual evaluation of Directors in a timely manner, and continued to improve the standardization of Directors’ performance.

- (III) **Continuously strengthened strategic leadership capabilities.** The Board has formulated a three-year action plan for the Bank's reform, refining and implementing the Bank's development goals, timeline and roadmap for the next three years in eight areas, and promoted the preparation of a new round of strategic planning. The Board effectively implemented the decisions and deployments of the provincial Party Committee and provincial government, focused on "Four Transformations (四化)" around "Four News (四新)", continued to implement the "six stable (六穩)" and "six protection (六保)" requirements, established and improved the "dare to lend, willing to lend, able to lend (敢貸、願貸、能貸)" long-term mechanism, actively carried out special credit services for private small and micro enterprises, and made every effort to improve the quality and effectiveness of financial services for private small and micro enterprises.
- (IV) **Continuously improved the capital management level.** The Board strengthened the concept of capital constraint, considered and adopted 2020 Capital Adequacy Report of Bank of Guizhou, and made overall plans to enhance risk resistance and strengthen capital management. The Board formulated the plan for the issuance of capital bonds with no fixed term, which was approved by the Shareholders' general meeting. As of the end of 2021, the issuance application materials have been submitted to the People's Bank of China and the CBIRC. All the funds raised, after deducting the issuance costs, will be used to supplement other tier 1 capital. With the successful issuance of the perpetual bonds, the Bank's capital structure will be further optimized.
- (V) **Continuously strengthened the management of equity and related party transactions.** The Board has established an effective communication and liaison mechanism with Shareholders, continued to standardize the process of handling equity affairs, and did a solid job in the daily management of equity transfer approval, equity pledge, Shareholders' rights confirmation and Shareholders' behavior assessment. The Board continuously improved the training and supervision mechanism for related party transactions, organized related party transactions examinations in the whole Bank, vigorously promoted the construction of the related party transactions management system, and continuously improved the standardization and refinement of related party transactions management.
- (VI) **Continuously strengthened risk management and internal control.** The Board adhered to the overall high-quality development strategy, considered and adopted the 2021 comprehensive risk management policy, and practiced the risk appetite of "soundness and compliance (穩健、合規)" from the top level departments to the basic units. To achieve the goal of building a comprehensive risk management system, the Board strengthened the unified management of credit assessment, promoted the digital transformation of retail risk control, dispatched financial markets risk management manager, and continuously optimized the risk management structure. Based on the development advantages of the Bank, the Board insisted on making steady efforts to improve the system and strengthen the implementation of the system and continuously improved the level of internal control management and risk prevention capabilities, so as to promote the steady development of the Bank in an orderly manner. It continued to promote the rectification of the problems found in internal and external audits, and continuously strengthened audit supervision.

- (VII) **Continuously improved the level of information disclosure.** Based on the requirements of compliance, the Board strengthened active disclosure, optimized disclosure methods and improved disclosure quality. The Board considered and adopted the Administrative Measures for Information Disclosure of Bank of Guizhou (《貴州銀行信息披露事務管理辦法》) to continuously improve the standardization, pertinence and effectiveness of information disclosure. Taking the investor relations management work as the starting point, it guided the market and investors to establish a positive perception of the Bank, and continued to further promote the improvement of the Bank's reputation and market image.
- (VIII) **Earnestly practiced social responsibilities.** The Board adhered to the close integration of the fulfillment of social responsibilities and operation and development of the Bank, supported the management to deeply practice the overall working idea of “One, Two, Three, Four (一二三四)” in Guizhou Province and carried out the working plans and specific measures of “Three Strategies (三大戰略)” and “Four Transformations (四化)” of financial services in the province. The Bank obtained a number of awards including the “2020 Outstanding Enterprise” and “2020 Bank of the Year for Brand Building” at Asian Finance Annual Conference. In order to actively respond to the national strategy of Carbon Peak and Carbon Neutrality, the Board considered and adopted the Green Finance Strategic Plan of Bank of Guizhou (2021-2025) (《貴州銀行綠色金融戰略規劃(2021-2025年)》) and the Vision, Goals and Actions for Carbon Peak and Carbon Neutrality of Bank of Guizhou (《貴州銀行「碳達峰碳中和願景、目標與行動》), continuously deepened the innovation and development of green finance. It included consumer protection works into the important part of the Bank's governance, so as to support the management to conduct works covering products and services management, financial knowledge promotion and education, and star-level branches construction.

II. WORK PLAN FOR 2022

The year 2022 is the beginning of the implementation of the Xin Guo Fa Document No. 2, and the opening year for Bank of Guizhou to enter the rank of medium-sized commercial banks and face the market with a new image. Under the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for A New Era, the Board will fully implement the Party Central Committee's policies on finance, actively implement the new development concept, seize the significant opportunity of the Xin Guo Fa Document No. 2, always adhere to the value concept of “bank with heart (用心的銀行)”, and strive to write a new chapter of high-quality development. It will focus on the following tasks:

- (I) **To promote transformation and development unremittingly.** The Board will formulate a new round of strategic planning for the entire Bank scientifically to further clarify the Bank's development goals and business positioning. The Board is fully committed to promoting business transformation, operation quality improvement, and customer base expansion, and to comprehensively enhancing digital operation capability, digital marketing capability, digital management capability, digital support capability, and digital risk control capability.
- (II) **To improve ESG management capabilities persistently.** The Board will continuously improve the ESG management system for the whole Bank, further clarify ESG management plans and work measures, promote the in-depth integration of ESG management with corporate culture construction and brand building, and actively build an ESG brand with the

characteristics of the Bank. The Board will continuously enhance the competency of each governance body, continuously improve the corporate governance system with each division of responsibilities, coordinated operation, effective checks and balances, and scientific efficiency, and continuously strengthen environmental and social risk management and improve environmental information disclosure mechanism.

- (III) **To take multiple measures to improve the management of investor relations.** The Board will accelerate the construction of the related party transactions management system, realize the related party transaction management system online operation during the year, strengthen the rigid system control of related party transactions, and effectively improve the management efficiency and management accuracy. The Board will give priority to information disclosure and embed it into all aspects of business operations to promote the improvement of bank-wide management and business transformation and development. The Board will continuously enhance the communication with various investors to disseminate the concept of value investment and enhance the level of market value management.
- (IV) **To strengthen risk management and internal control unswervingly.** The Board will always keep informed of changes in the external economic environment and regulatory trends, improve risk management sensitivity and responsiveness, strictly align with regulations, and continuously strengthen the construction of the risk management system in the Bank. The Board will comprehensively promote the construction of compliance culture, focus on the business philosophy of “compliance creates value (合規創造價值)”, comprehensively and deeply promote the construction of internal control system, and effectively improve the quality and efficiency of internal control evaluation. The Board will continue to increase the follow-up and supervision of the follow-up audit, and promote the compliance operation and sound development with strict auditing, so as to promote the smooth achievement of strategic objectives.

The above report is hereby presented for Shareholders' consideration.

2021 WORK REPORT OF THE BOARD OF SUPERVISORS OF BANK OF GUIZHOU

In 2021, in accordance with the requirements of the Company Law, the Articles of Association of the Bank and relevant rules and regulations, the Board of Supervisors of Bank of Guizhou carried out its works diligently, earnestly and orderly with supervision of the performance of the Board, senior management and their members as the core as well as focusing on supervision of financial management, internal control and risk management, constantly regulating the performance of duties, enhancing the quality and effectiveness of supervision and giving full play to the functions of the Board of Supervisors. The works of the Board of Supervisors are hereby reported as follows:

I. MAJOR WORK OF THE BOARD OF SUPERVISORS IN 2021

- (I) Completion of the election of the new session of the Board of Supervisors. In accordance with the work plan for the renewal of the Board of Supervisors of the Bank, the Board of Supervisors organized the promotion, nomination and qualification examination of candidates for the Board of Supervisors, successfully completed the election of the new session of the Board of Supervisors and continuously improved the corporate governance structure.
- (II) Strengthening and improving the system construction. Pursuant to the requirements of improving the corporate governance mechanism and continuously enhancing the effectiveness of the corporate governance provided by regulatory institutions, based on improving the quality and efficiency of supervision and strengthening the construction of its systems and associated with the new requirements introduced by regulatory institutions this year, the new session of the Board of Supervisors formulated three systems, namely the Measures for the Evaluation of the Performance of Directors and Supervisors of Bank of Guizhou (for Trial Implementation) (《貴州銀行董事監事履職評價辦法(試行)》), the Administrative Measures on Research Conducted by External Supervisors of Bank of Guizhou (《貴州銀行外部監事領題調研管理辦法》) and the Administrative Measures on Regular Communication between Supervisors and Independent Directors of Bank of Guizhou (《貴州銀行監事定期與獨立董事溝通管理辦法》), to regulate and ensure the performance of duties by Directors and Supervisors as well as strengthen the communication between Supervisors and independent Directors for better information sharing. At the same time, the Board of Supervisors advanced supervision work appropriately with a “general ledger (台賬式)” approach and without omission by comprehensively sorting out the supervisory duties of the Board of Supervisors specified in the Articles of Association, regulatory requirements and rules and regulations, clarifying the main contents of supervisory duties of the Board of Supervisors and making refinements in line with the supervision bases, supervision contents, supervision requirements, supervision objects and supervision frequency. Based on the supervision contents, the Board of Supervisors classified various departments and clarified the information required to provide by them, confirmed all kinds of meetings that the Board of Supervisors shall attend to obtain necessary information when performing duties.
- (III) Solid meeting supervision. In accordance with the relevant laws and regulations and taking into account the opinions of internal and external supervision and inspection, the Board of Supervisors arranged its meeting plans and proposals in a reasonable manner. Throughout the

year, the Board of Supervisors organized 8 meetings, reviewed 55 proposals such as the work report, financial budget report, profit distribution of the Board of Supervisors and other matters, and specially supervised 18 matters on the implementation of rectification of feedback from regulatory authorities, implementation of comprehensive risk policy, reputation risk management, protection of consumers' rights and interests and anti-money laundering work, etc. The Board of Supervisors conducted effective supervision on key proposals and major contents, which ensured its right to be informed of important matters, reflecting the independence and effective supervision of the Board of Supervisors. The Board of Supervisors held 4 special office meetings of the chairman of the Board of Supervisors to supervise the handling of key or unexpected risk matters; 6 meetings of the special committees under the Board of Supervisors to effectively perform the deliberative function of such special committees. Members of the Board of Supervisors attended 2 Shareholders' general meetings and 5 on-site meetings of the Board. The Board of Supervisors routinely sent members to attend office meetings of the President and meetings of the Risk Management Committee, Asset and Liability Management Committee, etc., at which the attending members supervised the process of the above meetings, the content of proposals and the voting procedures in accordance with the law to ensure that the meetings were compliant with the law in terms of form and content.

- (IV) Completion of performance evaluation. The Board of Supervisors earnestly prepared the performance evaluation reports of the Board of Directors, Board of Supervisors, Senior Management (兩會一層) and their members in 2020 and reported to the Shareholders' general meeting and the regulatory authorities as required. In accordance with the new performance evaluation method, the Board of Supervisors set up a performance account for Directors and Supervisors, and notified Directors and Supervisors before the end of the year by sorting out their performance in advance, so as to prepare for the performance evaluation of Directors and Supervisors in 2021.
- (V) Enhancement of on-site inspection and daily supervision. Combining with the supervisory responsibilities of the Board of Supervisors and the operation and management of the Bank, the Board of Supervisors organized and carried out on-site inspections including the effectiveness of the "three lines of defense (三道防線)" of internal control management, information disclosure management and fixed assets management, so as to promote the improvement of the operation and management level in the Bank. The Board of Supervisors continued to carry out daily supervision over major risk points related to the sound operation of the Bank and timely urged the relevant departments to rectify and address hidden risks if any. A total of 2 special inspection notices, 11 supervision warning letters and 35 matters under supervision warning were sent throughout the year and achieved good supervision results.
- (VI) Full application of external supervision results. The Board of Supervisors made full use of the results of external supervision, such as notification from the regulatory authorities, prompting, rating feedback and audit opinions from the internal audit department, to follow up and supervise the implementation of the rectification of problems and urged the relevant business

departments to strengthen rectification. The Board of Supervisors supervised the audit work carried out by the annual report auditors and the audit conclusions to ensure that the information disclosure data is true and accurate.

- (VII) Strengthening performance competency of Supervisors. Firstly, the Board of Supervisors cooperated with the Office of the Board to hold the 2021 training on the performance of duties for Directors and Supervisors, interpreting the latest requirements of corporate governance rules and regulations and the key aspects of the Bank's evaluation on the performance of Directors and Supervisors to enhance their performance competency. Secondly, the Board of Supervisors organized the first communication meeting between Supervisors and independent Directors and organized external Supervisors to conduct research on business development in the coal industry, so as to make use of the professional advantages of independent Directors and external Supervisors to provide advice and suggestions for the high-quality development of the Bank.

II. INDEPENDENT OPINIONS ON RELATED MATTERS EXPRESSED BY THE BOARD OF SUPERVISORS

- (I) Legal Operation of the Bank. During the reporting period, the Bank's operation and management have been complied with the laws and regulations including the PRC Company Law and the PRC Commercial Banking Law, the regulatory requirements and the Articles of Association. The decision-making procedures of the Board are standardized and the content is legally valid. The senior management operates and manages our business in accordance with laws and regulations, the authorization of the Board and the Company's rules and regulations. The Board of Supervisors has not found that the Board, the senior management and its members have violated laws and regulations or damaged the interests of the Bank and Shareholders.
- (II) Financial Reporting. During the reporting period, the financial statements of the Bank for the year of 2021 prepared in accordance with PRC Accounting Standards have been audited by KPMG Huazhen LLP and the financial statements prepared in accordance with IFRS have been audited by KPMG, with standard unqualified auditors' reports being issued. The financial statements of the Bank give a true and objective representation of our financial status and operating results. The Board of Supervisors has not found any false records or material omissions.
- (III) Related Party Transactions. During the reporting period, the procedures of the Bank for reviewing, voting, disclosing and performing of related party transactions were in compliance with laws and regulations. The Board of Supervisors has not found any violation of the principle of fairness or any damage to the interests of Shareholders and the Bank.
- (IV) Implementation of Resolutions Approved in Shareholders' General Meetings. During the reporting period, the Board of Supervisors has no disagreement with the reports and proposals proposed by the Board being considered and approved in the Shareholders' general meetings.

The Board of Supervisors supervised the implementation of the resolutions of Shareholder's general meetings and considered that the Board seriously implemented the resolutions of Shareholder's general meetings.

- (V) Information Disclosure. During the reporting period, the Bank has, in accordance with the principles of openness, fairness and impartiality, disclosed the information of the Bank to investors and the public in a timely manner. The Board of Supervisors did not find any false disclosures or material omissions.

- (VI) Performance of Duties of the Board of Directors and Senior Management Concerning Capital Management and Consolidated Financial Statements Management. During the reporting period, the Board and senior management of the Bank were proactive in capital management, taking various measures to continuously replenish its capital externally and strictly assessing the use of capital internally, with the relevant regulatory indicators for capital management meeting the regulatory requirements.

The above report is hereby presented for Shareholders' consideration.

**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE
RULES OF PROCEDURE OF THE SHAREHOLDERS’
GENERAL MEETING OF BANK OF GUIZHOU CO., LTD.**

**COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE
OF SHAREHOLDERS’ GENERAL MEETING OF BANK OF GUIZHOU CO.,
LTD.**

Notes:

1. For the following content, “~~shares~~” shall mean deletion, while “shares” shall mean new content;
2. Adjustments to the format are not shown in the table below;
3. Due to the addition of articles, the numbering of the relevant Articles was adjusted accordingly.

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 1 In order to ensure Shareholders can exercise their rights in accordance with the law, and the efficient and standardized operation of Shareholders’ general meeting, and improve the governance structure of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Bank”), these Rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the PRC, Law of the People’s Republic of China on Banking Regulation and Supervision, Special Regulations of the State Council on Overseas Offerings and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), Interim Measures for the Equity Management of Commercial Banks, Guidance on Corporate Governance of Commercial Banks, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively the “laws and regulations”) and the Articles of Association of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Articles of Association”) and taking into account of the actual situation of the Bank.</p>	<p>Article 1 In order to ensure Shareholders can exercise their rights in accordance with the law, and the efficient and standardized operation of Shareholders’ general meeting, and improve the governance structure of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Bank”), these Rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the PRC, Law of the People’s Republic of China on Banking Regulation and Supervision, Special Regulations of the State Council on Overseas Offerings and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), Interim Measures for the Equity Management of Commercial Banks, Guidance on Corporate Governance of Commercial Banks <u>Corporate Governance Standards for Banking or Insurance Institutions</u>, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively the “laws and regulations”) and the Articles of Association of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Articles of Association”) and taking into account of the actual situation of the Bank.</p>	<p>Adjusted the expression according to the new regulation name.</p>

APPENDIX III

**COMPARISON TABLE OF AMENDMENTS TO THE
RULES OF PROCEDURE OF THE SHAREHOLDERS'
GENERAL MEETING OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 7 The Shareholders' general meeting is the organ of power of the Bank. It may exercise the following powers in accordance with relevant laws and regulations and the Articles of Association:</p> <p>(I) to decide on the Bank's business policy and investment plans;</p> <p>(II) to elect and replace Directors who are not employee representatives and to determine matters relating to remuneration of the Directors;</p> <p>(III) to elect and replace Supervisors who are not employee representatives and to determine matters relating to remuneration of the Supervisors;</p> <p>(IV) to consider and approve the reports of the Board of Directors;</p> <p>(V) to consider and approve the reports of the Board of Supervisors;</p> <p>(VI) to consider and approve the Bank's annual financial budget plan and financial statements plan;</p> <p>(VII) to consider and approve the Bank's profit distribution plan and loss recovery plan;</p> <p>(VIII) to resolve on increase or decrease of the registered capital of the Bank;</p> <p>(IX) to resolve on issuance of bonds of the Bank;</p> <p>(X) to resolve on the major asset transfer or acquisition, repurchase of the Bank's Shares, merger, division, dissolution and liquidation of the Bank;</p> <p>(XI) to amend the Articles of Association;</p> <p>(XII) to listen to the results of evaluation by the Board of Directors on the Directors and by the independent Directors on each other;</p> <p>(XIII) to listen to the results of evaluation by the Board of Supervisors on the Supervisors and by the external Supervisors on each other;</p>	<p>Article 7 The Shareholders' general meeting is the organ of power of the Bank. It may exercise the following powers in accordance with relevant laws and regulations and the Articles of Association:</p> <p>(I) to decide on the Bank's business policy and investment plans;</p> <p>(II) to elect and replace Directors who are not employee representatives and to determine matters relating to remuneration of the Directors;</p> <p>(III) to elect and replace Supervisors who are not employee representatives and to determine matters relating to remuneration of the Supervisors;</p> <p>(IV) to consider and approve the reports of the Board of Directors;</p> <p>(V) to consider and approve the reports of the Board of Supervisors;</p> <p>(VI) to consider and approve the Bank's annual financial budget plan and financial statements plan;</p> <p>(VII) to consider and approve the Bank's profit distribution plan and loss recovery plan;</p> <p>(VIII) to resolve on increase or decrease of the registered capital of the Bank;</p> <p>(IX) to resolve on issuance of bonds or listing of the Bank;</p> <p>(X) according to laws and regulations, to resolve on the major asset transfer or acquisition, repurchase of the Bank's Shares, merger, division, dissolution and liquidation of the Bank;</p> <p>(XI) to amend the Articles of Association;</p> <p>(XII) to listen to the results of evaluation by the Board of Directors on the Directors and by the report on the performance of independent Directors on each other;</p> <p>(XIII) to listen to the results of evaluation by the Board of Supervisors on the Directors, Supervisors and senior management by the external Supervisors on each other;</p>	<p>Amended in accordance with the amendments to Article 80 of the Articles of Association.</p>

APPENDIX III

**COMPARISON TABLE OF AMENDMENTS TO THE
RULES OF PROCEDURE OF THE SHAREHOLDERS'
GENERAL MEETING OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>(XIV) to consider proposals raised by Shareholder(s) severally or jointly holding more than 3% of the total voting shares of the Bank;</p> <p>(XV) to consider and approve the related party transactions with a single amount exceeding 10% of the Bank's net capital at the end of the last quarter;</p> <p>(XVI) to listen to the regulatory opinions of the banking regulatory authorities on the Bank and the execution of reform by the Bank;</p> <p>(XVII) to resolve on the appointment, removal or non-reappointment of an accounting firm by the Bank;</p> <p>(XVIII) to examine other issues which shall be determined by the Shareholders' general meeting as stipulated by laws and regulations, securities regulatory authorities at the place where the Bank's shares are listed, the Articles of Association and other internal systems of the Bank.</p>	<p>(XIV) to consider proposals raised by Shareholder(s) severally or jointly holding more than 3% of the total voting shares of the Bank;</p> <p>(XV) to consider and approve the related party transactions with a single amount exceeding 10% of the Bank's net capital at the end of the last quarter;</p> <p>(XVI) to listen to the regulatory opinions of the banking regulatory authorities on the Company and the execution of reform by the Company;</p> <p>(XVII) to resolve on the appointment, or removal or non-reappointment of an of the accounting firm <u>that performs regular statutory audits of the Bank's financial reports</u> by the Bank;</p> <p><u>(XVII) to consider and approve the rules of procedure of the Shareholders' general meeting, the Board of Directors and the Board of Supervisors;</u></p> <p><u>(XVIII) to consider and approve the equity incentive plan;</u></p> <p>(XIVIX) to consider <u>and approve</u> other issues which shall be determined by the Shareholders' general meeting as stipulated by laws and regulations, <u>regulatory requirements</u>, securities regulatory authorities at the place where the Bank's shares are listed, the Articles of Association and other internal systems of the Bank.</p>	

APPENDIX III

**COMPARISON TABLE OF AMENDMENTS TO THE
RULES OF PROCEDURE OF THE SHAREHOLDERS’
GENERAL MEETING OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 8 The matters within the scope of the above-mentioned functions and powers of the Shareholders’ general meeting shall be considered and decided by the Shareholders’ general meeting, but the general meeting may authorize the Board of Directors to make decisions when necessary and legal. The content of the authorization shall be clear and specific.</p> <p>.....</p>	<p>Article 8 The matters within the scope of the above-mentioned functions and powers of the Shareholders’ general meeting shall be considered and decided by the Shareholders’ general meeting, but the general meeting may authorize the Board of Directors to make decisions when necessary and legal. The content of the authorization shall be clear and specific. <u>The functions and powers of the Shareholders’ general meeting stipulated in the Company Law and Article 18 of the Corporate Governance Standards for Banking or Insurance Institutions shall not be authorized to the Board of Directors.</u></p> <p>.....</p>	<p>Amended in accordance with the amendments to Article 80 of the Articles of Association.</p>
<p>Article 10 In any of the following circumstances, the Bank shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:</p> <p>.....</p> <p>(VI) above half of the independent Directors propose to convene the meeting (the only two independent Directors of the Bank unanimously propose to convene the meeting);</p> <p>.....</p> <p>(IX) other circumstances as stipulated by laws and regulations, securities regulatory authorities at the place where the Bank’s shares are listed or the Articles of Association.</p> <p>.....</p>	<p>Article 10 In any of the following circumstances, the Bank shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:</p> <p>.....</p> <p>(VI) above half of the <u>one-half and no less than two</u> independent Directors propose to convene the meeting (the only two independent Directors of the Company unanimously propose to convene the meeting);</p> <p>.....</p> <p>(IX) other circumstances as stipulated by laws and regulations, <u>regulatory requirements</u>, securities regulatory authorities at the place where the Bank’s shares are listed or the Articles of Association.</p> <p>.....</p>	<p>Amended in accordance with the amendments to Article 82 of the Articles of Association.</p>

APPENDIX III

**COMPARISON TABLE OF AMENDMENTS TO THE
RULES OF PROCEDURE OF THE SHAREHOLDERS’
GENERAL MEETING OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 12 More than one-half of the independent Directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. Where the Bank has only 2 independent Directors, the proposal to convene an extraordinary general meeting shall be subject to the unanimous consent of the 2 independent Directors. Regarding the proposal of the aforementioned independent Directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the provisions of laws and regulations and the Articles of Association, provide written feedback on whether to agree or disagree with the extraordinary general meeting within 10 days after receiving the proposal.</p>	<p>Article 12 More than one-half of and no less than two the independent Directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. Where the Bank has only 2 independent Directors, the proposal to convene an extraordinary general meeting shall be subject to the unanimous consent of the 2 independent Directors Regarding the proposal of the aforementioned independent Directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the provisions of laws and regulations and the Articles of Association, provide written feedback on whether to agree or disagree with the extraordinary general meeting within 10 days after receiving the proposal.</p>	<p>Adjusted the expression in accordance with Article 20 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>
<p>Article 21 Where the Bank convenes an annual general meeting, the Board shall send a notice 20 business days before the meeting, and where the Bank convenes an extraordinary general meeting, the Bank shall give a notice 10 business days or 15 days (whichever is longer) before the meeting to notify all the Shareholders in the share register of the matters to be considered at the meeting, and the date and venue of the meeting.</p>	<p>Article 21 Where the Bank convenes an annual general meeting, the Board shall send a notice 20 business days before the meeting, and where the Bank convenes an extraordinary general meeting, the Bank shall give a notice 10 business days or 15 days (whichever is longer) before the meeting to notify all the Shareholders in the share register of the matters to be considered at the meeting, and the date and venue of the meeting. <u>Where otherwise provided by laws, administrative regulations, departmental rules and regulations and the securities regulator or stock exchange where the Company’s shares are listed, the provisions thereof shall apply.</u></p>	<p>Amended in accordance with the amendments to Article 84 of the Articles of Association.</p>
<p>Article 34 Shareholders’ general meetings shall be convened and presided over by the Chairman of the Board. Where the Chairman cannot attend the meeting for any reason, the Chairman may appoint another Director to convene and preside over the meeting on his/her behalf;</p>	<p>Article 34 Shareholders’ general meetings shall be convened <u>by the Board</u> and presided over by the Chairman of the Board. Where the Chairman cannot attend the meeting for any reason, the Chairman may appoint another Director to convene and preside over the meeting on his/her behalf;</p>	<p>Amended in accordance with the amendments to Article 83 of the Articles of Association.</p>

APPENDIX III

**COMPARISON TABLE OF AMENDMENTS TO THE
RULES OF PROCEDURE OF THE SHAREHOLDERS'
GENERAL MEETING OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 40 The following matters shall be passed by ordinary resolutions at the Shareholders' general meeting:</p> <p>.....</p> <p>(V) engagement, dismissal or discontinuation of the appointment of the accounting firm;</p> <p>.....</p>	<p>Article 40 The following matters shall be passed by ordinary resolutions at the Shareholders' general meeting:</p> <p>.....</p> <p>(V) engagement, <u>or</u> dismissal or discontinuation of the appointment of the accounting firm <u>that performs regular statutory audits of the Company's financial reports;</u></p> <p>.....</p>	<p>Amended in accordance with the amendments to Article 113 of the Articles of Association.</p>
<p>Article 41 The following matters shall be approved by special resolutions at a Shareholders' general meeting:</p> <p>(I) increase or reduction in the registered capital of the Bank and the issuance of shares of any class, warrants and other similar securities;</p> <p>(II) issuance of bonds by the Company;</p> <p>(III) the Bank's material acquisition and repurchase of shares of the Bank;</p> <p>(IV) the merger, division, dissolution and liquidation or change of the form of the Bank;</p> <p>(III) amendment to the Articles of Association;</p> <p>(IV) any other matters specified in the laws and regulations or the Articles of Association, and confirmed by an ordinary resolution at a Shareholders' general meeting that it may have material impact on the Bank and accordingly shall be approved by special resolutions.</p>	<p>Article 41 The following matters shall be approved by special resolutions at a Shareholders' general meeting:</p> <p>(I) increase or reduction in the registered capital of the Bank and the issuance of shares of any class, warrants and other similar securities;</p> <p>(II) issuance of <u>corporate</u> bonds <u>or listing of</u> the Company;</p> <p>(III) the Bank's material acquisition and repurchase of shares of the Bank;</p> <p>(IV) the division, merger, dissolution and liquidation or change of the form of the Company;</p> <p>(IV) amendment to the Articles of Association;</p> <p><u>(VI) removal of independent Directors;</u></p> <p><u>(VII) consider and approve the equity incentive plan;</u></p> <p>(IV) any other matters specified in the laws and regulations, <u>regulatory requirements</u> or the Articles of Association, and confirmed by an ordinary resolution at a Shareholders' general meeting that it may have material impact on the Bank and accordingly shall be approved by special resolutions.</p>	<p>Amended in accordance with the amendments to Article 114 of the Articles of Association.</p>

APPENDIX III

**COMPARISON TABLE OF AMENDMENTS TO THE
RULES OF PROCEDURE OF THE SHAREHOLDERS'
GENERAL MEETING OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 43 To be valid, a resolution at a Shareholders' general meeting on a related party transaction shall be passed by votes exceeding half of the shares with voting rights held by non-related Shareholders attending the meeting; if the related party transaction involves the matters which shall be passed by special resolutions under Article 42 of these Rules, relevant resolution at the Shareholders' general meeting shall be passed by votes exceeding two thirds of the shares with voting rights held by non-related Shareholders attending the meeting.</p>	<p>Article 43 To be valid, a resolution at a Shareholders' general meeting on a related party transaction shall be passed by votes exceeding half of the shares with voting rights held by non-related Shareholders attending the meeting; if the related party transaction involves the matters which shall be passed by special resolutions under Article 42<u>421</u> of these Rules, relevant resolution at the Shareholders' general meeting shall be passed by votes exceeding two thirds of the shares with voting rights held by non-related Shareholders attending the meeting.</p>	<p>Amended in accordance with the amendments to Article 121 of the Articles of Association.</p>
<p>Article 56 Unless a class meeting is convened concurrently with an annual general meeting, under which circumstance the notice for such class meeting shall be given 20 business days before convening the meeting, when convening a class meeting, the Bank shall send a notice 10 business days or 15 days (whichever is earlier) before convening the meeting to notify all the Shareholders in the share register of the issues to be considered at the meeting, and the date and venue of the meeting.</p>	<p>Article 56 Unless a class meeting is convened concurrently with an annual general meeting, under which circumstance the notice for such class meeting shall be given 20 business days before convening the meeting, when convening a class meeting, the Bank shall send a notice 10 business days or 15 days before convening the meeting (whichever is earlier) to notify all the Shareholders in the share register of the issues to be considered at the meeting, and the date and venue of the meeting. <u>Where otherwise provided by laws, administrative regulations, departmental rules and regulations and the securities regulator or stock exchange where the Company's shares are listed, the provisions thereof shall apply.</u></p>	<p>Amended in accordance with the amendments to Article 132 of the Articles of Association.</p>

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE
OF THE BOARD OF DIRECTORS OF BANK OF GUIZHOU CO., LTD.

Notes:

1. For the following content, “~~shares~~” shall mean deletion, while “shares” shall mean new content;
2. Adjustments to the format were not shown in the table below;
3. Due to the addition of articles, the numbering of the relevant Articles was adjusted accordingly.

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 1 In order to further standardize the proceedings and decision-making procedures of the Board of Directors of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Bank”), promote the effective performance of duties by Directors and the Board of Directors, and improve the standard operation and scientific decision-making level of the Board of Directors, these Rules are formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Banking Law of the PRC, Guidance on Corporate Governance of Commercial Banks, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively the “laws and regulations”) and the Articles of Association of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Articles of Association of the Bank”).</p>	<p>Article 1 In order to further standardize the proceedings and decision-making procedures of the Board of Directors of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Bank”), promote the effective performance of duties by Directors and the Board of Directors, and improve the standard operation and scientific decision-making level of the Board of Directors, these Rules are formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Banking Law of the PRC, Guidance on Corporate Governance of Commercial Banks <u>Corporate Governance Standards for Banking or Insurance Institutions</u>, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively the “laws and regulations”) and the Articles of Association of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Articles of Association of the Bank”).</p>	<p>Adjusted the expression according to the new regulation name.</p>

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
DIRECTORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 6 The Board of Directors shall establish special committees including the Strategic Development Committee, the Risk and Related Party Transactions Management Committee, the Nomination and Remuneration Committee, the Audit Committee, and the Consumer Rights Protection and Social Responsibility Committee. Each special committee shall formulate working rules to stipulate the composition, authority and rules of procedure of the committee and other related matters, which shall be considered and approved by the Board of Directors.</p>	<p>Article 6 <u>In accordance with laws and regulations, regulatory requirements and conditions of the Company,</u> the Board of Directors shall establish <u>separate or combined</u> special committees including the Strategic Development Committee, the Risk and Related Party Transactions Management Committee, the Nomination and Remuneration Committee, the Audit Committee, and the Consumer Rights Protection and Social Responsibility Committee <u>Audit Committee, Related Party Transactions Control Committee, Risk Management Committee, Remuneration Committee, Nomination Committee and Consumer Rights Protection Committee, and may also set up other special committees where necessary.</u> Each special committee shall formulate working rules to stipulate the composition, authority and rules of procedure of the committee and other related matters, which shall be considered and approved by the Board of Directors.</p>	<p>Amended in accordance with the amendments to Article 193 of the Articles of Association.</p>
<p>Article 8 The following matters must be pre-studied by the Party Committee of the Bank: (I) major initiatives launched to implement the decisions and arrangements of the Party Central Committee and to implement the national development strategies; (II) the Bank's development strategy, medium and long-term development plans, and important reform plans; 1. formulation (revision) of the development strategy and the medium and long-term development plan of the Bank; 2. formulation (revision) of the production and management policy of the Bank; 3. formulation (revision) of the Bank's reform and development plan; 4. approval and change of the Bank's main business, functional definition, classification and adjustment.</p>	<p>Article 8 The following matters must be pre-studied by the Party Committee of the Bank: (I) major initiatives launched to implement the decisions and arrangements of the Party Central Committee and to implement the national development strategies; (II) the Bank's development strategy, medium and long-term development plans, and important reform plans; 1. formulation (revision) of the development strategy and the medium and long-term development plan of the Bank; 2. formulation (revision) of the production and management policy of the Bank; 3. formulation (revision) of the Bank's reform and development plan; 4. approval and change of the Bank's main business, functional definition, classification and adjustment.</p>	<p>Amended in accordance with the Work Tips on Implementing the Guizhou Dang Ban Fa [2022] No. 2 Document.</p>

APPENDIX IV

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
DIRECTORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>(III) principles and direction issues in the Bank's asset restructuring, transfer of property rights, capital operation and large-scale investment:</p> <ol style="list-style-type: none"> 1. major asset restructuring, merger, division, dissolution, merger and acquisition, reform of joint stock system, listing, liquidation, bankruptcy or change of corporate form of the Bank; 2. increase and reduction of registered capital (share capital); 3. major asset loss write-offs, asset appraisal approval or filing, major asset disposals, changes in state-owned property rights and other matters; 4. major plans on operations, investment and financing, guarantees, and corporate bond issuance; 5. financial derivative business such as options and futures; 6. registering a company abroad (overseas); 7. the mobilization and utilization of large amounts of funds within the annual budget, extrabudgetary funds and other large amounts of funds operation matters; 8. profit distribution plan and make up for losses and other major matters; 9. major equipment and technology introduction, purchase of bulk materials and services, major engineering and construction projects; 10. the Bank's major risk assessment and prevention matters. <p>(IV) Setting up and adjusting the organizational structure of the Bank, making and modifying important rules and regulations:</p> <ol style="list-style-type: none"> 1. setting up and adjustment of the Bank's organizational structure; 2. the setting up and adjustment of the Bank's internal institutions; 3. formulation (revision) of the Articles of Association of the Bank, basic systems and other important rules and regulations. 	<p>(III) principles and direction issues in the Bank's asset restructuring, transfer of property rights, capital operation and large-scale investment:</p> <ol style="list-style-type: none"> 1. major asset restructuring, merger, division, dissolution, merger and acquisition, reform of joint stock system, listing, liquidation, bankruptcy or change of corporate form of the Bank; 2. increase and reduction of registered capital (share capital); 3. major asset loss write offs, asset appraisal approval or filing, major asset disposals, changes in state-owned property rights and other matters; 4. major plans on operations, investment and financing, guarantees, and corporate bond issuance; 5. financial derivative business such as options and futures; 6. registering a company abroad (overseas); 7. the mobilization and utilization of large amounts of funds within the annual budget, extrabudgetary funds and other large amounts of funds operation matters; 8. profit distribution plan and make up for losses and other major matters; 9. major equipment and technology introduction, purchase of bulk materials and services, major engineering and construction projects; 10. the Bank's major risk assessment and prevention matters. <p>(IV) Setting up and adjusting the organizational structure of the Bank, making and modifying important rules and regulations:</p> <ol style="list-style-type: none"> 1. setting up and adjustment of the Bank's organizational structure; 2. the setting up and adjustment of the Bank's internal institutions; 3. formulation (revision) of the Articles of Association of the Bank, basic systems and other important rules and regulations. 	

Original Articles	Articles after Amendments	Basis of Amendments
<p>(V) Significant matters concerning the rights and interests of the Bank's employees and social responsibilities:</p> <ol style="list-style-type: none"> 1. the performance assessment and salary allocation plan of cadres and staff within the scope of authority of the Bank, the design and adjustment and optimization of the professional ranking system and other important matters involving the vital interests of staff; 2. major matters related to environmental protection, stable employment, and donations and sponsorships. <p>(VI) other important matters that should be studied and discussed by the Party Committee.</p> <ol style="list-style-type: none"> 1. the Bank's contribution to state-owned capital gains; 2. total salary and remuneration budget of the Bank; 3. the annual financial budget proposal and business plan, objectives and tasks; 4. other major matters that need to be pre-studied and discussed by the Party Committee. 	<p>(V) Significant matters concerning the rights and interests of the Bank's employees and social responsibilities:</p> <ol style="list-style-type: none"> 1. the performance assessment and salary allocation plan of cadres and staff within the scope of authority of the Bank, the design and adjustment and optimization of the professional ranking system and other important matters involving the vital interests of staff; 2. major matters related to environmental protection, stable employment, and donations and sponsorships. <p>(VI) other important matters that should be studied and discussed by the Party Committee.</p> <ol style="list-style-type: none"> 1. the Bank's contribution to state-owned capital gains; 2. total salary and remuneration budget of the Bank; 3. the annual financial budget proposal and business plan, objectives and tasks; 4. other major matters that need to be pre-studied and discussed by the Party Committee. <p><u>(I) matters including major initiatives launched by the Bank to implement the decisions and arrangements of the Party Central Committee and the Provincial Party Committee, and to implement the national and provincial development strategies;</u></p> <p><u>(II) matters including the formulation of the Bank's business policy, development strategy, development plan, business plan and investment plan;</u></p> <p><u>(III) the Bank's major investment and financing, asset restructuring, asset disposal, asset loss write-off, guarantee, procurement of bulk materials and purchase of services;</u></p>	

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
DIRECTORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
	<p><u>(IV) the Bank's annual financial budget, profit distribution, loss recovery plan, increase or reduction of registered capital plan, large amount of budgeted funds, mobilization and utilization of over-budgeted funds, large donations and sponsorships, financial derivative business such as options and futures, bonds issuance plan, total salary and remuneration budget, and other major matters related to the operation of large amount of funds;</u></p> <p><u>(V) important reform plans of the Bank, plans for the establishment, merger, division, restructuring, dissolution, bankruptcy or change of corporate form, plans for the establishment and adjustment of internal management bodies, major matters such as approval and change of main business, functional definition and classification and adjustment;</u></p> <p><u>(VI) the formulation and proposal of amendments to the Articles of Association of the Bank, the formulation of the basic management system and other important regulations;</u></p> <p><u>(VII) the Bank's salary and income distribution plan, democratic management, staff reassignment and resettlement and other major matters involving the vital interests of employees, matters involving the Bank's safety production, ecological and environmental protection, maintenance of stability, social responsibility, emergencies, major economic disputes and major risk study and prevention;</u></p> <p><u>(VIII) the Bank's reform of the state-owned capital authorization and management system, the establishment of a sound authorization and decision-making system of the Board, and the improvement of the performance evaluation and accountability mechanism and other matters;</u></p> <p><u>(IX) other major matters that need to be pre-studied and discussed by the Party Committee.</u></p>	

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
DIRECTORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 9 The Board shall exercise the following functions and powers:</p> <p>(I) convening Shareholders' general meetings and reporting its performance at the Shareholders' general meetings;</p> <p>(II) implementing resolutions of the Shareholders' general meetings;</p> <p>(III) formulating the Bank's annual financing and investment plan, determining the Bank's business development strategy and deciding on the Bank's business plan and investment plan;</p> <p>(IV) formulating annual employee remuneration budget plans, financial budget plans, final account plans, profit distribution plans and loss recovery plans of the Bank;</p> <p>(V) formulating proposals for the Bank's increase in or reduction of registered capital and issuance of corporate bonds or other securities and the listing;</p> <p>(VI) formulating proposals for the Bank's major asset transfer and alienation, repurchase of the Bank's shares or merger, division and dissolution, and change of the Bank's corporate form;</p> <p>(VII) deciding on the Bank's external investments, acquisition and sale of assets, pledging of assets, external guarantee matters, entrusted financial management and related party transactions in accordance with the provisions of the Bank's Articles of Association or within the authorization of the Shareholders' general meeting.</p> <p>(VIII) determining the setting of branches and internal management bodies of the Bank;</p>	<p>Article 9 The Board <u>shall play the role of formulating strategies, making decisions and preventing risks, and</u> shall exercise the following functions and powers:</p> <p>(I) convening Shareholders' general meetings and reporting its performance at the Shareholders' general meetings;</p> <p>(II) implementing resolutions of the Shareholders' general meetings;</p> <p>(III) formulating the Bank's annual financing and investment plan, determining<u>establishing</u> the Bank's business development strategy <u>and supervising strategy implementation</u>, and deciding on the Bank's business plan and investment plan;</p> <p>(IV) formulating annual employee remuneration budget plans, financial budget plans, final account plans, profit distribution plans and loss recovery plans of the Bank;</p> <p>(V) formulating proposals for the Bank's increase in or reduction of registered capital and issuance of corporate bonds or other securities and the listing;</p> <p>(VI) formulating proposals for the Bank's major asset <u>acquisition</u>, transfer and alienation, repurchase of the Company's shares or merger, division, and dissolution, and change of the Bank's corporate form;</p> <p>(VII) deciding on the Bank's external investments, acquisition and sale of assets, pledging of assets, external guarantee matters, entrusted financial management and related party transactions <u>considering and approving external investments, asset acquisitions, asset disposals and write-offs, asset pledges, related party transactions, data governance, material external guarantees and other matters</u> in accordance with the provisions of the Bank's Articles of Association <u>laws, regulations, regulatory requirements and the Articles of Association</u> or within the authorization of the Shareholders' general meeting.</p> <p>(VIII) determining the setting, <u>merger and revocation</u> of branches and internal management bodies of the Bank;</p>	<p>Amended in accordance with the amendments to Article 170 of the Articles of Association.</p>

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
DIRECTORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>(IX) appointing or dismissing the President of the Bank and the secretary to the Board upon nomination by the Chairman of the Board; appointing or dismissing the Vice President of the Bank, the Head of Finance and other senior management personnel who should be appointed or dismissed by the Board in accordance with the relevant laws and regulations or the Articles of Association of the Bank, and determining their remuneration, rewards and punishments upon nomination by the President of the Bank;</p> <p>(X) assessing and evaluating the performance of Directors and reporting the same to the Shareholders' general meeting;</p> <p>(XI) determining the Bank's risk management and internal control policies and formulating the Bank's basic management system;</p> <p>(XII) formulating modifications to the Articles of Association of the Bank;</p> <p>(XIII) formulating the Bank's information disclosure system and managing the Bank's information disclosure matters;</p> <p>(XIV) proposing at a Shareholders' general meeting the engagement or change of an accounting firm providing audit for the Bank;</p> <p>(XV) listening to work reports of the President and examining his/her work;</p> <p>(XVI) formulating plans for the Bank to register a company abroad (overseas);</p> <p>(XVII) other functions and powers stipulated by laws and regulations and the Articles of Association of the Bank and authorized by the Shareholders' general meetings.</p>	<p>(IX) <u>according to regulatory requirements</u>, appointing or dismissing the President of the Bank and the secretary to the Board upon nomination by the Chairman of the Board; appointing or dismissing the Vice President of the Bank, the Head of Finance and other senior management personnel who should be appointed or dismissed by the Board in accordance with the relevant laws and regulations or the Articles of Association of the Bank, and determining their remuneration, rewards and punishments upon nomination by the President of the Bank, <u>and supervising the performance of duties by senior management</u>;</p> <p>(X) assessing and evaluating the performance of Directors and reporting the same to the Shareholders' general meeting;</p> <p>(XI) determining the Bank's risk management and internal control policies and formulating the Bank's basic management system;</p> <p>(XH) formulating modifications to the Articles of Association of the Bank, <u>formulating the rules of procedure for the Shareholders' general meeting and the rules of procedure for the Board, and considering and approving the working rules of the special committees of the Board</u>;</p> <p>(XIIH) formulating the Bank's information disclosure system and <u>managing handling</u> the Bank's information disclosure matters, <u>and being ultimately responsible for the authenticity, completeness, accuracy and timeliness of the Company's accounting and financial reporting</u>;</p> <p>(XIIIV) proposing at a Shareholders' general meeting the engagement or change-dismissal of an accounting firm providing <u>regular statutory</u> audit for the Bank's <u>financial reports</u>;</p> <p>(XIV) <u>considering and determining working rules of the President</u>, listening to <u>his/her</u> work reports of the President and examining his/her work;</p>	

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
DIRECTORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
	<p>(XV) formulating plans for the Bank to register a company abroad (overseas);</p> <p><u>(XVI) formulating the capital plan of the Company and assume the ultimate responsibility for capital or solvency management;</u></p> <p><u>(XVII) formulating policies on risk tolerance level, risk management and internal control of the Company and assume ultimate responsibility for comprehensive risk management;</u></p> <p><u>(XVIII) regularly evaluating and improving the corporate governance;</u></p> <p><u>(XIX) safeguarding the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(XX) establishing the mechanism for identification, verification and management of the conflict of interests between the Company and Shareholders, in particular substantial Shareholders;</u></p> <p><u>(XXI) assuming the management responsibility for affairs of shareholders;</u></p> <p>(XV)(XVI)(XVII)(XVIII)(XIX)(XX)(XXI)(XXII) other functions and powers stipulated by laws and regulations and the Articles of Association of the Bank and authorized by the Shareholders' general meetings.</p>	

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 10 In addition to the functions and powers mentioned in the above Article, the Board shall focus on the following matters:</p> <p>(I) formulating the Bank’s business development strategy and supervising strategy implementation;</p> <p>(II) formulating policies on risk tolerance level, risk management and internal control of the Bank;</p> <p>(III) formulating the capital plan and assume the ultimate responsibility for capital management;</p> <p>(IV) regularly evaluating and improving the corporate governance of the Bank;</p> <p>(V) handling the Bank’s information disclosure, and being ultimately responsible for the authenticity, accuracy, completeness and timeliness of the Bank’s accounting and financial reporting;</p> <p>(VI) supervising and ensuring the effective performance of duties by senior management;</p> <p>(VII) Safeguarding the legitimate rights and interests of depositors and other stakeholders;</p> <p>(VIII) establish the mechanism for identification, verification and management of the conflict of interests between the Bank and Shareholders, in particular substantial Shareholders;</p> <p>.....</p>	<p>Article 10 In addition to the functions and powers mentioned in the above Article, the Board shall focus on the following matters:</p> <p>(I) formulating the Bank’s business development strategy and supervising strategy implementation;</p> <p>(II) formulating policies on risk tolerance level, risk management and internal control of the Bank;</p> <p>(III) formulating the capital plan and assume the ultimate responsibility for capital management;</p> <p>(IV) regularly evaluating and improving the corporate governance of the Bank;</p> <p>(V) handling the Bank’s information disclosure, and being ultimately responsible for the authenticity, accuracy, completeness and timeliness of the Bank’s accounting and financial reporting;</p> <p>(VI) supervising and ensuring the effective performance of duties by senior management;</p> <p>(VII) Safeguarding the legitimate rights and interests of depositors and other stakeholders;</p> <p>(VIII) establish the mechanism for identification, verification and management of the conflict of interests between the Bank and Shareholders, in particular substantial Shareholders;</p> <p>.....</p>	<p>The relevant expression has been adjusted to Article 9 of these Rules in accordance with Article 44 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

APPENDIX IV

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
DIRECTORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 14 The Board shall have a secretary to the Board, who shall be accountable to the Board and shall be the senior management of the Bank. The secretary to the Board shall be nominated by the Chairman of the Board and appointed or dismissed by the Board.</p> <p>The main duties and responsibilities of the secretary to the Board shall include:</p> <p>(I) ensuring that the Bank prepares and submits the reports and documents required by the competent authority in accordance with relevant laws;</p> <p>(II) ensuring that complete organizational documents are available for the Bank, arranging for the Board meetings and Shareholders' general meetings, and being responsible for arranging meeting minutes and keeping meeting documents and records; ensuring the completeness and accuracy of the minutes, keeping meeting documents and minutes, and taking initiative to monitor the progress of the implementation of relevant resolutions; reporting any important issues occurring during the implementation to the Board and giving relevant advice to the Board;</p> <p>....</p>	<p>Article 14 The Board shall have a secretary to the Board, who shall be accountable to the Board and shall be the senior management of the Bank. The secretary to the Board shall be nominated by the Chairman of the Board and appointed or dismissed by the Board.</p> <p>The main duties and responsibilities of the secretary to the Board shall include:</p> <p>(I) ensuring that the Bank prepares and submits the reports and documents required by the competent authority in accordance with relevant laws;</p> <p>(II) ensuring that complete organizational documents are available for the Bank, being responsible arrange for arranging the Board meetings and Shareholders' general meetings; and being responsible for arranging meeting minutes and keeping meeting documents and records; ensuring the completeness and accuracy of the minutes, keeping meeting documents and minutes, and taking initiative to monitor the progress of the implementation of relevant resolutions; reporting any important issues occurring during the implementation to the Board and giving relevant advice to the Board;</p> <p>....</p>	<p>Amended in accordance with Article 199 of the Articles of Association.</p>
<p>Article 15 The meetings of the Board shall be divided into regular meetings and interim meetings. The Board shall hold at least four regular meetings per year and in principle shall hold at least one meeting per quarter.</p>	<p>Article 15 The meetings of the Board shall be divided into regular periodic meetings and interim meetings. The Board shall hold at least four regular periodic meetings per year and in principle shall hold at least one meeting per quarter.</p>	<p>Amended in accordance with the amendments to Article 181 of the Articles of Association.</p>
<p>Article 16 The Chairman shall convene and preside over an interim Board meeting within five workdays after receipt of the proposal in any of the following circumstances:</p> <p>.....</p> <p>(V) it is proposed by more than half of the independent Directors;</p> <p>.....</p>	<p>Article 16 The Chairman shall convene and preside over an interim Board meeting within five workdays after receipt of the proposal in any of the following circumstances:</p> <p>.....</p> <p>(V) it is proposed by more than half of the two independent Directors;</p> <p>.....</p>	<p>Amended in accordance with the amendments to Article 182 of the Articles of Association.</p>

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
DIRECTORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 18 Written notices shall be sent to all Directors and Supervisors by direct delivery, fax, e-mail, express delivery or other means at least 14 days and 5 days in advance for regular and interim meetings of the Board, respectively. In case of non-direct delivery, confirmation shall be made by telephone and recorded accordingly.</p> <p>Where an interim Board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.</p> <p>If the form of communication voting is adopted, the matters thereof and relevant background information shall be sent to all Directors at least 3 days before the voting.</p>	<p>Article 18 Written notices shall be sent to all Directors and Supervisors by direct delivery, fax, e-mail, express delivery or other means at least 14 days and 5 days in advance for regular periodic and interim meetings of the Board, respectively. In case of non-direct delivery, confirmation shall be made by telephone and recorded accordingly.</p> <p>Where an interim Board meeting needs to be convened in emergency, it is not subject to the above time limit for notice of the meeting and the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.</p> <p>If the form of communication voting by circulation of a written resolution is adopted, the matters thereof and relevant background information shall be sent to all Directors at least 3 5 days before the deadline for voting.</p>	<p>Amended in accordance with the amendments to Articles 181, 183 and 186 of the Articles of Association.</p>
<p>Article 20 After the written notice of the regular meeting of the Board is issued, if it is necessary to change the time and place of the meeting or to add, change or cancel the meeting proposal, a written notice of change shall be issued 3 days before the original meeting date, stating the situation and the relevant content of the new proposal and related materials. If it is less than 3 days, the meeting date shall be postponed accordingly or be held as scheduled after obtaining the approval of all participating Directors.</p> <p>.....</p>	<p>Article 20 After the written notice of the regular periodic meeting of the Board is issued, if it is necessary to change the time and place of the meeting or to add, change or cancel the meeting proposal, a written notice of change shall be issued 3 days before the original meeting date, stating the situation and the relevant content of the new proposal and related materials. If it is less than 3 days, the meeting date shall be postponed accordingly or be held as scheduled after obtaining the approval of all participating Directors.</p> <p>.....</p>	<p>Amended in accordance with Article 49 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>
<p>Article 23 The Directors shall attend at least two-thirds of the meetings of the Board in person each year. Where a Director is unable to attend the meeting for any reason, he/she shall review the meeting materials in advance, form a clear opinion and appoint other Directors of the same class in writing to attend the meeting on his/her behalf.</p> <p>.....</p>	<p>Article 23 The Directors shall attend at least two-thirds of the on-site meetings of the Board in person each year. Where a Director is unable to attend the meeting for any reason, he/she shall review the meeting materials in advance, form a clear opinion and appoint other Directors of the same class in writing to attend the meeting on his/her behalf.</p> <p>.....</p>	<p>Amended in accordance with Article 32 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

APPENDIX IV

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
DIRECTORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 26 If a Director fails to attend two consecutive Board meetings in person or does not appoint other Directors to attend the Board meetings on his or her behalf, or if the number of Board meetings attended in person within one year is less than two-thirds of the total number of Board meetings, he or she shall be deemed unable to perform his or her duties and the Board shall propose to the Shareholders' general meeting to replace him or her.</p>	<p>Article 26 If a Director fails to attend two consecutive Board meetings in person or does not appoint other Directors to attend the Board meetings on his or her behalf, or if the number of Board meetings attended in person within one year is less than two thirds of the total number of Board meetings, he or she shall be deemed unable to perform his or her duties and the Board shall propose to the Shareholders' general meeting to replace him or her.</p>	<p>Amended in accordance with the amendments to Article 147 of the Articles of Association.</p>
<p>Article 27 The meetings of the Board shall be held on site in principle. When necessary, with the consent of the convener (presider) and the proposer, the meeting may also be held by video, telephone, fax or e-mail voting under the premise of guaranteeing the full expression of the Directors' opinions. Meetings of the Board may also be held on site and in other ways simultaneously.</p> <p>If the meeting is held off-site, the number of Directors present at the meeting shall be calculated based on the Directors who are shown on video to be present, the Directors who expressed their opinions during the teleconference, the actual receipt of valid votes such as fax or e-mail within the prescribed period, or the written confirmation of having attended the meeting submitted by the Directors afterwards.</p>	<p>Article 27 The meetings of the Board shall be held on site in principle. When necessary, with the consent of the convener (presider) and the proposer, the meeting may also be held by video, telephone, fax or e-mail voting under the premise of guaranteeing the full expression of the Directors' opinions. Meetings of the Board may also be held on site and in other ways simultaneously.</p> <p>If the meeting is held off site, the number of Directors present at the meeting shall be calculated based on the Directors who are shown on video to be present, the Directors who expressed their opinions during the teleconference, the actual receipt of valid votes such as fax or e-mail within the prescribed period, or the written confirmation of having attended the meeting submitted by the Directors afterwards.</p>	<p>Amended in accordance with Article 114 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 30 Voting at meetings of the Board shall be conducted on a “one person, one vote” basis. The meeting of the Board may adopt both conference voting (including video conference and teleconference) and communication voting.</p> <p>When voting by communication, Directors shall sign the signature page of the resolution and the voting ballot separately, and send the scanned copy of the signature page of the resolution and the voting ballot to the office of the Board by e-mail or fax and other means. The time of voting is the time when the Directors sign the signature page of the resolution and the voting ballot. Communication voting can be done without taking minutes of the meeting.</p> <p>.....</p> <p>Interim meetings of the Board may be conducted and make resolutions by communication voting with signature by the participating Directors under the premise of guaranteeing the full expression of the Directors’ opinions.</p>	<p>Article 3029 Voting at meetings of the Board shall be conducted on a “one person, one vote” basis. The meeting-resolution of the Board may adopt both conference voting (including video conference and teleconference) and communication voting be voted by means of on-site meeting and circulation of a written resolution.</p> <p><u>The “on-site meeting” shall refer to meetings held by physical meeting, video, telephone and other means that ensure immediate communication and discussion among the participants. The term “circulation of a written resolution” shall refer to the manner of meeting at which resolutions on proposals are made by separate delivery of deliberations or by circulation of deliberations.</u></p> <p>When voting by communication circulation of a written resolution, Directors shall sign the signature page of the resolution and the voting ballot separately, and send the scanned copy of the signature page of the resolution and the voting ballot to the office of the Board by e-mail or fax and other means. The time of voting is the time when the Directors sign the signature page of the resolution and the voting ballot. Communication Voting by circulation of a written resolution can be done without taking minutes of the meeting.</p> <p>.....</p> <p>Interim meetings of the Board may be conducted and make resolutions by communication voting with signature by the participating Directors under the premise of guaranteeing the full expression of the Directors’ opinions.</p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Amended in accordance with Articles 50 and 114 of the Corporate Governance Standards for Banking or Insurance Institutions.

APPENDIX IV

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
DIRECTORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 33 Except for the circumstances specified in Article 33 of these Rules, resolutions made by the Board must be passed by a majority of all Directors; provided that the following matters shall be passed by a vote of at least two-thirds of the Directors and cannot be convened by communication voting;</p> <p>.....</p> <p>(XI) major shareholding changes and financial restructuring and other significant matters;</p> <p>.....</p>	<p>Article 33 Except for the circumstances specified in Article 33 of these Rules; Resolutions made by the Board must be passed by a majority of all Directors; provided that the following matters shall be passed by a vote of at least two-thirds of the Directors and cannot be convened by communication voting <u>by circulation of a written resolution</u>;</p> <p>.....</p> <p>(XI) major shareholding changes and financial restructuring and other significant matters <u>remuneration plan;</u> <u>(XII) major related party transactions;</u></p> <p>.....</p>	<p>1. Serial number adjustment;</p> <p>2. Amended in accordance with Article 50 of the Corporate Governance Standards for Banking or Insurance Institutions;</p> <p>3. Amended in accordance with the amendments to Article 186 of the Articles of Association.</p>
<p>Article 40 The meetings of the Board held on-site and by video or telephone may be recorded during the whole process as necessary.</p>	<p>Article 40 The meetings of the Board held on-site and by video or telephone may be recorded during the whole process as necessary. <u>For a meeting that adopts on-site voting, the meeting shall be recorded by means of audio and video recording.</u></p>	<p>1. Serial number adjustment;</p> <p>2. Amended in accordance with Article 51 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>
<p>Article 48 The archives of the meetings of the Board, including meeting notices and meeting materials, meeting attendance sheet, power of attorney for Directors to attend on their behalf, meeting recording materials, votes, records of meetings signed and confirmed by the participating Directors, minutes of meetings, meeting resolutions and announcement of resolutions, shall be kept by the secretary to the Board for a period of not less than 10 years.</p>	<p>Article 48 The archives of the meetings of the Board, including meeting notices and meeting materials, meeting attendance sheet, power of attorney for Directors to attend on their behalf, meeting recording materials, votes, records of meetings signed and confirmed by the participating Directors, minutes of meetings, meeting resolutions and announcement of resolutions, shall be kept by the secretary to the Board for a period of not less than 10 years. <u>permanent</u></p>	<p>1. Serial number adjustment;</p> <p>2. Amended in accordance with Article 51 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE
OF THE BOARD OF SUPERVISORS OF BANK OF GUIZHOU CO., LTD.

Notes:

1. For the following content, “~~voting~~” shall mean deletion, while “voting” shall mean new content;
2. Adjustments to the format are not shown in the table below;
3. Due to the addition of articles, the numbering of the relevant Articles was adjusted accordingly.

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
<p>Article 1 In order to standardize the proceedings and voting procedures of the Board of Supervisors of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Company”), and to ensure the fair, just and efficient operation of the Board of Supervisors and the effective performance of supervisory functions, these Rules of Procedure are formulated in accordance with the Company Law of the People’s Republic of China, Guidance on Corporate Governance of Commercial Banks, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively the “laws and regulations”) and the Articles of Association of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 In order to <u>further</u> standardize the proceedings and voting procedures of the Board of Supervisors of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Company”), and to ensure the fair, just and efficient operation of the Board of Supervisors and the effective performance of supervisory functions, these Rules of Procedure are formulated in accordance with the Company Law of the People’s Republic of China, Guidance on Corporate Governance of Commercial Banks, <u>Corporate Governance Standards for Banking or Insurance Institutions</u>, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively the “laws and regulations”) and the Articles of Association of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Articles of Association <u>of the Bank</u>”).</p>	<p>The Corporate Governance Standards for Banking or Insurance Institutions was issued on 2 June 2021, and the Guidance on Corporate Governance of Commercial Banks was repealed at the same time.</p>
	<p>Article 2 <u>The Board of Supervisors is accountable to the Shareholders’ general meeting of the Bank and aims to protect the legitimate rights and interests of the Company, Shareholders, employees, creditors and other stakeholders.</u></p>	<p>Amended in accordance with the Guidelines for the Work of the Board of Supervisors of Commercial Banks and newly added with reference to the Rules of Procedure of the Board of Directors.</p>

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
SUPERVISORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
	<u>Article 3 The Board of Supervisors shall exercise its functions and powers under the leadership of Communist Party Committee of Bank of Guizhou Co., Ltd. (hereinafter referred to as the Party Committee). The decisions of the Board of Supervisors on major issues shall be pre-studied by the Party Committee, and major supervision matters must be studied and discussed by the Party Committee before decisions are made by the Board of Supervisors.</u>	Amended in accordance with the Guidelines for the Work of the Board of Supervisors of Commercial Banks and newly added with reference to the Rules of Procedure of the Board of Directors.
	<u>Article 5 The meeting of the Board of Supervisors is the main form of proceedings of the Board of Supervisors.</u>	Newly added with reference to the Rules of Procedure of the Board of Directors.
	<u>CHAPTER II COMPOSITION OF THE BOARD OF SUPERVISORS</u>	Newly added with reference to the Rules of Procedure of the Board of Directors.
	<u>Article 6 The Board of Supervisors shall be composed of three to thirteen Supervisors.</u>	Newly added in accordance with the Guidelines for the Work of the Board of Supervisors of Commercial Banks.
	<u>Article 7 The Board of Supervisors shall have one chairman, who shall be elected by more than half of all the Supervisors.</u>	Newly added in accordance with the Guidelines for the Work of the Board of Supervisors of Commercial Banks and the Corporate Governance Standards for Banking or Insurance Institutions.
	<u>Article 8 The Board of Supervisors shall establish two special committees, namely the Nomination, Remuneration and Evaluation Committee and the Supervisory Committee. Each special committee shall formulate working rules to stipulate the composition, powers and functions of the committee and rules of procedure and other related matters, which shall be considered and approved by the Board of Supervisors.</u>	Newly added in accordance with the Corporate Governance Standards for Banking or Insurance Institutions.

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
SUPERVISORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
<p>Article 4 The office of the Board of Supervisors is responsible for the handling of the daily affairs of the Board of Supervisors, and ensures the normal development of the daily work of the Board of Supervisors.</p>	<p>Article 49 The office of the Board of Supervisors is responsible for the handling of the daily affairs of the Board of Supervisors, and ensures the normal development of the daily work of the Board of Supervisors. The Board of Supervisors shall have an office with full-time staff responsible for the daily work of the Board of Supervisors.</p>	<p>Amended in accordance with the Guidelines for the Work of the Board of Supervisors of Commercial Banks.</p>
<p>CHAPTER II PROCEEDINGS</p>	<p>CHAPTER III PROCEEDINGS WAY OF MEETING</p>	<p>Amended as needed for content.</p>
<p>Article 3 The rules of procedure for meetings of the Board of Supervisors shall include daily supervision, supervision by regular meetings and supervision by interim meetings.</p> <p>Article 6 The meeting of the Board of Supervisors shall be held at least once a quarter, convened and chaired by the Chairman of the Board of Supervisors. Where the Chairman of the Board of Supervisors cannot perform or fails to perform his or her duties, more than half (inclusive) of the Supervisors shall jointly elect a Supervisor to perform such duties.</p>	<p>Article 310 The rules of procedure for meetings of the Board of Supervisors shall include daily supervision, supervision by regular meetings and supervision by interim meetings. Article 6 The meetings of the Board of Supervisors shall be held at least once a quarter include regular meetings and interim meetings, and shall be convened and chaired by the Chairman of the Board of Supervisors. If the Chairman of the Board of Supervisors cannot perform or fails to perform its duties, more than half (inclusive) of the Supervisors shall jointly elect a Supervisor to perform such duties duties on his or her behalf.</p>	<p>Improved expressions with reference to the Corporate Governance Standards for Banking or Insurance Institutions.</p>

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
SUPERVISORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
<p>Article 7 The Chairman of the Board of Supervisors shall convene an interim meeting of the Board of Supervisors within three working days in any of the following cases:</p> <p>(I) Where the Chairman of the Board of Supervisors deems necessary;</p> <p>(II) When it was proposed by more than one-third (or more) of the Supervisors;</p> <p>(III) When it was proposed in writing by all external Supervisors.</p>	<p>Article 7 The Chairman of the Board of Supervisors shall convene an interim meeting of the Board of Supervisors within three working days in any of the following cases:</p> <p>(III) Where the Chairman of the Board of Supervisors deems necessary;</p> <p>(IV) When it was proposed by more than one-third (or more) of the Supervisors;</p> <p>(III) When it was proposed in writing by all external Supervisors.</p> <p><u>Article 11 Regular meetings of the Board of Supervisors shall be held at least four times a year, in principle, once every quarter. Interim meetings may be convened as needed, and Supervisors may propose to convene an interim meeting of the Board of Supervisors.</u></p>	<p>Amended in accordance with the Corporate Governance Standards for Banking or Insurance Institutions and the actual needs of the Bank's Board of Supervisors.</p>
	<p><u>Article 12 The meeting of the Board of Supervisors may be convened by means of on-site meeting and circulation of a written resolution. The regular meetings of the Board of Supervisors shall be mainly on-site meetings.</u></p> <p><u>The on-site meeting shall refer to meetings held by physical meeting, video, telephone and other means that ensure immediate communication and discussion among the participants. The circulation of a written resolution shall refer to the manner of meeting at which resolutions on proposals are made by separate delivery of deliberations or by circulation of deliberations.</u></p>	<p>Newly added in accordance with the Corporate Governance Standards for Banking or Insurance Institutions.</p>

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
<p>Article 5 When the Board of Supervisors is not in session, the Supervisors shall carry out the resolutions of the Board of Supervisors or, in accordance with the arrangements of the Board of Supervisors or with the consent of the Chairman of the Board of Supervisors, carry out financial inspections of the Company, supervise the performance of duties of the Board of Directors, senior management and their members, or supervise the Company's business decisions, risk management, internal control compliance or auditing and other significant matters, and form proposals, which may be referred to the office of the Board of Supervisors to deliver the proposals to the Supervisors in a unified manner, and the Board of Supervisors may form resolutions after the written feedback from the Supervisors has met the effective voting conditions required by these Rules of Procedure.</p>	<p>Article 513 When the Board of Supervisors is not in session, the Supervisors shall carry out the resolutions of the Board of Supervisors or, in accordance with the arrangements of the Board of Supervisors or with the consent of the Chairman of the Board of Supervisors, carry out financial inspections of the Company Bank, supervise the performance of duties of the Board of Directors, senior management and their members, or supervise the Company's business decisions, risk management, internal control compliance or auditing and other significant matters, and form proposals, which may be referred to the office of the Board of Supervisors to deliver the proposals to the Supervisors in a unified manner, and the Board of Supervisors may form resolutions after the written feedback from the Supervisors has met the effective voting conditions required by these Rules of Procedure.</p>	Standardized the expressions.
<p>Article 8 The scope of proceedings of the meetings of the Board of Supervisors shall include but not limited to:</p> <p>(I) To review the Company's annual, semi-annual and quarterly reports and other periodic reports. Before the periodic reports are completed and disclosed, the Board of Supervisors shall provide written audit opinions on whether the preparation and audit procedures of the reports are in compliance with laws, regulations and regulatory requirements and whether the contents of the reports give a true, accurate and complete view of the actual situation of the Company.</p> <p>(II) To review the Company's financial budget and financial statements.</p> <p>(III) To review the Company's profit distribution plan and loss recovery plan, and express an opinion on the compliance and reasonableness of the plan. If doubts are found,</p>	<p>Article 814 The scope of proceedings of the meetings of the Board of Supervisors shall include but not limited to:</p> <p>(I) To review the Company's Bank's annual, semi- annual and quarterly ESG reports and other periodic reports on regular external information disclosure Before the periodic reports are completed and disclosed, the Board of Supervisors shall provide written audit opinions on whether the preparation and audit procedures of the reports are in compliance with laws, regulations and regulatory requirements and whether the contents of the reports give a true, accurate and complete view of the actual situation of the Company.</p> <p>(II) To review the Company's Bank's annual financial budget plan and financial statements, profit distribution plan and loss recovery plan and other major financial plans.</p> <p>(III) To review the Company's profit</p>	Amended in accordance with the relevant provisions of the Corporate Governance Standards for Banking or Insurance Institutions and the Articles of Association of the Bank.

APPENDIX V

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS OF BANK OF GUIZHOU CO., LTD.

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
<p>it may appoint a certified public accountant in the Company's name to assist in the review.</p> <p>(IV) To propose supervision and evaluation of the performance of duties of Directors and senior management of the Company. Through inspection, to evaluate the management performance of the senior management of the Company as well as to propose rewards, punishments, appointments and dismissals.</p> <p>(V) To put forward supervisory opinions on the formulation and implementation of the internal control system of the Company.</p> <p>(VI) To review the work system of the Board of Supervisors.</p> <p>(VII) To review the reports of the special committees of the Board of Supervisors.</p> <p>(VIII) To review the research reports of the Supervisors.</p> <p>(IX) To decide on a major inspection of the Company's financial activities.</p> <p>(X) To formulate the annual work plan of the Board of Supervisors.</p> <p>(XI) To review the annual work report of the Board of Supervisors.</p> <p>(XII) To undertake the resign audit of Directors and senior management;</p> <p>(XIII) Reports and opinions required to be issued by the Board of Supervisors under the relevant laws and regulations and the Articles of Association.</p> <p>(XIV) Other matters to be considered by the Board of Supervisors.</p>	<p>distribution plan and loss recovery plan, and express an opinion on the compliance and reasonableness of the plan. If doubts are found, it may appoint a certified public accountant in the Company's name to assist in the review.</p> <p>(IV) To propose supervision and evaluation of the performance of duties of Directors and senior management of the Company. Through inspection, to evaluate the management performance of the senior management of the Company as well as to propose rewards, punishments, appointments and dismissals.</p> <p>(V) To put forward supervisory opinions on the formulation and implementation of the internal control system of the Company.</p> <p>(VI) To review the work system of the Board of Supervisors.</p> <p>(VII) To review the reports of the special committees of the Board of Supervisors.</p> <p>(VIII) To review the research reports of the Supervisors.</p> <p>(IX) To decide on a major inspection of the Company's financial activities.</p> <p>(X) To formulate the annual work plan of the Board of Supervisors.</p> <p>(XI) To review the annual work report of the Board of Supervisors.</p> <p>(XII) To undertake the resign audit of Directors and senior management;</p> <p>(XIII) Reports and opinions required to be issued by the Board of Supervisors under the relevant laws and regulations and the Articles of Association.</p> <p>(III) To review the work system, work plan</p>	

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
SUPERVISORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
	<p><u>and work report of the Board of Supervisors.</u></p> <p><u>(IV) To review the performance evaluation reports, supervision and inspection reports and research reports made by the Board of Supervisors.</u></p> <p><u>(V) To elect the Chairman of the Board of Supervisors.</u></p> <p><u>(VI) To examine the qualifications of Supervisors, nominate candidates for Supervisors, and review the composition of the special committees.</u></p> <p><u>(VII) Other matters to be considered by the Board of Supervisors.</u></p>	
	<p><u>Article 15 The supervisory matters of the meeting of the Board of Supervisors shall include:</u></p> <p><u>(I) Supervision of performance, including supervision of the performance of the Board of Directors, senior management and their members in corporate governance, related party transactions, development strategies, information disclosure, remuneration and performance, consumer rights protection, implementation of resolutions of the Shareholders' general meeting, Board of Directors and Board of Supervisors of the Company, and key business development.</u></p> <p><u>(II) Financial supervision, including supervision of capital management, liquidity management, major external investments, disposal of major assets, management of large purchases, data governance, appointment and work of external auditors.</u></p> <p><u>(III) Risk supervision, including supervision of the comprehensive risk management</u></p>	

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
SUPERVISORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
	<p><u>structure and the control of major sub-risks such as credit risk, operational risk, market risk, information technology risk and reputation risk.</u></p> <p><u>(IV) Supervision of internal control, including supervision of internal control, anti-money laundering, security management, case prevention, internal audit and other work.</u></p> <p><u>(V) Supervision of the rectification of supervisory opinions, including the supervision of the supervisory institutions' supervisory opinions on the Bank and the implementation of the rectification of the Bank.</u></p> <p><u>(VI) Other matters requiring supervision and knowledge by the Board of Supervisors.</u></p>	

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
SUPERVISORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
	<p><u>Article 16</u> The following matters must be pre-studied by the Party Committee of the Bank:</p> <p><u>(I) Organizational structure and adjustment of the Board of Supervisors.</u></p> <p><u>(II) Candidates for Supervisors.</u></p> <p><u>(III) The formulation and modification of important rules and regulations of the Board of Supervisors.</u></p> <p><u>(IV) Other major matters that require pre-study and discussion by the Party Committee.</u></p>	Newly added according to the list of matters to be studied and discussed by the Party Committee of the Bank.
<p>Article 9 The Board of Supervisors may request the Company's Directors and senior management, internal and external auditors to attend the meetings of the Board of Supervisors to answer questions of concern.</p>	<p>Article 9 The Board of Supervisors may request the Company's Directors and senior management, internal and external auditors to attend the meetings of the Board of Supervisors to answer questions of concern.</p>	
<p>Article 10 The written notice and meeting documents shall be sent to all Supervisors 10 days before the meeting of the Board of Supervisors. The notice of interim meetings of the Board of Supervisors and the meeting documents shall be delivered 5 days before the meeting. If necessary, the notice of the meeting shall also be sent to the Directors and senior management of the Bank.</p> <p>.....</p>	<p>Article 10 The written notice and meeting documents shall be sent to all Supervisors 10 days before the meeting of the Board of Supervisors. The notice of interim meetings of the Board of Supervisors and the meeting documents shall be delivered 5 days before the meeting. If necessary, the notice of the meeting shall also be sent to the Directors and senior management of the Bank.</p> <p>.....</p> <p><u>If the form of voting by circulation of a written resolution is adopted, the matters thereof and relevant background information shall be sent to all Supervisors at least 3 days before the deadline for voting.</u></p>	Amended in accordance with the actual work of the Board of Supervisors and with reference to the provisions of the Rules of Procedure of the Board of Directors regarding circulation of a written resolution.
<p>Article 11 Written notices may be delivered by post, express delivery, email, WeChat and other means.</p>	<p>Article 11 Written notices may be delivered by <u>direct delivery, fax, post</u>, express delivery, email, WeChat and <u>or other</u> means.</p>	Amended with reference to the Rules of Procedure of the Board of Directors.

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
<p>Article 12 The notice of the meeting of the Board of Supervisors shall include the following:</p> <p>(I) The date and place of the meeting;</p> <p>(II) The duration of the meeting;</p> <p>(III) the subject matter and issues to be considered at the meeting;</p> <p>(IV) the date of the notice.</p>	<p>Article 129 The notice of the meeting of the Board of Supervisors shall include the following:</p> <p>(I) The date and place of the meeting;</p> <p>(II) The duration of the meeting;</p> <p>(III) the subject matter and issues to be considered at the meeting;</p> <p><u>(I) The name of the meeting.</u></p> <p><u>(II) The time and place of the meeting.</u></p> <p><u>(III) The method of holding the meeting.</u></p> <p><u>(IV) The subject of the meeting.</u></p> <p><u>(V) Requirements that Supervisors shall attend the meeting in person or entrust other Supervisors to attend the meeting on their behalf.</u></p> <p>(IV) the date of the notice.</p>	<p>Standardized and improved the relevant content.</p>
	<p><u>Article 20 After the written notice of the meeting of the Board of Supervisors is issued, if it is necessary to change the time and place of the meeting or to add, change or cancel the meeting proposal, a written notice of change shall be issued before the original meeting date, stating the situation and the relevant content of the new proposal and related materials.</u></p>	<p>Newly added with reference to the Rules of Procedure of the Board of Directors.</p>
<p>Article 13 After receiving the notice of the meeting, the Supervisors shall promptly return the notice, indicating whether they can attend the meeting on time and the arrangements for related matters that need to be provided for participation.</p>	<p>Article 1321 After receiving the notice of the meeting, the Supervisors shall promptly return the notice reply, indicating <u>clarifying</u> whether they can attend the meeting on time and the arrangements for related matters that need to be provided for participation.</p>	<p>Standardized expressions according to actual condition.</p>

APPENDIX V

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
SUPERVISORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
<p>Article 14 The meeting of the Board of Supervisors shall be held in the presence of at least two-thirds (including two-thirds) of the Supervisors.</p>	<p>Article 1422 The meeting of the Board of Supervisors shall be held convened in the presence of at least two-thirds (including two-thirds) of the Supervisors.</p>	<p>Standardized expressions.</p>
<p>Article 16 If a Supervisor cannot attend in person for any reason, he or she may appoint other Supervisors in writing to attend on his or her behalf. External Supervisors may entrust other external Supervisors to attend on their behalf. However, a Supervisor shall not accept the commission of more than two Supervisors at a single meeting of the Board of Supervisors.</p> <p>.....</p>	<p>Article 1624 <u>Supervisors shall personally attend at least two-thirds (inclusive) of the on-site meetings of the Board of Supervisors each year.</u> If a Supervisor cannot attend in person for any reason, he or she may appoint other Supervisors in writing to attend on his or her behalf. External Supervisors may entrust other external Supervisors to attend on their behalf. However, a Supervisor shall not accept the commission of more than two Supervisors at a single meeting of the Board of Supervisors.</p> <p>.....</p>	<p>Amended in accordance with the Corporate Governance Standards for Banking or Insurance Institutions.</p>
<p>Article 18 If a Supervisor fails to attend two consecutive meetings of the Board of Supervisors in person, or does not appoint other Supervisors to attend the meetings of the Board of Supervisors on his or her behalf, or fails to attend at least 2/3 of the meetings of the Board of Supervisors in person each year, he or she shall be deemed unable to perform his or her duties, and the Board of Supervisors shall recommend to the Shareholders' general meeting, the general meeting of employees to remove him or her.</p>	<p>Article 1826 If a Supervisor fails to attend two consecutive meetings of the Board of Supervisors in person, or does not appoint other Supervisors to attend the meetings of the Board of Supervisors on his or her behalf, or fails to attend at least 2/3 of the meetings of the Board of Supervisors in person each year, he or she shall be deemed unable to perform his or her duties, and the Board of Supervisors shall recommend to the Shareholders' general meeting, the general meeting of employees to remove him or her.</p>	
<p>Article 19 The Board of Supervisors shall have the right to request the relevant Directors and senior management to attend the meetings of the Board of Supervisors and to raise questions on relevant issues.</p>	<p>Article 1927 The Board of Supervisors shall have the right to request the relevant Directors, and senior management and other person to attend the meetings of the Board of Supervisors and to raise questions on relevant issues.</p>	<p>Amended according to the actual needs of the meeting of the Board of Supervisors.</p>
	<p>Article 29 <u>Supervisors shall fully review the resolutions of the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment.</u></p>	<p>Newly added in accordance with the Corporate Governance Standards for Banking or Insurance Institutions.</p>

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
SUPERVISORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
<p><u>Article 21</u> The meeting of the Board of Supervisors shall be voted by show of hands, open vote or communication.</p>	<p>Article 21<u>30</u> The <u>on-site</u> meeting of the Board of Supervisors shall be voted by show of hands, open vote or communication <u>and oral vote with confirmation after the meeting (applicable to video conferences or teleconferences).</u></p>	<p>Amended according to the actual condition of the meeting of the Board of Supervisors.</p>
<p>Article 22 The meeting of the Board of Supervisors may, on the premise of ensuring that the Supervisors fully express their opinions, make resolutions by communication voting, which shall be confirmed by the signatures of the Supervisors attending the meeting. The communication voting shall stipulate the effective period of voting, and the Supervisors who do not express their opinions within the stipulated time limit shall be deemed to have abstained from voting.</p> <p>The Board of Supervisors shall not adopt the communication voting method for the consideration of major matters such as annual report and profit distribution plan.</p>	<p>Article 22<u>32</u> The meeting of the Board of Supervisors may, on the premise of ensuring that the Supervisors fully express their opinions, make resolutions by communication voting <u>by circulation of a written resolution</u>, which shall be confirmed by the signatures of the Supervisors attending the meeting. The communication voting shall stipulate the effective period of voting, and the Supervisors who do not express their opinions within the stipulated time limit shall be deemed to have abstained from voting. <u>Voting by circulation of a written resolution shall meet the following conditions:</u></p> <p><u>(I) Voting by circulation of a written resolution shall apply to cases where an on-site meeting cannot be held for special reasons, and the proposal shall state the reasons for voting by circulation of a written resolution and its compliance with the provisions of the Articles of Association. The Supervisors shall be provided with relevant background information on the subject and relevant information and data that will help the Supervisors make decisions.</u></p> <p><u>(II) Voting by circulation of a written resolution shall take the form of one vote on one matter and shall not require the Supervisor to vote only once on more than one matter.</u></p> <p><u>(III) Voting by circulation of a written resolution shall specify the effective time limit for voting, and the Supervisors who fail to vote within the specified effective time</u></p>	<p>Amended in accordance with the Corporate Governance Standards for Banking or Insurance Institutions and with reference to the Rules of Procedure of the Board of Directors.</p>

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
SUPERVISORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
	<p>limit shall be deemed not to be present at the meeting.</p> <p>The Board of Supervisors shall not adopt the communication <u>Voting by circulation of a written resolution shall not be adopted</u> voting method for the consideration of major matters such as annual report and profit distribution plan, <u>remuneration plans, major investments, major asset disposal plans, and capital replenishment plans.</u></p>	
<p>Article 23 The relevant resolutions and reports of the Board of Supervisors shall be approved by more than two-thirds (including two-thirds) of all the Supervisors.</p>	<p>Article 233 The relevant resolutions and reports of <u>made by</u> the Board of Supervisors shall be approved by more than two thirds <u>(including two thirds) half</u> of all the Supervisors.</p>	<p>Amended in accordance with the Corporate Governance Standards for Banking or Insurance Institutions.</p>
<p>Article 24 The Board of Supervisors shall announce the resolution and the adoption of reports according to the voting result and record the voting result in the minutes of the meeting.</p>	<p>Article 24 The Board of Supervisors shall announce the resolution and the adoption of reports according to the voting result and record the voting result in the minutes of the meeting.</p>	
<p>Article 25 If the Supervisors have different opinions on a resolution or report in principle, they shall explain it in the resolution or report.</p>	<p>Article 25 If the Supervisors have different opinions on a resolution or report in principle, they shall explain it in the resolution or report.</p>	<p>Deleted according to the actual situation.</p>
<p>Article 27 The Board of Supervisors shall make public its deliberation results in the form of announcement of resolutions.</p>	<p>Article 2735 The Board of Supervisors shall make public its deliberation results in the form of announcement of resolutions.</p>	<p>Amended according to the actual situation.</p>

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
<p>CHAPTER VII CONVENING THE SHAREHOLDERS' GENERAL MEETING</p> <p>Article 29 The Board of Supervisors may, if necessary, propose the convening of an extraordinary general meeting in the exercise of its functions and powers. The Board of Supervisors shall sign a written request or several written requests in the same form and clarifying the topics of the meeting and request the Board of Directors to convene it.</p> <p>Article 30 If the Board of Directors does not issue a notice to convene the meeting within 30 days after receiving the aforementioned written request from the Board of Supervisors, the Board of Supervisors that proposes to convene the meeting may, after reporting to the supervisory authority for record in accordance with the relevant laws and regulations, convene an extraordinary general meeting on its own within two months after the Board of Directors receives such request, and the convening procedure shall be the same as the procedure for convening a Shareholders' general meeting by the Board of Directors as far as possible.</p> <p>Article 31 All external Supervisors unanimously propose in writing that the Board of Supervisors request the Board of Directors to convene an extraordinary general meeting, and the Board of Supervisors shall provide feedback in writing upon receipt of the proposal.</p>	<p>CHAPTER VII CONVENING THE SHAREHOLDERS' GENERAL MEETING</p> <p>Article 29 The Board of Supervisors may, if necessary, propose the convening of an extraordinary general meeting in the exercise of its functions and powers. The Board of Supervisors shall sign a written request or several written requests in the same form and clarifying the topics of the meeting and request the Board of Directors to convene it.</p> <p>Article 30 If the Board of Directors does not issue a notice to convene the meeting within 30 days after receiving the aforementioned written request from the Board of Supervisors, the Board of Supervisors that proposes to convene the meeting may, after reporting to the supervisory authority for record in accordance with the relevant laws and regulations, convene an extraordinary general meeting on its own within two months after the Board of Directors receives such request, and the convening procedure shall be the same as the procedure for convening a Shareholders' general meeting by the Board of Directors as far as possible.</p> <p>Article 31 All external Supervisors unanimously propose in writing that the Board of Supervisors request the Board of Directors to convene an extraordinary general meeting, and the Board of Supervisors shall provide feedback in writing upon receipt of the proposal.</p>	<p>This section is not part of the Rules of Procedure and the Articles of Association of the Bank has already provided for it, so to delete it.</p>

APPENDIX V

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE BOARD OF
SUPERVISORS OF BANK OF GUIZHOU CO., LTD.**

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
<p>Article 32 The meeting of the Board of Supervisors shall be recorded, and the Supervisors and recorders attending the meeting, shall sign the minutes of the meeting.</p> <p>.....</p>	<p>Article 327 The meeting of the Board of Supervisors shall be recorded, and the Supervisors and recorders attending the meeting, shall sign the minutes of the meeting. <u>The Board of Supervisors shall make minutes of the decisions on the issues discussed at the on-site meeting and the Supervisors present at the meeting shall sign the minutes. The minutes of the meeting shall be kept for a permanent period.</u></p> <p>.....</p>	<p>Amended in accordance with the Corporate Governance Standards for Banking or Insurance Institutions.</p>
<p>Article 33 The minutes of the meeting of the Board of Supervisors shall include the following contents:</p> <p>(I) The date and place of the meeting and the name of the convener;</p> <p>.....</p>	<p>Article 338 Article 338 The minutes of the meeting of the Board of Supervisors shall include the following contents:</p> <p>(I) The date and place of <u>the meeting to be held</u> and the name of the convener;</p> <p>.....</p>	
	<p><u>Article 39 The minutes of meetings and resolutions of the Board of Supervisors and other documents shall be submitted to the supervisory authorities in a timely manner in accordance with relevant regulatory requirements.</u></p>	<p>Newly added in accordance with the Corporate Governance Standards for Banking or Insurance Institutions.</p>
	<p><u>Article 40 In case of any matters not covered by these Rules or in case of any conflict between these Rules and the provisions of laws, regulations or the Articles of Association of the Bank, the provisions of laws, regulations or the Articles of Association the Bank shall prevail.</u></p>	<p>Newly added with reference to the Rules of Procedure of the Board of Directors.</p>
<p>Article 34 These Rules of Procedure shall be interpreted, supplemented or amended by the Board of Supervisors of the Company.</p>	<p>Article 341 Article 341 These Rules of Procedure shall be interpreted, supplemented or amended by the Board of Supervisors of the Company Bank.</p>	<p>Standardized the expressions.</p>

APPENDIX V

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS OF BANK OF GUIZHOU CO., LTD.

Original Articles of the Rules of Procedure of the Board of Supervisors	Articles of the Rules of Procedure of the Board of Supervisors after Amendments	Basis of Amendments
<p>Article 35 These Rules of Procedure shall come into force on the date when the Company's publicly issued H shares are listed on The Stock Exchange of Hong Kong Limited after it is passed as an ordinary resolution at the Shareholders' general meeting of the Bank. From the date of implementation of these Rules, the original rules of procedure of the Board of Supervisors of the Company will automatically become invalid. Amendments to these Rules shall be implemented after being considered and approved by ordinary resolution at the Shareholders' general meeting.</p>	<p>Article 3542 These Rules of Procedure shall come into force on the date when the Company's publicly issued H shares are listed on The Stock Exchange of Hong Kong Limited after it is passed as an ordinary resolution at the Shareholders' general meeting of the Bank. From the date of implementation of these Rules, the original rules of procedure of the Board of Supervisors of the Company will automatically become invalid. Amendments to these Rules shall be implemented after being considered and approved by ordinary resolution at the Shareholders' general meeting. <u>have been reviewed and approved by the Shareholders' general meeting of the Bank and shall come into force on the date of issuance. The original Rules of Procedure of the Board of Supervisors of Bank of Guizhou Co., Ltd. (Qian Yin Regulations) ([2020] No. 166) shall be repealed at the same time.</u></p>	<p>Amended according to the actual situation.</p>

**COMPARISON TABLE OF AMENDMENTS TO
THE MEASURES ON THE EQUITY ADMINISTRATION OF
DOMESTIC SHARES OF BANK OF GUIZHOU CO., LTD.**

Notes:

1. For the following content, "~~Bank~~" shall mean deletion, while "**Bank**" shall mean new content;
2. Adjustments to the format and serial number are not shown in the table below.

Original Work Rules Articles	Work Rules Articles after Amendments	Basis of Amendments
	<p><u>Article 5 The major Shareholder referred to in these Measures shall mean a Shareholder of the Bank who meets one of the following conditions:</u></p> <p><u>(I) Holding more than 10% (inclusive) of the Bank's equity interests;</u></p> <p><u>(II) Holding the largest actual shareholding in the Bank and no less than 5% (including Shareholders holding the same number of shares);</u></p> <p><u>(III) Having nominated more than two Directors;</u></p> <p><u>(IV) Which, in the opinion of the Board of Directors of the Bank, having a controlling influence on the operation and management of the Bank;</u></p> <p><u>(V) Other circumstances as identified by the China Banking and Insurance Regulatory Commission (hereinafter referred to as CBIRC) or its local offices.</u></p> <p><u>The shareholdings of Shareholders and their related parties and parties acting in concert are calculated on a consolidated basis. If the total shareholding ratio meets the above requirements, the relevant Shareholders are regarded as major Shareholders.</u></p>	<p>Newly added in accordance with Article 3 of the Measures for the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions.</p>

**COMPARISON TABLE OF AMENDMENTS TO THE
MEASURES ON THE EQUITY ADMINISTRATION OF
DOMESTIC SHARES OF BANK OF GUIZHOU
CO., LTD.**

Original Work Rules Articles	Work Rules Articles after Amendments	Basis of Amendments
	<p><u>Article 6 The substantial Shareholders referred to herein are those who hold or control more than five percent of the shares or voting rights of the Company, or those who hold less than five percent of the total capital or shares but have significant influence on the operation and management of the Company.</u></p> <p><u>The “significant influence” in the preceding paragraph includes, but is not limited to, dispatching Directors, Supervisors or senior managers to the Company, influencing the Company’s financial and operation and management decisions through agreements or other means, and other situations identified by the banking regulatory authorities. Shareholding ratios of Shareholders and their related parties and persons acting in concert are calculated on a consolidated basis.</u></p>	<p>Newly added in accordance with Articles 6 and 9 of the Interim Measures for the Equity Management of Commercial Banks.</p>
	<p><u>Article 7 The Board of the Bank shall exercise due diligence and assume the ultimate responsibility for the management of equity affairs.</u></p> <p><u>The Chairman of the Board shall be the first person responsible for handling equity affairs of the commercial bank. The secretary to the Board shall assist the Chairman of the Board and shall be the person directly responsible for handling equity affairs.</u></p>	<p>Newly added in accordance with Article 40 of the Measures for the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions.</p>
	<p><u>Article 15 The Shareholders shall acquire shares of the Bank with their own funds and ensure the funds are obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by themselves, or funds derived from crime and other funds that do not comply with laws, administrative regulations and regulatory requirements, unless otherwise prescribed by laws and regulations.</u></p>	<p>Newly added in accordance with Article 10 of the Interim Measures for the Equity Management of Commercial Banks and Article 42 of the Administrative Measures for Anti-Money Laundering and Counter-Terrorist Financing of Banking Financial Institutions.</p>

**COMPARISON TABLE OF AMENDMENTS TO THE
MEASURES ON THE EQUITY ADMINISTRATION OF
DOMESTIC SHARES OF BANK OF GUIZHOU
CO., LTD.**

Original Work Rules Articles	Work Rules Articles after Amendments	Basis of Amendments
	<p><u>Article 16 No Shareholder of the Bank may authorize any other person to hold shares of the Bank or accept any other person's authorization to hold shares of the Bank. When a substantial Shareholder acquires shares in the Bank, he/she shall explain his/her shareholding structure level by level up to the de facto controller and ultimate beneficiary, as well as his/her associated relationship or concerted action relationship with other Shareholders of the Bank.</u></p>	<p>Newly added in accordance with Article 12 of the Interim Measures for the Equity Management of Commercial Banks.</p>
	<p><u>Article 17 The same investor and its related parties and persons acting in concert shall not hold shares of more than two commercial banks as substantial shareholders or control more than one commercial bank. The investor holding the equity of a commercial bank authorized by the State Council, a banking financial institution, the investor holding the equity of a commercial bank otherwise provided by laws and regulations, and the investor acquiring and reorganizing a high-risk commercial bank under the approval of the CBRC are not subject to the preceding paragraph of this Article. When acquiring the shares of the Bank, the same investor, its related parties and persons acting in concert with them shall comply with the shareholding ratio requirements set by the CBRC.</u></p>	<p>Newly added in accordance with Articles 14 and 15 of the Interim Measures for the Equity Management of Commercial Banks.</p>

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	<p><u>Article 19 The shares of the Bank held by shareholders shall not be transferred under any of the following circumstances:</u></p> <p><u>(I) The shares of the Company held by the Directors, Supervisors, President of the Bank and other senior management of the Company shall not be transferred within six months after their departure from office;</u></p> <p><u>(II) The Shares have been frozen in accordance with the law;</u></p> <p><u>(III) The ownership of the shares is in dispute;</u></p> <p><u>(IV) The Shareholder who intends to transfer shares has a balance of credit loans (except for related parties) or overdue loans with the Company, except that the proceeds from the proposed transfer of shares are used to repay the Company's loans;</u></p> <p><u>(V) Shares issued before the Bank's public offering shall not be transferred within one year from the date when the Bank's shares are listed and traded on the stock exchange;</u></p> <p><u>(VI) A substantial Shareholder of the Bank shall not transfer any equity interests it holds in the Bank within five years from the date of acquiring the equity interests. Special circumstances in which the implementation of risk disposal measures is approved by the CBIRC or its local offices, the transfer is ordered by CBIRC or its local offices, the equity interests are subject to judicial enforcement or the transfer of equity interests is conducted between different entities under the control of the same investor shall be deemed exceptional;</u></p> <p><u>(VII) Other circumstances that the shares cannot be transferred according to law.</u></p>	<p>Newly added in accordance with Article 17 of the Interim Measures for the Equity Management of Commercial Banks and Article 38 of the Articles of Association of the Bank.</p>

APPENDIX VI**COMPARISON TABLE OF AMENDMENTS TO THE
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Original Work Rules Articles	Work Rules Articles after Amendments	Basis of Amendments
Article 13 Shareholders shall provide relevant documents to the Office of the Board in advance before transferring their equity interests in the Bank, and shall apply or entrust the Bank to apply for equity transfer procedures to the share registration and depository agency only after approval by the competent approval authority (person).	Article 13 ²⁰ Shareholders shall provide relevant documents to the Office of the Board in advance before transferring their equity interests in the Bank, and shall apply or entrust the Bank to apply for equity transfer procedures to the share registration and depository agency only after approval by the competent approval authority (person).	1. Serial number adjustment; 2. Deleted some content according to the actual work.

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<p>Article 14 For acquisition of equity interest in the Bank, the acquirer shall meet the following criteria:</p> <p>(I) Where the acquirer is a domestic financial institution, the following conditions shall be met:</p> <p>.....</p> <p>5. Any other prudential conditions as required by the banking regulatory authority.</p> <p>.....</p> <p>(IV) An enterprise that falls under any of the following circumstances shall not acquire equity interest in the Bank:</p> <p>.....</p> <p>7. Any other circumstance that has a major adverse impact on the Bank.</p>	<p>Article 1421 For acquisition of equity interest in the Bank, the acquirer shall meet the following criteria:</p> <p>(I) Where the acquirer is a domestic financial institution, the following conditions shall be met:</p> <p>.....</p> <p><u>5. Where the acquirer is a banking financial institution, it shall have a sound internal control system for anti-money laundering and anti-terrorist financing:</u></p> <p>56. Any other prudential conditions as required by the banking regulatory authority.</p> <p>.....</p> <p>(IV) An enterprise that falls under any of the following circumstances shall not acquire equity interest in the Bank:</p> <p>.....</p> <p><u>7. The enterprise itself and its controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries and other parties have a criminal record of intentional or gross negligence.</u></p> <p>78. Any other circumstance that has a major adverse impact on the Bank.</p> <p><u>(V) Any of the Bank's substantial Shareholders and its controlling shareholders or de facto controllers shall not fall under any of the following circumstances:</u></p> <p><u>1. Being listed as an object subject to any joint punishment for dishonesty by relevant authorities;</u></p> <p><u>2. Committing any act of seriously evading or cancelling bank debts;</u></p> <p><u>3. Providing false materials or making false statements;</u></p>	<p>1. Serial number adjustment;</p> <p>2. Adding a requirement to paragraph (I) in accordance with Article 40 of the Administrative Measures for Anti-Money Laundering and Counter-Terrorist Financing of Banking Financial Institutions;</p> <p>3. Adding a requirement to paragraph (IV) in accordance with Article 38 of the Administrative Measures for Anti-Money Laundering and Counter-Terrorist Financing of Banking Financial Institutions;</p> <p>3. Adding paragraph (V) in accordance with Article 16 of the Interim Measures for the Equity Management of Commercial Banks.</p>

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	<p><u>4. Assuming major liability for the business failure of any commercial bank or significant violation of laws and regulations;</u> <u>5. Rejecting or obstructing the banking regulatory authorities from conducting their regulatory work according to law;</u> <u>6. Having been investigated and punished by any financial regulatory authority or any other competent government agency for violation of laws and regulations, thus having caused adverse impact;</u> <u>7. Any other circumstances that may adversely affect the operation and management of the commercial bank.</u></p>	
<p>Article 16 When transferring equity, the transferee shall provide relevant materials as required: (2) If the transferee is a legal person, the following materials shall be provided: 4. The transferee’s audited financial accounting reports for the last three fiscal years, and the proof of whether the transferee has distributed the after-tax profits of the previous fiscal year; 6. The transferee’s credit status statement, and provide the transferee’s corporate credit information report and the original loan certificate issued by the bank from which the loan was taken; 7. Documents issued by the tax authorities certifying that the transferee has paid taxes for the last three years. </p>	<p>Article 16²³ When transferring equity, the transferee shall provide relevant materials as required: (2) If the transferee is a legal person, the following materials shall be provided: 4. The transferee’s audited financial accounting reports for the last three fiscal years,and the proof of whether the transferee has distributed the after tax profits of the previous fiscal year; 6. The transferee’s credit status statement, and provide the transferee’s corporate credit information report and the original loan certificate issued by the bank from which the loan was taken; 7. Documents issued by the tax authorities certifying that the transferee has paid taxes for the last three years. <u>7. Explanation on the source and channels of funds for equity participation;</u> </p>	<p>1. Serial number adjustment; 2. Deleted some content according to the actual work; 3. Adding a requirement in accordance with Article 37 of the Administrative Measures for Anti-Money Laundering and Counter-Terrorist Financing of Banking Financial Institutions.</p>

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<p>Article 17 Upon receipt of the equity transfer materials, the Office of the Board of the Bank shall issue an equity transfer acceptance form to the applicant and be responsible for examining the compliance of the equity transfer application submitted by both parties to the equity transfer, and submit it to the competent approving department (person) for approval after examination.</p>	<p>Article 1724 Upon receipt of the equity transfer materials, the Office of the Board of the Bank shall issue an equity transfer acceptance form to the applicant and be responsible for examining the compliance of the equity transfer application submitted by both parties to the equity transfer, and submit it to the competent approving department (person) for approval after examination.</p>	<p>1. Serial number adjustment; 2. Deleted some content according to the actual work.</p>
<p>Article 19 Upon receipt of the relevant materials, the Office of the Board shall submit them for approval in accordance with the authority and procedures stipulated in Article 17 of these Measures. If, after consideration, it does not agree to the application for share transfer, it shall inform the applicant in writing of its opinion of not agreeing to the transfer and the reasons thereof; if it agrees to the application for share transfer, it shall issue a written opinion of pre-examination to the share registration and depository agency. The transferor and the transferee may bring the pre-examination written opinion issued by the Bank or entrust the Bank to go to the share registration and depository agency for the registration of the share transfer in accordance with the relevant requirements of the share registration and depository agency.</p>	<p>Article 1926 Upon receipt of the relevant materials, the Office of the Board shall submit them for approval in accordance with the authority and procedures stipulated in Article 1725 of these Measures. If, after consideration, it does not agree to the application for share transfer, it shall inform the applicant in writing of its opinion of not agreeing to the transfer and the reasons thereof; if it agrees to the application for share transfer, it shall issue a written opinion of pre-examination to the share registration and depository agency. The transferor and the transferee may shall bring the pre-examination written opinion issued by the Bank or entrust the Bank to go to the share registration and depository agency for the registration of the share transfer <u>within one month from the date of issuance of the Bank's pre-examination written opinion</u> in accordance with the relevant requirements of the share registration and depository agency. <u>Late registration must be re-applied at the Office of the Board of the Bank.</u></p>	<p>1. Serial number adjustment; 2. Adjusted some content according to the actual work.</p>
<p>Article 22 Before inheriting or gifting the Bank's shares, the parties shall provide relevant materials to the Office of the Board in advance and shall be approved by the competent approving department (person) before applying to the share registration and depository agency for the inheritance or gifting procedures on their own or by the Bank on their behalf.</p>	<p>Article 2229 Before inheriting or gifting the Bank's shares, the parties shall provide relevant materials to the Office of the Board in advance and shall be approved by the competent approving department (person) before applying to the share registration and depository agency for the inheritance or gifting procedures on their own or by the Bank on their behalf.</p>	<p>1. Serial number adjustment; 2. Deleted some content according to the actual work.</p>

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<p>Article 24 In case of change of shareholding due to inheritance, the following materials shall be provided:</p> <p>.....</p> <p>(II) A statement of the successor’s consent to the succession;</p> <p>(III) The death certificate issued by the household registration authority at the original location of the decedent;</p> <p>.....</p>	<p>Article 2431 In case of change of shareholding due to inheritance, the following materials shall be provided:</p> <p>.....</p> <p>(II) A statement of the successor’s consent to the succession;</p> <p>(III) The death certificate issued by the household registration authority at the original location of the decedent <u>Valid death certificate of the decedent (such as medical certificate of death, certificate issued by police station, neighborhood (village) committee, health station (clinic), etc.);</u></p> <p>.....</p>	<p>1. Serial number adjustment;</p> <p>2. Adjustment in accordance with Article 15 of the Guide to Non-trading Securities Transfer Business of CSDC Shenzhen Branch.</p>
<p>Article 26 The Office of the Board shall be responsible for examining the compliance of the equity transfer due to inheritance and gift, and after examination and approval by the competent approving department (person), issuing a pre-examination written opinion to the share registration and depository agency. The transferor and the transferee may bring the pre-examination written opinion issued by the Bank or entrust the Bank to go to the share registration and depository agency for the registration of the share transfer in accordance with the relevant requirements of the share registration and depository agency.</p>	<p>Article 2633 The Office of the Board shall be responsible for examining the compliance of the equity transfer due to inheritance and gift, and after examination and approval by the competent approving department (person), issuing a pre-examination written opinion to the share registration and depository agency. The transferor and the transferee may bring the pre-examination written opinion issued by the Bank or entrust the Bank to <u>shall go to the share registration and depository agency for the registration of the share transfer within one month from the date of issuance of the Bank’s pre-examination written opinion in accordance with the relevant requirements of the share registration and depository agency. Late registration must be re-applied at the Office of the Board of the Bank.</u></p>	<p>1. Serial number adjustment;</p> <p>2. Adjustment according to the actual work.</p>
<p>Chapter 4 Equity Pledge</p>	<p>Chapter 4 Equity Pledge</p> <p><u>Section I Principles and Limitations of Equity Pledge</u></p>	<p>1. In order to make the content structure of these Measures clearer, the content of Chapter 4 is divided into sections;</p> <p>2. Serial number adjustment.</p>

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	<p><u>Article 38 The major Shareholders of the Bank shall not use their equity interests in the Bank to guarantee any debts other than those of themselves and their related parties, nor shall they use the form of equity pledge to hold the Bank's equity on their behalf, hold shares against related parties in violation of regulations, or transfer equity in disguised form.</u></p>	<p>Newly added in accordance with Article 10 of the Measures for the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions.</p>
	<p><u>Article 39 The equities that Shareholders apply for pledge shall be equities that can be transferred and pledged in accordance with the law. The equity of the Bank shall not be pledged in the presence of the following:</u> <u>(I) Equities that are prohibited from being pledged by the Articles of Association, relevant agreements or other legal documents, or are otherwise within the period of restriction on transfer;</u> <u>(II) Equities whose ownership relationship is unknown, in dispute, affecting the value of the pledged equity and the right to dispose of them, or whose value is difficult to assess;</u> <u>(III) Equities that are frozen or subject to other compulsory measures in accordance with the law;</u> <u>(IV) Equities that should have been filed with the Board before pledging as required but were not filed or the filing was not approved;</u> <u>(V) Equities that involve repeated pledges or other imprudent acts as determined by the CBRC.</u></p>	<p>Newly added in accordance with Article 7 of the Notice of the CBRC on Strengthening Management of Equity Pledge of Commercial Banks.</p>
	<p><u>Section II Equity Pledge Process</u></p>	<p>In order to make the content structure of these Measures clearer, the content of Chapter 4 is divided into sections.</p>

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	<p><u>Article 43 If a shareholder of the Bank applies to pledge the equity of the Bank, it is required to provide the following materials for recordation:</u></p> <p><u>(I) the original and copies of the valid identity documents of each of the pledger, the pledgee and debtor;</u></p> <p><u>(II) the original copy of the pledge agreement;</u></p> <p><u>(III) the original copy of the loan contract or credit contract;</u></p> <p><u>(IV) the reply or resolution of the competent body approving the pledge;</u></p> <p><u>(V) the previous year's audit report and the latest financial statements;</u></p> <p><u>(VI) the latest corporate credit report;</u></p> <p><u>(VII) where the pledges are subject to approval or filing by the state-owned assets regulatory authorities and other competent authorities, the original and copies of the relevant approval or filing documents shall be provided;</u></p> <p><u>(VIII) other information required by the banking regulatory authorities, equity registration and depository agency and the Bank.</u></p>	<p>Newly added in accordance with the relevant requirements of Article 2 of the Notice of the CBRC on Strengthening Management of Equity Pledge of Commercial Banks and taking into account the actual work.</p>
	<p><u>Article 45 From the date the Shareholder formally applies for the equity pledge to the Bank to the date the Shareholder completes the registration of the equity pledge at the Bank's share registration and depository agency, the Shareholder shall not use new credit in the Bank during such period.</u></p> <p><u>If the Shareholder's application for pledge is approved but the pledge has not yet been registered with the Bank's share registration and depository agency, the Shareholder's application for new equity pledge shall not be accepted in principle.</u></p>	<p>Newly added according to the actual work.</p>

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<p>Article 33 After the Shareholders have completed the registration of the equity pledge, they shall cooperate with the Bank’s risk management and information disclosure needs and provide the Bank with relevant information involving the pledged equity in a timely manner.</p>	<p>Article 33<u>46</u> After the Shareholders have completed the registration of the equity pledge, they shall cooperate with the Bank’s risk management and information disclosure needs and provide the Bank with relevant information involving the pledged equity in a timely, accurate and complete manner.</p>	<p>1. Serial number adjustment; 2. Adjusted and improved the expression according to the actual work.</p>
<p>Article 34 The pledgee shall submit the following documents when applying for the release of the pledge registration: (I) The original document certifying the registration of the equity pledge issued by the share registration and depository agency; (II) If the pledge is partially released from registration, the original notarized pledge change agreement or a document with equivalent legal effect shall also be provided; (III) the pledgee’s valid identity documents; (IV) other information required by the share registration and depository agency.</p>	<p>Article 34<u>47</u> The pledgee shall submit the following documents when applying for the release of the pledge registration: <u>The Shareholders’ release of the registration of equity pledge shall be handled by the Bank’s share registration and depository agency and a copy of the document certifying the release of the pledge registration shall be provided to the office of the Board of the Bank in a timely manner upon the completion of the process.</u> (I) The original document certifying the registration of the equity pledge issued by the share registration and depository agency; (II) If the pledge is partially released from registration, the original notarized pledge change agreement or a document with equivalent legal effect shall also be provided; (III) the pledgee’s valid identity documents; (IV) other information required by the share registration and depository agency.</p>	<p>1. Serial number adjustment; 2. Adjusted the handling requirements according to the actual work.</p>
	<p><u>Section III Follow-up of Equity Pledge</u> <u>Article 48 The Bank shall establish a monitoring ledger for the management of equity pledges, and the office of the Board or other departments designated by the Board shall regularly collect and analyze the financial data of the relevant Shareholders who have pledged the Bank’s equity, and pay close attention to whether the pledged equity is involved in litigation, freezing, discounting or auction. The Bank shall effectively monitor risks, guide public opinion and make contingency plans, and report to the Board and regulatory authorities in due course.</u></p>	<p>1. In order to make the content structure of these Measures clearer, the content of Chapter 4 is divided into sections; 2. Newly added in accordance with the relevant requirements of Article 2 of the Notice of the CBRC on Strengthening Management of Equity Pledge of Commercial Banks and taking into account the actual work.</p>

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	<p><u>Article 49 In the event of any of the following circumstances, the Bank shall promptly disclose the information through quarterly or annual reports; and report the relevant information to the banking regulatory authorities through the legal person regulatory information reporting channel within ten days after the occurrence of the relevant circumstances:</u></p> <p><u>(I) The Bank’s pledged equity reaches or exceeds 20% of the total equity;</u></p> <p><u>(II) The Bank’s pledged equity by substantial Shareholders reaches or exceeds 50% of its equity in the Bank;</u></p> <p><u>(III) The Bank’s pledged equity is involved in freezing, judicial auction, restriction of voting rights according to law or other rights restrictions.</u></p>	<p>Newly added in accordance with Article 5 of the Notice of the CBRC on Strengthening Management of Equity Pledge of Commercial Banks.</p>
<p>Article 37 In the event of changes in the legal representative, company name, place of business, scope of business, affiliation and other significant matters of a corporate Shareholder, as well as in the event of revocation, merger or consolidation of a company, the Shareholder shall notify the office of the Board of the Bank and submit the following materials to the Board of the Bank within thirty days from the date of the aforementioned events.</p> <p>.....</p>	<p>Article 3750 In the event of changes in the legal representative, company name, place of business, scope of business, affiliation and other significant matters of a corporate Shareholder, as well as in the event of revocation, merger or consolidation of a company, the Shareholder shall notify the office of the Board of the Bank and submit the following materials to the Board of the Bank within thirty days from the date of the aforementioned events.</p> <p>.....</p>	<p>1. Serial number adjustment; 2. Deleted some expressions according to the actual work.</p>

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	<p><u>Chapter 7 Commitment of Substantial Shareholders and Information Management Article 56 The substantial Shareholders shall make commitments truthfully in accordance with relevant laws and regulations and regulatory requirements when they acquire shares in the Bank, fulfill their commitments effectively and actively cooperate with the CBIRC or its local offices or the Bank in the evaluation of Shareholders' commitments.</u></p> <p><u>The substantial Shareholder shall actively fulfill the due diligence commitments including capital replenishment and liquidity support, and cooperate with the Bank in handling risks in accordance with the regulatory requirements. If they are unable to fulfill their due diligence commitments, they shall inform the Bank in a timely manner, explaining the details and reasons, and shall not prevent other investors from taking reasonable plans to invest in the Bank.</u></p> <p><u>The Bank shall promptly report to the CBIRC or its local offices and formulate a response plan when it becomes aware that the relevant Shareholder is unable to fulfill its due diligence commitments.</u></p>	<p>1. A newly added chapter in accordance with the Notice on Issues Concerning Further Enhancing the Management of Undertakings of Shareholders of Banking and Insurance Institutions and the Measures for the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions newly issued in 2021;</p> <p>2. Newly added in accordance with Article 4 of the Notice on Issues Concerning Further Enhancing the Management of Undertakings of Shareholders of Banking and Insurance Institutions.</p>

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	<p><u>Article 57 The office of the Board of the Bank shall be responsible for establishing and maintaining the substantial Shareholders' commitment file and the substantial Shareholders' information file. The file of substantial Shareholders' commitments shall record the parties to the commitments, specific matters, the manner and time of performance of the commitments, the performance of the commitments and the measures taken against the Shareholders who have breached the commitments.</u></p> <p><u>The information file of substantial Shareholders shall record the controlling rights of major Shareholders, their associated relationships and concerted action with other Shareholders of the Bank, the pledge and freezing of their equities, and other relevant information. The office of the Board of the Bank shall, at least once every six months, verify and update the information of substantial Shareholders by asking the Shareholders and consulting public information, and if there are changes, report and disclose the relevant information in a timely, accurate and complete manner in accordance with the relevant regulations.</u></p>	<p>Newly added in accordance with Article 7 of the Notice on Issues Concerning Further Enhancing the Management of Undertakings of Shareholders of Banking and Insurance Institutions and Article 44 of the Measures for the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions.</p>
	<p><u>Article 58 Within six months after the end of each year, the office of the Board of the Bank shall, in accordance with the regulatory requirements, conduct an assessment of the major Shareholders and substantial Shareholders, and report the results of the assessment to the Shareholders' general meeting after consideration and approval by the Board, with a copy to the CBIRC or its local offices.</u></p>	<p>Newly added in accordance with Article 30 of the Interim Measures for the Equity Management of Commercial Banks and Article 45 of the Measures for the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions.</p>
<p>Article 46 These Measures shall come into effect upon approval at the Shareholders' general meeting of the Bank.</p>	<p>Article 4062 These Measures shall come into effect upon approval at the Shareholders' general meeting of the Bank and shall be implemented on the date of issuance.</p>	<p>1. Serial number adjustment; 2. Adjusted the expression according to the actual work.</p>

**BIOGRAPHY OF THE INDEPENDENT NON-EXECUTIVE
DIRECTOR CANDIDATE**

Ms. SUN Li, born in October 1970, is currently a partner of Union Power Certified Public Accountants. From September 1994 to September 1998, she served as the manager of China International Futures Brokerage Co., Ltd.; from September 1998 to December 2019, she served as a partner of Ruihua Certified Public Accountants. From December 2019 to December 2021, she served as a partner of Baker Tilly International (天職國際會計師事務所).

Ms. SUN Li graduated from Renmin University of China with a bachelor's degree in finance in September 1994 and a master's degree in accounting in September 2000. She obtained a master's degree in EMBA from China Europe International Business School in November 2014. Ms. SUN Li is a certified public accountant and a certified tax agent.

To the best knowledge of the Board of Directors, save as disclosed in this circular, Ms. SUN Li has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Save as disclosed in this circular, Ms. SUN Li does not have other relationship with any Directors, Supervisors, senior management or substantial Shareholders of the Bank. To the best knowledge of the Board of Directors, save as disclosed in this circular, Ms. SUN Li does not have any interest in the Shares of the Bank or its associated entities within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this circular, there are no matters which need to be brought to the attention of the Shareholders of the Bank nor is there other information in relation to the appointment of Ms. SUN Li which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules.

The Bank will enter into a service contract with Ms. SUN Li (if appointed). Upon her appointment, Ms. SUN Li is entitled to receive an annual remuneration of RMB150,000 (after tax) as an independent non-executive Director of the Bank during her term of office.

BIOGRAPHY OF THE SUPERVISOR CANDIDATE

Mr. He Xinzhang, born in July 1965, is currently the director and deputy general manager of Qianxinan Prefecture Hongsheng Capital Operation Co., Ltd. of Guizhou Province (貴州省黔西南州宏升資本營運有限責任公司), Qianxinan Prefecture Poverty Alleviation and Development Investment Co., Ltd. of Guizhou Province (貴州省黔西南州扶貧開發投資有限公司) and Qianxinan Prefecture State-owned Capital Operation Co., Ltd. of Guizhou Province (貴州省黔西南州國有資本運營有限責任公司), and the general manager of Qianxinan Prefecture Caixin Financing Guarantee Co., Ltd. of Guizhou Province (貴州省黔西南州財信融資擔保有限責任公司). Mr. He served in Unit 35211 of the Chinese People's Liberation Army from October 1983 to January 1987; he served as a member of the Office of Qianxinan Prefecture Finance Bureau of Guizhou Province (貴州省黔西南州財政局辦公室) from January 1987 to January 1990; he served as a member of the Agricultural Tax Department of the Qianxinan Prefecture Finance Bureau of Guizhou Province (貴州省黔西南州財政局農稅科) from January 1990 to August 1992; he served as a member of the Agricultural Finance Department of the Qianxinan Prefecture Finance Bureau of Guizhou Province (貴州省黔西南州財政局農財科) from August 1992 to December 1997; he served as a member of the Public Affairs Department of the Qianxinan Prefecture Finance Bureau of Guizhou Province (貴州省黔西南州財政局工交科) from December 1997 to December 1999; he served as a member of the Infrastructure Department of the Qianxinan Prefecture Finance Bureau of Guizhou Province (貴州省黔西南州財政局基建科) from December 1999 to April 2002; he served as a member of the Guarantee Center of Qianxinan Prefecture of Guizhou Province (貴州省黔西南州擔保中心) from April 2002 to November 2002; he served as a deputy director of the Guarantee Center of Qianxinan Prefecture of Guizhou Province from November 2002 to September 2006; he served as the deputy chief of the Accounting Affairs Management Department of the Qianxinan Prefecture Finance Bureau of Guizhou Province (貴州省黔西南州財政局會計事務管理科) from September 2006 to March 2011; he served as the deputy director of the State-owned Assets Management Office of the Qianxinan Prefecture Finance Bureau of Guizhou Province (貴州省黔西南州財政局國有資產管理辦公室) from March 2011 to October 2012; he served as the deputy director of the State-owned Assets Administration Bureau of Qianxinan Prefecture of Guizhou Province (貴州省黔西南州國有資產管理局) from October 2012 to March 2013; he served as the section chief (director) of the Government Procurement Management Department (Qianxinan Prefecture Government Procurement Management Office) of the Qianxinan Prefecture Finance Bureau of Guizhou Province (貴州省黔西南州財政局政府採購管理科 (黔西南州政府採購管理辦公室)) from March 2013 to June 2018; he served as a director and deputy general manager of Qianxinan Prefecture Caixin Financing Guarantee Co., Ltd. of Guizhou Province from June 2018 to July 2020; he served as a director and deputy general manager of Qianxinan Prefecture Hongsheng Capital Operation Co., Ltd. of Guizhou Province, Qianxinan Prefecture Poverty Alleviation and Development Investment Co., Ltd. of Guizhou Province and Qianxinan Prefecture State-owned Capital Operation Co., Ltd. of Guizhou Province from July 2020 to October 2020. Since October 2020, he has served as a director and deputy general manager of Qianxinan Prefecture Hongsheng Capital Operation Co., Ltd. of Guizhou Province, Qianxinan Prefecture Poverty Alleviation and Development Investment Co., Ltd. of Guizhou Province and Qianxinan Prefecture State-owned Capital Operation Co., Ltd. of Guizhou Province, and the general manager of Qianxinan Prefecture Caixin Financing Guarantee Co., Ltd. of Guizhou Province.

Mr. He participated in the self-study examination of political economy and television broadcasting education, correspondence education, and graduated in June 1999 with a college degree.

Save as disclosed in this circular, to the best knowledge of the Board of Supervisors, Mr. He has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas nor held any other position in the Bank in the past three years, and does not have other relationship with any Directors, Supervisors, senior management or substantial Shareholders of the Bank. Mr. He does not have any interest in the Shares of the Bank or its associated entities within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this circular, there are no matters which need to be brought to the attention of the Shareholders of the Bank nor is there other information in relation to the appointment of Mr. He which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules.

The Bank will enter into a service contract with Mr. He (if appointed). After his appointment, Mr. He will not receive remuneration from the Bank during his tenure of office as a Shareholder Supervisor of the Bank.

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF BANK OF GUIZHOU CO., LTD.

Notes:

1. For the following content, “~~shares~~” shall mean deletion, while “share” shall mean new content;
2. Adjustments to the format were not shown in the table below;
3. Due to the addition of articles, the numbering of the Articles was adjusted accordingly;

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 1 To protect the legitimate rights and interests of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Company”), Shareholders, creditors and stakeholders, regulate the organization and behavior of the Company, and give full play to the core leading and political role of the Communist Party of China, these Articles of Association are formulated in accordance with the Constitution of the Communist Party of China (hereinafter referred to as the “Party Constitution”), Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the PRC (hereinafter referred to as the “Commercial Banking Law”), Law of the People’s Republic of China on Banking Regulation and Supervision, Special Regulations on Overseas Offerings and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), Interim Measures for the Equity Management of Commercial Banks, Guidance on Corporate Governance of Commercial Banks, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively known as “laws and regulations”).</p>	<p>Article 1 To protect the legitimate rights and interests of Bank of Guizhou Co., Ltd. (hereinafter referred to as the “Company”), Shareholders, creditors and stakeholders, regulate the organization and behavior of the Company, and give full play to the core leading and political role of the Communist Party of China, these Articles of Association are formulated in accordance with the Constitution of the Communist Party of China (hereinafter referred to as the “Party Constitution”), Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the PRC (hereinafter referred to as the “Commercial Banking Law”), Law of the People’s Republic of China on Banking Regulation and Supervision, Special Regulations of the State Council on Overseas Offerings and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), <u>Administrative Measures for the Formulation of Articles of Association of State-owned Enterprises</u>, Interim Measures for the Equity Management of Commercial Banks, Guidance on Corporate Governance of Commercial Banks, <u>Corporate Governance Standards for Banking or Insurance Institutions</u>, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively known as “laws and regulations”).</p>	<p>Adjusted the expression according to the new regulation name.</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 2 The Company is a joint stock limited company established by means of promotion as a result of merger and restructuring of three city commercial banks respectively in Zunyi, Liupanshui and Anshun of Guizhou Province in accordance with the Company Law, the Commercial Banking Law and other laws and regulations, with approval from the Reply of China Banking Regulatory Commission on the Establishment of Bank of Guizhou Co., Ltd. (Yin Jian Fu [2012] No. 185).</p> <p>Initiators of the merger are:</p> <p>Zunyi City Commercial Bank Co., Ltd., Liupanshui City Commercial Bank Co., Ltd. and Anshun City Commercial Bank Co., Ltd.</p> <p>Upon approval by the banking regulatory authorities, the Company was registered with and obtained business license from Guizhou Administration for Industry and Commerce.</p>	<p>Article 2 The Company is a joint stock limited company established by means of promotion as a result of merger and restructuring of three city commercial banks respectively in Zunyi, Liupanshui and Anshun of Guizhou Province in accordance with the Company Law, the Commercial Banking Law and other laws and regulations, with approval from the Reply of China Banking Regulatory Commission on the Establishment of Bank of Guizhou Co., Ltd. (Yin Jian Fu [2012] No. 185).</p> <p>Initiators of the merger are:</p> <p>Zunyi City Commercial Bank Co., Ltd., Liupanshui City Commercial Bank Co., Ltd. and Anshun City Commercial Bank Co., Ltd.</p> <p><u>The initiators of the company are shareholders of Zunyi City Commercial Bank Co., Ltd., Liupanshui City Commercial Bank Co., Ltd. and Anshun City Commercial Bank Co., Ltd. Among them, the shareholders of Zunyi City Commercial Bank Co., Ltd. subscribed for 1,686,649,195.18 shares by converting their net assets into shares, accounting for 52.04% of the Company's total shares at the time of its establishment; the shareholders of Liupanshui City Commercial Bank Co., Ltd. subscribed for 902,564,541.00 shares by converting their net assets into shares, accounting for 27.85% of the Company's total shares at the time of its establishment; shareholders of Anshun City Commercial Bank Co., Ltd. subscribed for 652,001,053.54 shares by converting its net assets into shares, accounting for 20.12% of the Company's total shares at the time of its establishment. All capital contributions by initiators were made on 30 June 2012.</u></p> <p>Upon approval by the banking regulatory authorities, the Company was registered with and obtained business license from Guizhou Administration for Industry and Commerce.</p>	<p>Amended as required by the Administration for Market Regulation.</p>

APPENDIX IX

**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 24 At the time of its incorporation, the Company had a registered capital of RMB3,241,214,789.72. After several times of capital increase, currently the Company has a registered capital of RMB14,588,046,744. The Company shall divide all of its capital into shares of equal par value (totalling 14,588,046,744 shares), with a nominal value of RMB1 each. The total number of shares converted from the original shares of initiators of the merger upon audit is 3,241,214,789.72, including:</p> <p>1,686,649,195.18 shares converted upon audit from Zunyi City Commercial Bank Co., Ltd.;</p> <p>902,564,541.00 shares converted upon audit from Liupanshui City Commercial Bank Co., Ltd.;</p> <p>652,001,053.54 shares converted upon audit from Anshun City Commercial Bank Co., Ltd.;</p> <p>After the incorporation of the Company, the initiators of the merger were dissolved, the original shareholders of the initiators of the merger became Shareholders of the Company, and the number of shares held by them is the number of shares converted upon audit.</p>	<p>Article 24 At the time of its incorporation, the Company had a registered capital of RMB3,241,214,789.72. After several times of capital increase, currently the Company has a registered capital of RMB14,588,046,744. The Company shall divide all of its capital into shares of equal par value (totalling 14,588,046,744 shares), with a nominal value of RMB1 each. The total number of shares converted from the original shares of initiators of the merger upon audit is 3,241,214,789.72, including:</p> <p>1,686,649,195.18 shares converted upon audit from Zunyi City Commercial Bank Co., Ltd.;</p> <p>902,564,541.00 shares converted upon audit from Liupanshui City Commercial Bank Co., Ltd.;</p> <p>652,001,053.54 shares converted upon audit from Anshun City Commercial Bank Co., Ltd.;</p> <p>After the incorporation of the Company, the initiators of the merger were dissolved, the original shareholders of the initiators of the merger became Shareholders of the Company, and the number of shares held by them is the number of shares converted upon audit.</p>	<p>The relevant content has been adjusted to Article 2 of the Articles of Association, and the duplicate expressions have been deleted.</p>
<p>Article 38 The shares held by Shareholders in the Company shall not be transferred in any of the following circumstances:</p> <p>(I) the shares held by the initiators shall not be transferred within one year after incorporation of the Company;</p> <p>(II) the Company’s Directors, Supervisors, the President and other senior management personnel shall not transfer shares of the Company held by them within six months after they cease to be employed;</p> <p>(III) the shares are frozen according to law;</p> <p>(IV) the ownership of the shares is in dispute;</p> <p>(V) the Shareholders who intend to transfer the shares have outstanding credit borrowings (excluding related parties) or overdue loans in the Company (unless the proceeds from the intended transfer are for repaying borrowings from the Company);</p>	<p>Article 38 The shares held by Shareholders in the Company shall not be transferred in any of the following circumstances:</p> <p>(I) the shares held by the initiators shall not be transferred within one year after incorporation of the Company;</p> <p>(II) the Company’s Directors, Supervisors, the President and other senior management personnel shall not transfer shares of the Company held by them within six months after they cease to be employed;</p> <p>(III) the shares are frozen according to law;</p> <p>(IV) the ownership of the shares is in dispute;</p> <p>(V) the Shareholders who intend to transfer the shares have outstanding credit borrowings (excluding related parties) or overdue loans in the Company (unless the proceeds from the intended transfer are for repaying borrowings from the Company);</p>	<p>Newly added in accordance with Article 17 of the Interim Measures for the Equity Management of Commercial Banks and the Notice on Strengthening the Qualification Review of Substantial Shareholders of Small and Medium Commercial Banks of the General Office of the China Banking Regulatory Commission.</p>

APPENDIX IX

**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>(VI) shares already issued by the Company before public offering shall not be transferred within one year from the date on which the shares of the Company are listed and traded on the stock exchange;</p> <p>(VII) other circumstances where the shares shall not be transferred according to law.</p> <p>If the securities regulatory authorities at the place where the Company’s shares are listed have other provisions regarding the restrictions on transfers of overseas listed foreign shares, those provisions shall also be observed.</p>	<p>(VI) shares already issued by the Company before public offering shall not be transferred within one year from the date on which the shares of the Company are listed and traded on the stock exchange;</p> <p><u>(VII) Substantial shareholder shall not transfer the equity interest held within five years from the date of acquisition.</u></p> <p>(VII)(VIII) other circumstances where the shares shall not be transferred according to law.</p> <p>If the securities regulatory authorities at the place where the Company’s shares are listed have other provisions regarding the restrictions on transfers of overseas listed foreign shares, those provisions shall also be observed.</p>	
<p>Article 50 Where relevant laws and regulations, and the securities regulatory authority at the place where the shares of the Bank are listed, stipulated that changes of registration in the share register arising from share transfer shall not be effected during the period prior to the convening of a Shareholders’ general meeting or the period prior to the base date on which the Bank decides to distribute dividends, such provisions shall prevail.</p>	<p>Article 50 Where relevant laws and regulations, and the securities regulatory authority at the place where the shares of the BankCompany are listed, stipulated that changes of registration in the share register arising from share transfer shall not be effected during the period prior to the convening of a Shareholders’ general meeting or the period prior to the base date on which the BankCompany decides to distribute dividends, such provisions shall prevail.</p>	<p>Expression adjustments.</p>
<p>Article 57 If any Shareholder pledges over 50% (inclusive) of his/her equity in the Company, in the duration of pledge, he/she shall not exercise voting right over the pledged equity at the Shareholders’ general meeting, nor shall the Director appointed by him/her exercise voting right at the Board meeting.</p>	<p>Article 57 If any Shareholder pledges over 50% (inclusive) of his/her equity in the Company, in the duration of pledge, he/she shall not exercise voting right over the pledged equity at the Shareholders’ general meeting (<u>in case of a major Shareholder, in the duration of pledge, he/she shall not exercise voting right at the Shareholders’ general meeting,</u> nor shall the Director appointed by him/her exercise voting right at the Board meeting.</p>	<p>Amended in accordance with Article 10 of the Measures for the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions.</p>
<p>Article 62 Shareholders of the Company shall exercise the rights and fulfill the obligations as a contributor in strict accordance with laws and regulations and these Articles of Association and shall not seek illegal gains, or abuse Shareholder’s right or leverage its influence to interfere in the decision-making right and management right enjoyed by the Board or the senior management pursuant to these Articles of Association, or bypass the Board and senior</p>	<p>Article 62 Shareholders of the Company shall exercise the rights and fulfill the obligations as a contributor in strict accordance with laws and regulations and these Articles of Association and shall not seek illegal gains,or abuse Shareholder’s right or leverage its influence to interfere in the decision making right and management right enjoyed by the Board or the senior management pursuant to these Articles of Association, or bypass the Board and senior</p>	<p>The relevant content has been adjusted to the Shareholders’ obligations clause, and the duplicate expression here has been deleted.</p>

APPENDIX IX

**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
management to directly interfere or leverage its influence to interfere in the Company's operation and management, transfer benefits or otherwise damage the legitimate rights and interests of depositors, the Company and other Shareholders.	management to directly interfere or leverage its influence to interfere in the Company's operation and management, transfer benefits or otherwise damage the legitimate rights and interests of depositors, the Company and other Shareholders.	
Article 64 Substantial Shareholders shall make long-term commitments for capital supplement to the Company in written form.	Article 64 Substantial Shareholders shall make long-term commitments for capital supplement to the Company in written form <u>when necessary as part of the Company's capital planning.</u>	Amended in accordance with Article 6 of the Corporate Governance Standards for Banking or Insurance Institutions.
<p>Article 71 The ordinary shareholders of the Company shall have the following obligations:</p> <p>(I) to abide by laws and regulations, regulatory requirements and these Articles of Association;</p> <p>(II) to pay subscription funds as per the shares subscribed and the method of subscription;</p> <p>(III) not to exit shares unless in the circumstances stipulated by laws and regulations;</p> <p>(IV) to be liable for the Company's debts and losses based on the shares held by them;</p> <p>(V) to safeguard the interests of the Company, object to and resist any behavior that damages the interests of the Company;</p> <p>(VI) to execute resolutions of the Shareholders' general meeting;</p> <p>(VII) when the capital adequacy ratio of the Company fails to meet legal requirements, the Shareholder shall support the measures proposed by the Board of Directors to raise the capital adequacy ratio, and substantial Shareholders shall supply additional capital to the commercial bank when necessary;</p> <p>(VIII) to promptly notify the equity management department of the Company and report to the Board for archiving in case of any changes in the legal representative of the corporate Shareholder, name, business premises, business scope, affiliation and other important matters of the Company, as well as revocation and merger thereof;</p>	<p>Article 71 The ordinary shareholders of the Company shall have the following obligations:</p> <p>(I) to abide by laws and regulations, regulatory requirements and these Articles of Association;</p> <p>(II) to pay subscription funds as per the shares subscribed and the method of subscription;</p> <p>(III) not to exit shares unless in the circumstances stipulated by laws and regulations;</p> <p>(IV) to be liable for the Company's debts and losses based on the shares held by them;</p> <p>(V) to safeguard the interests of the Company, object to and resist any behavior that damages the interests of the Company;</p> <p>(VI) to execute resolutions of the Shareholders' general meeting;</p> <p>(VII) when the capital adequacy ratio of the Company fails to meet legal requirements, the Shareholder shall support the measures proposed by the Board of Directors to raise the capital adequacy ratio, and substantial Shareholders shall supply additional capital to the commercial bank when necessary;</p> <p>(VIII) to promptly notify the equity management department of the Company and report to the Board for archiving in case of any changes in the legal representative of the corporate Shareholder, name, business premises, business scope, affiliation and other important matters of the Company, as well as revocation and merger thereof;</p>	<p>1. Amended in accordance with Article 16 of the Corporate Governance Standards for Banking or Insurance Institutions.</p> <p>2. Amended in accordance with Article 5 of the Notice on Further Strengthening the Management of Banking and Insurance Institutions' Shareholders' Commitment Management of the General Office of the China Banking and Insurance Regulatory Commission.</p> <p>3. Serial number adjustment.</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>(IX) to keep confidential the Company's secrets;</p> <p>(X) to fulfill other obligations stipulated by laws and regulations as well as these Articles of Association.</p> <p>Shareholders do not have the obligation to increase any equity capital unless under the conditions accepted by the subscribers at the time of subscription.</p>	<p>(VIII)(IX) to keep confidential the Company's secrets;</p> <p><u>(IX) to purchase shares of the Company with their own funds and ensure the fund are obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations as well as the regulatory requirements;</u></p> <p><u>(X) the shareholding percentage and the number of equity holders shall comply with the regulatory requirements, and shall not appoint others to hold shares of the Company or hold on behalf of others the shares of the Company;</u></p> <p><u>(XI) according to laws and regulations as well as regulatory requirements, to report to the Company truthfully, among others, the financial information, shareholding structure, source of capital, controlling shareholder, de facto controller, related parties, parties acting in concert, ultimate beneficial owners, and investments in other financial institutions;</u></p> <p><u>(XII) according to laws and regulations as well as regulatory requirements, timely report to the Company in writing any changes in the controlling shareholder, de facto controller, related parties, parties acting in concert and ultimate beneficial owners of the relevant Shareholder;</u></p> <p><u>(XIII) according to laws and regulations as well as regulatory requirements, to timely report to the Company in writing the merger, division, imposition of regulatory measures on the relevant Shareholder such as suspension of business, designation of trustee, takeover or revocation, or its process of dissolution, bankruptcy or liquidation, or any changes in its legal representative, company name, operating place, operating scope and other major matters;</u></p> <p><u>(XIV) according to laws and regulations as well as regulatory requirements, to timely report to the Company in writing any</u></p>	

**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
	<p><u>occurrence where the shares of the Company held by the Shareholder are involved in litigation, arbitration, imposition of legal enforcement by judicial bodies, pledges or release of pledges;</u></p> <p><u>(XV) the Shareholder's transfer of or pledge over its shares in the Company, or entering into of any related party transactions with the Company, shall abide by laws and regulations as well as regulatory requirements without prejudicing the interests of other Shareholders and the Company;</u></p> <p><u>(XVI) the Shareholder and its controlling shareholder or de facto controller shall not abuse the Shareholders' rights or related relations to harm the legal interests of the Company, other Shareholders and interested parties; not to interfere with the decision-making and management power and rights of the Board of Directors and senior management of the Company conferred by these Articles of Association and shall not directly interfere with the operation and management of the Company without relying on the Board of Directors and senior management;</u></p> <p><u>(XVII) to cooperate with the regulators in carrying out any investigation and risk handling in the event of occurrence of any risk event involving the Company or any major violation of regulations by the Company;</u></p> <p>(XVIII) to fulfill other obligations of Shareholders stipulated by laws and regulations, regulatory requirements as well as these Articles of Association.</p> <p>Shareholders do not have the obligation to increase any equity capital unless under the conditions accepted by the subscribers at the time of subscription.</p> <p><u>In the event of occurrence of major risks, the Company may absorb losses and mitigate risks by increasing capital and shares and issuing new capital instruments,</u></p>	

Original Articles	Articles after Amendments	Basis of Amendments
	<p><u>and Shareholders shall provide support if necessary in accordance with the Shareholders' commitment.</u></p> <p><u>The substantial Shareholders shall make relevant undertakings in accordance with laws and regulations and regulatory requirements. If the substantial Shareholders violate the undertakings made by them, the Company shall restrict their shareholder rights in accordance with the relevant laws and regulations and regulatory requirements and the requirements of the regulators.</u></p>	
<p>Article 72 The terms of credit provided by the Company to its Shareholders shall not be more favorable than those provided to other customers if the loans concerned are in the same category. Borrowings by Shareholders and their associated enterprises shall comply with the relevant provisions of the banking regulatory authorities. If the Shareholders and their associated enterprises fail to repay the loans granted by the Company when due, the voting rights of such Shareholders at Shareholders' general meetings and the voting rights of the Directors appointed by such Shareholders at Board meetings shall be terminated. The credit balance granted by the Company to the substantial Shareholders or their controlling Shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries and other single subjects shall not exceed 10% of the Company's net capital. The total credit balance granted by the Company to the group to which any single Shareholder belongs or any single substantial Shareholder and his/her controlling Shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 15% of the Company's net capital.</p>	<p>Article 72 The terms of credit provided by the Company to its Shareholders shall not be more favorable than those provided to other customers if the loans concerned are in the same category. Borrowings by Shareholders and their associated enterprises shall comply with the relevant provisions of the banking regulatory authorities. If the Shareholders and their associated enterprises fail to repay the loans granted by the Company when due, the voting rights of such Shareholders at Shareholders' general meetings and the voting rights of the Directors appointed by such Shareholders at Board meetings shall be terminated. The credit balance granted by the Company to the substantial Shareholders or their controlling Shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries and other single subjects shall not exceed 10% of the Company's net capital. The total credit balance granted by the Company to the group to which any single Shareholder belongs or any single substantial Shareholder and his/her controlling Shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 15% of the Company's net capital. <u>The credit balance granted by the Company to a single related party shall not exceed ten percent of the Company's net capital at the end of the previous quarter. The aggregate credit balance of the Company to the group customers of a single related legal or unincorporated organization shall not exceed fifteen percent of the net capital of</u></p>	<ol style="list-style-type: none"> 1. Adjusted according to regulatory requirements and actual work; 2. Amended in accordance with Article 6 of the Corporate Governance Standards for Banking or Insurance Institutions; 3. Amended in accordance with Article 16 of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.

Original Articles	Articles after Amendments	Basis of Amendments
	<p><u>the Company at the end of the previous quarter. The credit balance granted by the Company to all related parties shall not exceed 50% of the net capital of the Company at the end of the previous quarter. When calculating the balance of credit, the amount of margin deposits provided by related parties at the time of credit granting and the amount of pledged bank certificates of deposit and treasury bonds may be deducted.</u></p> <p><u>The Company shall comply with the relevant regulations on interbank business when conducting interbank business with related parties. The interbank business between the Company and its domestic and foreign related party banks may not be subject to the ratio regulations listed in the first paragraph of this Article.</u></p>	
<p>Article 74 The Company shall not provide any guarantee for its related parties, except that the related parties provide a counter-guarantee based on bank deposit certificates or treasury bonds.</p>	<p>Article 74 The Company shall not provide any guarantee <u>(including contingencies equivalent to guarantees)</u> for financing activities conducted by its related parties, except that the related parties provide a counter-guarantee with sufficient amount based on bank deposit certificates or and treasury bonds.</p>	<p>Amended in accordance with Article 28 of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>
<p>Article 77 The “controlling Shareholder(s)” under these Articles of Association shall refer to the controlling Shareholder(s) stipulated in the Company Law. Any person satisfying any of the following conditions shall be deemed as controlling Shareholder sufficient to have a significant impact on the resolutions of the Shareholders’ general meeting of the Company:</p> <p>(I) when acting alone or in concert with other persons, such a person can select more than half of the Company’s Directors;</p> <p>(II) when acting alone or in concert with other persons, such a person can exercise more than 30% of the voting rights of the Company or, control the exercise of more than 30% of the voting rights of the Company;</p> <p>(III) when acting alone or in concert with other persons, such a person holds more than 30% of the shares of the Company;</p> <p>(IV) when acting alone or in concert with other persons, such a person has de facto control of the Company through other methods.</p>	<p>Article 77 The “controlling Shareholder(s)” under these Articles of Association the preceding article shall refer to the controlling Shareholder(s) stipulated in the Company Law. Any person satisfying any of the following conditions shall be deemed as controlling Shareholder sufficient to have a significant impact on the resolutions of the Shareholders’ general meeting of the Company:</p> <p>(I) when acting alone or in concert with other persons, such a person can select more than half of the Company’s Directors;</p> <p>(II) when acting alone or in concert with other persons, such a person can exercise more than 30% of the voting rights of the Company or, control the exercise of more than 30% of the voting rights of the Company;</p> <p>(III) when acting alone or in concert with other persons, such a person holds more than 30% of the shares of the Company;</p>	<p>The term “controlling Shareholder(s)” under these Articles of Association is not limited to the controlling shareholder of the Bank, but also includes the controlling shareholder of the Shareholder, so it is amended in accordance with Article 48 of the Articles of Association of Companies Listed Overseas and Article 65 of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>The “acting in concert” under these Articles of Association refers to the act or fact of an investor expanding the number of voting shares of a company at its disposal by agreement, other arrangements, and co-operation with other investors. The relevant investors agreeing to undertake identical actions are persons acting in concert.</p>	<p>(IV) when acting alone or in concert with other persons, such a person has de facto control of the Company through other methods.</p> <p><u>In addition to the controlling Shareholders of the Company, the term “controlling Shareholder” in other terms of these Articles of Association shall refer to a Shareholder who holds more than 50% of the shares; or a Shareholder who holds less than 50% of the shares but has sufficient voting rights to exert a controlling influence on the resolution of the Shareholders’ general meeting.</u></p> <p>The “acting in concert” under these Articles of Association refers to the act or fact of an investor expanding the number of voting shares of a company at its disposal by agreement, other arrangements, and co-operation with other investors. The relevant investors agreeing to undertake identical actions are persons acting in concert.</p>	
<p>Article 78 A “de facto controller” mentioned in these Articles of Association refers to a person who can effectively control the Company according to the Company Law.</p> <p>“Related parties” of investors/substantial Shareholders as referred to in these Articles of Association mean that one party controls or jointly controls the other party or exercises material effect on the other party, and two or more parties are controlled, jointly controlled or materially affected by the same party pursuant to the Accounting Standards for Enterprises No. 36 Disclosure of Related Parties. However, enterprises controlled by the State become related parties not just because they are under the same control by the State.</p> <p>“Ultimate beneficiaries” as referred to in these Articles of Association refer to persons who actually enjoy the equity interests of the Company.</p>	<p>Article 78 A “de facto controller” mentioned in these Articles of Association refers to a person who can effectively control the Company according to the Company Law <u>natural person or other ultimate controller who, although not a shareholder of a company, is able to exercise actual control over the conduct of a company through an investment relationship, agreement or other arrangement.</u></p> <p><u>The term “group customers” mentioned in these Articles of Association refers to a group of corporate customers or a single customer in the same industry in which there is a controlling relationship.</u></p> <p>“Related parties” of investors/substantial Shareholders as referred to in these Articles of Association mean that one party controls or jointly controls the other party or exercises material effect on the other party, and two or more parties are controlled, jointly controlled or materially affected by the same party pursuant to the Accounting Standards for Enterprises No. 36 Disclosure of Related Parties. However, enterprises controlled by</p>	<p>Amended in accordance with Article 65 of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>

Original Articles	Articles after Amendments	Basis of Amendments
	<p>the State become related parties not just because they are under the same control by the State.</p> <p>“Ultimate beneficiaries” as referred to in these Articles of Association refer to persons who actually enjoy the equity interests of the Company.</p>	
<p>Article 80 The Shareholders’ general meeting shall be an organ of power of the Company. It may exercise the following powers in accordance with the laws and regulations and these Articles of Association:</p> <p>(I) to decide on the Company’s business policy and investment plans;</p> <p>(II) to elect and replace Directors who are not employee representatives and to determine matters relating to remuneration of the Directors;</p> <p>(III) to elect and replace Supervisors who are not employee representatives and to determine matters relating to remuneration of the Supervisors;</p> <p>(IV) to consider and approve the reports of the Board of Directors;</p> <p>(V) to consider and approve the reports of the Board of Supervisors;</p> <p>(VI) to consider and approve the Company’s annual financial budgets and final accounting plans;</p> <p>(VII) to consider and approve the Company’s profit distribution plan and loss recovery plan;</p> <p>(VIII) to resolve on increase or decrease of the registered capital of the Company;</p> <p>(IX) to resolve on issuance of bonds of the Company;</p> <p>(X) to resolve on the major asset transfer or acquisition, repurchase of the Company’s Shares, merger, division, dissolution and liquidation of the Company;</p> <p>(XI) to amend these Articles of Association;</p>	<p>Article 80 The Shareholders’ general meeting shall be an organ of power of the Company. It may exercise the following powers in accordance with the laws and regulations and these Articles of Association:</p> <p>(I) to decide on the Company’s business policy and investment plans;</p> <p>(II) to elect and replace Directors who are not employee representatives and to determine matters relating to remuneration of the Directors;</p> <p>(III) to elect and replace Supervisors who are not employee representatives and to determine matters relating to remuneration of the Supervisors;</p> <p>(IV) to consider and approve the reports of the Board of Directors;</p> <p>(V) to consider and approve the reports of the Board of Supervisors;</p> <p>(VI) to consider and approve the Company’s annual financial budgets and final accounting plans;</p> <p>(VII) to consider and approve the Company’s profit distribution plan and loss recovery plan;</p> <p>(VIII) to resolve on increase or decrease of the registered capital of the Company;</p> <p>(IX) to resolve on issuance of <u>corporate</u> bonds <u>or listing</u> the Company;</p> <p>(X) <u>according to laws and regulations</u>, to resolve on the major asset transfer or acquisition, repurchase of the Company’s Shares, merger, division, dissolution and liquidation of the Company;</p> <p>(XI) to amend these Articles of Association;</p>	<p>1. Amended in accordance with Article 18 of the Corporate Governance Standards for Banking or Insurance Institutions.</p> <p>2. Amended in accordance with Article 52 of the Corporate Governance Standards for Banking or Insurance Institutions.</p> <p>3. Amended in accordance with Article 38 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation) and Article 20 of the Guidelines for the Work of the Board of Supervisors of Commercial Banks;</p> <p>4. Serial number adjustment.</p>

APPENDIX IX

**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>(XII) to listen to the results of evaluation by the Board of Directors on the Directors and by the independent Directors on each other;</p> <p>(XIII) to listen to the results of evaluation by the Board of Supervisors on the Supervisors and by the external Supervisors on each other;</p> <p>(XIV) to consider proposals raised by Shareholder(s) severally or jointly holding more than 3% of the total voting shares of the Company;</p> <p>(XV) to consider and approve the related party transactions with a single amount exceeding 10% of the Company’s net capital;</p> <p>(XVI) to listen to the regulatory opinions of the banking regulatory authorities on the Company and the execution of reform by the Company;</p> <p>(XVII) to resolve on the appointment, removal or non-reappointment of an accounting firm by the Company;</p> <p>(XVIII) to examine other issues which shall be determined by the Shareholders’ general meeting as stipulated by laws and regulations, securities regulatory authorities at the place where the Company’s shares are listed, these Articles of Association and other internal systems of the Company.</p>	<p>(XII) to listen to the results of evaluation by the Board of Directors on the Directors and by the report on the performance of independent Directors on each other;</p> <p>(XIII) to listen to the results of evaluation by the Board of Supervisors on the Directors, Supervisors and senior management by the external Supervisors on each other;</p> <p>(XIV) to consider proposals raised by Shareholder(s) severally or jointly holding more than 3% of the total voting shares of the Company;</p> <p>(XV) to consider and approve the related party transactions with a single amount exceeding 10% of the Company’s net capital;</p> <p>(XVI) to listen to the regulatory opinions of the banking regulatory authorities on the Company and the execution of reform by the Company;</p> <p>(XVI) to resolve on the appointment, or removal or non-reappointment of an of the accounting firms that performs regular statutory audits of the Company’s financial reports by the Company;</p> <p><u>(XVII) to consider and approve the rules of procedure for the Shareholders’ general meeting, the meetings of the Board of Directors and the meetings of the Board of Supervisors;</u></p> <p><u>(XVIII) to consider and approve the equity incentive plan;</u></p> <p>(XVIII) (XIX) to consider and approve other issues which shall be determined by the Shareholders’ general meeting as stipulated by laws and regulations, regulatory requirements, securities regulatory authorities at the place where the Company’s shares are listed, these Articles of Association and other internal systems of the Company.</p> <p><u>The functions and powers of the Shareholders’ general meeting stipulated in the Company Law and Article 18 of the Corporate Governance Standards for</u></p>	

Original Articles	Articles after Amendments	Basis of Amendments
	<u>Banking or Insurance Institutions shall not be delegated to the Board of Directors, other institutions or individuals to exercise.</u>	
<p>Article 81 The Shareholders' general meeting shall formulate the rules of procedure for Shareholders' general meetings. The rules of procedure for Shareholders' general meetings shall be formulated by the Board and approved at the Shareholders' general meetings before implementation.</p>	<p>Article 81 The Shareholders' general meeting shall formulate the rules of procedure for Shareholders' general meetings. The rules of procedure for Shareholders' general meetings shall be formulated by the Board <u>which shall be implemented after consideration and adoption by</u> and approved at the Shareholders' general meeting before implementation.</p>	Adjusted the expression in accordance with Article 20 of the Corporate Governance Standards for Banking or Insurance Institutions.
<p>Article 82 Shareholders' general meetings are classified into annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the Board. Annual general meetings shall be convened once a year within six months after the end of the last fiscal year. In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:</p> <p>(I) the number of Directors is less than the number required by the Company Law or less than two thirds of the minimum number of Directors of the Company required by these Articles of Association;</p> <p>(II) the unrecovered losses of the Company amount to one third of the total share capital;</p> <p>(III) Shareholder(s) severally or jointly holding more than 10% of the Company's voting shares request(s) in writing the convening of an extraordinary general meeting;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) the Board of Supervisors proposes to convene the meeting;</p> <p>(VI) above half of the independent Directors propose to convene the meeting (the only two independent Directors of the Company unanimously propose to convene the meeting);</p>	<p>Article 82 Shareholders' general meetings are classified into annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the Board. Annual general meetings shall be convened once a year within six months after the end of the last fiscal year. In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:</p> <p>(I) the number of Directors is less than the number required by the Company Law or less than two thirds of the minimum number of Directors of the Company required by these Articles of Association;</p> <p>(II) the unrecovered losses of the Company amount to one third of the total share capital;</p> <p>(III) Shareholder(s) severally or jointly holding more than 10% of the Company's voting shares request(s) in writing the convening of an extraordinary general meeting;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) the Board of Supervisors proposes to convene the meeting;</p> <p>(VI) above half <u>and no less than two</u> independent Directors propose to convene the meeting (the only two independent Directors of the Company unanimously propose to convene the meeting);</p>	Adjusted the expression in accordance with Article 20 of the Corporate Governance Standards for Banking or Insurance Institutions.

Original Articles	Articles after Amendments	Basis of Amendments
<p>(VII) above half of the external Supervisors propose to convene the meeting (the only two external Supervisors of the Company unanimously propose to convene the meeting);</p> <p>(VIII) the Chairman of the Board proposes to convene the meeting in special circumstances;</p> <p>(IX) other circumstances as stipulated by laws and regulations, securities regulatory authorities at the place where the Company's shares are listed or these Articles of Association.</p> <p>The number of shares held by the Shareholder(s) mentioned in item (III) above is calculated based on the date when the Shareholder(s) make(s) the request(s) in writing.</p>	<p>(VII) above half of the external Supervisors propose to convene the meeting (the only two external Supervisors of the Company unanimously propose to convene the meeting);</p> <p>(VIII) the Chairman of the Board proposes to convene the meeting in special circumstances;</p> <p>(IX) other circumstances as stipulated by laws and regulations, regulatory requirements, securities regulatory authorities at the place where the Company's shares are listed or these Articles of Association.</p> <p>The number of shares held by the Shareholder(s) mentioned in item (III) above is calculated based on the date when the Shareholder(s) make(s) the request(s) in writing.</p>	
<p>Article 83 Shareholders' general meetings shall be convened and presided over by the Chairman of the Board. Where the Chairman cannot attend the meeting for any reason, the Chairman may appoint another Director to convene and preside over the meeting on his/her behalf; if no presider is appointed, the attending Shareholders may elect a person to preside over the meeting; if for any reason, the Shareholders fail to elect a presider, the Shareholder (including proxy thereof other than Hong Kong Securities Clearing Company Limited) holding the most voting shares among the attending Shareholders shall preside over the meeting.</p>	<p>Article 83 Shareholders' general meetings shall be convened by the Board and presided over by the Chairman of the Board. Where the Chairman cannot attend the meeting for any reason, the Chairman may appoint another Director to convene and preside over the meeting on his/her behalf; if no presider is appointed, the attending Shareholders may elect a person to preside over the meeting; if for any reason, the Shareholders fail to elect a presider, the Shareholder (including proxy thereof other than Hong Kong Securities Clearing Company Limited) holding the most voting shares among the attending Shareholders shall preside over the meeting.</p>	Amended in accordance with Article 101 of the Company Law.
<p>Article 84 Where the Company convenes an annual general meeting, the Board shall send a notice 20 business days before the meeting, where the Company convenes an extraordinary general meeting, the Company shall give a notice 10 business days or 15 days (whichever is longer) before the meeting to notify all the Shareholders in the share register of the matters to be considered at the meeting, and the date and venue of the meeting.</p>	<p>Article 84 Where the Company convenes an annual general meeting, the Board shall send a notice 20 business days before the meeting, where the Company convenes an extraordinary general meeting, the Company shall give a notice 10 business days or 15 days (whichever is longer) before the meeting to notify all the Shareholders in the share register of the matters to be considered at the meeting, and the date and venue of the meeting. Where otherwise provided by laws, administrative regulations, departmental rules and regulations and the securities regulator or stock exchange where the Company's shares are listed, the provisions thereof shall apply.</p>	Amended in accordance with the Appendix XIV of the Corporate Governance Code of Hong Kong Listing Rules.

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 95 For a corporate Shareholder, his/her legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card, valid certificate bearing evidence of his/her qualifications as legal representative and shareholding certificate; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card, the notarized copy of resolutions or powers of attorney issued by the board of directors or other authority of power of the corporate Shareholder (other than a recognized clearing house or agent thereof) for appointing the proxy and shareholding certificate.</p> <p>If the Shareholder is a recognized clearing house or agent thereof as defined in the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong), the said Shareholder may authorize one or more persons as he/she deems appropriate to act on his/her behalf at any Shareholders' general meeting or class meeting; however, where two or more persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be executed by the personnel authorized by the recognized clearing house. The persons thus authorized may attend the meeting (without presentation of their shareholding certificates, notarized powers of attorney and/or further evidence proving that they have been duly authorized) and exercise rights on behalf of the recognized clearing house or agent thereof as if the said persons were the individual Shareholders of the Company.</p>	<p>Article 95 For a corporate Shareholder, his/her legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card, valid certificate bearing evidence of his/her qualifications as legal representative and shareholding certificate; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card, the notarized copy of resolutions or powers of attorney issued by the board of directors or other authority of power of the corporate Shareholder (other than a recognized clearing house or agent thereof) for appointing the proxy and shareholding certificate.</p> <p>If the Shareholder is a recognized clearing house or agent thereof as defined in the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong), the said Shareholder may authorize one or more persons as he/she deems appropriate to act on his/her behalf at any Shareholders' general meeting or class meeting <u>and creditors meeting</u>; however, where two or more persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be executed by the personnel authorized by the recognized clearing house. The persons thus authorized may attend the meeting (without presentation of their shareholding certificates, notarized powers of attorney and/or further evidence proving that they have been duly authorized) and exercise rights on behalf of the recognized clearing house or agent thereof as if the said persons were the individual Shareholders of the Company.</p>	<p>Amended in accordance with the Appendix III of Hong Kong Listing Rules.</p>
<p>Article 113 Ordinary resolutions made by a Shareholders' general meeting shall be approved by a simple majority of voting rights held by the Shareholders (including their proxies) attending the meeting. The following matters shall be approved by ordinary resolutions at a Shareholders' general meeting:</p> <p>(I) the work reports of the Board of Directors and the Board of Supervisors;</p>	<p>Article 113 Ordinary resolutions made by a Shareholders' general meeting shall be approved by a simple majority of voting rights held by the Shareholders (including their proxies) attending the meeting. The following matters shall be approved by ordinary resolutions at a Shareholders' general meeting:</p> <p>(I) the work reports of the Board of Directors and the Board of Supervisors;</p>	<p>Amended in accordance with the amendments of Article 80 of the Articles of Association in relation to the powers of the Shareholders' general meeting.</p>

APPENDIX IX

**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>(II) profit distribution plan and loss recovery plan prepared by the Board of Directors;</p> <p>(III) election and replacement of Directors and Supervisors who are not employee representatives, and decision on matters relating to the remunerations of Directors and Supervisors;</p> <p>(IV) annual budgets, final accounts, balance sheets, statements of profits and other financial statements of the Company;</p> <p>(V) engagement, dismissal or discontinuation of the appointment of the accounting firm;</p> <p>(VI) related party transactions required to be approved within the functions and powers of the Shareholders' general meeting;</p> <p>(VII) matters other than those stipulated by laws and regulations or these Articles of Association to be approved by special resolutions.</p>	<p>(II) profit distribution plan and loss recovery plan prepared by the Board of Directors;</p> <p>(III) election and replacement of Directors and Supervisors who are not employee representatives, and decision on matters relating to the remunerations of Directors and Supervisors;</p> <p>(IV) annual budgets, final accounts, balance sheets, statements of profits and other financial statements of the Company;</p> <p>(V) engagement, or dismissal or discontinuation of the appointment of the <u>accounting firms that performs regular statutory audits of the Company's financial reports;</u></p> <p>(VI) related party transactions required to be approved within the functions and powers of the Shareholders' general meeting;</p> <p>(VII) matters other than those stipulated by laws and regulations or these Articles of Association to be approved by special resolutions.</p>	
<p>Article 114 Special resolutions made by a Shareholders' general meeting shall be approved by above two-thirds of voting rights held by the Shareholders (including their proxies) attending the meeting, save as otherwise stipulated by laws and regulations or these Articles of Association. The following matters shall be approved by special resolutions at a Shareholders' general meeting:</p> <p>(I) increase or reduction in the registered capital of the Company and the issuance of shares of any class, warrants and other similar securities;</p> <p>(II) issuance of bonds by the Company;</p> <p>(III) the Company's material acquisition and repurchase of shares of the Company;</p> <p>(IV) the division, merger, dissolution and liquidation or change of the form of the Company;</p> <p>(V) amendment to these Articles of Association;</p>	<p>Article 114 Special resolutions made by a Shareholders' general meeting shall be approved by above two-thirds of voting rights held by the Shareholders (including their proxies) attending the meeting, save as otherwise stipulated by laws and regulations or these Articles of Association. The following matters shall be approved by special resolutions at a Shareholders' general meeting:</p> <p>(I) increase or reduction in the registered capital of the Company and the issuance of shares of any class, warrants and other similar securities;</p> <p>(II) issuance of <u>corporate bonds or listing of</u> by the Company;</p> <p>(III) the Company's material acquisition and repurchase of shares of the Company;</p> <p>(IV) the division, merger, dissolution and liquidation or change of the form of the Company;</p>	<p>Amended in accordance with Article 22 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>(VI) any other matters specified in the laws and regulations, these Articles of Association or confirmed by an ordinary resolution at a Shareholders' general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>	<p>(V) amendment to these Articles of Association;</p> <p><u>(VI) removal of independent Directors;</u></p> <p><u>(VII) consider and approve the equity incentive plan;</u></p> <p>(VI)<u>(VIII)</u> any other matters specified in the laws and regulations, <u>regulatory requirements</u> and these Articles of Association or confirmed by an ordinary resolution at a Shareholders' general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>	
<p>Article 121 When a related party transaction is considered at a Shareholders' general meeting, related Shareholders shall not vote, and the number of shares they represent shall not be counted in the total number of valid voting shares; the announcement of any resolution made at the Shareholders' general meeting shall adequately disclose information relating to voting by non-related Shareholders.</p> <p>The avoidance and voting procedures for related Shareholders are that they shall voluntarily apply for avoidance or be subject to any request for avoidance made by other Shareholders. The Board shall investigate in whether the Shareholders are related Shareholders according to relevant stipulations, and shall decide whether the Shareholders shall avoid voting.</p> <p>The related Shareholders shall not vote on the related party transaction involved but may consider such transaction and may make explanations and demonstrations to the Shareholders' general meeting as to whether such related party transaction is fair and lawful and the reason for such related party transaction.</p> <p>To be valid, a resolution at a Shareholders' general meeting on a related party transaction shall be passed by votes exceeding ½ the shares with voting rights held by non-related Shareholders attending the meeting; if the related party transaction involves the matters which shall be passed by special resolutions</p>	<p>Article 121 When a related party transaction is considered at a Shareholders' general meeting, related Shareholders shall not vote, and the number of shares they represent shall not be counted in the total number of valid voting shares; the announcement of any resolution made at the Shareholders' general meeting shall adequately disclose information relating to voting by non-related Shareholders.</p> <p>The avoidance and voting procedures for related Shareholders are that they shall voluntarily apply for avoidance or be subject to any request for avoidance made by other Shareholders. The Board shall investigate in whether the Shareholders are related Shareholders according to relevant stipulations, and shall decide whether the Shareholders shall avoid voting.</p> <p>The related Shareholders shall not vote on the related party transaction involved but may consider such transaction and may make explanations and demonstrations to the Shareholders' general meeting as to whether such related party transaction is fair and lawful and the reason for such related party transaction.</p> <p>To be valid, a resolution at a Shareholders' general meeting on a related party transaction shall be passed by votes exceeding ½ half of the shares with voting rights held by non-related Shareholders attending the meeting; if the related party transaction involves the matters which shall be passed by special</p>	<p>Amended in accordance with Article 22 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

Original Articles	Articles after Amendments	Basis of Amendments
under Article 114 of these Articles of Association, relevant resolution at the Shareholders' general meeting shall be passed by votes exceeding two thirds of the shares with voting rights held by non-related Shareholders attending the meeting.	resolutions under Article 114 of these Articles of Association, relevant resolution at the Shareholders' general meeting shall be passed by votes exceeding two thirds of the shares with voting rights held by non-related Shareholders attending the meeting.	
Article 132 Unless a class meeting is convened concurrently with an annual general meeting, under which circumstance the notice for such class meeting shall be given 20 business days before convening the meeting, when convening a class meeting, the Company shall send a notice 10 business days or 15 days before convening the meeting (whichever is earlier) to notify all the Shareholders in the share register of the issues to be considered at the meeting, and the date and venue of the meeting.	Article 132 Unless a class meeting is convened concurrently with an annual general meeting, under which circumstance the notice for such class meeting shall be given 20 business days before convening the meeting, when convening a class meeting, the Company shall send a notice 10 business days or 15 days before convening the meeting (whichever is earlier) to notify all the Shareholders in the share register of the issues to be considered at the meeting, and the date and venue of the meeting. <u>Where otherwise provided by laws, administrative regulations, departmental rules and regulations and the securities regulator or stock exchange where the Company's shares are listed, the provisions thereof shall apply.</u>	Amended in accordance with the Appendix XIV of the Corporate Governance Code of Hong Kong Listing Rules
Article 136 The Party Committee of the Company has set up such work departments as Office of the Party Committee, Organization Department of the Party Committee, Publicity Department of the Party Committee, Inspection Office of the Party Committee, Committee and Party-mass Work Department, which are equipped with requisite cadres and professional staff for Party affairs as required.	Article 136 The Party Committee of the Company has set up such work departments as Office of the Party Committee, Organization Department of the Party Committee, Publicity Department of the Party Committee, Inspection Office of the Party Committee, Committee and Party-mass Work Department, which are equipped with requisite cadres and professional staff for Party affairs as required. <u>The Company adheres to the organic unity of strengthening the leadership of the Party and improving corporate governance, and formulates the rules of procedure of the Party Committee to clarify the operation mechanism of the Party Committee as well as the responsibilities and working methods of the Party Committee in each aspect of decision-making, execution and supervision.</u>	Amended in accordance with the Work Tips on Implementing the Qian Dang Ban Fa [2022] No. 2 Document.
Article 140 The method and procedure for nominating Directors are: (I) during the general election of the Board, the Nomination Committee of the Board may nominate candidates for Directors according to the number of Directors to be elected in the quorum of Directors specified in these Articles	Article 140 The method and procedure for nominating Directors are: (I) during the general election of the Board, the Nomination Committee of the Board and may <u>nominate</u> candidates for Directors according to the number of Directors to be elected in the quorum of Directors specified in these Articles	1. Amended in accordance with Articles 27, 35 and 61 of the Corporate Governance Standards for Banking or Insurance Institutions;

Original Articles	Articles after Amendments	Basis of Amendments
<p>of Association; Shareholders individually or jointly holding above three percent of the Company’s total shares with voting rights may also nominate candidates for Directors to the Board; however, a Shareholder and his/her related party shall not nominate candidates for Directors and Supervisors at the same time; where a candidate for Director nominated by a Shareholder or his/her related party is approved to sit on the Board, the Shareholder shall not nominate any candidate for Supervisor until the term of office of the Director expires or the Director is replaced; and the number of candidates for Directors nominated by a Shareholder and his/her related party shall not exceed one third of the number of members of the Board;</p> <p>(II) The Nomination Committee of the Board shall conduct preliminary verification on the qualifications and eligibility of the candidates for Directors, and the names of qualified candidates shall be submitted to the Board for deliberation. After deliberation and approval by the Board, written proposals regarding the candidates for Directors shall be submitted to the Shareholders’ general meeting;</p> <p>(III) Before the Shareholders’ general meeting is convened, the candidates for Directors shall provide written undertakings that they accept the nomination, that the publicly disclosed information is truthful and complete and that they shall conscientiously perform their obligations as Directors upon election;</p> <p>(IV) The Board shall disclose, in accordance with the laws and regulations and these Articles of Association, detailed information of the candidates for Directors to Shareholders before the Shareholders’ general meeting is convened, so that Shareholders will have sufficient understanding of the candidates before voting;</p> <p>(V) each candidate for Directors shall be voted for on a separate basis at the Shareholders’ general meeting;</p>	<p>of Association; Shareholders individually or jointly holding above three percent of the Company’s total shares with voting rights may also shall have the right to nominate candidates for non-independent Directors to the Board according to the number of Directors to be elected in the quorum of Directors specified in these Articles of Association; the Nomination Committee of the Board, Shareholders individually or jointly holding above one percent of the Company’s total shares with voting rights and the Board of Supervisors shall have the right to nominate candidates for independent Directors; however, a Shareholder and his/her related party shall not nominate candidates for Directors and Supervisors at the same time; Shareholders and their related parties who have been nominated as Directors shall not be further nominated as Supervisors, subject to any other state regulations; where a candidate for Director nominated by a Shareholder or his/her related party is approved to sit on the Board, the Shareholder shall not nominate any candidate for Supervisor until the term of office of the Director expires or the Director is replaced; and the number of candidates for Directors nominated by a Shareholder and his/her related party shall not exceed one third of the number of members of the Board in principle, unless otherwise provided by state regulations;</p> <p>(II) The Nomination Committee of the Board shall conduct preliminary verification on the qualifications and eligibility of the candidates for Directors, and the names of qualified candidates shall be submitted to the Board for deliberation. After deliberation and approval by the Board, written proposals regarding the candidates for Directors shall be submitted to the Shareholders’ general meeting;</p> <p>(III) Before the Shareholders’ general meeting is convened, the candidates for Directors shall provide written undertakings that they accept the nomination, that the publicly disclosed information is truthful and complete and that they shall conscientiously perform their obligations as Directors upon election;</p>	<p>2. Improve the expression in accordance with Article 9 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation).</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>(VI) if it is necessary to fill a vacant position for a Director, the Nomination Committee of the Board or Shareholders eligible to make nominations shall submit proposals to the Board for deliberation, and the position shall be elected or replaced at the Shareholders' general meeting.</p>	<p><u>Directors shall sign a due diligence undertaking in writing before assuming office to ensure that they will strictly keep the secrets of the Company and have sufficient time and energy to perform their duties. Directors shall abide by the undertaking:</u></p> <p>(IV) The Board shall disclose, in accordance with the laws and regulations and these Articles of Association, detailed information of the candidates for Directors to Shareholders before the Shareholders' general meeting is convened, so that Shareholders will have sufficient understanding of the candidates before voting;</p> <p>(V) each candidate for Directors shall be voted for on a separate basis at the Shareholders' general meeting;</p> <p>(VI) if it is necessary to fill a vacant position for a Director, the Nomination Committee of the Board or Shareholders eligible to make nominations shall submit proposals to the Board for deliberation, and the position shall be elected or replaced at the Shareholders' general meeting.</p>	
	<p><u>Article 142 The Directors of the Company shall perform the following duties or obligations:</u></p> <p><u>(I) keep abreast of the operation and management of the Company and have the power to require the senior management to provide the relevant information that gives full, timely and accurate view on the operation and management of the Company or explain the relevant matters thereof;</u></p> <p><u>(II) attend the meetings of the Board in a timely manner, fully review the matters to be resolved by the Board, give independent, professional and objective opinions, and cast votes independently at his/her prudent discretion;</u></p> <p><u>(III) take responsibilities for the resolutions of the Board;</u></p>	<p>Newly added in accordance with Article 31 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

Original Articles	Articles after Amendments	Basis of Amendments
	<p><u>(IV) supervise the implementation of the resolutions of the Shareholders' general meetings and the Board meetings by the senior management;</u></p> <p><u>(V) actively participate in training organized by the Company and regulators, understand the rights and obligations of Directors, be familiar with relevant laws and regulations and regulatory requirements, and continuously have the necessary professional knowledge and ability to perform their duties.</u></p> <p><u>(VI) shall be accountable to the Company and all Shareholders when performing their duties;</u></p> <p><u>(VII) follow high standards of professional ethics and give consideration to the legal interests of the stakeholders;</u></p> <p><u>(VIII) be faithful and diligent to the Company, perform duties with due diligence and prudence, and ensure sufficient time and energy to perform duties;</u></p> <p><u>(IX) shall comply with laws and regulations, regulatory requirements and these Articles of Association.</u></p>	
<p>Article 146 Directors shall invest sufficient time in performing their duties. Directors shall attend in person at least two thirds of Board meetings once a year. If any Director fails to attend Board meetings, either in person or by authorizing another Director to act on his/her behalf, for two consecutive times, the said Director shall be deemed as failing to perform his/her duties, and the Board shall propose at the Shareholders' general meeting to replace the said Director. Any Director who fails to attend the Board meetings, either in person or by authorizing another Director to act on his/her behalf, shall bear corresponding legal liabilities for the Board resolutions.</p> <p>Directors in charge of the Audit Committee, Related Party Transactions Control Committee and Risk Management Committee shall work at least 25 workdays per year in the Company.</p>	<p>Article 1467 Directors shall invest sufficient time in performing their duties. Directors shall attend in person at least two thirds of the on-site meetings of the Board once a year. If any Director fails to attend Board meetings, either in person or by authorizing another Director to act on his/her behalf, for two consecutive times, the said Director shall be deemed as failing to perform his/her duties, and the Board shall propose at the Shareholders' general meeting to replace the said Director. Any Director who fails to attend the Board meetings, either in person or by authorizing another Director to act on his/her behalf, shall bear corresponding legal liabilities for the Board resolutions.</p> <p>Directors who serve as chairmen in charge of the Audit Committee, Related Party Transactions Control Committee and Risk Management Committee shall work at least 25 workdays per year in the Company.</p>	<p>1. Serial number adjustment;</p> <p>2. Amended in accordance with Article 32 of the Corporate Governance Standards for Banking or Insurance Institutions;</p> <p>3. Amended in accordance with Article 14 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation).</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 147 A Director may resign prior to the expiry of his/her term of office. A Director shall submit a written resignation to the Board in resigning his/her duties. The Board will disclose relevant information within two days.</p> <p>If the number of Directors of the Company's Board falls below the quorum specified by laws or these Articles of Association as a result of the resignation of any Director, such Director's resignation shall not become effective until the vacancy resulting from such resignation is filled up by a succeeding Director.</p> <p>Save as provided in the preceding paragraph, a Director's resignation shall take effect upon the delivery of the written resignation to the Board.</p>	<p>Article 1478 A Director may resign prior to the expiry of his/her term of office. A Director shall submit a written resignation to the Board in resigning his/her duties. The Board will disclose relevant information within two days.</p> <p>If the number of Directors of the Company's Board falls below <u>the minimum</u> quorum stipulated by <u>the Company Law</u> laws or <u>two thirds of the number stipulated by</u> these Articles of Association as a result of the resignation of any Director, such Director's resignation shall not become effective until the vacancy resulting from such resignation is filled up by a succeeding Director. <u>Before the new Director takes office, the Director who proposes to resign shall continue to perform his/her duties. If the Company is dealing with major risks, the Director may not resign without the approval of the banking regulatory authority.</u></p> <p>Save as provided in the preceding paragraph, a Director's resignation shall take effect upon the delivery of the written resignation to the Board.</p> <p><u>When the number of the Directors in the Board is less than the minimum number stipulated in the Company Law or the minimum number required for voting by the Board due to the removal of Directors by the Shareholders' general meeting or death, the loss of independence and resignation of independent Directors, or other circumstances that cannot perform the duties of Directors, the powers of the Board shall be exercised by the Shareholders' general meetings until the number of the Directors in the Board meets the minimum quorum.</u></p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Amended in accordance with Article 29 of the Corporate Governance Standards for Banking or Insurance Institutions.

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 153 The Company may set several independent Directors based on needs. At least one third of the membership of the Board of the Company shall be independent Directors.</p> <p>Independent Directors are Directors who do not hold any positions in the Company other than as Director and do not maintain with the Company and its substantial Shareholders a connection which may possibly hamper their independent and objective judgments.</p>	<p>Article 153A The Company may set several independent Directors based on needs. At least one third of the membership of the Board of the Company shall be independent Directors.</p> <p>Independent Directors are Directors who do not hold any positions in the Company other than as Director and do not maintain with the Company and its substantial Shareholders and de facto controllers a connection which may possibly hamper affect their independent and objective judgments on the affairs of the Company.</p>	<p>Amended in accordance with Article 33 of the Corporate Governance Standards for Banking or Insurance Institutions;</p>
<p>Article 157 Independent Director shall have committed a serious dereliction of duty in any of the following circumstances:</p> <p>(I) divulgence of the trade secrets of the Company and impairment of the legitimate interests of the Company;</p> <p>(II) acceptance of illicit benefits in the performance of their duties, or the seeking of private benefits by taking advantage of the capacity of an independent Director;</p> <p>(III) failure to raise an opposing opinion despite being fully aware that a resolution of the Board may cause material losses to the Company;</p> <p>(IV) failure to exercise the veto power in respect of the Company's related party transactions which have caused material losses to the Company;</p> <p>(V) other serious dereliction as prescribed by the banking regulatory authorities.</p>	<p>Article 157 Independent Director shall have committed a serious dereliction of duty in any of the following circumstances:-</p> <p>(I) divulgence of the trade secrets of the Company and impairment of the legitimate interests of the Company;-</p> <p>(II) acceptance of illicit benefits in the performance of their duties, or the seeking of private benefits by taking advantage of the capacity of an independent Director;-</p> <p>(III) failure to raise an opposing opinion despite being fully aware that a resolution of the Board may cause material losses to the Company;-</p> <p>(IV) failure to exercise the veto power in respect of the Company's related party transactions which have caused material losses to the Company;-</p> <p>(V) other serious dereliction as prescribed by the banking regulatory authorities.</p>	<p>The original Article was formulated with reference to Article 18 of the Guidelines on the System of Independent Directors and External Supervisors of Joint Stock Commercial Banks. The Measures for the Performance Evaluation of Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation) have already provided detailed provisions on the evaluation criteria for the performance of directors and supervisors of banks. The Bank has formulated the Measures for the Performance Evaluation of Directors and Supervisors of Bank of Guizhou (for Trial Implementation) in accordance with the requirements, so it is proposed to delete this Article.</p>
<p>Article 158 Independent Directors shall be nominated, elected and replaced in accordance with laws and regulations, these Articles of Association and the following provisions:</p> <p>(I) The Nomination Committee under the Board and Shareholders individually or jointly holding more than 1% of the Company's total shares with voting rights may nominate candidates for independent</p>	<p>Article 158 Independent Directors shall be nominated, elected and replaced in accordance with laws and regulations, these Articles of Association and the following provisions:</p> <p>(I) The Nomination Committee under the Board, and Shareholders individually or jointly holding more than 1% of the Company's total shares with voting rights and the Board of Supervisors may nominate</p>	<p>Amended in accordance with Articles 35 and 37 of the Corporate Governance Standards for Banking or Insurance Institutions;</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>Directors to the Board; a Shareholder who has nominated a Director candidate shall no longer nominate an independent Director candidate; a Shareholder shall only nominate one independent Director candidate or one external Supervisor candidate but shall not do both at the same time;</p> <p>(II) The nominator of an independent Director candidate shall seek the consent of the nominee before nomination, shall collect adequate information about the nominee's occupation, academic qualification, title, detailed work experience, all concurrent undertakings, etc., and shall provide opinions on the qualification and independence of such nominee as an independent Director. The nominee shall make an open announcement as to the absence of any relationship between the Company and him/her which may possibly affect his/her independent and objective judgment;</p> <p>(III) The nominated independent Director candidate shall be subject to the qualification examination by the Nomination Committee under the Board, with the examination mainly covering independence, professional knowledge, experience and capability; the qualification of independent Directors shall be approved by the banking regulatory authorities. If the Board has any dispute as to the particulars pertaining to the nominee, the written opinions of the Board shall also be submitted at the same time;</p> <p>(IV) The term of office of independent Directors is three years and the same as that of other Directors of the Company. An independent Director is eligible for re-election when his/her term of office expires but shall serve a cumulative term of at most six years. An independent Director shall not hold positions in more than two commercial banks at the same time;</p> <p>(V) The election and engagement of independent Directors shall mainly comply with the market principle.</p>	<p>candidates for independent Directors to the Board; a Shareholder <u>and his/her related parties</u> who have nominated candidates for a <u>non-independent</u> Directors shall no longer nominate an independent Director candidate; a Shareholder shall only nominate one independent Director candidate or one external Supervisor candidate but shall not do both at the same time;</p> <p>(II) The nominator of an independent Director candidate shall seek the consent of the nominee before nomination, shall collect adequate information about the nominee's occupation, academic qualification, title, detailed work experience, all concurrent undertakings, etc., and shall provide opinions on the qualification and independence of such nominee as an independent Director. The nominee shall make an open announcement as to the absence of any relationship between the Company and him/her which may possibly affect his/her independent and objective judgment;</p> <p>(III) The nominated independent Director candidate shall be subject to the qualification examination by the Nomination Committee under the Board, with the examination mainly covering independence, professional knowledge, experience and capability; the qualification of independent Directors shall be approved by the banking regulatory authorities. If the Board has any dispute as to the particulars pertaining to the nominee, the written opinions of the Board shall also be submitted at the same time;</p> <p>(IV) The term of office of independent Directors is three years and the same as that of other Directors of the Company. An independent Director is eligible for re-election when his/her term of office expires but shall serve a cumulative term of at most six years. <u>Independent Directors shall ensure that they have sufficient time and energy to effectively perform their duties. A natural person can serve as an independent Director in at most five domestic and overseas enterprises at the same time. If he/she concurrently serves as an independent Director of a banking or</u></p>	

Original Articles	Articles after Amendments	Basis of Amendments
	<p><u>insurance institution, he/she shall make sure that there is no related relationship with the relevant institution and no conflict of interest.</u> An independent Director A natural person shall not serve as an independent Director hold positions in more than two commercial banks at the same time; and shall not concurrently serve as an independent Director of an insurance institution operating the same type of business;</p> <p>(V) The election and engagement of independent Directors shall mainly comply with the market principle.</p>	
<p>Article 159 Independent Directors shall perform duties independently without being influenced by the Company's Shareholders or other units or persons having interest relations with the Company.</p> <p>Independent Directors shall attend Board meetings on time to learn about the Company's management and operations, and shall actively investigate and acquire information and data necessary for them to make decisions. The Board shall submit the yearly report concerning all the independent Directors at the annual general meeting of the Company and make a statement on their fulfillment of duties.</p>	<p>Article 159 Independent Directors shall perform duties <u>in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the Company, minority Shareholders and financial consumers,</u> without being influenced by the Company's Shareholders, <u>de facto controllers, senior management</u> or other units or persons having <u>material</u> interest relations with the Company.</p> <p>Independent Directors shall attend Board meetings on time to learn about the Company's management and operations, and shall actively investigate and acquire information and data necessary for them to make decisions. The Board shall submit the yearly report concerning all the independent Directors at the annual general meeting of the Company and make a statement on their fulfillment of duties.</p>	<p>Amended in accordance with Article 41 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>
<p>Article 160 An independent Director may authorize in writing another independent Director to attend the Board meeting on his/her behalf. But, he/she shall attend at least two thirds of the Board meetings in person every year.</p>	<p>Article 160 An independent Director may authorize in writing another independent Director to attend the Board meeting on his/her behalf. But, he/she shall attend at least two thirds <u>of the on-site</u> meetings of the Board in person every year.</p> <p><u>An independent Director who fails to attend the Board meeting in person for three consecutive times shall be deemed to have failed to perform his/her duties, and the Company shall convene a Shareholders' general meeting to remove him/her from office and elect a new independent Director within three months.</u></p>	<p>1. Amended in accordance with Article 32 of the Corporate Governance Standards for Banking or Insurance Institutions;</p> <p>2. Amended in accordance with Article 42 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 161 Independent Directors shall work at least 15 workdays in the Company every year.</p> <p>The Board of Supervisors shall propose to the Shareholders' general meeting to remove an independent Director if he/she:</p> <p>(I) is disqualified as independent Director due to position changes and does not voluntarily submit resignation;</p> <p>(II) attends less than two thirds of the Board meetings in person in a year;</p> <p>(III) fails to exercise due diligence, or acts against laws and regulations or in violation of fiduciary duty during his/her term of office;</p> <p>(IV) commits serious dereliction of duty as described in Article 157 of these Articles of Association;</p> <p>(V) is involved in other circumstances in which he/she is no longer fit for the position as independent Director according to relevant laws and regulations.</p> <p>A proposal made by the Board of Supervisors for dismissal of an independent Director shall be approved by more than two thirds of all the Supervisors by voting before it is submitted to the Shareholders' general meeting for consideration. Before the Board of Supervisors makes a proposal on the dismissal of an independent Director, the affected independent Director may give a statement or explanation to the Board of Supervisors.</p> <p>Where the Board of Supervisors makes a proposal for dismissal of an independent Director to the Shareholders' general meeting, it shall report to the banking regulatory authorities one month before convening of the Shareholders' general meeting and gives a written notice to the independent Director to be dismissed. The independent Director to be dismissed shall be entitled to state his/her opinions orally or in writing before voting and submit the opinions to the banking regulatory authorities five days before convening of the Shareholders' general meeting. The</p>	<p>Article 161 Independent Directors shall work at least 15 workdays in the Company every year.</p> <p>The Board of Supervisors shall propose to the Shareholders' general meeting to remove an independent Director if he/she:</p> <p>(I) is disqualified as independent Director due to position changes and does not voluntarily submit resignation;</p> <p>(II) attends less than two thirds of the Board meetings in person in a year;</p> <p>(III) fails to exercise due diligence, or acts against laws and regulations or in violation of fiduciary duty during his/her term of office;</p> <p>(IV) commits serious dereliction of duty as described in Article 157 of these Articles of Association;</p> <p>(V) is involved in other circumstances in which he/she is no longer fit for the position as independent Director according to relevant laws and regulations.</p> <p>A proposal made by the Board of Supervisors for dismissal of an independent Director shall be approved by more than two thirds of all the Supervisors by voting before it is submitted to the Shareholders' general meeting for consideration. Before the Board of Supervisors makes a proposal on the dismissal of an independent Director, the affected independent Director may give a statement or explanation to the Board of Supervisors.</p> <p>Where the Board of Supervisors makes a proposal for dismissal of an independent Director to the Shareholders' general meeting, it shall report to the banking regulatory authorities one month before convening of the Shareholders' general meeting and gives a written notice to the independent Director to be dismissed. The independent Director to be dismissed shall be entitled to state his/her opinions orally or in writing before voting and submit the opinions to the banking regulatory authorities five days before convening of the Shareholders' general meeting. The</p>	<p>The original Article was formulated with reference to Article 18 of the Guidelines on the System of Independent Directors and External Supervisors of Joint Stock Commercial Banks. The Measures for the Performance Evaluation of Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation) have already provided detailed provisions on the evaluation criteria for the performance of directors and supervisors of banks. The Bank has formulated the Measures for the Performance Evaluation of Directors and Supervisors of Bank of Guizhou (for Trial Implementation) in accordance with the requirements, so it is proposed to delete this Article.</p>

Original Articles	Articles after Amendments	Basis of Amendments
Shareholders' general meeting shall vote after deliberating the opinions of the independent Director according to law.	Shareholders' general meeting shall vote after deliberating the opinions of the independent Director according to law.	
<p>Article 162 An independent Director may resign before his/her term of office expires. In resigning his/her duties, an independent Director shall tender a written resignation to the Board and shall explain any matter which is related to his/her resignation or which he/she considers necessary to bring to the attention of the Company's Shareholders and creditors.</p> <p>If the number of independent Directors of the Board falls below one third of the total Directors of the Company as a result of the resignation of an independent Director, his/her resignation shall not become effective until the vacancy is filled up by a succeeding independent Director.</p>	<p>Article 162 An independent Director may resign before his/her term of office expires. In resigning his/her duties, an independent Director shall tender a written resignation to the Board and shall explain any matter which is related to his/her resignation or which he/she considers necessary to bring to the attention of the Company's Shareholders and creditors.</p> <p>If the number of independent Directors of the Board falls below one third of the total Directors of the Company as a result of the resignation of an independent Director, <u>such independent Director shall continue to perform his/her duties until a new independent Director is appointed, and his/her resignation shall not become effective until the vacancy is filled up by a succeeding independent Director, except for resignation and dismissal due to loss of independence.</u></p>	Amended in accordance with Article 38 of the Corporate Governance Standards for Banking or Insurance Institutions.
<p>Article 163 Apart from the basic functions and powers conferred to Directors in the Company Law, these Articles of Association and other relevant laws and regulations, independent Directors also have the following special functions and powers:</p> <p>(I) to propose to the Board for appointment or dismissal of accounting firm;</p> <p>(II) to request the Board to convene an extraordinary general meeting;</p> <p>(III) to propose to convene a Board meeting;</p> <p>(IV) to propose to the Board to engage the external auditing organ and advisory organ to audit and advise on specific matters of the Company;</p> <p>Independent Directors shall seek the consent of more than half of all the independent Directors before exercising the above functions and powers. Where the aforementioned proposals fail to be accepted or such functions and powers cannot be exercised normally, the Company shall disclose the relevant details.</p>	<p>Article 163 Apart from the basic functions and powers conferred to Directors in the Company Law, these Articles of Association and other relevant laws and regulations, independent Directors also have the following special functions and powers:</p> <p>(I) to propose to the Board for appointment or dismissal of accounting firm;</p> <p>(II) to request the Board to convene an extraordinary general meeting;</p> <p>(III) to propose to convene a Board meeting;</p> <p>(IV) to propose to the Board to engage the external auditing organ and advisory organ to audit and advise on specific matters of the Company.</p> <p>Independent Directors shall seek the consent of more than half of all the independent Directors before exercising the above functions and powers. Where the aforementioned proposals fail to be accepted or such functions and powers cannot be exercised normally, the Company shall disclose the relevant details.</p>	Adjustment of punctuation.

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 164 Independent Directors shall provide independent opinions to the Board or the Shareholders' general meeting in respect of the following significant matters of the Company:</p> <p>(I) nomination, appointment and dismissal of Directors of the Company;</p> <p>(II) appointment or dismissal of senior management personnel of the Company;</p> <p>(III) remunerations of Directors and senior management personnel of the Company;</p> <p>(IV) material related party transactions;</p> <p>(V) profit distribution plans;</p> <p>(VI) matters which independent Directors deem likely to damage the rights and interests of depositors or minority Shareholders;</p> <p>(VII) matters which may cause material losses to the Company;</p> <p>(VIII) other matters stipulated in laws and regulations.</p>	<p>Article 164 Independent Directors shall provide objective, fair and independent opinions to the Board or the Shareholders' general meeting in respect of the following significant matters of the Company:</p> <p>(I) nomination, appointment and dismissal of Directors of the Company;</p> <p>(II) appointment or dismissal of senior management personnel of the Company;</p> <p>(III) remunerations of Directors and senior management personnel of the Company;</p> <p>(IV) material related party transactions;</p> <p>(V) profit distribution plans;</p> <p><u>(VI) appointment or removal of the accounting firms that performs regular statutory audits of the Company's financial reports;</u></p> <p>(VI)(VII) other matters which independent Directors deem likely to damage the <u>that may have a significant impact on the legitimate rights and interests of the Company, minority Shareholders and financial consumers;</u></p> <p>(VII) matters which may cause material losses to the Company;</p> <p>(VIII) other matters stipulated in laws and regulations, <u>regulatory requirements or these Articles of Association.</u></p>	<p>Amended in accordance with Article 39 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>
<p>Article 165 If the aforesaid relevant matters need to be disclosed, the Company shall disclose the opinions of the independent Directors in the relevant announcement. If the independent Directors are of divergent views and cannot reach a consensus, the Board shall disclose the opinions of each of the independent Directors separately.</p> <p>If, in the course of performing duties, an independent Director finds that the Board, Directors, President, other senior management personnel or the institutions and employees of the Company has/have violated laws and regulations as well as these Articles of</p>	<p>Article 165 If the aforesaid relevant matters need to be disclosed, the Company shall disclose the opinions of the independent Directors in the relevant announcement. If the independent Directors are of divergent views and cannot reach a consensus, the Board shall disclose the opinions of each of the independent Directors separately.</p> <p>If, in the course of performing duties, an independent Director finds that the Board, Directors, President, other senior management personnel or the institutions and employees of the Company has/have violated laws and regulations as well as these Articles of</p>	<p>Newly added in accordance with Article 41 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

Original Articles	Articles after Amendments	Basis of Amendments
Association, he/she shall require immediate corrections and shall report to the banking regulatory authorities.	Association, he/she shall require immediate corrections and shall report to the banking regulatory authorities. <u>If there are major defects in the corporate governance mechanism or the corporate governance mechanism fails in the Company, independent Directors shall report relevant information to the banking regulatory authorities in time. In addition to reporting the relevant circumstances to the banking regulatory authorities, independent Directors shall keep the Company's secrets confidential.</u>	
Article 169 The Board shall comprise 5 to 19 Directors, including one Chairman.	Article 169 The Board shall comprise 5 to 19 Directors, <u>of which 1 to 4 Directors shall be executive Directors, 4 to 16 Directors shall be non-executive Directors (including independent Directors)</u> , including one Chairman. <u>The executive Directors mentioned in these Articles of Association refer to Directors who, in addition to serving as Directors, also undertake the duties of senior management in the Company. The non-executive Directors mentioned in these Articles of Association refer to the Directors who do not hold any positions other than Directors in the Company and do not assume the duties of senior management.</u>	Amended in accordance with Articles 46 and 47 of the Corporate Governance Standards for Banking or Insurance Institutions.
Article 170 The Board shall exercise the following functions and powers: (I) convening Shareholders' general meetings and reporting its performance at the Shareholders' general meetings; (II) implementing resolutions of the Shareholders' general meetings; (III) determining the Company's business development strategies, business plans and investment plans; (IV) formulating annual financial budget plans, final account plans, profit distribution plans and loss recovery plans of the Company; (V) assessing and evaluating the performance of the Directors' duties and reporting to the Shareholders' general meeting;	Article 170 The Board <u>shall play the role of formulating strategies, making decisions and preventing risks, and</u> shall exercise the following functions and powers: (I) convening Shareholders' general meetings and reporting its performance at the Shareholders' general meetings; (II) implementing resolutions of the Shareholders' general meetings; (III) determining <u>formulating</u> the Company's business development strategies <u>and supervising the implementation of the same, determining</u> business plans and investment plans <u>of the Company</u> ;	1. Amended in accordance with Article 10 of the Administrative Measures for the Formulation of Articles of Association of State-owned Enterprises; 2. Amended in accordance with Article 44 of the Corporate Governance Standards for Banking or Insurance Institutions and in light of the actual situation of the Company. 3. Amended in accordance with Article 38 of the Measures for the Performance Evaluation of Directors and Supervisors of

APPENDIX IX

**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>(VI) formulating proposals for the Company's increase in or reduction of registered capital and issuance of corporate bonds or other securities and the listing;</p> <p>(VII) formulating proposals for the Company's major asset transfer and alienation, repurchase of the Company's shares or merger, division and dissolution;</p> <p>(VIII) determining the setting, merger and revocation of branches and internal management bodies of the Company;</p> <p>(IX) determining material external guarantees;</p> <p>(X) considering and approving any related party transaction involving single transaction amount accounting for more than 1% (exclusive) but less than 10% of the net capital of the Company or the transaction balance between the Company and a related party accounting for more than 5% (exclusive) of the net capital of the Company after their transaction;</p> <p>(XI) appointing or dismissing the President and the secretary to the Board; appointing or dismissing vice presidents and other senior management personnel based on the nominations of the President and determining their remunerations, awards or punishments and the method of payment thereof;</p> <p>(XII) determining the Company's risk management and internal control policies and formulating the Company's basic management system;</p> <p>(XIII) formulating modifications to these Articles of Association;</p> <p>(XIV) managing the information disclosures of the Company, and being ultimately responsible for the completeness and accuracy of the Company's accounting and financial reporting system;</p> <p>(XV) proposing at a Shareholders' general meeting the engagement, dismissal or discontinuance of the engagement of an accounting firm providing audit for the Company;</p>	<p>(IV) formulating annual financial budget plans, final account plans, profit distribution plans and loss recovery plans of the Company;</p> <p>(V) assessing and evaluating the performance of the Directors' duties and reporting to the Shareholders' general meeting;</p> <p>(VI)(V) formulating proposals for the Company's increase in or reduction of registered capital and issuance of corporate bonds or other securities and the listing;</p> <p>(VII)(VI) formulating proposals for the Company's major asset acquisition, transfer and alienation, repurchase of the Company's shares or merger, division, and dissolution and change of company form;</p> <p>(VIII)(VII) determining the setting, merger and revocation of branches and internal management bodies of the Company;</p> <p>(IX)(VIII) determining material external guarantees within the authorization of the Shareholders' general meeting;</p> <p>(X)(IX) considering and approving any material related party transaction (those involving single transaction amount accounting for more than 1% (exclusive) but less than 10% of the net capital of the Company or the transaction balance between the Company and a related party accounting for more than 5% (exclusive) of the net capital of the Company after their transaction shall be submitted to the Shareholders' general meeting for consideration);</p> <p>(XI)(X) according to regulatory requirements, appointing or dismissing the President and the secretary to the Board; appointing or dismissing vice presidents and other senior management personnel based on regulatory requirements and the nominations of the President and determining their remunerations, awards or punishments and the method of payment thereof; and supervising the performance of duties by senior management;</p>	<p>Banking or Insurance Institutions (for Trial Implementation);</p> <p>4. Amended in accordance with Article 45 of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions;</p> <p>5. Matters that need to be considered and approved by two-thirds of the Board of Directors have been stipulated in Article 186, and repeated expressions are deleted;</p> <p>6. Serial number adjustment.</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>(XVI) considering and determining working rules of the President, listening to his/her work reports and examining his/her work;</p> <p>(XVII) other functions and powers stipulated by laws and regulations and these Articles of Association and authorized by the Shareholders' general meetings.</p> <p>The Board may resolve on the matters specified in the preceding paragraphs by approval of more than half of the Directors save for (VI), (VII) and (XIII) and other matters specified in these Articles of Association, for which approval of more than two thirds of the Directors is required.</p>	<p>(XII)(XI) determining the Company's risk management and internal control policies and formulating the Company's basic management system;</p> <p>(XIII)(XII) formulating modifications to these Articles of Association; <u>formulating the rules of procedure for the Shareholders' general meeting and the rules of procedure for the Board, and considering and approving the working rules of the special committees of the Board;</u></p> <p>(XIV)(XIII) managing handling the information disclosures of the Company, and being ultimately responsible for the <u>authenticity</u>, completeness, accuracy <u>and timeliness</u> of the Company's accounting and financial reporting system;</p> <p>(XV)(XIV) proposing at a Shareholders' general meeting the engagement; <u>or</u> dismissal discontinuance of the engagement of an accounting firm providing <u>regular statutory</u> audit for the Company's <u>financial reports</u>;</p> <p>(XVI)(XV) considering and determining working rules of the President, listening to his/her work reports and examining his/her work;</p> <p><u>(XVI) in accordance with laws and regulations, regulatory requirements and these Articles and Association, considering and approving the Company's external investment, purchases of assets, disposal and write-off of assets, pledged assets, related transactions, data governance and other matters;</u></p> <p><u>(XVII) formulating the capital plan of the Company and assume the ultimate responsibility for capital or solvency management;</u></p> <p><u>(XVIII) formulating policies on risk tolerance level, risk management and internal control of the Company and assume ultimate responsibility for comprehensive risk management;</u></p> <p><u>(XIX) regularly evaluating and improving the corporate governance;</u></p>	

Original Articles	Articles after Amendments	Basis of Amendments
	<p><u>(XX) safeguarding the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(XXI) establishing the mechanism for identification, verification and management of the conflict of interests between the Company and Shareholders, in particular substantial Shareholders;</u></p> <p><u>(XXII) assuming the management responsibility for affairs of Shareholders;</u></p> <p>(XVII)<u>(XXIII)</u> other functions and powers stipulated by laws and regulations and these Articles of Association and authorized by the Shareholders' general meetings.</p> <p>The Board may resolve on the matters specified in the preceding paragraphs by approval of more than half of the Directors save for (VI), (VII) and (XIII) and other matters specified in these Articles of Association, for which approval of more than two thirds of the Directors is required.</p> <p><u>The functions and powers of the Board shall be exercised collectively by the Board. The functions and powers of the Board as stipulated in the Company Law shall not, in principle, be authorized to the Chairman, Directors, other bodies or individuals. If authorization is necessary for certain specific decision-making matters, it shall be made by means of a resolution of the Board in accordance with the law. The authorization shall be granted on a case-by-case basis, and the functions and powers of the Board shall not be authorized to other bodies or individuals in general or in perpetuity.</u></p>	
<p>Article 171 The procedures for considering and approving any transactions between the Company and a related party involving single transaction amount accounting for less than 1% of the net capital of the Company and resulting in the transaction balance between the Company and the said related party after the transaction accounting for less than 5% of the net capital of the Company shall be specified</p>	<p>Article 171 The procedures for considering and approving any transactions between the Company and a related party involving single transaction amount accounting for less than 1% of the net capital of the Company and resulting in the transaction balance between the Company and the said related party after the transaction accounting for less than 5% of the net capital of the Company <u>general related</u></p>	<p>Amended in accordance with Article 45 of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>

APPENDIX IX

**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
separately by the Board in accordance with relevant policies of the banking regulatory authorities.	<u>transactions</u> shall be specified separately by the Board in accordance with relevant policies of the banking regulatory authorities.	
<p>Article 181 The regular Board meeting shall be convened by the Chairman at least once a quarter, and the meeting notice and documents shall be served to all the Directors in writing at least fourteen days before the date of meeting. The Board shall send a prior notice to the Board of Supervisors for appointing persons to attend the meeting.</p>	<p>Article 181 The regular Board meeting shall be convened by the Chairman at least once a quarter, and the meeting notice and documents shall be served to all the Directors in writing at least fourteen days before the date of meeting. The Board shall send a prior notice to the Board of Supervisors for appointing persons to attend the meeting. Meetings of the Board shall include regular meetings and interim meetings. Regular meetings shall be held at least once a quarter, and all Directors and Supervisors shall be notified of each meeting at least fourteen days prior to the meeting.</p>	Amended in accordance with Article 49 of the Corporate Governance Standards for Banking or Insurance Institutions and the Hong Kong Listing Rules.
<p>Article 182 The Chairman shall convene an interim Board meeting within five workdays after receipt of the proposal in any of the following circumstances:</p> <p>(I) it is deemed necessary by the Chairman of the Board;</p> <p>(II) it is proposed by more than one third of the Directors jointly;</p> <p>(III) it is proposed by more than half of the independent Directors;</p> <p>(IV) it is proposed by the Board of Supervisors;</p> <p>(V) it is proposed by Shareholders representing more than 10% of the voting rights of the Company;</p> <p>(VI) it is proposed by the President;</p> <p>(VII) it is required by the regulatory authorities;</p> <p>(VIII) other circumstances stipulated by laws and regulations and these Articles of Association.</p>	<p>Article 182 The Chairman shall convene an interim Board meeting within five workdays after receipt of the proposal in any of the following circumstances:</p> <p>(I) it is deemed necessary by the Chairman of the Board;</p> <p>(II) it is proposed by more than one third of the Directors jointly;</p> <p>(III) it is proposed by more than half two of the independent Directors;</p> <p>(IV) it is proposed by the Board of Supervisors;</p> <p>(V) it is proposed by Shareholders representing more than 10% of the voting rights of the Company;</p> <p>(VI) it is proposed by the President;</p> <p>(VII) it is required by the regulatory authorities;</p> <p>(VIII) other circumstances stipulated by laws and regulations and these Articles of Association.</p>	Amended in accordance with Article 49 of the Corporate Governance Standards for Banking or Insurance Institutions.
<p>Article 183 The notice of the Board to convene an interim Board meeting may be sent to the other parties in written form, as by registered mail, telegram, telex and fax with acknowledgement of receipt, within five days before the date of meeting.</p>	<p>Article 183 The notice of the Board to convene an interim Board meeting may be sent to the other parties in written form, as by registered mail, telegram, telex and fax with acknowledgement of receipt, within five days before the date of meeting.</p>	<p>1. Supplement and improve the time requirements for emergency meetings according to work needs;</p> <p>2. Expression adjustments.</p>

APPENDIX IX

**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Where an interim Board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.</p> <p>If the Chairman is unable to perform his/her duties in the circumstances specified in (II), (III), (IV), (V) and (VI) of Article 182 hereof, a Director nominated by more than half of the Directors shall act on his/her behalf.</p>	<p>Where an interim Board meeting needs to be convened in emergency, <u>it is not subject to the above time limit for notice of the meeting and</u> the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.</p> <p>If the Chairman is unable to perform his/her duties in the circumstances specified in (II), (III), (IV), (V) and (VI) of Article 182 hereof, a Director nominated by more than half of the Directors shall act on his/her behalf. <u>If the Chairman is unable to convene and preside over the Board meeting, a Director nominated by more than half of the Directors shall act on his/her behalf.</u></p>	
<p>Article 185 A Board meeting shall be attended by more than half of the Directors. Matters to be resolved shall be voted by the Board in the form of meeting as per “one person, one vote” system. Resolutions made by the Board shall be approved by more than half of all the Directors.</p> <p>No Director shall vote on the Board resolution regarding the contract, arrangement or any other suggestion where the Director or any of his/her close associates (as defined under the Hong Kong Listing Rules) has material interest or exercise the voting right on behalf of other Director; when determining whether a quorum for the meeting is attained, such Director shall not be counted as part of the quorum; The Board meeting may be held when more than half of the non-related Directors attend the meeting. The resolution made at the Board meeting shall be passed by more than half of the nonrelated Directors. Any resolutions required to be passed by more than two thirds of the Directors shall be passed by more than two thirds of non-related Directors. If the number of non-related (connected) Directors without material interests attending the Board meeting is less than three, the matter shall be submitted to the Shareholders’ general meeting for consideration, save as otherwise specified in laws and regulations, relevant provisions of the securities regulatory authorities at the place where the Bank’s shares are listed (including but not limited to</p>	<p>Article 185 A Board meeting shall be attended by more than half of the Directors. Matters to be resolved shall be voted by the Board in the form of meeting as per <u>The resolutions of the Board can be voted by on-site meeting and by circulation of a written resolution. The Board shall adopts</u> “one person, one vote” system. Resolutions made by the Board shall be approved by more than half of all the Directors.</p> <p>No Director shall vote on the Board resolution regarding the contract, arrangement or any other suggestion where the Director or any of his/her close associates (as defined under the Hong Kong Listing Rules) has material interest or exercise the voting right on behalf of other Director; when determining whether a quorum for the meeting is attained, such Director shall not be counted as part of the quorum; The Board meeting may be held when more than half of the non-related Directors attend the meeting. The resolution made at the Board meeting shall be passed by more than half of the non related Directors. Any resolutions required to be passed by more than two thirds of the Directors shall be passed by more than two thirds of non-related Directors. If the number of non-related (connected) Directors without material interests attending the Board meeting is less than three, the matter shall be submitted to the Shareholders’ general meeting for consideration, save as otherwise specified in laws and regulations, relevant</p>	<p>1. Amended in accordance with Article 50 of the Corporate Governance Standards for Banking or Insurance Institutions.</p> <p>2. Expression adjustments.</p>

Original Articles	Articles after Amendments	Basis of Amendments
special provisions of these Articles of Association as approved by the Hong Kong Stock Exchange).	provisions of the securities regulatory authorities at the place where the Bank Company 's shares are listed (including but not limited to special provisions of these Articles of Association as approved by the Hong Kong Stock Exchange).	
<p>Article 186 Board meetings and interim Board meetings may be convened by means of communications, with the resolutions to be signed by the Directors, provided that the attending Directors fully express their opinions. Voting by means of communications shall not be adopted on significant matters, including profit distribution plans, significant investments, plans for disposal of material assets, appointment or dismissal of senior management personnel, capital replenishment plans, material equity change and financial reorganization, which shall be approved by more than two thirds of all the Directors.</p> <p>The following conditions shall be met if voting is conducted by means of communications:</p> <p>(I) A notice about matters subject to voting by communication shall be served to all Directors at least three days before the voting and relevant background information of meeting topics and relevant data helpful for the Directors to make decisions shall be provided;</p> <p>(II) Voting by communication shall be conducted based on the principle of one vote for one matter and the Directors shall not be required to cast only one vote on several matters;</p> <p>(III) Voting by communication shall be indeed necessary and the proposal for voting by communication shall specify the reasons for voting with these Articles of Association.</p> <p>An effective time limit shall be specified for voting by communication. Any Director who does not cast a vote within the specified effective time limit shall be deemed as absent from the meeting.</p>	<p>Article 186 Board meetings and interim Board meetings may be convened by means of communications, with the resolutions to be signed by the Directors, provided that the attending Directors fully express their opinions. Voting by means of communications shall not be adopted on For significant matters, including profit distribution plans, remuneration plan, major related party transactions, significant investments, plans for disposal of material assets, appointment or dismissal of senior management personnel; and capital replenishment plans, material equity change and financial reorganization, which shall be approved by more than two thirds of all the Directors votes shall not be casted by circulation of a written resolution and must be approved by more than two thirds of all Directors.</p> <p>The following conditions shall be met if voting is conducted by means of communications circulation of a written resolution:</p> <p>(I) A notice about matters subject to voting by communication circulation of a written resolution shall be served to all Directors at least three five days before the close date of the voting and relevant background information of meeting topics and relevant data helpful for the Directors to make decisions shall be provided;</p> <p>(II) Voting by communication circulation of a written resolution shall be conducted based on the principle of one vote for one matter and the Directors shall not be required to cast only one vote on several matters;</p> <p>(III) Voting by communication circulation of a written resolution shall be indeed necessary and the proposal for voting by communication circulation of a written resolution shall specify the reasons for voting by</p>	<p>1. Amended in accordance with Article 50 of the Corporate Governance Standards for Banking or Insurance Institutions;</p> <p>2. Amended in accordance with Article 45 of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>

Original Articles	Articles after Amendments	Basis of Amendments
	<p>communication <u>circulation of a written resolution</u> and its compliance with these Articles of Association.</p> <p>An effective time limit shall be specified for voting by communication <u>circulation of a written resolution</u>. Any Director who does not cast a vote within the specified effective time limit shall be deemed as absent from the meeting.</p>	
<p>Article 189 Directors shall attend Board meetings in person. If any Director cannot attend the meeting for any reason, he/she may authorize in writing another Director to act on his/her behalf.</p> <p>The power of attorney shall specify the name of the proxy, the matters to be handled in proxy, range authorized and validity period, and shall bear the signature or seal of the principal.</p> <p>The Director attending the meeting on behalf of another Director shall exercise rights within the range authorized. If a Director fails to attend a Board meeting and does not appoint a proxy to act on his/her behalf, the said Director shall be deemed as having waived his/her right to vote at the meeting.</p>	<p>Article 189 Directors shall attend <u>on-site</u> meetings of the Board in person. If any Director cannot attend the meeting <u>in person</u> for any reason, he/she may authorize in writing another Director to act on his/her behalf, <u>but independent Directors shall not authorize any non-independent Director to attend on their behalf.</u></p> <p><u>One Director may, in principle, act on their behalf for not more than 2 Directors who are not present at the Board meeting in person. When considering any related transactions, a non-related Director may not appoint the related Director(s) to attend the meeting on his or her behalf.</u></p> <p>The power of attorney shall specify the name of the proxy, the matters to be handled in proxy, range authorized and validity period, and shall bear the signature or seal of the principal.</p> <p>The Director attending the meeting on behalf of another Director shall exercise rights within the range authorized. If a Director fails to attend a Board meeting and does not appoint a proxy to act on his/her behalf, the said Director shall be deemed as having waived his/her right to vote at the meeting.</p>	<p>Amended in accordance with Article 32 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>
<p>Article 190 Voting at Board meetings may be conducted by a show of hands or by open ballot.</p>	<p>Article 190 Voting at Board meetings may be conducted by a show of hands or by open ballot.</p>	<p>Delete the original statement since the voting method has been stipulated in Article 185 of the Articles of Association.</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 191 The Board shall file resolutions of the meeting as minutes, which shall be signed by the attending Directors and the minutes recorder. Any attending Director shall have the right to request an explanatory note be made in the minutes regarding his/her speech at the meeting. The minutes of Board meetings shall be kept by the secretary to the Board as archives of the Company on a permanent basis.</p>	<p>Article 1940 The Board shall file resolutions of the <u>on-site</u> meeting as minutes, which shall be signed by the attending Directors and the minutes recorder. Any attending Director shall have the right to request an explanatory note be made in the minutes regarding his/her speech at the meeting. <u>If a Director has different opinions on the meeting minutes, he/she may attach a note at the time of signature.</u> The minutes of Board meetings shall be kept by the secretary to the Board as archives of the Company on a permanent basis. <u>The Company shall record the on-site meeting of the Board through tape or video.</u></p>	<p>1. Serial number adjustment; 2. Amended in accordance with Article 51 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>
<p>Article 194 The Board may, as specified by the banking regulatory authorities, establish separate or combined special committees, such as Strategic Development Committee, Audit Committee, Related Party Transactions Control Committee, Risk Management Committee, Remuneration Committee and Nomination Committee and may also set up other special committees where necessary. The respective committees shall be headed by Directors and shall each have at least three members. The Audit Committee, Related Party Transactions Control Committee and Nomination Committee shall be headed by independent Directors. Any Director nominated by the controlling Shareholders shall not act as member of the Audit Committee, Related Party Transactions Control Committee and Nomination Committee. The terms of reference and work duties of the aforesaid special committees shall be formulated by the Board. The respective committees shall formulate annual work plans and hold meetings regularly.</p>	<p>Article 1943 The Board may, as specified by the banking regulatory authorities laws and regulations, regulatory requirements and conditions of the Company, establish separate or combined special committees, such as Strategic Development Committee, Audit Committee, Related Party Transactions Control Committee, Risk Management Committee, Remuneration Committee, and Nomination Committee <u>and Consumer Rights Protection Committee</u> and may also set up other special committees where necessary. The respective committees shall be headed by Directors and shall each have at least three members. The members of the special committees shall be composed of Directors, who shall have professional knowledge or work experience commensurate with the responsibilities of the special committee, and each committee shall have no less than three members. In principle, the proportion of independent Directors in the Audit Committee, Nomination Committee, Remuneration Committee, Risk Management Committee, and Related Party Transactions Control Committee shall not be less than one-third. The <u>chairman of each of the</u> Audit Committee, Related Party Transactions Control Committee, and Nomination Committee <u>and Remuneration Committee</u> shall be headed by independent Directors. Any Director nominated by the controlling Shareholders shall not act as member of the Audit Committee, Related Party Transactions Control Committee and Nomination</p>	<p>Amended in accordance with Articles 55 and 56 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

**COMPARISON TABLE OF AMENDMENTS
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OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
	<p>Committee. <u>The members of the Audit Committee shall have professional knowledge and work experience in one aspect of finance, auditing, accounting or law.</u></p> <p>The terms of reference and work duties of the aforesaid special committees shall be formulated by the Board. The respective committees shall <u>may</u> formulate annual work plans and hold meetings regularly.</p>	
	<p><u>Article 195 During the implementation of the resolutions of the Board, the Board supervises and inspects the implementation of the relevant resolutions in order to ensure that the resolutions of the Board are properly and effectively implemented.</u></p>	<p>Newly added in accordance with Article 10 of the Administrative Measures for the Formulation of Articles of Association of State-owned Enterprises.</p>
<p>Article 196 The Board shall submit its due diligence report to the banking regulatory authorities within four months after the end of each fiscal year. The report shall contain: the number of Board meetings, evaluation on Directors' performance of their duties, materials and resolutions of Board meetings signed by Directors.</p>	<p>Article 196 The Board shall submit its due diligence report to the banking regulatory authorities within four months after the end of each fiscal year. The report shall contain: the number of Board meetings, evaluation on Directors' performance of their duties, materials and resolutions of Board meetings signed by Directors.</p>	<p>Delete the relevant expression since the original regulations from Article 63 of the Guidelines for the Due Diligence of the Board of Directors of Joint Stock Commercial Banks (for Trial Implementation) have now expired.</p>
	<p><u>Article 202 The senior management of the Company consists of the President, Vice President, secretary to the Board, directors and other senior management personnel serving in the head office as determined by the Board and the regulator.</u></p>	<p>Newly added in accordance with Articles 72 and 114 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>
	<p><u>Article 203 The senior management shall be accountable to the Board and performs the duties of planning operation, supervising implementation and strengthening management, and is also subject to the supervision of the Board of Supervisors, and shall report on the operation and management of the Company in a timely, accurate and complete manner and provide relevant information in accordance with the requirements of the Board and the Board of Supervisors.</u></p> <p><u>Senior management shall carry out business management activities in accordance with these Articles of Association and the authorization of the Board, and shall</u></p>	<p>Newly added in accordance with Articles 72 and 73 of the Corporate Governance Standards for Banking or Insurance Institutions and Article 11 of the Administrative Measures for the Formulation of Articles of Association of State-owned Enterprises.</p>

Original Articles	Articles after Amendments	Basis of Amendments
	<p><u>actively implement the resolutions of the Shareholders' general meeting and the resolutions of the Board.</u></p> <p><u>Senior management is free from undue interference by Shareholders and the Board in its business management activities within the scope of its authority in accordance with the law.</u></p>	
<p>Article 203 The Company shall have one President, who shall be nominated by the Chairman and shall be appointed or dismissed by the Board. A Director may serve concurrently as President, vice president or other senior management personnel, but the Directors serving concurrently as such shall be not less than one fourth but not more than one third of the total number of Directors.</p> <p>The Company shall have several vice presidents, who shall be nominated by the President and appointed or dismissed by the Board.</p> <p>The candidates for President and vice presidents shall be subject to qualification examination and approval by the banking regulatory authorities.</p>	<p>Article 2034 The Company shall have one President, who shall be nominated by the Chairman and shall be appointed or dismissed by the Board. A Director may serve concurrently as President, vice president or other senior management personnel, but the Directors serving concurrently as such shall be not less than one fourth but not more than one third of the total number of Directors.</p> <p>The Company shall have several vice presidents, who shall be nominated by the President and appointed or dismissed by the Board.</p> <p>The candidates for President and vice presidents shall be subject to qualification examination and approval by the banking regulatory authorities.</p>	<p>1. Serial number adjustment; 2. Adjusted according to the actual situation.</p>
	<p><u>Article 205 The senior management of the Company shall comply with laws and regulations, regulatory requirements and the Articles of Association, have good professional conduct, abide by a high standard of professional ethics, have a duty of fidelity and diligence to the Company, perform their duties in good faith, with due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties and shall not neglect to perform their duties or exceed their authority in performing their duties.</u></p>	<p>Newly added in accordance with Articles 6 and 75 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

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OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 213 The Board of Supervisors consists of employee Supervisors democratically elected by the employees of the Company and external Supervisors and Shareholder Supervisors elected by the Shareholders' general meeting. In particular, external Supervisors and the Company's employee representatives serving as Supervisors shall not be less than one third of the Supervisors.</p>	<p>Article 2135 The Board of Supervisors consists of employee Supervisors democratically elected by the employees of the Company and external Supervisors and Shareholder Supervisors elected by the Shareholders' general meeting. In particular, external Supervisors and the Company's employee representatives serving as Supervisors shall not be less than one third of the Supervisors.</p>	<p>1. Serial number adjustment; 2. Amended in accordance with Article 67 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>
	<p><u>Article 217</u> <u>Supervisors shall be fully aware of their rights, obligations and responsibilities, and faithfully and diligently perform their fiduciary duties and commitments made in good faith in strict accordance with laws and regulations, regulatory requirements and the requirements of these Articles of Association to serve the best interests of the Company and all Shareholders and to safeguard the legitimate rights and interests of stakeholders. Their responsibilities are as follows:</u></p> <p><u>(I) to attend Board meetings, and to inquire about or put forth proposals on matters resolved by the Board;</u></p> <p><u>(II) to attend the meetings of the Board of Supervisors on time, fully review the resolutions of the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</u></p> <p><u>(III) to be responsible for the resolutions of the Board of Supervisors;</u></p> <p><u>(IV) to actively participate in the training organized by the Company and regulatory authorities, understand the rights and obligations of Supervisors, be familiar with relevant laws and regulations, and continue to possess the professional knowledge and capabilities required to perform their duties;</u></p>	<p>Newly added in accordance with the Article 6 of Corporate Governance Standards for Banking or Insurance Institutions, Article 63 of Corporate Governance Standards for Banking Insurance Institutions and Articles 7 and 26 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation).</p>

Original Articles	Articles after Amendments	Basis of Amendments
	<p><u>(V) to have loyal and diligent obligations to the Company, perform their duties conscientiously and prudently, and ensure that they have sufficient time and energy to perform their duties;</u></p> <p><u>(VI) to proactively participate in the supervision and examination activities organized by the Board of Supervisors, and shall have the right to conduct investigations and obtain evidence independently in accordance with law, and raise queries and put forward supervisory opinions based on facts;</u></p> <p><u>(VII) to comply with laws and regulations, regulatory requirements and these Articles of Association.</u></p>	
<p>Article 215 Supervisors shall honestly fulfill the supervisory duty in accordance with laws and regulations as well as these Articles of Association. The procedures for nominating and electing Shareholder Supervisors and external Supervisors shall be similar to those for Directors set out in these Articles of Association. Shareholder Supervisors and external supervisors shall be elected, removed and replaced at Shareholders' general meetings; and employee representative Supervisors shall be elected, removed and replaced by employee representative meeting or other democratic procedures of the Company. A Supervisor shall serve a term of three years, and may seek re-election upon expiry of the said term.</p>	<p>Article 2158 Supervisors shall honestly fulfill the supervisory duty in accordance with laws and regulations as well as these Articles of Association. The procedures for nominating and electing Shareholder Supervisors and external Supervisors shall be similar to those for Directors set out in these Articles of Association. Shareholder Supervisors and external supervisors shall be elected, removed and replaced at Shareholders' general meetings; and employee representative Supervisors shall be elected, removed and replaced by employee representative meeting or other democratic procedures of the Company. A Supervisor shall serve a term of three years, and may seek re-election upon expiry of the said term.</p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Adjusted expression in accordance with Article 67 of the Corporate Governance Standards for Banking or Insurance Institutions.
<p>Article 216 If any Supervisor fails to attend meetings of the Board of Supervisors in person or by proxy for two consecutive times, or attend at least two thirds of the meetings of Board of Supervisors in person every year, the said Supervisor shall be deemed as incapable of performing his/her duties and the Board of Supervisors shall propose to remove the said Supervisor at the Shareholders' general meeting or the employee representative meeting.</p> <p>Shareholder Supervisors and external Supervisors shall work at the Company for at least 15 workdays every year.</p>	<p>Article 2169 If any Supervisor fails to attend meetings of the Board of Supervisors in person or by proxy for two consecutive times, or attend at least two thirds of the meetings of Board of Supervisors in person every year, the said Supervisor shall be deemed as incapable of performing his/her duties and the Board of Supervisors shall propose to remove the said Supervisor at the Shareholders' general meeting or the employee representative meeting.</p> <p>Shareholder Supervisors and External Supervisors shall work at the Company for at least 15 workdays every year.</p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Amended according to the actual situation of the Bank; 3. Amended in accordance with Article 14 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation).

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 217 Shareholders shall nominate candidates for Directors and Supervisors strictly in accordance with the procedures stipulated by laws, regulations and the Articles of Association. A Shareholder and its related parties shall not nominate candidates for Director and Supervisor at the same time; where a candidate for Director (or Supervisor) nominated by a Shareholder or its related parties is appointed as the Director (or Supervisor), the same Shareholder may not subsequently nominate any candidate for Supervisor (or Director) until the term of the appointed Director (or Supervisor) expires or the appointed Director (or Supervisor) is replaced; and as a principle Director as nominated by the same Shareholder or its related parties shall not exceed one-third of the number of members of the Board of Directors, unless otherwise provided by the government of the PRC.</p>	<p>Article 21720 Shareholders shall nominate candidates for Directors and Supervisors strictly in accordance with the procedures stipulated by laws, regulations and the Articles of Association. A Shareholder and its related parties shall not nominate candidates for Director and Supervisor at the same time; where a candidate for Director (or Supervisor) nominated by a Shareholder or its related parties is appointed as the Director (or Supervisor), the same Shareholder may not subsequently nominate any candidate for Supervisor (or Director) until the term of the appointed Director (or Supervisor) expires or the appointed Director (or Supervisor) is replaced; and as a principle Director as nominated by the same Shareholder or its related parties shall not exceed one-third of the number of members of the Board of Directors, unless otherwise provided by the government of the PRC.</p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Deleted due to duplication with the amendment to Article 140 of the Articles of Association.
<p>Article 218 A Supervisor may resign prior to the expiry of his/her term of office, which shall be governed by the provisions concerning the resignation of a Director in Chapter 7.</p>	<p>Article 21821 A Supervisor may resign prior to the expiry of his/her term of office, which shall be governed by the provisions concerning the resignation of a Director in Chapter 7.</p> <p><u>If the number of members of the Board of Supervisors falls below the quorum due to the expiry of a Supervisor's term of office without timely re-election, or resignation of a Supervisor during his or her term of office, the original Supervisor shall continue to perform his or her duties as a Supervisor in accordance with the laws and regulations and these Articles of Association until the re-elected Supervisor assumes office.</u></p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Amended in accordance with Article 62 of the Corporate Governance Standards for Banking or Insurance Institutions.
<p>Article 219 Supervisors shall honestly fulfill the supervisory duty in accordance laws and regulations as well as these Articles of Association.</p>	<p>Article 219 Supervisors shall honestly fulfill the supervisory duty in accordance laws and regulations as well as these Articles of Association.</p>	<p>Delete duplicate expressions.</p>
<p>Article 220 External supervisors shall not maintain with the Company and its substantial Shareholders a connection which may affect their independent judgments. External Supervisors shall pay special attention to the overall interests of the depositors and the Company in fulfilling their duties. External Supervisors shall independently perform duties in accordance with laws and shall not be</p>	<p>Article 2202 External supervisors shall not maintain with the Company and its substantial Shareholders a connection which may affect their independent judgments. External Supervisors shall pay special attention to the overall interests of the depositors and the Company in fulfilling their duties. External Supervisors shall independently perform duties in accordance with laws and shall not be</p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Amended in accordance with Article 59 of the Corporate Governance Standards for Banking or Insurance Institutions.

Original Articles	Articles after Amendments	Basis of Amendments
influenced by the Company's Shareholders or other units or persons having interest relations with the Company. External Supervisors shall not work part-time in other financial institutions that may have any conflict of interests with the Company.	influenced by the Company's Shareholders or other units or persons having interest relations with the Company. <u>The accumulative term of External Supervisors in the Company shall not exceed six years.</u> External Supervisors shall not work part-time in other financial institutions that may have any conflict of interests with the Company.	
<p>Article 223 An external Supervisor shall be deemed as having committed a serious dereliction of duty in any of the following circumstances:</p> <p>(I) divulges the trade secrets of the Company and impairs the legitimate interests of the Company;</p> <p>(II) accepts illicit benefits in the performance of his/her duties;</p> <p>(III) uses the position of external Supervisor to seek personal gains;</p> <p>(IV) fails to identify any problem that is supposed to be identified or intentionally conceal any problem during supervision and inspection, thereby causing significant losses to the Company;</p> <p>(V) commits other acts defined as a serious dereliction of duty by the banking regulatory authorities.</p>	<p>Article 223 An external Supervisor shall be deemed as having committed a serious dereliction of duty in any of the following circumstances:-</p> <p>(I) divulges the trade secrets of the Company and impairs the legitimate interests of the Company;-</p> <p>(II) accepts illicit benefits in the performance of his/her duties;-</p> <p>(III) uses the position of external Supervisor to seek personal gains;-</p> <p>(IV) fails to identify any problem that is supposed to be identified or intentionally conceal any problem during supervision and inspection, thereby causing significant losses to the Company;-</p> <p>(V) commits other acts defined as a serious dereliction of duty by the banking regulatory authorities.-</p>	The original Article was formulated with reference to Article 18 of the Guidelines on the System of Independent Directors and External Supervisors of Joint Stock Commercial Banks. The Measures for the Performance Evaluation of Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation) have already provided detailed provisions on the evaluation criteria for the performance of directors and supervisors of banks. The Bank has formulated the Measures for the Performance Evaluation of Directors and Supervisors of Bank of Guizhou (for Trial Implementation) in accordance with the requirements, so it is proposed to delete this Article.
<p>Article 224 The Company shall have a Board of Supervisors, which shall be accountable to the Shareholders' general meeting. The Board of Supervisors shall be composed of three to thirteen members, including one Chairman.</p>	<p>Article 2245 The Company shall have a Board of Supervisors, which shall be accountable to the Shareholders' general meeting. The Board of Supervisors shall be composed of three to thirteen members, <u>of which one to five Supervisors shall be External Supervisors and Employee Supervisors respectively, and one to three Supervisors shall be Shareholder Supervisors,</u> including one Chairman.</p>	<p>1. Serial number adjustment;</p> <p>2. Amended in accordance with Article 67 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 226 The Board of Supervisors shall exercise the following functions and powers:</p> <p>(I) to examine and supervise the Company's financial activities;</p> <p>(II) to supervise the implementation of resolutions made at Shareholders' general meetings and the fulfillment of duties of the Board of Directors and senior management;</p> <p>(III) to supervise the fulfillment of duties of Directors, Chairman and senior management personnel;</p> <p>(IV) to undertake the resign audit of Directors and senior management personnel;</p> <p>(V) to independently audit operation decisions, risk management and internal control of the Company and guide the internal audit department of the Company in work;</p> <p>(VI) to address inquiries to Directors, the Chairman and senior management personnel;</p> <p>(VII) to supervise the Directors, Chairman and senior management personnel for any violation of laws and regulations or these Articles of Association while they perform their duties for the Company. If any act of the Directors, Chairman and senior management personnel damages the interests of the Company, to require them to rectify such act accordingly, and where necessary, to report to the Shareholders' general meeting or banking regulatory authorities;</p> <p>(VIII) to express independent opinions on proposals formulated by the Board and reports issued by the Company;</p> <p>(IX) to assess and evaluate the fulfillment of duties of Supervisors and report to the Shareholders' general meeting;</p> <p>(X) to propose the convening of extraordinary general meeting and interim Board meeting;</p> <p>(XI) to negotiate with Directors or pursue legal actions against the same on behalf of the Company;</p>	<p>Article 2267 The Board of Supervisors shall exercise the following functions and powers:</p> <p>(I) to examine and supervise the Company's financial activities;</p> <p>(II) to supervise the implementation of resolutions made at Shareholders' general meetings and the fulfillment of duties of the Board of Directors and senior management;</p> <p>(III) to supervise the fulfillment of duties of Directors, Chairman and senior management personnel;</p> <p>(IV) to undertake the resign audit of Directors and senior management personnel;</p> <p>(V) to independently audit supervise and urge to rectify the operation decisions, risk management and internal control of the Company and guide the internal audit department of the Company in work;</p> <p>(VI) to address inquiries to Directors, the Chairman and senior management personnel;</p> <p>(VII) to supervise the Directors, Chairman and senior management personnel for any violation of laws and regulations or these Articles of Association while they perform their duties for the Company. If any act of the Directors, Chairman and senior management personnel damages the interests of the Company, to require them to rectify such act accordingly, and where necessary, to report to the Shareholders' general meeting or banking regulatory authorities;</p> <p>(VIII) to express independent opinions on proposals formulated by the Board and reports issued by the Company;</p> <p>(IX) to assess and evaluate the fulfillment of duties of Directors, Supervisors and senior management and report to the Shareholders' general meeting;</p> <p>(X) to propose the convening of extraordinary general meeting and interim Board meeting;</p> <p>(XI) to negotiate with Directors or pursue legal actions against the same on behalf of the Company;</p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Amended in accordance with Article 65 of the Corporate Governance Standards for Banking or Insurance Institutions; 3. Complement and improve the performance evaluation of the Board of Supervisors in accordance with regulatory requirements and work needs.

Original Articles	Articles after Amendments	Basis of Amendments
<p>(XII) to exercise any other functions and powers as specified in the laws and regulations and these Articles of Association or as authorized by the Shareholders' general meetings.</p> <p>Supervisors may attend the Board meetings.</p>	<p><u>(XII) to supervise the Board in establishing a sound business philosophy, normative values, and guidance in line with the Company's development strategies;</u></p> <p><u>(XIII) to evaluate and make a report on the scientificity, reasonableness and effectiveness of the Company's development strategies;</u></p> <p><u>(XIV) to supervise the selection procedures of Directors;</u></p> <p><u>(XV) to supervise the implementation of the Company's remuneration systems and ensure that the remuneration proposals for the members of senior management are scientific and rational;</u></p> <p>(XHVI) to exercise any other functions and powers as specified in the laws and regulations, <u>regulatory requirements</u> and these Articles of Association or as authorized by the Shareholders' general meetings.</p> <p>Supervisors may attend the Board meetings.</p>	
<p>Article 227 Regular meetings of the Board of Supervisors shall be convened at least once each quarter. Notice of meeting shall be served to all the Supervisors in writing ten days before the date of such meeting. The Chairman of the Board of Supervisors or more than one third of the Supervisors may propose to convene an interim meeting of the Board of Supervisors and the notice of such meeting and meeting documents shall be served five days before the date of the meeting.</p> <p>Where an interim meeting of the Board of Supervisors needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.</p>	<p>Article 2278 Regular meetings of the Board of Supervisors shall be convened at least once each quarter. Notice of meeting shall be served to all the Supervisors in writing ten days before the date of such meeting. The Chairman of the Board of Supervisors or more than one third of the Supervisors may propose to convene an interim meeting of the Board of Supervisors and the notice of such meeting and meeting documents shall be served five days before the date of the meeting.</p> <p>Where an interim meeting of the Board of Supervisors needs to be convened in emergency, <u>it is not subject to the above time limit for notice of the meeting and</u> the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.</p>	<p>1. Serial number adjustment; 2. Supplement and improve the time requirements for emergency meetings according to work needs.</p>

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 229 Supervisors shall attend meetings of the Board of Supervisors in person. Meetings of the Board of Supervisors shall not be held unless over two-thirds of Supervisors are present. Where a Supervisor cannot attend a meeting in person for any reason, he/she may appoint another Supervisor in writing to attend the meeting on his/her behalf. An external Supervisor may appoint another external Supervisor to attend the meeting on his/her behalf. The power of attorney shall specify the name of the proxy Supervisor, the matters to be handled in proxy, range authorized and validity period, and shall bear the signature or seal of the principal. The proxy Supervisor attending the meeting shall exercise rights as granted by the principal. If a Supervisor fails to attend a meeting of the Board of Supervisors in person or by proxy, the said Supervisor shall be deemed as having waived his/her right to vote at the meeting.</p>	<p>Article 22930 Supervisors shall attend meetings of the Board of Supervisors in person. Meetings of the Board of Supervisors shall not be held unless over two-thirds of Supervisors are present. <u>Supervisors shall attend at least two-thirds of the on-site meetings of the Board of Supervisors in person every year.</u> Where a Supervisor cannot attend a meeting in person for any reason, he/she may appoint another Supervisor in writing to attend the meeting on his/her behalf. An external Supervisor may appoint another external Supervisor to attend the meeting on his/her behalf. The power of attorney shall specify the name of the proxy Supervisor, the matters to be handled in proxy, range authorized and validity period, and shall bear the signature or seal of the principal. The proxy Supervisor attending the meeting shall exercise rights as granted by the principal. If a Supervisor fails to attend a meeting of the Board of Supervisors in person or by proxy, the said Supervisor shall be deemed as having waived his/her right to vote at the meeting.</p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Amended in accordance with Article 64 of the Corporate Governance Standards for Banking or Insurance Institutions.
<p>Article 232 The rules of procedure for meetings of the Board of Supervisors shall include daily supervision, supervision by regular meetings and supervision by interim meetings. The Board of Supervisors adopted the “one person, one vote” voting system. Issues shall be voted on one by one at the meetings of the Board of Supervisors, i.e., voting on one proposal shall begin when the said proposal is considered, and voting on the next proposal shall not begin before voting on the preceding proposal is completed.</p> <p>Voting on meetings of the Board of Supervisors may be conducted by a show of hands or open ballot or, provided that the Supervisors fully express their opinions, by means of communication, with the resolutions signed by the Supervisors.</p> <p>The voting results relating to resolutions and reports shall be announced and recorded in the meeting minutes by the Board of Supervisors. Resolutions and reports of the Board of Supervisors shall be subject to approval of more than two thirds of all the Supervisors. If</p>	<p>Article 2323 The rules of procedure for meetings <u>supervision</u> of the Board of Supervisors shall include daily supervision, supervision by regular meetings and supervision by interim meetings. The Board of Supervisors adopted the “one person, one vote” voting system. Issues shall be voted on one by one at the meetings of the Board of Supervisors, i.e., voting on one proposal shall begin when the said proposal is considered, and voting on the next proposal shall not begin before voting on the preceding proposal is completed.</p> <p><u>The voting of resolutions of the Board of Supervisors shall be through on-site meeting or circulation of a written resolution.</u> Voting on <u>on-site</u> meetings of the Board of Supervisors may be conducted by a show of hands or open ballot or, provided that the Supervisors fully express their opinions, by means of communication <u>circulation of a written resolution</u>, with the resolutions signed by the Supervisors.</p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Adjusted expression; 3. Amended in accordance with Article 70 of the Corporate Governance Standards for Banking or Insurance Institutions.

Original Articles	Articles after Amendments	Basis of Amendments
<p>the Supervisors disagree in principle in relation to any resolution or report, such disagreement shall be set out in the said resolution or report.</p>	<p>The voting results relating to resolutions and reports shall be announced and recorded in the meeting minutes by the Board of Supervisors. Resolutions and reports of the Board of Supervisors shall be subject to approval of more than two thirds of all the Supervisors. <u>Resolutions made by the Board of Supervisors must be approved by more than half of all Supervisors.</u> If the Supervisors disagree in principle in relation to any resolution or report, such disagreement shall be set out in the said resolution or report.</p>	
<p>Article 234 Minutes shall be recorded for meetings of the Board of Supervisors and shall be signed by the attending Supervisors and the recorder. Any Supervisor shall have the right to request an explanatory note be made in the minutes regarding his/her speech at the meeting. The minutes of meetings of the Board of Supervisors shall be kept by the secretary to the Board as archives of the Company on a permanent basis. The decisions, resolutions and meeting minutes of the Board of Supervisors shall be submitted to the banking regulatory authorities for archiving.</p>	<p>Article 2345 Minutes <u>for decisions on matters discussed at the on-site meetings of the Board of Supervisors</u> shall be recorded and shall be signed by the attending Supervisors and the recorder. Any Supervisor shall have the right to request an explanatory note be made in the minutes regarding his/her speech at the meeting. The minutes of meetings of the Board of Supervisors shall be kept by the secretary to the Board as archives of the Company on a permanent basis. The decisions, resolutions and meeting minutes of the Board of Supervisors shall be submitted to the banking regulatory authorities for archiving.</p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Amended in accordance with Article 71 of the Corporate Governance Standards for Banking or Insurance Institutions; 3. Modified according to the actual situation of the work.
<p>Article 237 The Board of Supervisors may establish the Nomination Committee and Supervision Committee as appropriate, and the Nomination Committee shall be headed by external Supervisors in principle. The Nomination Committee is responsible for working out the procedure and standard for electing and appointing Supervisors, conducting preliminary review on the qualifications and conditions of Supervisors, and providing suggestions to the Board of Supervisors. The rules of procedure, duties, etc. of the Nomination Committee shall be formulated by the Board of Supervisors.</p> <p>The Company shall establish an office of the Board of Supervisors as the routine administrative body of the Board of Supervisors. The staff engaged by the office of the Board of Supervisors shall have relevant professional knowledge to fully ensure the fulfillment of the supervisory duty by the Board of Supervisors.</p>	<p>Article 2378 The Board of Supervisors may establish the Nomination Committee and Supervision Committee as appropriate, and the <u>Chairman of</u> the Nomination Committee shall be headed by an external Supervisors in principle. The Nomination Committee is responsible for working out the procedure and standard for electing and appointing Supervisors, conducting preliminary review on the qualifications and conditions of Supervisors, and providing suggestions to the Board of Supervisors. The rules of procedure, duties, etc. of the Nomination Committee shall be formulated by the Board of Supervisors.</p> <p>The Company shall establish an office of the Board of Supervisors as the routine administrative body of the Board of Supervisors. The staff engaged by the office of the Board of Supervisors shall have relevant professional knowledge to fully ensure the fulfillment of the supervisory duty by the Board of Supervisors.</p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Adjusted expression.

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 253 The Company shall not be forced to execute loan guarantee provided in violation of paragraph 1 of Article 250 of these Articles of Association, except in the following circumstances:</p> <p>(I) the loan provider does not know that it has provided loan to the connected persons of the Directors, Supervisors, President and other senior management personnel of the Company or its parent company;</p> <p>(II) The guarantee provided by the Company has been legally sold by the loan provider to a bona fide buyer.</p>	<p>Article 2534 The Company shall not be forced to execute loan guarantee provided in violation of paragraph 1 of Article 252 of these Articles of Association, except in the following circumstances:</p> <p>(I) the loan provider does not know that it has provided loan to the connected persons of the Directors, Supervisors, President and other senior management personnel of the Company or its parent company;</p> <p>(II) The guarantee provided by the Company has been legally sold by the loan provider to a bona fide buyer.</p>	Serial number adjustment.
<p>CHAPTER 11 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT</p> <p>Section 1 Financial and Accounting System</p>	<p>CHAPTER 11 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT</p> <p>Section 1 Financial and Accounting System and Profit Distribution</p>	Add a new title description in combination with the content of the terms.
<p>Article 269 The Company's profits after payment of income taxes shall be distributed in the following order of priority according to the Financial System for Financial and Insurance Enterprises issued by the Ministry of Finance:</p> <p>(I) to make up for the losses of confiscated properties, pay late fees and fines for various taxes, and pay additional interests due to underpayment or late payment of deposit reserves;</p> <p>(II) to make up losses of previous years (if the statutory common reserve fund is not sufficient to make up the losses of previous years, profit of the year shall be used to make up the losses before withdrawing the statutory common reserve fund according to sub-paragraph (III) of this article);</p> <p>(III) to set aside no less than 10% of the after-tax profit (after deducting the first two items) for statutory common reserve fund until the accumulated amount of statutory common reserve fund has reached more than 50% of the registered capital of the Company;</p> <p>(IV) to set aside discretionary common reserve fund;</p>	<p>Article 26970 The Company's profits after payment of income taxes shall be distributed in the following order of priority according to the Financial System for Financial and Insurance Enterprises issued by the Ministry of Finance:</p> <p>(I) to make up for the losses of confiscated properties, pay late fees and fines for various taxes, and pay additional interests due to underpayment or late payment of deposit reserves;</p> <p>(II) to make up losses of previous years (if the statutory common reserve fund is not sufficient to make up the losses of previous years, profit of the year shall be used to make up the losses before withdrawing the statutory common reserve fund according to sub-paragraph (III) of the first paragraph of this article);</p> <p>(III) to set aside no less than 10% of the after-tax profit (after deducting the first two items) for statutory common reserve fund until the accumulated amount of statutory common reserve fund has reached more than 50% of the registered capital of the Company;</p> <p>(IV) to set aside discretionary common reserve fund;</p> <p>(V) to set aside general provision;</p>	<ol style="list-style-type: none"> 1. Serial number adjustment; 2. Expression adjustment; 3. Newly added in accordance with Article 6 of the Corporate Governance Standards for Banking or Insurance Institutions.

APPENDIX IX

**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>(V) to set aside general provision;</p> <p>(VI) to distribute dividends to Shareholders by shares.</p> <p>The specific withdrawal ratio of discretionary common reserve fund and general provision shall be determined by the Shareholders' general meeting according to the annual operating conditions. The Company shall not distribute any profit to Shareholders before making up losses and withdrawing statutory common reserve fund.</p>	<p>(VI) to distribute dividends to Shareholders by shares.</p> <p>The specific withdrawal ratio of discretionary common reserve fund and general provision shall be determined by the Shareholders' general meeting according to the annual operating conditions. The Company shall not distribute any profit to Shareholders before making up losses and withdrawing statutory common reserve fund.</p> <p><u>When formulating a prudent profit distribution plan, the Company shall fully consider factors including the Company's capital adequacy ratio, corporate governance assessment results and regulatory ratings.</u></p>	
<p>Article 279 The internal audit system and duties of the auditors of the Company shall be subject to the approval of the Board. The head of audit shall be responsible to and shall report to the Board.</p>	<p>Article 27980 The internal audit system and duties of the auditors of the Company shall be subject to the approval of the Board. <u>The audit department is accountable to the Board and the head of audit shall be responsible to and shall report to the Board.</u></p>	<p>1. Serial number adjustment;</p> <p>2. Amended in accordance with Article 10 of the Administrative Measures for the Formulation of Articles of Association of State-owned Enterprises.</p>
<p>Article 288 The engagement, dismissal or non-engagement of an accounting firm shall be decided upon by the Shareholders' general meeting, and reported to the securities regulatory authority under the State Council for filing.</p> <p>...</p> <p>(II) if the accounting firm that is about to leave its post makes a written statement, and requests the Company to inform the Shareholders of its statement, the Company shall, unless the time of receiving the written statement is too late, adopt the following measures:</p> <p>1. state in the notice sent out for the purpose of a resolution that the accounting firm to leave its post has made a statement;</p> <p>2. send a copy of the statement in the form of an attachment to the notice to Shareholders in the manner stipulated by the Articles of Association;</p> <p>...</p>	<p>Article 2889 The engagement, dismissal or non-engagement of an accounting firm shall be decided upon by the Shareholders' general meeting, and reported to the securities regulatory authority under the State Council for filing.</p> <p>...</p> <p>(II) if the accounting firm that is about to leave its post makes a written statement, and requests the Company to inform the Shareholders of its statement, the Company shall, unless the time of receiving the written statement is too late, adopt the following measures:</p> <p>1. state in the notice sent out for the purpose of a resolution that the accounting firm to leave its post has made a statement;</p> <p>2. send a copy of the statement in the form of an attachment to the notice to Shareholders in the manner stipulated by the Articles of Association;</p> <p>...</p>	<p>1. Serial number adjustment;</p> <p>2. Improve expression.</p>

**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
	<p><u>CHAPTER 12 LABOR AND EMPLOYMENT</u></p> <p><u>Article 291 The Company establishes trade union organizations and carries out work in accordance with the Company Law and the Trade Union Law of the People’s Republic of China to safeguard the legitimate rights and interests of employees. The Company provides necessary conditions for the activities of the trade union.</u></p> <p><u>Article 292 The Company abides by the Labor Contract Law of the People’s Republic of China and other laws and regulations, and establishes a labor employment system in accordance with the law.</u></p> <p><u>Article 293 The Company abides by national and local labor protection laws and regulations, and implements relevant policies. The social insurance contribution of the employees of the Company shall be handled in accordance with the relevant state regulations.</u></p>	<p>Amended in accordance with Article 5 of the Administrative Measures for the Formulation of Articles of Association of State-owned Enterprises which requires to add a new chapter for labor and employment and adjusted related provisions. And adjusted the serial number of subsequent chapters.</p>
	<p><u>Article 334 The “on-site meeting(s)” in these Articles of Association shall refer to meetings held by physical meeting, video, telephone and other means that ensure immediate communication and discussion among the participants.</u></p> <p><u>The term “circulation of a written resolution” in these Articles of Association shall refer to the manner of meeting at which resolutions on proposals are made by separate delivery of deliberations or by circulation of deliberations.</u></p> <p><u>For the purpose of these Articles of Association, “material related party transactions” shall refer to transactions between the Company and a single related party that amount to 1% or more of the net capital of the Company at the end of the previous quarter or 5% in aggregate or more of the net capital of the Company at the end of the previous quarter. After the aggregate amount of transactions between the Company and a single related party reaches the aforementioned standard, the</u></p>	<p>1. Newly added in accordance with Article 114 of the Corporate Governance Standards for Banking or Insurance Institutions;</p> <p>2. Newly added in accordance with Article 14 of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>

APPENDIX IX**COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
	<p><u>subsequent related party transactions shall be re-designated as material related party transactions for each aggregate amount of more than 1% of the net capital at the end of the previous quarter.</u></p> <p><u>The term “general related party transactions” as mentioned in these Articles of Association shall refer to other related party transactions other than major related party transactions.</u></p>	

**APPENDIX X PLAN ON AUTHORIZATION OF THE SHAREHOLDERS’
GENERAL MEETING TO THE BOARD OF DIRECTORS**

**COMPARISON TABLE OF AMENDMENTS TO THE PLAN
ON AUTHORIZATION OF THE SHAREHOLDERS’
GENERAL MEETING TO THE BOARD OF DIRECTORS**

Notes:

1. For the following content, “~~shares~~” shall mean deletion, while “shares” shall mean new content;
2. Adjustments to the format were not shown in the table below;
3. Due to the addition of articles, the numbering of the relevant Articles was adjusted accordingly.

Original Articles	Articles after Amendments	Basis of Amendments
<p>I. APPROVAL AUTHORITY FOR EQUITY INVESTMENT</p> <p>Any individual (single) external equity investment (including promotion and establishment, shareholding, conversion of bonds into shares, merger and acquisition, subscription of preference shares, subscription of convertible bonds, subscription of perpetual bonds and subscription of tier-two capital bonds, etc.) with an amount not exceeding 10% of the latest audited net assets shall be considered and approved by the Board.</p>	<p>I. APPROVAL AUTHORITY FOR EQUITY INVESTMENT</p> <p>Any individual (single) external equity investment <u>with self-owned funds</u> (including promotion and establishment, shareholding, conversion of bonds into shares, merger and acquisition, subscription of preference shares, subscription of convertible bonds, subscription of perpetual bonds and subscription of tier-two capital bonds, etc.) with an amount not exceeding 10% of the latest audited net assets shall be considered and approved by the Board.</p>	<p>To further clarify funding sources.</p>
<p>II. APPROVAL AUTHORITY FOR THE ISSUANCE OF FINANCIAL BONDS</p> <p>Any issuance of ordinary financial bonds (excluding corporate bonds with nature of capital replenishment such as convertible bonds, tier-two capital bonds and perpetual bonds) shall be considered and approved by the Board.</p>	<p>II. APPROVAL AUTHORITY FOR THE ISSUANCE OF FINANCIAL BONDS</p> <p>Any issuance of ordinary financial bonds (excluding corporate bonds with nature of capital replenishment such as convertible bonds, tier two capital bonds and perpetual bonds) shall be considered and approved by the Board.</p>	<p>Deleted in accordance with Article 18 of the Corporate Governance Standards for Banking or Insurance Institutions.</p>

**PLAN ON ISSUANCE OF SPECIAL FINANCIAL BONDS FOR SMALL AND
MICRO ENTERPRISES**

Dear Shareholders,

In order to make full use of the financial market instruments, broaden the capital channels, reduce the cost of liabilities, enhance the competitiveness in the industry, improve the reputation and build the professional brand image of Bank of Guizhou in the public market, the Bank proposes to issue special financial bonds for small and micro enterprises (the “SME Financial Bonds”) to the institution of interbank market in 2022 when appropriate. The particulars are as follows:

I. Plan on the Issurance of SME Financial Bonds

- (I) Size of the issuance: The total registered issuance amount of the SME Financial Bonds shall not exceed RMB8 billion. The Bonds shall be issued in one or more tranches when appropriate within two years upon approval.
- (II) Terms of the bonds: Within 3 years.
- (III) Interest rate of the bonds: It shall be determined with reference to the market interest rate.
- (IV) Target of the issuance: Members of the national interbank bond market.
- (V) Use of proceeds: The management of funds raised from SME Financial Bonds shall follow the principle of “earmarking” and will be used exclusively for issuing loans to small and micro enterprises.
- (VI) Validity period of the resolution: The authorization shall be valid until all SME Financial Bonds are issued and shall take effect from the date of approval of this resolution at the Shareholders’ general meeting of the Bank.

II. Authorization

The Shareholders’ general meeting is requested to authorize the Board of Directors, which also authorizes the Bank’s management to handle the following matters in connection with the bond issuance:

- (I) including but not limited to, deciding the specific issuance time, issuance amount, issuance method, issuance target, issuance term, issuance pricing, issuance expenses, selection of underlying assets, selection and appointment of issuance intermediaries and preparation for the issuance;
- (II) conducting any negotiations, signing contracts and documents related to the issuance of SME Financial Bonds;

**APPENDIX XI PLAN ON ISSUANCE OF SPECIAL FINANCIAL BONDS
FOR SMALL AND MICRO ENTERPRISES**

- (III) handling the application for the issuance of SME Financial Bonds with the relevant regulatory authorities and to make appropriate adjustments to the relevant specific issuance plan based on the opinions of the regulatory authorities (if any);
- (IV) other specific matters related to the issuance of SME Financial Bonds.

The above plan is hereby presented for Shareholders' consideration.

APPENDIX XII PLAN ON ISSUANCE OF SPECIAL FINANCIAL BONDS FOR “THREE RURAL ISSUES”

PLAN ON ISSUANCE OF SPECIAL FINANCIAL BONDS FOR “THREE RURAL ISSUES”

Dear Shareholders,

In order to make full use of financial market instruments, broaden the capital channels, reduce the cost of liabilities and provide continuous, precise and strong financial support to Guizhou province for consolidating the effective connection between the results of poverty alleviation and rural revitalization, the Bank proposes to issue special financial bonds for “three rural issues” (the “Three Rural Issues Financial Bonds”) with the theme of “rural revitalization” to institution of the interbank market in 2022 when appropriate. The particulars are as follows:

I. Issuance Plan

- (I) Size of the issuance: The total registered issuance amount of the Three Rural Issues Financial Bonds shall not exceed RMB5 billion. The Bonds shall be issued in one or more tranches when appropriate within two years upon approval.
- (II) Terms of the bonds: Within 3 years.
- (III) Interest rate of the bonds: It shall be determined with reference to the market interest rate.
- (IV) Target of the issuance: Members of the national interbank bond market.
- (V) Use of proceeds: The management of funds raised from the Three Rural Issues Financial Bonds shall follow the principle of “earmarking” and shall be used exclusively for the issuance of agriculture-related loans.
- (VI) Validity period of the resolution: The authorization shall be valid until all Three Rural Issues Financial Bonds are issued and shall take effect from the date of approval of this resolution at the Shareholders’ general meeting of the Bank.

II. Authorization

The Shareholders’ general meeting is requested to authorize the Board of Directors, which also authorizes the Bank’s management to handle the following matters in connection with the bond issuance:

- (I) including but not limited to, deciding the specific issuance time, issuance amount, issuance method, issuance target, issuance term, issuance pricing, issuance expenses, selection of underlying assets, selection and appointment of issuance intermediaries and preparation for the issuance;
- (II) conducting any negotiations, signing contracts and documents related to the issuance of Three Rural Issues Financial Bonds;

**APPENDIX XII PLAN ON ISSUANCE OF SPECIAL FINANCIAL BONDS
FOR “THREE RURAL ISSUES”**

- (III) handling the application for the issuance of Three Rural Issues Financial Bonds with the relevant regulatory authorities and to make appropriate adjustments to the relevant specific issuance plan based on the opinions of the regulatory authorities (if any);
- (IV) other specific matters related to the issuance of Three Rural Issues Financial Bonds.

The above plan is hereby presented for Shareholders' consideration.

NOTICE OF THE 2021 ANNUAL GENERAL MEETING



Bank of Guizhou Co., Ltd. *
貴州銀行股份有限公司 *

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6199)

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the “AGM”) of Bank of Guizhou Co., Ltd.* (the “Bank”) will be held at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC at 2:30 p.m. on Thursday, 16 June 2022, for the Shareholders of the Bank to consider and, if thought fit, to approve the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 17 May 2022 (the “Circular”).

ORDINARY RESOLUTIONS

1. To consider and approve the 2021 Work Report of the Board of Directors of the Bank.
2. To consider and approve the 2021 Work Report of the Board of Supervisors of the Bank.
3. To consider and approve the 2021 Financial Statements Report of the Bank.
4. To consider and approve the 2021 Profit Distribution Plan of the Bank.
5. To consider and approve the 2022 Financial Budget Plan of the Bank.
6. To consider and approve the appointment of accounting firm for 2022.
7. To consider and approve the amendments to the Rules of Procedure of the Shareholders' General Meeting of Bank of Guizhou Co., Ltd.
8. To consider and approve the amendments to the Rules of Procedure of the Board of Directors of Bank of Guizhou Co., Ltd.
9. To consider and approve the amendments to the Rules of Procedure of the Board of Supervisors of Bank of Guizhou Co., Ltd.
10. To consider and approve the amendments to the Measures on the Equity Administration of Domestic Shares of Bank of Guizhou Co., Ltd.
11. To consider and approve the appointment of Ms. SUN Li as an independent non-executive Director of the third session of the Board of Directors of the Bank.

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

12. To consider and approve the appointment of Mr. HE Xinzhang as a Shareholder Supervisor of the third session of the Board of Supervisors of the Bank.

SPECIAL RESOLUTIONS

13. To consider and approve the amendments to the Articles of Association of Bank of Guizhou Co., Ltd.
14. To consider and approve the amendments to the plan on authorization of the Shareholders' general meeting of the Bank to the Board of Directors.
15. To consider and approve the plan on issuance of special financial bonds for small and micro enterprises by the Bank.
16. To consider and approve the plan on issuance of special financial bonds for "three rural issues" by the Bank.

REPORTING ITEMS

17. 2021 Report on the Assessment of Major Shareholders of Bank of Guizhou.
18. 2021 Performance Evaluation Report on Board of Directors and Board of Supervisors and Senior Management and their Members of Bank of Guizhou.
19. 2021 Performance Report of Independent Non-executive Directors of Bank of Guizhou.
20. 2021 Report on Work Progress of Related-Party Transactions of Bank of Guizhou.
21. 2021 Report on Implementation of Resolutions of Shareholders' General Meeting of Bank of Guizhou.

By order of the Board
Bank of Guizhou Co., Ltd.*
Yang Mingshang
Chairman

Guiyang, the PRC, 17 May 2022

As of the date of this notice, the Board of the Bank comprises Mr. YANG Mingshang, Mr. XU An and Mr. CAI Dong as executive Directors; Mr. CHEN Jingde, Mr. CHEN Hanqing, Mr. CHEN Hua, Mr. WANG Xiaoyong, Ms. GONG Taotao, Mr. WANG Wencheng and Mr. ZHAO Yong as non-executive Directors; and Mr. WANG Gefan, Mr. TANG Xin, Mr. SONG Ke and Mr. LAW Cheuk Kin Stephen as independent non-executive Directors.

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the AGM will be taken by poll except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The voting results will be published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.bgzchina.com) in accordance with the Listing Rules.

2. **Closure of register of members, eligibility for attending and voting at the AGM**

In order to determine the Shareholders who are eligible to attend and vote at the AGM, the register of members of the Bank will be closed from Monday, 13 June 2022 to Thursday, 16 June 2022 (both days inclusive), during which period no transfer of shares will be effected. H Shareholders whose names appear on the register of members of the Bank on Thursday, 16 June 2022 are entitled to attend and vote at the AGM.

For a holder of the Shares of the Bank to be eligible for attending and voting at the AGM, all transfer documents together with the relevant share certificates and other appropriate documents of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders) or the office of the Board of Directors of the Bank at the 43rd Floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for Domestic Shareholders) no later than 4:30 p.m. on Friday, 10 June 2022 for registration.

Pursuant to the requirement of the Articles of Association of the Bank, if any Shareholder pledges over 50% (inclusive) of his/her/its equity in the Bank, in the duration of pledge, he/she/it shall not exercise voting right over the pledged equity at the AGM.

3. **Proxy**

Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued shares), whether (each of) such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the AGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the person duly authorized in writing by the principal. If the principal is a corporation, the power of attorney shall be affixed with the common seal or signed by its director or other representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the power of attorney of the Shareholders’ proxy must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders) or the office of the Board of Directors of the Bank at the 43rd Floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for Domestic Shareholders) no later than 24 hours before the scheduled time for the holding of the AGM (i.e. at 2:30 p.m. on Wednesday, 15 June 2022) or no later than 24 hours before the convening of any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the AGM or any adjournment thereof should you so wish. In the event that you attend the AGM and vote at the meeting, the power of attorney will be deemed to have been revoked.

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

In the case of joint holders of the Shares of the Bank, any one of such holders may vote at the AGM either in person or by proxy in respect of such Shares as if he/she/it was solely entitled thereto. However, if more than one of such joint registered holders be present at the AGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Bank in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

4. Miscellaneous

- (i) The Shareholders or their proxies shall present their identity documents when attending the AGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a corporate Shareholder shall present his/her identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the AGM (or any adjournment thereof).
- (ii) The AGM is expected to last for no more than half working day. Shareholders and their proxies attending the meeting shall arrange for their own traveling and accommodation at their own expenses. Meanwhile, in order to make every effort to prevent and control the pandemic of COVID-19 and safeguard the health and safety of Shareholders and the attendees, the Board of Directors of the Bank recommends that Shareholders vote on relevant resolutions by proxy (rather than attending in person).
- (iii) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990

Address of the office of the Board of Directors:
43rd Floor, Bank of Guizhou Head Office Building
No. 9 Yongchang Road
Guanshanhu District, Guiyang
Guizhou Province, the PRC
Tel: (86) 0851-8698 7798
Fax: (86) 0851-8620 7999

- 5. The details about the aforesaid ordinary resolutions and special resolutions proposed for the consideration and approval at the AGM were set out in the circular of the Bank dated 17 May 2022.

NOTICE OF THE 2022 FIRST H SHAREHOLDERS CLASS MEETING



Bank of Guizhou Co., Ltd. *
貴州銀行股份有限公司 *

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6199)

NOTICE OF THE 2022 FIRST H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2022 First H Shareholders Class Meeting (the “**H Shareholders Class Meeting**”) of Bank of Guizhou Co., Ltd.* (the “**Bank**”) will be held at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC on Thursday afternoon, 16 June 2022, immediately after the conclusion of the 2021 AGM and the 2022 First Domestic Shareholders Class Meeting for the H Shareholders of the Bank, to consider and, if thought fit, to approve the following resolution. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 17 May 2022 (the “**Circular**”).

SPECIAL RESOLUTION

1. To consider and approve the amendments to the Article 132 of the Articles of Association of Bank of Guizhou Co., Ltd.

By order of the Board
Bank of Guizhou Co., Ltd.
Yang Mingshang
Chairman

Guiyang, the PRC, 17 May 2022

As of the date of this notice, the Board of the Bank comprises Mr. YANG Mingshang, Mr. XU An and Mr. CAI Dong as executive Directors; Mr. CHEN Jingde, Mr. CHEN Hanqing, Mr. CHEN Hua, Mr. WANG Xiaoyong, Ms. GONG Taotao, Mr. WANG Wencheng and Mr. ZHAO Yong as non-executive Directors; and Mr. WANG Gefan, Mr. TANG Xin, Mr. SONG Ke and Mr. LAW Cheuk Kin Stephen as independent non-executive Directors.

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

NOTICE OF THE 2022 FIRST H SHAREHOLDERS CLASS MEETING

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the H Shareholders Class Meeting will be taken by poll except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The voting results will be published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.bgzchina.com) in accordance with the Listing Rules.

2. Closure of register of members, eligibility for attending and voting at the H Shareholders Class Meeting

In order to determine the Shareholders who are eligible to attend and vote at the H Shareholders Class Meeting, the register of members of the Bank will be closed from Monday, 13 June 2022 to Thursday, 16 June 2022 (both days inclusive), during which period no transfer of shares will be effected. H Shareholders whose names appear on the register of members of the Bank on Thursday, 16 June 2022 will be entitled to attend and vote at the H Shareholders Class Meeting.

For a holder of the H Shares of the Bank to be eligible for attending and voting at the H Shareholders Class Meeting, all transfer documents together with the relevant share certificates and other appropriate documents of the holders of the H Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 10 June 2022 for registration.

Pursuant to the requirement of the Articles of Association of the Bank, if any Shareholder pledges over 50% (inclusive) of his/her/its equity in the Bank, in the duration of pledge, he/she/it shall not exercise voting right over the pledged equity at the H Shareholders Class Meeting.

3. Proxy

Any H Shareholder entitled to attend and vote at the H Shareholders Class Meeting is entitled to appoint one or more person(s) (if the H Shareholder holds two or more issued shares), whether (each of) such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the H Shareholders Class Meeting.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the person duly authorized in writing by the principal. If the principal is a corporation, the power of attorney shall be affixed with the common seal or signed by its director or other representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the power of attorney of the Shareholders’ proxy must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 24 hours before the scheduled time for convening H Shareholders Class Meeting or any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the H Shareholders Class Meeting or any adjournment thereof should you so wish. In the event that you attend the H Shareholders Class Meeting and vote at the meeting, the power of attorney will be deemed to have been revoked.

In the case of joint holders of the H Shares of the Bank, any one of such holders may vote at the H Shareholders Class Meeting either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders be present at the H Shareholders Class Meeting, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Bank in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered H Shareholder(s).

NOTICE OF THE 2022 FIRST H SHAREHOLDERS CLASS MEETING

4. Miscellaneous

- (i) The H Shareholders or their proxies shall present their identity documents when attending the H Shareholders Class Meeting (or any adjournment thereof). The legal representative of or any other persons officially authorized by a corporate Shareholder shall present his/her identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the H Shareholders Class Meeting (or any adjournment thereof).
- (ii) The H Shareholders Class Meeting is expected to last for no more than half working day. H Shareholders and their proxies attending the meeting shall arrange for their own traveling and accommodation at their own expenses. Meanwhile, in order to make every effort to prevent and control the pandemic of COVID-19 and safeguard the health and safety of Shareholders and the attendees, the Board of Directors of the Bank recommends that H Shareholders vote on relevant resolutions by proxy (rather than attending in person).
- (iii) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre
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Guanshanhu District, Guiyang
Guizhou Province, the PRC
Tel: (86) 0851-8698 7798
Fax: (86) 0851-8620 7999

- 5. The details about the aforesaid special resolution proposed for the consideration and approval at the H Shareholders Class Meeting were set out in the circular of the Bank dated 17 May 2022.