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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 Chongqing Co., Ltd.\*, you should at once hand this circular, together with the accompanying proxy form, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# BANK OF CHONGQING CO., LTD.\*

## 重慶銀行股份有限公司\*

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

**(Stock Code: 1963)**

**(Stock Code of Preference Shares: 4616)**

### 2021 ANNUAL GENERAL MEETING

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A letter from the Board is set out on pages 3 to 13 of this circular.

Notices of the AGM setting out the resolutions to be approved at the AGM, together with the relevant forms of proxy, have been despatched by the Bank to the Shareholders on May 24, 2022.

Whether or not you are able to attend the AGM, you are requested to complete the relevant form of proxy in accordance with the instructions printed thereon and return the same to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time specified for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

\* *The Bank holds a financial licence number B0206H250000001 approved by the regulatory authority of the banking industry of the PRC and was authorised by the Administration for Market Regulation of Chongqing to obtain a corporate legal person business licence with a unified social credit code 91500000202869177Y. The Bank is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking and/or deposit-taking business in Hong Kong.*

May 24, 2022

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## DEFINITIONS

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

“AGM”	the 2021 annual general meeting of the Bank to be held at Multi-Function Conference Hall, 3/F of the Building of the Head Office of Bank of Chongqing, No. 6 Yongpingmen Street, Jiangbei District, Chongqing, the PRC at 9:30 a.m. on Thursday, June 23, 2022
“Articles of Association”	the articles of association of the Bank as amended, modified or otherwise supplemented from time to time
“A Share(s)”	ordinary share(s) in the share capital of the Bank with a nominal value of RMB1.00 each, which are listed on the Main Board of the Shanghai Stock Exchange and traded in RMB
“A Shareholder(s)”	holder(s) of A Shares
“Bank” or “Bank of Chongqing”	Bank of Chongqing Co., Ltd. (重慶銀行股份有限公司), a joint stock company incorporated in the PRC, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 01963) and whose A Shares are listed on the Main Board of the Shanghai Stock Exchange (Stock Code: 601963)
“Board”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission
“Chongqing CBIRC”	Chongqing Bureau of China Banking and Insurance Regulatory Commission of the PRC
“Director(s)”	the director(s) of the Bank
“H Share(s)”	overseas-listed foreign shares in the share capital of the Bank with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares

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## DEFINITIONS

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“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	May 19, 2022, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Procedural Rules for the Board of Directors”	the Procedural Rules for the Board of Directors of Bank of Chongqing Co., Ltd. as amended, modified or otherwise supplemented from time to time
“Procedural Rules for the Board of Supervisors”	the Procedural Rules for the Board of Supervisors of Bank of Chongqing Co., Ltd. as amended, modified or otherwise supplemented from time to time
“Procedural Rules for General Meetings”	the Procedural Rules for General Meetings of Bank of Chongqing Co., Ltd. as amended, modified or otherwise supplemented from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and H Share(s) of the Bank
“Shareholder(s)”	holder(s) of Share(s) of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank

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LETTER FROM THE BOARD

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**BANK OF CHONGQING CO., LTD.\***  
**重慶銀行股份有限公司\***

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

**(Stock Code: 1963)**

**(Stock Code of Preference Shares: 4616)**

*Executive Directors:*

Ms. LIN Jun  
Mr. RAN Hailing  
Mr. LIU Jianhua  
Mr. WONG Wah Sing

*Registered office:*

No. 6 Yongpingmen Street  
Jiangbei District  
Chongqing  
PRC

*Non-executive Directors:*

Mr. WONG Hon Hing  
Mr. YANG Yusong  
Mr. WU Heng  
Ms. ZHONG Xian

*Principal place of business*

*in Hong Kong:*  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

*Independent non-executive Directors:*

Dr. LIU Xing  
Mr. WANG Rong  
Dr. ZOU Hong  
Dr. FUNG Don Hau  
Mr. YUAN Xiaobin

May 24, 2022

*To the Shareholders*

Dear Sir or Madam,

**2021 ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

The AGM of the Bank is proposed to be held at 9:30 a.m. on Thursday, June 23, 2022. The resolutions to be submitted to the AGM are set out in the notice of the AGM which was despatched by the Bank to the Shareholders on May 24, 2022.

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## LETTER FROM THE BOARD

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Ordinary resolutions to be proposed at the AGM for the Shareholders to approve include: (1) the work report of the Board of Directors of the Bank for 2021; (2) the work report of the Board of Supervisors of the Bank for 2021; (3) the final financial accounts of the Bank for 2021; (4) the profit distribution plan of the Bank for 2021; (5) the financial budget proposal of the Bank for 2022; (6) the annual report of the Bank for 2021 and highlights thereof; (7) the appointment and remuneration of external auditors of the Bank for 2022; (8) proposed election of Ms. YOU Lili as a non-executive Director; (9) estimated annual caps for daily related transactions of the Bank for 2022; (10) the investment plan of the Bank for 2022; and (11) proposed amendments to the Administrative Measures on Outward Equity Investments of the Bank.

Special resolutions to be proposed at the AGM for the Shareholders to approve include: (1) the proposed amendments to the Articles of Association; (2) the proposed amendments to the Procedural Rules for General Meetings; (3) the proposed amendments to the Procedural Rules for the Board of Directors; (4) the proposed amendments to the Procedural Rules for the Board of Supervisors; (5) the proposed amendments to the Authorization Plan of the Shareholders' General Meeting to the Board of Directors; and (6) the proposed issuance of undated capital bonds.

Besides, the following matters shall be reported at the AGM: (1) Evaluation Report by the Board of Directors on the Performance of Duties of Directors for 2021; (2) Evaluation Report of the Board of Supervisors on the Performance of Duties by the Supervisors for 2021; (3) Performance of Duties and Mutual Evaluation Report of Independent Non-executive Directors for 2021; (4) Performance of Duties and Mutual Evaluation Report of External Supervisors for 2021; (5) Report on Execution of Remuneration of Non-executive Directors for 2021; (6) Report on Execution of Remuneration of Non-employee Supervisors for 2021; and (7) Report on the Management of Related Transactions for 2021.

The purpose of this circular is to provide you with all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions set out in the notices of the AGM.

## II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

On March 31, 2022, the Board has considered and approved the proposed appointment of Ms. YOU Lili (“**Ms. YOU**”) as a non-executive Director of the Bank. The above proposed appointment shall be subject to the approval by the Shareholders at the AGM. Upon the approval of the above proposed appointment by the Shareholders, Ms. YOU’s qualification of directorship shall be subject to the approval by Chongqing CBIRC, and her term shall be effective from the date of approval by Chongqing CBIRC for her qualification of directorship to the expiry of the term of office of the sixth session of the Board of the Bank.

Upon approval of the appointment of Ms. YOU at the AGM and approval by Chongqing CBIRC, the Bank will enter into a service contract with Ms. YOU. The annual remuneration of Ms. YOU will include a fixed remuneration of RMB37,500 (fixed remuneration will

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## LETTER FROM THE BOARD

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increase by RMB10,000 if serving as the chairman of a special committee of the Board) and a variable remuneration based on the number of on-site meetings and events organized by the Board attended in person (RMB3,000 each meeting/event) and the number of off-site meetings and meetings attended by way of conference call (RMB1,500 each meeting). Ms. YOU's remuneration is determined in accordance with applicable laws, regulations, regulatory requirements and the relevant remuneration policies of the Bank. In accordance with the request of Chongqing Land Group Co., Ltd. ("**Chongqing Land Group**") which nominated Ms. YOU, Ms. YOU will not, on her own, receive her remuneration as the Bank's non-executive Director from the Bank during her tenure in view of the Regulations Governing the Leaders of Enterprises under Chongqing Municipal Government which prohibits leaders of enterprises under Chongqing Municipal Government from receiving any form of remuneration such as salaries, bonuses, allowances and other additional benefits in their part-time employment, and relevant remuneration will be transferred to the account of company nominating her by the Bank.

For the biographical details of Ms. YOU, please refer to Appendix I to this circular.

Save as disclosed above, the Board is not aware of any other matters in respect of the proposed appointment of Ms. YOU required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules, or any other matters that need to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders of the Bank.

### III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further improve the corporate governance mechanism, strengthen internal management, and promote the steady and sustainable development of the Bank, on May 19, 2022, the Board considered and approved certain proposed amendments to the existing Articles of Association of the Bank in accordance with the requirements of the Corporate Governance Code for Banks and Insurance Institutions, the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and other documents issued by CBIRC in 2021, as well as the domestic and overseas listing rules, taking into account the actual situation of the Bank.

The above proposed amendments are subject to the approval by the Shareholders at the AGM by way of a special resolution, and shall take effect on the date of approval by Chongqing CBIRC. Prior to the approval of the relevant proposals by the Shareholders and the approval by Chongqing CBIRC, the existing Articles of Association shall remain effective.

For details of the proposed amendments to the Articles of Association, please refer to Appendix II to this circular.

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## LETTER FROM THE BOARD

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### IV. PROPOSED AMENDMENTS TO SEVERAL PROCEDURAL RULES

In light of the proposed amendments to the Articles of Association, pursuant to the relevant regulatory requirements and taking into account the actual situation of the Bank to make improvement amendments, on May 19, 2022, the Bank proposed to make the relevant amendments to the Procedural Rules for General Meetings, the Procedural Rules for the Board of Directors and the Procedural Rules for the Board of Supervisors.

The above proposed amendments are subject to the approval by the Shareholders at the AGM by way of a special resolution, and shall take effect upon Chongqing CBIRC approving the proposed amendments to the Articles of Association. Prior to the approval of the relevant proposals at the AGM and the approval of the aforesaid relevant amendments by Chongqing CBIRC, the existing Procedural Rules for General Meetings, the Procedural Rules for the Board of Directors and the Procedural Rules for the Board of Supervisors shall remain effective.

For details of the proposed amendments to the Procedural Rules for General Meetings, the Procedural Rules for the Board of Directors and the Procedural Rules for the Board of Supervisors, please refer to Appendix III, Appendix IV and Appendix V to this circular, respectively.

### V. PROPOSED ISSUANCE OF UNDATED CAPITAL BONDS

In order to further enhance capital strength and promote sustainable and steady development of business, the Bank proposed to issue undated capital bonds with write-down terms of not more than RMB7 billion to replenish its additional tier-1 capital. The specific proposal is as follows:

#### 1. Types of bonds to be issued

Undated capital bonds with write-down or share conversion terms satisfying the requirements under the Administrative Measures for the Capital of Commercial Banks (Trial) issued by the former China Banking Regulatory Commission and the Guiding Opinions on Commercial Banks' Innovation in Capital Instruments (Revision) issued by CBIRC.

#### 2. Issue size

Not more than RMB7 billion (inclusive of RMB7 billion) to be issued in one tranche or in tranches based on the market condition. The number of times and the size of each issuance are determined according to the Bank's capital demand, capital conditions and market conditions.



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## LETTER FROM THE BOARD

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### **3. Maturity of bonds**

The maturity of bonds shall be consistent with the duration of the ongoing operation of the Bank.

### **4. Interest rate**

To be determined based on the market interest rates.

### **5. Issue targets**

Such bonds will be issued to members of the inter-bank bond market in the PRC (excluding purchasers prohibited by national laws and regulations), and overseas investors are allowed to invest through compliant channels.

### **6. Means of issue**

Such bonds will be publicly issued in the inter-bank bond market in the PRC through book-building and centralized placing by members of the underwriting syndicate organized by the bookrunner.

### **7. Means of loss absorption**

Upon the occurrence of the triggering events specified in the issuing document(s), losses will be absorbed by means of write-down.

### **8. Use of proceeds**

To replenish the Bank's additional tier-1 capital.

### **9. Issue mandate**

#### **1. Authorization to the Board granted by the Shareholders' General Meeting**

The Board is to be authorized by the Shareholders' General Meeting to approve the undated capital bonds.

#### **2. Authorization to the operation management granted by the Board**

The operation management is to be authorized by the Board to deal with matters in relation to the issuance of the undated capital bonds, including but not limited to determining the specific amount and tranche of issuance, determining the engagement of the relevant intermediaries for the issuance of the bonds, designing and adjusting the specific terms of issuance, issuance expenses, maturity of issuance, interest rate of issuance, market of issuance, arrangement of issuance progress, triggering conditions for write-down, signing relevant documents, handling the reporting to the regulatory authorities for approval of the issuance of the undated bonds, payment of interests, disclosure and other relevant matters.

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## LETTER FROM THE BOARD

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### **10. Validity term**

The relevant resolution on the issuance of undated capital bonds shall be effective for a period of 36 months commencing from the date of approval by the Shareholders' General Meeting of the Bank of the issuance of the undated capital bonds.

## **VI. OTHER MATTERS TO BE RESOLVED AT THE AGM**

### **1. Work Report of the Board of the Directors of the Bank for 2021**

Please refer to the 2021 annual report of the Bank published on April 25, 2022 for the work report of the Board of Directors of the Bank.

### **2. Work Report of the Board of Supervisors of the Bank for 2021**

Please refer to the 2021 annual report of the Bank published on April 25, 2022 for the work report of the Board of Supervisors of the Bank.

### **3. Annual Report of the Bank for 2021 and highlights thereof**

Please refer to the 2021 annual report of the Bank and highlights thereof published on March 31, 2022 and April 25, 2022.

### **4. Final Financial Accounts of the Bank for 2021**

Please refer to the financial statements in the 2021 annual report of the Bank published on April 25, 2022 for details of the final financial accounts for the year ended December 31, 2021.

### **5. Profit Distribution Plan of the Bank for 2021**

On May 19, 2022, the Board considered and approved the resolution on the Profit Distribution Plan for 2021. The Board proposes to distribute cash dividends in the proportion of not less than 30% of the net profit attributable to ordinary shareholders of the Bank of RMB4.372 billion as shown in the consolidated financial statements of the Bank for 2021 audited in accordance with the PRC Accounting Standards. The specific profit distribution plan is as follows:

- (i) 10% of the audited net profit of the Bank for 2021 (i.e. RMB452 million) will be appropriated to the statutory surplus reserve;
- (ii) 1.5% of the risk-bearing assets (i.e. RMB423 million) will be appropriated to the general reserve;

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## LETTER FROM THE BOARD

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- (iii) based on the total share capital of A Shares and H Shares on the record date for implementation of the profit distribution, a cash dividend of RMB3.90 (tax inclusive) per 10 shares will be distributed to all ordinary shareholders whose names appear on the register of members, which will be denominated and declared in RMB, paid in RMB to A Shareholders and paid in Hong Kong dollars to H Shareholders. The actual distribution amount in Hong Kong dollars will be calculated based on the average benchmark exchange rate of RMB against Hong Kong dollars as announced by the People's Bank of China for the five business days prior to and including the date of the AGM. Upon the above distribution, the remaining undistributed profits will be carried forward to next year; and
- (iv) the capital reserve will not be converted by the Bank into share capital and no bonus shares will be given for 2021.

As at the Latest Practicable Date, based on the total share capital of ordinary Shares of the Bank was 3,474,505,339 Shares, the total proposed cash dividend to be distributed is RMB1.355 billion (tax inclusive). The cash dividend pay-out ratio of the Bank for 2021 is 31.00% (i.e. the proportion of cash dividend to the net profit attributable to ordinary Shareholders of the Bank on a consolidated basis).

The profit distribution plan will become effective upon approval by the Shareholders at the AGM.

If the profit distribution plan of the Bank for 2021 is approved by the Shareholders, H Shareholders whose names appear on the H Share register of members of the Bank on Tuesday, July 5, 2022 will be entitled to receive the aforesaid cash dividends. In order to determine the list of H Shareholders who are entitled to the aforesaid cash dividends, the register of members of H shares of the Bank will be closed from Wednesday, June 29, 2022 to Tuesday, July 5, 2022 (both days inclusive), during such period no transfer of the Bank's H Shares will be effected and registered. In order to be entitled to the final dividend, holders of H Shares who have not registered the related transfer documents are required to lodge the transfer documents, together with the relevant share certificates, with the Bank's H Share Registrar, 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 Tuesday, June 28, 2022.

### **6. Financial Budget Proposal of the Bank for 2022**

According to the Bank's needs of outlets construction, business expansion and risk management, the capital expenditure budget of the Bank for 2022 amounts to RMB1,110 million, mainly including RMB421 million for purchase, construction and renovation of buildings, RMB183 million for procurement of electronic equipment, RMB308 million for intangible asset investments and RMB118 million for investments in science and technology innovation center.

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## LETTER FROM THE BOARD

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### **7. Appointment and Remuneration of External Auditors of the Bank for 2022**

On March 31, 2022, the Board considered and approved the resolution on the Appointment and Remuneration of External Auditors for 2022. The Board proposed to re-appoint Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合夥)) and Ernst & Young (安永會計師事務所) (collectively, “EY”) as the external auditors of the Bank for the year 2022, responsible for providing relevant services in accordance with the China Accounting Standards for Business Enterprises and the International Financial Reporting Standards, respectively. The Board has considered the quality of services provided by EY and the audit fees, including EY’s performance experience, team size, influence in the industry, compliance with the regulatory rules relating to qualifications and years of employment, and the performance of EY since its appointment as the Bank’s external auditors in 2021. The remuneration of EY as external auditors for the Bank of 2022 shall be RMB5 million. The above re-appointment of external auditors and their remuneration will take effect upon the approval by the Shareholders at the AGM by way of an ordinary resolution, and their term of office will commence from the date of the passing of the relevant resolution until the conclusion of the 2022 annual general meeting of the Bank.

### **8. Estimated Annual Caps for Daily Related Transactions of the Bank for 2022**

On March 31, 2022, the Board considered and approved the resolution on the Estimated Annual Caps for Daily Related Transactions for 2022. The relevant daily related transactions include credit business granted by the Bank or its holding subsidiaries to related parties, interbank borrowings provided by related parties to the Bank or its holding subsidiaries and joint and several liability guarantees provided by related parties to the Bank’s credit customers, which are regular businesses within the normal scope of the Bank’s operation and will be conducted in accordance with market-based pricing principles and on terms no better than those for similar transactions with non-related parties. The relevant annual caps for daily related transactions shall take effect until the date of approval of the new estimated annual caps for daily related transactions at the Bank’s next shareholders’ general meeting. These related transactions either do not constitute connected transactions or are fully exempted connected transactions under the Listing Rules.

Please refer to the Bank’s overseas regulatory announcement dated March 31, 2022 for details of the estimated annual caps for daily related transactions of the Bank for 2022.

### **9. Investment Plan of the Bank for 2022**

On January 20, 2022, the Board considered and approved the Proposal on the Investment Plan for 2022. The total investment plan of the Bank for 2022 amounts to RMB1,110 million, including RMB730 million for fixed asset investment projects and RMB380 million for other investment projects of intangible assets. Specifically, the fixed assets investment projects are mainly for production and operation, including housing purchase and decoration investment, information technology fixed assets investment, common office equipment fixed assets investment, etc.; other investment projects of intangible assets mainly include information system and software investment. The above investment projects are financed by the Bank’s own funds. The Bank’s investment plan for 2022 will be effective upon approval by the Shareholders at the AGM.

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## LETTER FROM THE BOARD

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### **10. Proposed Amendments to the Administrative Measures on Outward Equity Investments of the Bank**

On December 23, 2021, the Board considered and approved the Proposal on Amending the Administrative Measures on Outward Equity Investments of Bank of Chongqing Co., Ltd. The main amendments include clarifying the responsibilities for the corresponding management and disposal of debt-to-equity assets, the process for consideration and voting of debt-to-equity corporate proposals, improving the provisions for daily management monitoring and analysis, information disclosure and reporting of equity investments, supplementing and improving the timing and scope of post-investment evaluation as well as the basis for evaluation, and clarifying the institutional hierarchy of the Bank's administrative measures on outward equity investments. Upon the approval of the above amendments by the Shareholders at the AGM, the new Administrative Measures on Outward Equity Investments of the Bank shall take effect.

### **11. Proposed Amendment to the Authorization Plan of the Shareholders' General Meeting to the Board of Directors**

On March 24, 2022, the Board considered and approved the Proposed Amendment to the Authorization Plan of the Shareholders' General Meeting to the Board of Directors. The main amendments include improving the interpretation of the authority to approve the disposal of assets, redefining the scope of authorization for investment banking business and other refinement amendments. The above amendments are subject to the approval by the Shareholders by way of special resolution at the AGM.

## **VII. AGM**

The AGM will be held at 9:30 a.m. on Thursday, June 23, 2022 at the Multi-Function Conference Hall, 3/F of the Building of the Head Office of Bank of Chongqing, No. 6 Yongpingmen Street, Jiangbei District, Chongqing, the PRC to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the AGM. The notice of AGM has been despatched to the Shareholders on May 24, 2022.

The register of members of H Shares of the Bank will be closed from Monday, June 20, 2022 to Thursday, June 23, 2022 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected and registered. Holders of H Shares who have registered as Shareholders on the H Share register of members of the Bank on Monday, June 20, 2022 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM. In order to attend the AGM, holders of H Share should ensure that all transfer documents, accompanied by the relevant H Share certificates, are lodged with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Friday, June 17, 2022 (being the last registration date).

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## LETTER FROM THE BOARD

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Proxy forms for the AGM have been despatched to the Shareholders on Tuesday, May 24, 2022 and have also been published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

To be valid, for holders of H Shares, the form of proxy and notarized power of attorney or other document of authorization must be delivered to the Bank's H Share Registrar not less than 24 hours before the time appointed for the AGM. Completion and return of the proxy form will not preclude you from attending and voting at the AGM in person if you so wish.

### VIII. LISTING RULES REQUIREMENTS

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a shareholders' general meeting must be taken by poll. Therefore, all resolutions at the AGM will be taken by way of a poll.

Pursuant to Rule 2.15 of the Listing Rules, where shareholders' approval is required with regard to a transaction or arrangement, any shareholder that has a material interest in such transaction or arrangement shall abstain from voting on the resolution(s) approving such transaction or arrangement at the general meeting.

Chongqing Yufu Capital Operation Group Co., Ltd., Chongqing Yufu (Hong Kong) Limited, Lifan Technology (Group) Co., Ltd., Lifan International (Holdings) Limited, Chongqing Road & Bridge Co., Ltd., Chongqing International Trust Co., Ltd., Chongqing Rural Commercial Bank Co., Ltd., Southwest Securities Co., Ltd., Chongqing Land Group Co., Ltd., Chongqing Key Project Development Co., Ltd., Chongqing Fangzong Real Estate Co., Ltd., Chongqing Kangju Property Development Co., Ltd., Chongqing Urban Pest Control Institute Co., Ltd., Chongqing Qing'an Property Management Co., Ltd., Chongqing Chuanyi Automation Co., Ltd., Chongqing Hotel Co., Ltd., Chongqing Chuanyi Microcircuit Co., Ltd., Chongqing Silian Investment Management Co., Ltd. and Mr. Yang Yusong are deemed to have material interests in the resolution on the Estimated Annual Caps for Daily Related Transactions for 2022 and are required to abstain from voting on this resolution.

Save as disclosed above, as far as the Directors are aware, as of the Latest Practicable Date, no Shareholder is considered to have a material interest in the transactions and arrangements contemplated under the resolutions to be considered and approved at the AGM, therefore none of the Shareholders has to abstain from voting at the AGM.

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## LETTER FROM THE BOARD

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### IX. RECOMMENDATIONS

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

For and on behalf of the Board  
**Bank of Chongqing Co., Ltd.\***  
*Chairman*  
**LIN Jun**

Chongqing, the PRC

- \* *The Bank holds a financial licence number B0206H250000001 approved by the regulatory authority of the banking industry of the PRC and was authorised by the Administration for Market Regulation of Chongqing to obtain a corporate legal person business licence with a unified social credit code 91500000202869177Y. The Bank is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking and/or deposit-taking business in Hong Kong.*

The details of Ms. YOU Lili required to be disclosed under the Listing Rules are as follows:

**Ms. YOU Lili**, aged 42, is a director, the general manager and a deputy secretary of the Party Committee of Chongqing Land Group. Ms. YOU has joined Chongqing Land Group since March 2003. She served as a deputy director of Housing Development and Construction Department of Chongqing Land Group from March 2003 to February 2008. She successively served as a deputy director and director of the Development and Research Department of Chongqing Land Group from February 2008 to March 2014, and concurrently served as a discipline committee member of Chongqing Land Group from May 2011 to March 2014. She served as the director and a discipline committee member of Investment Development Department of Chongqing Land Group from March 2014 to July 2015, and served as a deputy general manager and a member of the Party Committee of Chongqing Land Group from July 2015 to April 2020. She has been a director, the general manager, and a deputy secretary of the Party Committee of Chongqing Land Group since April 2020. Before joining Chongqing Land Group, Ms. YOU worked in Chongqing Municipal Public Housing Management Office. She was a section officer, a deputy director, and the director of the Office of Renovation of Dilapidated Houses of Chongqing Municipal Public Housing Management Office from July 1996 to February 2002, and concurrently served as the manager of Chongqing Tongtai City Construction Development Co., Ltd. from April 1994 to February 2002, and a deputy director of Chongqing Municipal Public Housing Management Office from February 2002 to March 2003.

Ms. YOU obtained a college degree of accounting majoring in infrastructure finance from Chongqing Yuzhou University in 1996, a master's degree in engineering majoring in project management from School of Construction Management and Real Estate of Chongqing University in 2009 and a bachelor's degree of law (self-study in law) from Southwest University of Political Science and Law in 2011. Ms. YOU is a senior engineer and senior economist.

Ms. YOU has confirmed that, save as disclosed above, as at the Latest Practicable Date, she (1) has not held any other position in the Bank or any of its subsidiaries or any directorship in any other listed companies in the past three years; (2) does not have any relationship with any other Directors, members of senior management, substantial Shareholders or controlling Shareholders of the Bank; and (3) does not have and is not deemed to have any interest in any Shares, underlying Shares or debentures of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).



Details of the proposed amendments to the Articles of Association are as follows:

No.	Before amendments	After amendments
1.	<p><b>Article 1</b> The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Banking Supervision and Regulatory Law of the People’s Republic of China (hereinafter referred to as the “Banking Supervision and Regulatory Law”), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for the Articles of Association of the Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》), the Letter of Opinion on the Supplements and Amendments to the Articles of Association of the Companies Listed in Hong Kong (Zheng Jian Hai Han [1995] No.1), the Official Reply of the State Council regarding Adjusting the Application of Provisions to the Notice Period for Convention of Shareholders’ Meetings and other Matters of Overseas Listed Companies (Guo Han [2019] No. 97), relevant requirements of the Communist Party of China, as well as other relevant laws, regulations, rules and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter collectively referred to as the “Listing Rules”), with an aim to protect the legitimate rights and interests of Bank of Chongqing Co., Ltd. (hereinafter referred to as the “Bank”), and its shareholders and creditors, and to standardize the organization and activities of the Bank.</p>	<p><b>Article 1</b> The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Banking Supervision and Regulatory Law of the People’s Republic of China (hereinafter referred to as the “Banking Supervision and Regulatory Law”), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), <b><u>the Guidelines for Corporate Governance of Banking and Insurance Institutions, the Measures for Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial), the Measures for the Supervision and Administration of Investment of State-owned Enterprises in Chongqing</u></b>, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for the Articles of Association of the Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》), <b><u>the Rules for General Meetings of Listed Companies</u></b>, the Letter of Opinion on the Supplements and Amendments to the Articles of Association of the Companies Listed in Hong Kong (<del>Zheng Jian Hai Han [1995] No.1</del>), the Official Reply of the State Council regarding Adjusting the Application of Provisions to the Notice Period for Convention of Shareholders’ Meetings and other Matters of Overseas Listed Companies (<del>Guo Han [2019] No. 97</del>), relevant requirements of the Communist Party of China, as well as other relevant laws, regulations, rules and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter collectively referred to as the “Listing Rules”), with an aim to protect the legitimate rights and interests of Bank of Chongqing Co., Ltd. (hereinafter referred to as the “Bank”), and its shareholders and creditors, and to standardize the organization and activities of the Bank.</p>

No.	Before amendments	After amendments
2.	<p><b>Article 8</b> The Articles of Association shall take effect on the date of the RMB-denominated ordinary shares (A Shares) listing on the Shanghai Stock Exchange under the initial public offering, having already been approved by a shareholders' general meeting and reviewed by China Banking and Insurance Regulatory Commission Chongqing Bureau. From the effective date, the original Articles of the Bank will automatically be lapsed.</p> <p>From the effective date, the Articles of Association shall become a legally binding document which regulates the organization and acts of the Bank, and defines the rights and obligations between the Bank and its shareholders, and among the shareholders.</p>	<p><b>Article 8</b> The Articles of Association shall take effect <del>on the date of the RMB-denominated ordinary shares (A Shares) listing on the Shanghai Stock Exchange under the initial public offering,</del> <b>after</b> having already been approved by a shareholders' general meeting and reviewed by China Banking and Insurance Regulatory Commission Chongqing Bureau. From the effective date, the original Articles of the Bank will automatically be lapsed.</p> <p>From the effective date, the Articles of Association shall become a legally binding document which regulates the organization and acts of the Bank, and defines the rights and obligations between the Bank and its shareholders, and among the shareholders.</p>
3.	<p><b>Article 9</b> Pursuant to the Company Law and the Constitution of Communist Party of China (“CPC”), the Bank shall set up a committee for the Communist Party of China (the “Party Committee”) and an organization for discipline inspection and supervision to implement Party activities....</p>	<p><b>Article 9</b> Pursuant to the Company Law <del>and</del>, the Constitution of Communist Party of China (“CPC”), <b>the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》)</b> and other provisions, the Bank shall set up a committee for the Communist Party of China (the “Party Committee”) and an organization for discipline inspection and supervision to implement Party activities....</p>
4.	<p><b>Article 11...</b></p> <p>The shareholders may institute lawsuits against the Bank pursuant to the Articles of Association; the Bank may institute lawsuits against its shareholders, directors, supervisors and senior management pursuant to the Articles of Association; the shareholders may institute lawsuits against other shareholders pursuant to the Articles of Association; and the shareholders may institute lawsuits against the directors, supervisors and senior management of the Bank pursuant to the Articles of Association.</p> <p>...</p>	<p><b>Article 11...</b></p> <p><del>The shareholders may institute lawsuits against the Bank pursuant to the Articles of Association; the Bank may institute lawsuits against its shareholders, directors, supervisors and senior management pursuant to the Articles of Association; the shareholders may institute lawsuits against</del> <b>the Bank and</b> other shareholders pursuant to the Articles of Association; <del>and the shareholders may institute lawsuits against the</del> directors, supervisors and senior management of the Bank pursuant to the Articles of Association.</p> <p>...</p>

No.	Before amendments	After amendments
5.	<p><b>Article 12</b> The “senior management” referred to in the Articles of Association shall mean the Bank’s president, vice presidents, chief financial officer, secretary to the Board of Directors, chief executive officer and other management personnel designated by the Bank based on actual circumstances....</p>	<p><b>Article 12</b> The “senior management” referred to in the Articles of Association shall mean the Bank’s president, vice presidents, chief financial officer, secretary to the Board of Directors, chief <del>executive</del> officer, <u>general counsel</u> and other management personnel designated by the Bank based on actual circumstances....</p>
6.	<p><b>Article 13</b> The Bank’s investment shall conform to the national development plan and industrial policies, the layout of state-owned economy and structural adjustment direction, the enterprise development strategy and plan, as well as the investment decision-making procedures and management system of the Bank.</p> <p>The Bank shall adhere to making investment in accordance with the principle of “emphasizing the main business and enhancing core competitiveness”. The scale of investment shall be compatible with the Bank’s asset management scale, debt to assets ratio and actual fund-raising capacity....</p>	<p><b>Article 13</b> The Bank’s investment shall conform to the national development plan and industrial policies, the layout of state-owned economy and structural adjustment direction, the <del>enterprise</del>—development strategy and plan <b>of the Bank</b>, as well as the investment decision-making procedures and management system of the Bank.</p> <p>The Bank shall adhere to making investment in accordance with the principle of “<del>emphasizing</del> <b>focusing on</b> the main business and enhancing core competitiveness”. The scale of investment shall be compatible with the Bank’s <b>capital strength</b>, asset management scale, debt to assets ratio—<del>and</del>, actual fund-raising capacity, <b>management level, industry experience and risk-resistance capability</b>....</p>
7.	<p><b>Article 18</b> ...</p> <p>Unless otherwise specified, share(s) and share certificate(s) referred to in Chapter 3 to Chapter 18 and Chapter 21 to Chapter 23 herein shall indicate ordinary share(s) and ordinary share certificate(s), while shareholder(s) shall indicate ordinary shareholder(s)....</p>	<p><b>Article 18</b> ...</p> <p>Unless otherwise specified, share(s) and share certificate(s) referred to in <del>Chapter 3 to Chapter 18 and Chapter 21 to Chapter 23</del> herein shall indicate ordinary share(s) and ordinary share certificate(s), while shareholder(s) shall indicate ordinary shareholder(s)....</p>

No.	Before amendments	After amendments
8.	<p><b>Article 21</b> The shares issued by the Bank to domestic investors for subscription in RMB shall be referred to as domestic shares. The shares issued by the Bank to overseas investors for subscription in foreign currencies shall be referred to as foreign shares. Shares listed in a domestic stock exchange for trading shall be collectively referred to as domestically listed shares (A Shares). Foreign shares listed in an overseas country shall be referred to as overseas listed foreign shares.</p> <p>Upon approval by the securities supervisory authority of the State Council and the relevant banking regulatory authority, shareholders holding the unlisted shares of the Bank may have such shares held by them listed and traded publicly in overseas markets. If such shares are listed and traded on overseas stock exchanges, the regulatory procedures, provisions and requirements of the overseas stock markets shall also be complied with. No voting in shareholders' general meeting will be required for the listing and trading of such shares on overseas stock exchanges.</p>	<p><b>Article 21</b> The shares issued by the Bank to domestic investors for subscription in RMB shall be referred to as domestic shares. <del>The shares issued by the Bank,</del> <b>while those issued</b> to overseas investors for subscription in foreign currencies shall be referred to as <del>foreign shares.</del> Shares listed in a domestic stock exchange for trading shall be collectively referred to as <del>domestically listed shares (A Shares).</del> Foreign shares listed in an overseas country shall be referred to as overseas listed foreign shares.</p> <p><del>Upon approval by the securities supervisory authority of the State Council and the relevant banking regulatory authority, shareholders holding the unlisted shares of the Bank may have such shares held by them listed and traded publicly in overseas markets. If such shares are listed and traded on overseas stock exchanges, the regulatory procedures, provisions and requirements of the overseas stock markets shall also be complied with. No voting in shareholders' general meeting will be required for the listing and trading of such shares on overseas stock exchanges.</del></p> <p><b><u>The shares of the Bank listed and traded on the Shanghai Stock Exchange are collectively referred to as A Shares, while those listed on the Hong Kong Stock Exchange are collectively referred to as H Shares.</u></b></p>
9.	<p><b>Article 22</b> Domestically listed shares issued by the Bank shall be under the custody of the depository complying with the relevant requirements. Overseas listed foreign shares issued by the Bank are listed in Hong Kong, which are mainly under the custody of an entrusted custody company under the Hong Kong Securities Clearing Company Limited.</p>	<p><b>Article 22</b> <del>Domestically listed shares</del><b>The A Shares</b> issued by the Bank shall be under the custody of the depository <del>complying with the relevant requirements</del><b>Shanghai Branch of China Securities Depository and Clearing Corporation Limited.</b> Overseas listed foreign shares<b>The H Shares</b> issued by the Bank are listed in Hong Kong, which are mainly under the custody of an entrusted custody company under the Hong Kong Securities Clearing Company Limited <b>and may also be held by shareholders in individual names.</b></p>

No.	Before amendments	After amendments
10.	<p><b>Article 23</b> With the approval of approving department authorized by the State Council, the Bank issues a total of 3,474,505,339 ordinary shares after its establishment. At the time of its establishment, the Bank issued 225,190,000 ordinary shares, representing 7.34% of the total number of ordinary shares issuable by the Bank; upon its establishment, the Bank issued a total of 1,765,428,604 ordinary shares in separate tranches, representing 50.81% of the total number of ordinary shares issuable by the Bank; with approval of the relevant regulatory authority, the Bank issued 670,000,000 overseas listed foreign shares (H Shares), and has an aggregate of 684,608,901 issued overseas listed foreign shares upon the exercise of the over-allotment option, representing 19.70% of the total number of ordinary shares issuable by the Bank; with the approval of relevant regulatory authorities, the Bank issued 421,827,300 overseas listed foreign shares, representing 12.14% of the total number of ordinary shares issuable by the Bank. With the approval of approving department authorized by the State Council, 347,450,534 RMB denominated ordinary shares (A Shares) are initially issued to the public in the PRC (excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan) and listed on the Shanghai Stock Exchange on February 2021, representing 10.00% of the total number of ordinary shares issuable by the Bank.</p>	<p><b>Article 23</b> With the approval of approving department authorized by the State Council, the Bank issues a total of 3,474,505,339 ordinary shares after its establishment. At the time of its establishment, the Bank issued 225,190,000 ordinary shares, representing 7.34% of the total number of ordinary shares issuable by the Bank; upon its establishment, the Bank issued a total of 1,765,428,604 ordinary shares in separate tranches, representing 50.81% of the total number of ordinary shares issuable by the Bank; <del>with approval of the relevant regulatory authority.</del> <b><u>With the approval of approving department authorized by the State Council in November 2013,</u></b> the Bank issued 670,000,000 <del>overseas listed foreign shares (H Shares),</del> and has an aggregate of 684,608,901 issued <del>overseas listed foreign</del> <b><u>H</u></b> Shares upon the exercise of the over-allotment option, representing 19.70% of the total number of ordinary shares issuable by the Bank; with the approval of <del>relevant regulatory authorities</del> <b><u>approving department authorized by the State Council in December 2015,</u></b> the Bank issued 421,827,300 <del>overseas listed foreign</del> <b><u>H</u></b> Shares, representing 12.14% of the total number of ordinary shares issuable by the Bank. With the approval of approving department authorized by the State Council <b><u>in February 2021, the Bank issued</u></b> 347,450,534 RMB <del>denominated ordinary shares (A Shares) are initially issued to the public in the PRC (excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan) and listed on the Shanghai Stock Exchange on February 2021,</del> representing 10.00% of the total number of ordinary shares issuable by the Bank.</p>

No.	Before amendments	After amendments
11.	<p><b>Article 24</b> The Bank's capital structure of ordinary shares is: 3,474,505,339 ordinary shares, of which 1,895,484,527 shares are domestic A Shares, representing 54.55% of the ordinary shares of the Bank; and 1,579,020,812 shares are overseas listed foreign H Shares, representing 45.45% of the ordinary shares of the Bank.</p>	<p><b>Article 24</b> The Bank's capital structure of ordinary shares is: 3,474,505,339 ordinary shares, of which 1,895,484,527 shares are <del>domestic</del> A Shares, representing 54.55% of the ordinary shares of the Bank; and 1,579,020,812 shares are <del>overseas listed foreign</del> H Shares, representing 45.45% of the ordinary shares of the Bank.</p>
12.	<p><b>Article 58</b> Shareholders of the Bank shall enjoy the following rights, and in the case that the Articles of Association provide for otherwise in terms of the rights of the holders of preference shares, such relevant provisions thereof shall apply:</p> <p>...</p> <p>(2) requesting, convening, presiding over, attending or entrusting proxy to attend meetings of shareholders according to laws and exercise the voting rights on the basis of the number of shares held by them;</p> <p>...</p>	<p><b>Article 58</b> Shareholders of the Bank shall enjoy the following rights, and in the case that the Articles of Association provide for otherwise in terms of the rights of the holders of preference shares, such relevant provisions thereof shall apply:</p> <p>...</p> <p>(2) requesting, convening, presiding over, attending or entrusting proxy to attend meetings of shareholders according to laws <u>with the right to speak at the shareholders' general meeting</u> and exercise the voting rights on the basis of the number of shares held by them;</p> <p>...</p>
13.	<p><b>Article 62</b> The Bank's shareholders bear the following obligations, and in the case that the Articles of Association provide for otherwise in terms of the obligations of the holders of preference shares, such relevant provisions thereof shall apply:</p> <p>(1) comply with the laws, regulations and regulatory requirements as well as the Articles of Association; fulfill the fiduciary duty to the Bank in accordance with laws and ensure that the information submitted in relation to them is true, complete and valid; the substantial shareholders shall also declare to the Board of Directors their connected parties, their connected relationship with other shareholders and their shareholdings in other commercial banks in a truthful and complete manner. If there is any change in the connected relationship, it shall be reported timely to the Board of Directors;</p>	<p><b>Article 62</b> The Bank's shareholders bear the following obligations, and in the case that the Articles of Association provide for otherwise in terms of the obligations of the holders of preference shares, such relevant provisions thereof shall apply:</p> <p>(1) comply with the laws, regulations and regulatory requirements as well as the Articles of Association; fulfill the fiduciary duty to the Bank in accordance with laws and ensure that the information submitted in relation to them is true, complete and valid; <del>the substantial shareholders shall also declare to the Board of Directors their connected parties, their connected relationship with other shareholders and their shareholdings in other commercial banks in a truthful and complete manner. If there is any change in the connected relationship, it shall be reported timely to the Board of Directors;</del></p>

No.	Before amendments	After amendments
	<p>(2) pay for shares according to the number of their subscribed shares and the type of their subscription;</p> <p>(3) not to refund shares, except in the cases regulated by the laws and regulations;</p> <p>(4) not to seek improper benefits or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers pursuant to the Articles of Association, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management; not to abuse the rights of shareholders to damage the interests of the Bank or other shareholders; where the Bank's shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation in accordance with laws;</p> <p>(5) not to abuse the independent status of the Bank juridical person or limited liability of shareholders to damage the interests of the Bank's creditors; where the Bank's shareholders abuse the independent status of the Bank juridical person or limited liability of shareholders to avoid debts, or cause a serious damage to the interests of the Bank's creditors, they shall be jointly and severally liable for the Bank's debts;</p>	<p>(2) pay for shares according to the number of their subscribed shares and the type of their subscription, <b><u>using their own funds obtained from legitimate sources to acquire equity of the Bank, rather than using entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations or regulatory system;</u></b></p> <p>(3) <b><u>comply with the regulatory requirements on the shareholding and the number of shareholding institutions, and not to entrust others to hold shares of the Bank or hold on behalf of others the shares of the Bank;</u></b> not to refund shares, except in the cases regulated by the laws and regulations;</p> <p>(4) <b><u>shareholders of the Bank and their controlling shareholders and de facto controllers shall not abuse the shareholders' rights or use related party relations to jeopardize the legitimate interests of the Bank, other shareholders and stakeholders,</u></b> <del>not to</del> seek improper benefits or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers pursuant to the Articles of Association, and <del>not to</del> bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management; <del>not to</del> abuse the rights of shareholders to damage the interests of the Bank or other shareholders; where the Bank's shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation in accordance with laws;</p> <p>(5) not to abuse the independent status of the Bank juridical person or limited liability of shareholders to damage the interests of the Bank's creditors; where the Bank's shareholders abuse the independent status of the Bank juridical person or limited liability of shareholders to avoid debts, or cause a serious damage to the interests of the Bank's creditors, they shall be jointly and severally liable for the Bank's debts;</p>

No.	Before amendments	After amendments
	<p>(6) shareholders, especially the substantial shareholders (being shareholders holding or controlling, directly or indirectly, over 5% shares or voting rights of the Bank or able to have significant influence on decisions of the Bank), shall support the reasonable capital plans formulated by the Board of Directors to enable the Bank to meet regulatory capital requirements constantly. Shareholders shall support the reasonable measures suggested by the Board of Directors to raise the capital adequacy ratio of the Bank when the ratio is lower than the statutory standard, where the capital adequacy ratio can meet regulatory requirements within prescribed period through replenishing capital by way of increasing core capital or taking other measures. Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the introduction of new qualified shareholders. Substantial shareholders shall also make written long-term undertakings to the Bank in respect of capital replenishment, which will form a part of the capital plans of the Bank. When purchasing shares of the Bank, the substantial shareholders shall undertake in writing to comply with the laws, regulations and regulatory requirements as well as the Articles of Association and make a statement on the purpose of purchasing shares of the Bank;</p> <p>(7) the substantial shareholders of the Bank shall establish an effective risk isolation mechanism to prevent risk contagion and transfer among shareholders, the Bank and other affiliates;</p>	<p>(6) shareholders, especially the substantial shareholders (being shareholders holding or controlling, <del>directly or indirectly,</del> over 5% shares or voting rights of the Bank <b><u>or whose total capital or shareholding is less than 5% but have a significant influence on the operations and management of the Bank. The aforesaid “significant influence” includes but not limited to dispatching directors, supervisors or senior management to the Bank, affecting the financial and operations and management decision-making of the Bank via agreements or by other means, and other circumstances identified by the banking regulatory authorities</u></b> <del>or able to have significant influence on decisions of the Bank</del>), shall support the reasonable capital plans formulated by the Board of Directors to enable the Bank to meet regulatory capital requirements constantly. Shareholders shall support the reasonable measures suggested by the Board of Directors to raise the capital adequacy ratio of the Bank when the ratio is lower than the statutory standard, where the capital adequacy ratio can meet regulatory requirements within prescribed period through replenishing capital by way of increasing core capital or taking other measures. Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the introduction of new qualified shareholders. Substantial shareholders shall also make written long-term undertakings to the Bank in respect of capital replenishment, which will form a part of the capital plans of the Bank. When purchasing shares of the Bank, the substantial shareholders shall undertake in writing to comply with the laws, regulations and regulatory requirements as well as the Articles of Association and make a statement on the purpose of purchasing shares of the Bank;</p> <p>(7) the substantial shareholders of the Bank shall establish an effective risk isolation mechanism to prevent risk contagion and transfer among shareholders, the Bank and other affiliates;</p>



No.	Before amendments	After amendments
	<p>(8) the substantial shareholders of the Bank shall effectively manage their concurrent holding of positions as any of the members of the Board of Directors, members of the Board of Supervisors and the senior management member in the Bank or in any other affiliates to prevent conflicts of interest;</p> <p>(9) the substantial shareholders of the Bank shall report the following information to the Bank in a timely, accurate and complete manner: (1) business conditions, financial information and shareholding structure; (2) source of capital invested in the Bank; (3) the controlling shareholder, <i>de facto</i> controller, related parties, parties acting in concert and ultimate beneficiary and their changes; (4) litigation protection measures being adopted of enforcement for the equity interest held in the Bank; (5) pledged or released of the equity interest held in the Bank; (6) change of name; (7) mergers and divisions; (8) subject to regulatory measures such as being ordered to stop doing business for internal rectification, appointed trusteeship, takeover or cancellation, or entering into dissolution, bankruptcy, liquidation; (9) other circumstances that may affect the qualification and condition of shareholders or lead to changes in the shareholding in the Bank;</p>	<p>(8) the substantial shareholders of the Bank shall effectively manage their concurrent holding of positions as any of the members of the Board of Directors, members of the Board of Supervisors and the senior management member in the Bank or in any other affiliates to prevent conflicts of interest;</p> <p>(9) the <del>substantial</del> shareholders of the Bank shall report <b><u>in writing</u></b> the following information to the Bank in a timely, accurate and complete manner: (1) business conditions, financial information and shareholding structure; (2) source of capital invested in the Bank; (3) the controlling shareholder, <i>de facto</i> controller, related parties, parties acting in concert and ultimate beneficiary and their changes; (4) <del>litigation protection measures being adopted of enforcement for the equity interest held in the Bank</del><b><u>investment in other financial institutions</u></b>; (5) <del>pledged or released of the equity interest</del><b><u>shares of the Bank held in the Bank involving in litigation, arbitration, legal enforcement measures by judicial authorities or other authorities</u></b>; (6) <del>change of name</del><b><u>shares of the Bank held being pledged or released</u></b>; <b><u>(7) changes in their legal representatives, company names, places of operation, operation scope, and other significant matters</u></b>; <del>(78)</del> mergers and divisions; <del>(89)</del> subject to regulatory measures such as being ordered to stop doing business for internal rectification, appointed trusteeship, takeover or cancellation, or entering into dissolution, bankruptcy, liquidation; <del>(910)</del> other circumstances that may affect the qualification and condition of shareholders or lead to changes in the shareholding in the Bank;</p>

No.	Before amendments	After amendments
	<p>(10) other obligations stipulated by laws, administrative regulations and the Articles of Association.</p> <p>...</p>	<p>(10) <u>shareholders who transfer or pledge their shares of the Bank, or enter into related transactions with the Bank are subject to the laws, regulations and regulatory requirements, and shall not jeopardize the interests of other shareholders of the Bank and the Bank;</u></p> <p>(11) <u>shareholders shall cooperate with the regulatory authorities in investigation and risk disposal in case of a risk event or a major violation on part of the Bank;</u></p> <p>(12) <u>other obligations stipulated by laws, administrative regulations and the Articles of Association.</u></p> <p><u>In case of a material risk event, the Bank shall adopt an appropriate loss absorption and risk mitigation mechanism according to the relevant laws and regulations and risk contingency program of the Bank. The shareholders shall give positive support.</u></p> <p>...</p>
14.	<p><b>Article 64</b> Where the Bank's capital adequacy ratio is below the standard of Commercial Bank Law, the shareholders should support the proposals and measures by the Board to increase the capital adequacy ratio.</p>	<p><b>Article 64</b> Where the Bank's capital adequacy ratio is <del>below the standard of Commercial Bank Law</del> <u>fails to meet the minimum regulatory requirements</u>, the shareholders should support the proposals and measures by the Board to increase the capital adequacy ratio.</p>

No.	Before amendments	After amendments
15.	<p><b>Article 65</b> If the possibility that the Bank will encounter liquidity squeeze arises, all shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid.</p> <p>The Bank encounters liquidity squeeze when the Bank is under circumstances that the indicators below do not conform with the lowest standard prescribed by the related state regulatory institutions or other circumstances that lead the Bank suffers payment risks:</p> <ol style="list-style-type: none"> <li>1. the ratio between balance of current assets at the end of the period and balance of current liabilities at the end of period;</li> <li>2. the ratio between the sum of deposit reserve and monies prepared to be paid and balance of various deposits at the end of the period (excluding entrusted deposits);</li> <li>3. the ratio between balance of non-performing loans at the end of the period and balance of various loans at the end of the period;</li> <li>4. the ratio between the sum of interbank borrowings and placements from banks and other financial institutions take away the sum of interbank lending and placements with banks and other financial institutions) and balance of various deposits at the end of the period (excluding entrusted deposits).</li> </ol>	<p><b>Article 65</b> If the possibility that the Bank will encounter liquidity squeeze arises, all shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid.</p> <p>The Bank <del>encounters</del> <u>criteria for determining</u> liquidity squeeze <u>referred to herein shall be subject to laws, administrative regulations, departmental rules and the provisions of the banking regulatory authority.</u><del>when the Bank is under circumstances that the indicators below do not conform with the lowest standard prescribed by the related state regulatory institutions or other circumstances that lead the Bank suffers payment risks:</del></p> <ol style="list-style-type: none"> <li>1. <del>the ratio between balance of current assets at the end of the period and balance of current liabilities at the end of period;</del></li> <li>2. <del>the ratio between the sum of deposit reserve and monies prepared to be paid and balance of various deposits at the end of the period (excluding entrusted deposits);</del></li> <li>3. <del>the ratio between balance of non-performing loans at the end of the period and balance of various loans at the end of the period;</del></li> <li>4. <del>the ratio between the sum of interbank borrowings and placements from banks and other financial institutions take away the sum of interbank lending and placements with banks and other financial institutions) and balance of various deposits at the end of the period (excluding entrusted deposits).</del></li> </ol>

No.	Before amendments	After amendments
16.	<p><b>Article 68</b> During the period where a shareholder, especially a substantial shareholder, has credit extended by the Bank overdue, the voting rights of this shareholder at shareholder's general meetings and those of his representing director at board meetings shall be restricted, and the Bank should set forth the above situations in the minutes of the general meeting.</p>	<p><b>Article 68</b> During the period where a <del>shareholder, especially</del> a substantial shareholder, <del>has credit extended by the Bank overdue, the voting rights of this shareholder at shareholder's</del> <u>shareholders'</u> general meetings and those of his representing director at board meetings shall be restricted, <del>and.</del> <b><u>During the period where other shareholders have credit extended by the Bank overdue, the Bank shall limit their relevant rights in combination with the actual situation of the Bank.</u></b> †The Bank should set forth the above situations in the minutes of the general meeting.</p>
17.	<p><b>Article 73</b> The general meeting of shareholders is an organ of power in the Bank which performs the following functions and powers according to law:</p> <p>(1) to decide the Bank's business policy and investment plans;</p> <p>(2) to elect and replace directors and decide on matters related to the remuneration of such directors;</p> <p>(3) to elect and replace supervisors served by representatives of shareholders, and decide on matters related to the remuneration of supervisors;</p> <p>(4) to examine and approve the report of the Board of Directors;</p> <p>(5) to examine and approve the report of the Board of Supervisors;</p> <p>(6) to examine and approve the Bank's annual financial budget and its final accounts;</p> <p>(7) to examine and approve the Bank's plans for profit allocation and loss recovery;</p> <p>(8) to adopt a resolution on increase or decrease in the Bank's registered capital;</p> <p>(9) to adopt resolutions on matters involving merger, separation, dissolution and liquidation of the Bank;</p>	<p><b>Article 73</b> The general meeting of shareholders is an organ of power in the Bank which performs the following functions and powers according to law:</p> <p>(1) to decide the Bank's business policy and investment plans;</p> <p>(2) <del>to elect and replace directors and decide on matters related to the remuneration of such directors;</del></p> <p>(32) to elect and replace <b><u>directors and supervisors not</u></b> served by representatives of <del>shareholder</del><b><u>employees</u></b>, and decide on matters related to the remuneration of <b><u>directors and</u></b> supervisors;</p> <p>(43) to examine and approve the report of the Board of Directors;</p> <p>(54) to examine and approve the report of the Board of Supervisors;</p> <p>(65) to examine and approve the Bank's annual financial budget and its final accounts;</p> <p>(76) to examine and approve the Bank's plans for profit allocation and loss recovery;</p> <p>(87) to adopt a resolution on increase or decrease in the Bank's registered capital;</p> <p>(98) to adopt resolutions on <del>matters involving merger, separation, dissolution and, liquidation</del> <b><u>or change of company form</u></b> of the Bank;</p>

No.	Before amendments	After amendments
	<p>(10) to make a resolution on the issuance of the Bank's bonds;</p> <p>(11) to adopt resolutions on the hiring or firing or discontinuing the appointment of an accounting firm;</p> <p>(12) to amend the Articles of Association;</p> <p>(13) to examine and approve proposals made by the shareholders representing more than 3% of the voting shares in the Bank;</p> <p>(14) to examine and approve the matters of providing guarantee for shareholders and <i>de facto</i> controllers;</p> <p>(15) to examine and approve the purchase or sale of material assets or guarantee amounts for financing accounting of or more than 30% of the Bank's latest audited total assets;</p> <p>(16) to examine and approve financing guarantees provided to any guaranteed party whose debt to assets ratio is higher than 70%;</p> <p>(17) to examine and approve any single financing guarantee with an amount exceeding 10% of the latest audited net assets value of the Bank;</p> <p>(18) to examine and approve connected transactions which shall be approved by the shareholders general meeting in accordance with laws, administrative regulations, rules and provisions of the securities regulatory authority of the places where the shares of the Bank are listed;</p>	<p><del>(109)</del> to <del>make</del><b>adopt</b> a resolution on the issuance of the Bank's bonds <b>or other securities or the listing of the Bank;</b></p> <p><b><u>(10) to adopt a resolution on the acquisition of shares of the Bank in accordance with the laws;</u></b></p> <p>(11) to adopt resolutions on the hiring or firing <del>or discontinuing the appointment of an accounting firm</del> <b>that is responsible for the regular statutory audits of the Bank's financial reports;</b></p> <p>(12) to amend the Articles of Association;</p> <p><b><u>(13) to examine and approve the procedural rules for general meetings, the Board of Directors and the Board of Supervisors of the Bank;</u></b></p> <p><del>(143)</del> to examine and approve proposals made by the shareholders <del>representing</del><b>individually or jointly holding</b> more than 3% of the voting shares in the Bank;</p> <p><del>(154)</del> to examine and approve the matters of providing guarantee for shareholders and <i>de facto</i> controllers;</p> <p><del>(165)</del> to examine and approve the purchase or sale of material assets or guarantee amounts for financing accounting of or more than 30% of the Bank's latest audited total assets;</p> <p><del>(176)</del> to examine and approve financing guarantees provided to any guaranteed party whose debt to assets ratio is higher than 70%;</p> <p><del>(187)</del> to examine and approve any single financing guarantee with an amount exceeding 10% of the latest audited net assets value of the Bank;</p> <p><del>(198)</del> to examine and approve connected transactions which shall be approved by the shareholders' general meeting in accordance with laws, administrative regulations, rules and provisions of the securities regulatory authority of the places where the shares of the Bank are listed;</p>

No.	Before amendments	After amendments
	<p>(19) to examine and approve changes in the use of proceeds;</p> <p>(20) to examine and approve the equity incentive plan;</p> <p>(21) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine the matters relating to the issuance of preference shares by the Bank, including but without limitation to redemption, conversion and dividend distribution etc.;</p> <p>(22) other matters which should be determined by the general meeting of shareholders in accordance with the laws, administrative regulations as well as the Articles of Association.</p>	<p><del>(19)</del> to examine and approve changes in the use of proceeds;</p> <p><del>(20)</del> to examine and approve <u>the Bank's share repurchase and</u> the equity incentive plan;</p> <p><del>(21)</del> to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine the matters relating to the issuance of preference shares by the Bank, including but without limitation to redemption, conversion and dividend distribution etc.;</p> <p><b><u>(23) external donations of the Board of Directors exceeding the amount authorized by the shareholders' general meeting;</u></b></p> <p><b><u>(24) purchases of major assets, procurement of bulk materials and services by the Board of Directors exceeding the amount authorized by the shareholders' general meeting;</u></b></p> <p><b><u>(25) to mobilize and use funds for projects not included in the annual budget; to mobilize and use large amount of funds by the Board of Directors exceeding the amount authorized by the shareholders' general meeting;</u></b></p> <p><del>(22)</del> other matters which should be determined by the general meeting of shareholders in accordance with the laws, administrative regulations, <b><u>regulatory requirements</u></b> <del>or as well as the</del> Articles of Association.</p> <p><b><u>If the shareholders' general meeting makes decisions on the above matters, which fall within the scope of the pre-study and discussion of the Party Committee of the Bank, it shall listen to the opinions and suggestions of the Party Committee of the Bank in advance and be considered and approved by the Board of Directors.</u></b></p>

No.	Before amendments	After amendments
		<b><u>The shareholders' general meeting shall not delegate the functions and powers to the Board of Directors, which are expressly prohibited by the Company Law and other laws, regulations and regulatory requirements.</u></b>
18.	<p><b>Article 76...</b></p> <p>An extraordinary general meeting shall be convened by the Board of Directors within two months upon the occurrence of any of the following events:</p> <p>(1) the number of directors is less than the number stipulated in the Company Law or less than two-thirds of the minimum number stipulated in the Articles of Association;</p> <p>(2) the unrecovered loss of the Bank reaches one-third of the Bank's total share capital;</p> <p>(3) upon request in writing by shareholders holding more than 10% of the Bank's outstanding shares with voting rights to convene an extraordinary general meeting;</p> <p>(4) the Board of Directors may deem necessary or upon the request by the Board of Supervisors;</p> <p>(5) other circumstances stipulated by laws, administrative regulations, rules or the Bank's Articles.</p> <p>...</p>	<p><b>Article 76...</b></p> <p>An extraordinary general meeting shall be convened by the Board of Directors within two months upon the occurrence of any of the following events:</p> <p>(1) the number of directors is less than the number stipulated in the Company Law or less than two-thirds of the minimum number stipulated in the Articles of Association;</p> <p>(2) the unrecovered loss of the Bank reaches one-third of the Bank's total share capital;</p> <p>(3) upon request in writing by shareholders holding more than 10% of the Bank's outstanding shares with voting rights to convene an extraordinary general meeting;</p> <p>(4) the Board of Directors may deem necessary or upon the request by the Board of Supervisors;</p> <p><b><u>(5) more than half and no less than two of the independent directors propose to convene an extraordinary general meeting;</u></b></p> <p><del>(5)</del> other circumstances stipulated by laws, administrative regulations, rules or the Articles <b><u>of Association.</u></b></p> <p>...</p>

No.	Before amendments	After amendments
19.	<p><b>Article 79</b> Independent directors shall have the right to jointly propose to the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to convening of an extraordinary general meeting within 10 days upon receipt of such proposal of the same from the independent directors.</p> <p>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of shareholders' general meeting shall be issued within five days after passing such resolution of the Board of Directors. In the event that the Board of Directors does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given by way of an announcement.</p>	<p><b>Article 79</b> Independent directors shall have the right to jointly propose to the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to convening of an extraordinary general meeting within 10 days upon receipt of such proposal of the same from the independent directors.</p> <p>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of shareholders' general meeting shall be issued within five days after passing such resolution of the Board of Directors. In the event that the Board of Directors does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given by way of an announcement.</p> <p><b><u>If the number of independent directors proposing to convene an extraordinary general meeting is more than half of the total number of independent directors and no less than two, the Bank shall convene an extraordinary general meeting within two months.</u></b></p>
20.	<p><b>Article 81</b> Shareholders individually or jointly holding 10% or more of the total voting shares of the Bank shall have the right to request the Board of Directors to convene an extraordinary general meeting or a class shareholders' general meeting in writing. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days upon receipt of such request.</p>	<p><b>Article 81</b> Shareholders individually or jointly holding 10% or more of the total voting shares of the Bank shall have the right to request the Board of Directors to convene an extraordinary general meeting <del>or a class shareholders' general meeting</del> in writing. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days upon receipt of such request.</p>



No.	Before amendments	After amendments
	<p>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after passing such resolution of the Board of Directors. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or does not furnish any reply within 30 days upon receipt of such request, the shareholders making such request may convene the general meeting on their own within four months upon receipt of such request by the Board of Directors. The procedures of convening such meeting shall to the extent possible be the same as those of convening such meeting by the Board of Directors.</p> <p>Reasonable costs incurred by the Shareholders in respect of convening and presiding over the meeting due to the failure of the Board of Directors to convene the general meeting according to the aforementioned requirements shall be borne by the Bank, which may be deducted from the Bank's outstanding payment to directors in dereliction of duty.</p>	<p>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after passing such resolution of the Board of Directors. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p><b><u>In the event that the Board of Directors disagrees to convene an extraordinary general meeting or does not furnish any reply within 10 days upon receipt of such request, shareholders individually or jointly holding 10% or more of the Bank's total voting shares shall be entitled to propose to the Board of Supervisors the convening of an extraordinary general meeting, and such request shall be made in writing.</u></b></p> <p><b><u>In the event that the Board of Supervisors agrees to convene an extraordinary general meeting, the notice of extraordinary general meeting shall be issued within five days upon receipt of such request. Any changes to the original request made in the notice shall require prior consent of the shareholders concerned.</u></b></p> <p><b><u>Failure of the Board of Supervisors to issue the notice of extraordinary general meeting within the prescribed timeframe shall be deemed as failure of the Board of Supervisors to convene and preside over a shareholders' general meeting, and shareholders individually or jointly holding 10% or more of the Bank's total voting shares for more than 90 consecutive days may convene and preside over the meeting by themselves.</u></b></p>

No.	Before amendments	After amendments
		<p>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or does not furnish any reply within 30 days upon receipt of such request, the shareholders making such request may convene the general meeting on their own within four months upon receipt of such request by the Board of Directors. The procedures of convening such meeting shall to the extent possible be the same as those of convening such meeting by the Board of Directors.</p> <p>Reasonable costs incurred by the Shareholders in respect of convening and presiding over the meeting due to the failure of the Board of Directors to convene the general meeting according to the aforementioned requirements shall be borne by the Bank, which may be deducted from the Bank's outstanding payment to directors in dereliction of duty.</p>
21.	<p><b>Article 82</b> If the Board of Supervisors or the shareholders proposes to convene the shareholders' general meeting on its or their own, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the local agency of CSRC and the stock exchange of the jurisdiction where the Bank is located.</p>	<p><b>Article 82</b> If the Board of Supervisors or the shareholders proposes to convene the shareholders' general meeting on its or their own, the Board of Directors shall be informed in writing and the relevant documents shall be filed with <del>the local agency of CSRC and</del> the stock exchange of the jurisdiction where the Bank is <del>located</del><u>listed</u>.</p>

No.	Before amendments	After amendments
22.	<p><b>Article 83</b> The Board of Directors and the secretary to the Board of Directors shall cooperate with respect to matters relating to the shareholders' general meeting convened by the supervisory board or shareholders on their own. The Board of Directors shall provide the register of shareholders as at the record date.</p>	<p><b>Article 83</b> The Board of Directors and the secretary to the Board of Directors shall cooperate with respect to matters relating to the shareholders' general meeting convened by the supervisory board or shareholders on their own. The Board of Directors shall provide the register of shareholders as at the record date. <u><b>In the event that the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution for obtaining the same with the relevant announcement on the convening of the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for other purposes other than convening the shareholders' general meeting.</b></u></p>
23.	<p><b>Article 85</b> The Bank shall notify all of its shareholders of the date and place of the meeting, the matters to be considered at the meeting, 20 working days prior to an annual general meeting, and 10 working days or 15 days (whichever is longer) prior to an extraordinary general meeting. If relevant laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the shares of the Bank are listed provide otherwise in relation to the time for dispatch of other documents for an annual general meeting or extraordinary meeting, such provisions shall be complied with.</p>	<p><b>Article 85</b> The Bank shall notify all of its shareholders of the date and place of the meeting, the matters to be considered at the meeting, 20 <del>working</del> days prior to an annual general meeting, and <del>10 working days or</del> 15 days (<del>whichever is longer</del>) prior to an extraordinary general meeting. If relevant laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the shares of the Bank are listed provide otherwise in relation to the time for dispatch of other documents for an annual general meeting or extraordinary meeting, such provisions shall be complied with.</p>

No.	Before amendments	After amendments
24.	<p><b>Article 86</b> Whenever the Bank convenes a shareholders' general meeting, the Board of Directors, the Board of Supervisors, as well as shareholders individually or jointly holding 3% or more of the total voting shares of the Bank shall have the right to propose motions to the Bank.</p> <p>...</p> <p>No voting or resolution shall be effected or adopted at the shareholders' general meeting for motions that have not been stated in the notice of shareholders' general meeting or that do not comply with previous Article.</p> <p>The shareholders' general meeting shall not decide or notify such matters not contained in the notice concerned.</p>	<p><b>Article 86</b> Whenever the Bank convenes a shareholders' general meeting, the Board of Directors, the Board of Supervisors, as well as shareholders individually or jointly holding 3% or more of the total voting shares of the Bank shall have the right to propose motions to the Bank.</p> <p>...</p> <p><b><u>The content of motions shall fall within the functions and powers of the general meeting, have clear subject for discussion and specific matters to be resolved and comply with relevant requirements of the laws, administrative regulations and the Articles of Association.</u></b></p> <p>No voting or resolution shall be effected or adopted at the shareholders' general meeting for motions that have not been stated in the notice of shareholders' general meeting or that do not comply with previous Article.</p> <p>The shareholders' general meeting shall not decide or notify such matters not contained in the notice concerned.</p>
25.	<p><b>Article 89</b> Methods and procedures of nominating directors:</p> <p>(1) director candidates shall be proposed by the Board of Directors within the number of candidates as set out in the Articles of Association. Unless otherwise stated in these Articles of Association, the shareholders individually or jointly holding 3% or more of shares of the Bank shall have the right to propose such candidates to the Board of Directors, but the number of candidates proposed by such shareholders must comply with the provisions of the Articles of Association, and must not exceed the number of people to be selected.</p> <p>...</p>	<p><b>Article 89</b> Methods and procedures of nominating directors:</p> <p>(1) director candidates shall be proposed by the Board of Directors within the number of candidates as set out in the Articles of Association. Unless otherwise stated in these Articles of Association, the shareholders individually or jointly holding 3% or more of <b><u>total voting</u></b> shares of the Bank <b><u>and the nomination committee under the Board of Directors</u></b> shall have the right to propose such <b><u>non-independent</u></b> candidates to the Board of Directors, but the number of candidates proposed <del>by such shareholders</del> must comply with the provisions of the Articles of Association, and must not exceed the number of people to be selected.</p> <p>...</p>

No.	Before amendments	After amendments
	<p>(2) one shareholder, together with his associates shall not nominate both a director candidate and a supervisor candidate; where a candidate nominated by one shareholder together with his associates has served as director (or supervisor), such shareholder shall not nominate another director (or supervisor) candidate before the expiry of the term or replacement of such director (or supervisor). The number of directors nominated by one shareholder and his associates in principle shall not exceed one third of the total number of members of the Board of Directors.</p> <p>...</p>	<p>(2) one shareholder, together with his associates shall not nominate both a director candidate and a supervisor candidate; where a candidate nominated by one shareholder together with his associates has served as director (or supervisor), such shareholder shall not nominate another director (or supervisor) candidate before the expiry of the term or replacement of such director (or supervisor). The number of directors nominated by one shareholder and his associates in principle shall not exceed one third of the total number of members of the Board of Directors, <b><u>unless stipulated otherwise by the State. The shareholder and his/her associates who have nominated a non-independent director shall not nominate an independent director.</u></b></p> <p>...</p>
26.	<p><b>Article 95</b> A shareholder whose name appears on the register of members of the Bank as at the record date or his proxy shall be entitled to attend the shareholders' general meetings and exercise the voting right in accordance with the relevant laws, regulations and the Articles of Association.</p> <p>...</p> <p>If the shareholder is an authorized clearing house or its agent as defined in the Securities and Futures (Clearing Houses) Ordinance of Hong Kong (Chapter 420 of the Laws of Hong Kong), such shareholder is entitled to appoint one or more persons as his/her proxy to attend and vote at the meeting or as his/her representative at any class meeting. ...</p>	<p><b>Article 95</b> A shareholder whose name appears on the register of members of the Bank as at the record date or his proxy shall be entitled to attend the shareholders' general meetings and exercise the voting right in accordance with the relevant laws, regulations and the Articles of Association.</p> <p>...</p> <p>If the shareholder is an authorized clearing house or its agent <del>as defined in the Securities and Futures (Clearing Houses) Ordinance of Hong Kong (Chapter 420 of the Laws of Hong Kong)</del>, such shareholder is entitled to appoint one or more persons as his/her proxy to attend and vote at the meeting or as his/her representative at any class meeting <b>and creditors' meeting.</b> ...</p>

No.	Before amendments	After amendments
27.	<b>Article 108</b> ...The minutes of meeting shall be kept for at least 10 years, together with the signature book for the shareholders present at the meeting, and proxy forms for proxy attendance, network voting evidence and other valid voting documents.	<b>Article 108</b> ...The minutes of meeting shall be kept <del>for at least 10 years</del> <b>permanently</b> , together with the signature book for the shareholders present at the meeting, and proxy forms for proxy attendance, network voting evidence and other valid voting documents.
28.	<p><b>Article 112</b> The following matters shall be passed at the shareholders' general meeting by ordinary resolution:</p> <p>(1) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plan and loss recovery plan prepared by the Board;</p> <p>(3) appointment and removal of directors and supervisors, and their remuneration and payment method;</p> <p>(4) the annual budget report and final report, balance sheet, income statement and other financial statements of the Bank;</p> <p>(5) the Bank's annual report;</p> <p>(6) the Bank's business policy and investment plans;</p> <p>(7) appointment or dismissal of accounting firm;</p> <p>(8) other matters unless otherwise required to be approved by special resolutions in accordance with the applicable laws and regulations or otherwise as stipulated by the Articles of Association of the Bank.</p>	<p><b>Article 112</b> The following matters shall be passed at the shareholders' general meeting by ordinary resolution:</p> <p>(1) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plan and loss recovery plan prepared by the Board;</p> <p>(3) appointment and removal of directors and supervisors, and their remuneration and payment method;</p> <p>(4) the annual budget report and final report, balance sheet, income statement and other financial statements of the Bank;</p> <p>(5) the Bank's annual report;</p> <p>(6) the Bank's business policy and investment plans;</p> <p>(7) appointment or dismissal of accounting firm <b><u>that is responsible to conduct regular statutory audits of the Bank's financial reports;</u></b></p> <p>(8) other matters unless otherwise required to be approved by special resolutions in accordance with the applicable laws and regulations or otherwise as stipulated by the Articles of Association of the Bank.</p>

No.	Before amendments	After amendments
29.	<p><b>Article 113</b> The following matters shall be passed by the shareholders' general meeting by special resolution:</p> <p>(1) increase or decrease in the share capital, and issue any type of shares, warrants and other similar securities by the Bank;</p> <p>(2) issuance of bonds by the Bank;</p> <p>(3) the split, merger, dissolution and liquidation of the Bank;</p> <p>(4) amendment to the Articles of Association of the Bank;</p> <p>(5) repurchase of shares by the Bank;</p> <p>(6) equity incentive plan;</p> <p>(7) substantial assets purchased or sold by the Bank within one year, or financial guarantee provided by the Bank within one year, which accounts for 30% or more of the Bank's most recent total audited assets;</p> <p>(8) any other matters prescribed by the applicable laws and regulations or the Articles of Association, or resolved by the shareholders at a shareholders' general meeting, by an ordinary resolution, to be of a nature that may have a material impact on the Bank and should be adopted by a special resolution.</p>	<p><b>Article 113</b> The following matters shall be passed by the shareholders' general meeting by special resolution:</p> <p>(1) increase or decrease in the <del>share</del><b>registered</b> capital, and issue any type of shares, warrants and other similar securities by the Bank;</p> <p>(2) issuance of bonds by the Bank <u>or listing of the Bank;</u></p> <p>(3) the split, merger, dissolution<del> and</del><sub>2</sub>, liquidation <u>or change of company form</u> of the Bank;</p> <p>(4) amendment to the Articles of Association of the Bank;</p> <p><b><u>(5) examination and approval of the procedural rules for shareholders' general meetings, the Board of Directors and the Board of Supervisors of the Bank;</u></b></p> <p><b><u>(6) removal of independent directors;</u></b></p> <p><del>(57)</del> repurchase of shares by the Bank;</p> <p><b><u>(68) examination and approval of</u></b> equity incentive plan;</p> <p><del>(79)</del> substantial assets purchased or sold by the Bank within one year, or financial guarantee provided by the Bank within one year, which accounts for 30% or more of the Bank's most recent total audited assets;</p> <p><b><u>(810)</u></b> any other matters prescribed by the applicable laws, <del>and</del><sub>2</sub> <b><u>regulatory requirements</u></b> or the Articles of Association, or resolved by the shareholders at a shareholders' general meeting, by an ordinary resolution, to be of a nature that may have a material impact on the Bank and should be adopted by a special resolution.</p>

No.	Before amendments	After amendments
30.	<p><b>Article 142</b> Party organizations shall exercise its role as leadership, and shall fulfill its responsibilities with focusing on controlling overall direction and development and ensuring strict policy implementation. Party organizations shall be responsible for supervising the consistent implementation of policies set by the Central Committee of CPC and by the country, for discussing and making decisions on major business matters in accordance with the regulations, for supporting the Board of Directors, the Board of Supervisors and the senior management for exercising their powers in accordance with laws and regulations, for reinforcing the construction of leadership group and building of talent pool and for implementing the construction of the Party's working style and its clean and honest administration. Party organizations shall enhance Party building, improving their abilities as a leader in ideological and political work, ideological work, moral and ideological progress of the Bank and leader for the united front work and mass work.</p>	<p><b>Article 142</b> Party organizations shall exercise its role as leadership, and shall fulfill its responsibilities with focusing on controlling overall direction and development and ensuring strict policy implementation. <del>Party organizations shall be responsible for supervising the consistent implementation of policies set by the Central Committee of CPC and by the country, for discussing and making decisions on major business matters</del> <b>of the Bank</b> in accordance with the regulations. <b><u>Its main responsibilities are:</u></b></p> <p><b><u>(1) to enhance the building of Party politics in the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</u></b></p> <p><b><u>(2) to thoroughly study and implement Xi Jinping's Socialism Ideology with Chinese characteristics in the new era, learn and propagate the Party's theory, thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organizations at a higher level in the Bank;</u></b></p> <p><b><u>(3) to study and discuss the significant operation and management matters of the Bank and, for supporting the shareholders' general meeting,</u></b> the Board of Directors, the Board of Supervisors and the senior management for exercising their powers in accordance with laws and regulations.;</p>



No.	Before amendments	After amendments
		<p><u>(4) for reinforcing to reinforce the leadership and gatekeeping role in the process of selection and appointment of personnel of the Bank, and pursue the construction of leadership group as well as and the building of cadre and talent pools of the Bank;</u></p> <p><u>(5) and for implementing to implement the construction of the Party's working style and its clean and honest administration in the Bank-, lead and support internal discipline inspection organization to fulfil the supervisory and disciplining responsibilities, exercising strict political discipline and political rules, constructing a clean and honest financial culture and promoting the fully strict Party governance into the grassroots level;</u></p> <p><u>(6) to strengthen the building of grassroots Party organizations and Party member teams, unite and lead staff and masses to actively devote themselves into the reform and development of the Bank; shall enhance Party building;</u></p> <p><u>(7) to lead the Bank's improving their abilities as a leader in ideological and political work, ideological work, moral and ideological progress of the Bank and leader for, united front work, and lead mass groups and organizations work such as the labor union, Communist Youth League and women's organization of the Bank.</u></p>
31.	<p><b>Article 143</b> The Party Committee shall consider and make decision on the following material matters:</p> <p>(1) major initiatives in relation to implementation of principles and policies of the Party and of major decisions made by higher Party organizations;</p> <p>(2) matters in relation to Party building on politics, ideology, organization, conduct, discipline, system and anti-corruption;</p>	<p><b>Article 143</b> The Party Committee shall consider and make decision on the following material matters:</p> <p><del>(1) major initiatives in relation to implementation of principles and policies of the Party and of major decisions made by higher Party organizations;</del></p> <p><del>(2) matters in relation to Party building on politics, ideology, organization, conduct, discipline, system and anti-corruption;</del></p>

No.	Before amendments	After amendments
	<p>(3) matters in relation to the appointment and dismissal of and reward and punishment for employees of the Bank in accordance with management supervision authority; or recommendation of candidates to the Board of Directors or the president in accordance with certain procedures; vetting and raising opinions or advice on the candidates nominated by the Board of Directors or the president;</p> <p>(4) material matters on supervision and rectifications, inspection and auditing;</p> <p>(5) material matters on Party management of talents, united front work and mass work;</p> <p>(6) material matters to be submitted and reported to Party organizations at higher level;</p> <p>(7) other matters for consideration and decision of the Party Committee.</p>	<p><del>(3) matters in relation to the appointment and dismissal of and reward and punishment for employees of the Bank in accordance with management supervision authority; or recommendation of candidates to the Board of Directors or the president in accordance with certain procedures; vetting and raising opinions or advice on the candidates nominated by the Board of Directors or the president;</del></p> <p><del>(4) material matters on supervision and rectifications, inspection and auditing;</del></p> <p><del>(5) material matters on Party management of talents, united front work and mass work;</del></p> <p><del>(6) material matters to be submitted and reported to Party organizations at higher level;</del></p> <p><del>(7) other matters for consideration and decision of the Party Committee.</del></p> <p><b><u>(1) major initiatives in relation to implementation of principles and policies of the Party, major decisions and significant deployment of the Party Central Committee and resolutions made by higher Party organizations;</u></b></p> <p><b><u>(2) matters in relation to Party building on politics, ideology, organization, conduct, discipline, system and anti-corruption;</u></b></p> <p><b><u>(3) material matters on supervision and rectifications, inspection and auditing of the Bank;</u></b></p> <p><b><u>(4) material matters involving ideological work, moral and ideological progress and corporate culture;</u></b></p> <p><b><u>(5) material matters on the construction of leadership group, cadre and talent pools, united front work and mass group work;</u></b></p> <p><b><u>(6) material matters requested and reported to higher Party organizations in the name of the Party Committee of the Bank;</u></b></p>

No.	Before amendments	After amendments
		<p><u>(7) matters in relation to the appointment and dismissal of and reward and punishment for cadres in accordance with their management authority; or recommendation of candidates to the Board of Directors or the president in accordance with certain procedures; vetting and raising opinions or advice on the candidates nominated by the Board of Directors or the president; the appointment and dismissal of persons in charge of major projects and personnel at important positions;</u></p> <p><u>(8) matters in relation to the appointment or replacement of representatives of shareholders to wholly-owned, holding subsidiaries (branches) and investee companies, to recommend candidates for the Board of Directors, the Board of Supervisors, the management, chief information officer, chief risk officer, general counsel, head of financial department and other persons in charge of important departments or positions, and to examine the above candidates and provide opinions on appointment and dismissal;</u></p> <p><u>(9) other material matters to be studied and decided by the Party Committee.</u></p>
32.	<p><b>Article 144</b> The Party Committee shall conduct pre-study and discussion on the following material matters:</p> <p>(1) major initiatives launched by the Bank to implement state laws and regulations and to carry out major decisions made by authorities at higher level;</p> <p>(2) the Bank's development strategies, medium and long-term development plans;</p> <p>(3) the Bank's operation and production policies;</p>	<p><b>Article 144</b> <u>The material matters discussed in pre-study conducted by the Party Committee are mainly</u><del>shall conduct pre-study and discussion on the following material matters:</del></p> <p>(1) major initiatives launched by the Bank to implement state laws and regulations and to carry out major decisions made by authorities at higher level <u>the decisions and deployments of the Party Central Committee and important measures of national development strategies;</u></p> <p>(2) the Bank's development strategies; <del>medium and long-term</del> development plans;</p> <p>(3) the Bank's operation and production policies;</p>

No.	Before amendments	After amendments
	<p>(4) matters relating to the Bank's asset restructuring, asset transfer, capital management, major project arrangement and large-sum capital management;</p> <p>(5) formulation and amendments to the Bank's significant reform plans, important rules and regulations;</p> <p>(6) merger, division, change, dissolution of the Bank; setting and adjustment of internal management departments; establishment and dissolution of affiliated entities and branches;</p> <p>(7) appraisal, remuneration, management and supervision related to the Bank's senior management;</p> <p>(8) material matters relating to employees' interests, which shall be proposed to the meeting of representatives of employees for discussion;</p> <p>(9) major initiatives launched by the Bank to address issues related to corporate political and social responsibilities, including extraordinarily important production safety, environmental protection and stability maintenance;</p> <p>(10) material matters to be submitted and reported to authorities at higher level;</p> <p>(11) other matters requiring pre-study and discussion of the Party Committee.</p>	<p>(4) matters relating to the Bank's asset restructuring, <b>material</b> asset transfer, capital management, <b>significant investment</b>, major project arrangement and large-sum capital management;</p> <p>(5) formulation and amendments to the Bank's significant reform plans, important rules and regulations;</p> <p>(6) merger, division, change, dissolution of the Bank; setting and adjustment of internal management departments; establishment and dissolution of <del>affiliated entities</del> <b>subsidiaries</b> and branches;</p> <p>(7) appraisal, remuneration, management and supervision related to the Bank's <b>other</b> senior management <b>except those assessed by the Chongqing State-owned Assets Supervision and Administration Commission</b>;</p> <p>(8) material matters relating to employees' interests, which shall be proposed to the meeting of representatives of employees for discussion;</p> <p><b>(9) material matters involving the Bank's major litigation, reputation risk events, safe production, environmental protection, stability maintenance, employee rights and interests, social responsibility, etc;</b></p> <p><del>(9) major initiatives launched by the Bank to address issues related to corporate political and social responsibilities, including extraordinarily important production safety, environmental protection and stability maintenance;</del></p> <p><del>(10) material matters to be submitted and reported to authorities at higher level;</del></p> <p><del>(11)</del><b>(10)</b> other matters requiring pre-study and discussion of the Party Committee.</p>
33.	Newly added	<p><b><u>Article 145 The matters studied and decided by the Party Committee shall be implemented in accordance with the Articles of Association of the Bank and the Procedural Rules for the Party Committee of Bank of Chongqing. The pre-study and discussion of the Party Committee shall be implemented in accordance with relevant regulations.</u></b></p>

No.	Before amendments	After amendments
34.	<p><b>Article 145</b> Procedures for the Party Committee to conduct pre-study and discussion shall include:</p> <p>(1) Preliminary deliberation of Party Committee. The Party organizations shall convene Party Committee meetings to provide opinions and advice on the matters requiring pre- study and discussion. In the event that the Party Committee finds the matters proposed to be considered and decided by the Board of Directors and senior management are not in conformity with the policies of the Party and the State’s laws and regulations, or which may undermine the interests of the State and the public or the legitimate benefits of any enterprise and its employees, it shall suggest withdrawing or suspend the proposed matters. If the Party organization considers other material matters are required to be decided by the Board of Directors and senior management, it may propose such matters to the Board of Directors and senior management.</p> <p>(2) Pre-meeting communication. Party Committee members sitting on the Board of Directors and the senior management, especially those appointed as the chairman or the president, shall communicate with other members of the Board of Directors and the senior management about relevant opinions and advice of the Party Committee before proposals are formally submitted to Board meetings or president office meetings.</p> <p>(3) Expression during the meeting. Party Committee members sitting on the Board of Directors and the senior management shall convey the opinions and advice of the Party Committee clearly and thoroughly to other meeting participants during the process of consideration and decision-making by the Board of Directors and the senior management.</p> <p>(4) Post-meeting reporting. Party Committee members sitting on the Board of Directors and the senior management shall report decisions made by the Board of Directors and the senior management to Party organizations.</p>	Deleted

No.	Before amendments	After amendments
35.	<p><b>Article 149 ...</b> Subject to compliance with the relevant laws and administrative regulations, the shareholders' general meeting may, by ordinary resolution, remove any director prior to the expiry of his term of office (but claims for compensation under any contract shall not be affected by this provision).</p> <p>A director's term of office shall commence from the date of approval by the banking regulatory authority and end on the expiry date of the term of the Board of Directors. Where no new appointment is made upon expiry of the term of a director, the original director shall, before the newly appointed director assumes his/her office, continue to perform his/her duties as a director in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>The Bank's Directors include executive directors and non-executive directors. Non-executive directors also include independent directors. Executive directors refer to those directors who hold any position of the Bank other than the chairman of the Board, vice chairman of the Board, member or chairman of any Board committee.</p> <p>The number of executive directors in the Board of Directors shall be no less than one quarter of the total number of the members of the Board of Directors, but shall not exceed one-third of the total number of the members of the Board of Directors.</p> <p>The Bank does not appoint a director being a staff representative in the Board of Directors.</p> <p>The president or other senior management personnel can concurrently serve as a director, but the total number of directors concurrently serving as the president or other senior management personnel shall be no more than half (1/2) of directors of the Bank.</p>	<p><b>Article 149 ...</b> Subject to compliance with the relevant laws and administrative regulations, the shareholders' general meeting may, by ordinary resolution, remove any <b>non-independent</b> director prior to the expiry of his term of office (but claims for compensation under any contract shall not be affected by this provision).</p> <p>A director's term of office shall commence from the date of approval by the banking regulatory authority and end on the expiry date of the term of the Board of Directors. Where no new appointment is made upon expiry of the term of a director, the original director shall, before the newly appointed director assumes his/her office, continue to perform his/her duties as a director in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>The Bank's Directors include executive directors and non-executive directors. Non-executive directors also include independent directors. Executive directors refer to those directors who <del>hold any position of the Bank other than the chairman of the Board, vice chairman of the Board, member or chairman of any Board committee.</del> <b>also assume other responsibilities as senior management personnel in addition to directors in the Bank. Non-executive directors refer to directors who neither assume responsibilities other than those of a director nor the responsibilities of senior management personnel in the Bank.</b></p> <p>The number of executive directors in the Board of Directors shall be no less than one quarter of the total number of the members of the Board of Directors, but shall not exceed one-third of the total number of the members of the Board of Directors.</p> <p><del>The Bank does not appoint a director being a staff representative in the Board of Directors.</del></p> <p>The president or other senior management personnel can concurrently serve as a director, <del>but the total number of directors concurrently serving as the president or other senior management personnel shall be no more than half (1/2) of directors of the Bank.</del></p>

No.	Before amendments	After amendments
36.	<p><b>Article 151</b> A director shall attend no less than two-thirds of the board meetings in person each year. A director who does not attend for two consecutive meetings in person and does not appoint another director as his/her proxy to attend the meeting, or attends less than two-thirds of board meetings in person within a year, shall be deemed to be unable to perform his duties. The Board of Directors shall propose his dismissal to the shareholders' general meeting.</p>	<p><b>Article 151</b> A director shall attend no less than two-thirds of the <u>on-site</u> board meetings in person each year. A director who does not attend for two consecutive meetings in person and does not appoint another director as his/her proxy to attend the meeting, <del>or attends less than two-thirds of board meetings in person within a year,</del> shall be deemed to be unable to perform his duties. The Board of Directors shall propose his dismissal to the shareholders' general meeting.</p>
37.	<p><b>Article 152</b> A director may resign prior to the expiration of his/her term of office. In the event of resignation, a director shall submit a resignation report in writing to the Board of Directors. The Board of Directors shall disclose the relevant information within 2 days.</p> <p>If the number of directors falls below the statutory minimum number of directors of the Bank due to the resignation of a director, before a new director is elected to take up the office, the existing director shall continue to perform the duties owed by a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Except for the circumstances as set out in the preceding paragraph, the resignation of a director shall take effect from the time when the resignation report is served on the Board of Directors.</p>	<p><b>Article 152</b> A director may resign prior to the expiration of his/her term of office. In the event of resignation, a director shall submit a resignation report in writing to the Board of Directors. The Board of Directors shall disclose the relevant information within 2 <u>trading</u> days.</p> <p>If the number of directors falls below the <del>statutory</del> minimum number of directors of the Bank <u>stipulated by the Company Law or the Articles of Association</u> due to the resignation of a director, before a new director is elected to take up the office, the existing director shall continue to perform the duties owed by a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Except for the circumstances as set out in the preceding paragraph, the resignation of a director shall take effect from the time when the resignation report is served on the Board of Directors.</p>

No.	Before amendments	After amendments
38.	<p><b>Article 156</b> An independent director of the Bank is the director who holds only the position as a director in the Bank, and does not form with the Bank and its substantial shareholders a relationship possibly hindering its independent and objective judgment. The Board of Directors shall consist of at least one-thirds of independent directors, of whom at least one member shall possess the appropriate professional qualifications or appropriate accounting or relevant financial management expertise.</p>	<p><b>Article 156</b> An independent director of the Bank is the director who holds only the position as a director in the Bank, and does not form with the Bank and its substantial shareholders, <u>de facto controllers</u> a relationship possibly <del>hindering</del><b>affecting</b> <u>his/her</u>—its independent and objective judgment <b>to the Bank’s affairs</b>. The Board of Directors shall consist of at least one-thirds of independent directors, of whom at least one member shall possess the appropriate professional qualifications or appropriate accounting or relevant financial management expertise.</p>
39.	<p><b>Article 160</b> Candidates to act as independent directors may be nominated and proposed to the Board of Directors by the Board of Directors, the nomination committee or shareholder(s) holding 1% or more of the issued shares of the Bank carrying voting right individually or collectively, and also by the Board of Supervisors. Such candidates shall be examined by the nomination committee of the Board of Directors as to their eligibility and shall be elected by the shareholders’ general meeting after approved by the Board of Directors. The same shareholder may only propose one person for election as an independent director. A shareholder who has made a nomination of a director shall not make a nomination of an independent director.</p>	<p><b>Article 160</b> Candidates to act as independent directors may be nominated and proposed to the Board of Directors by the Board of <del>Directors</del><b>Supervisors</b>, the nomination committee <u>of the Board of Directors</u> or shareholder(s) holding 1% or more of the issued shares of the Bank carrying voting right individually or collectively, <del>and also by the Board of Supervisors</del>. Such candidates shall be examined by the nomination committee of the Board of Directors as to their eligibility and shall be elected by the shareholders’ general meeting after approved by the Board of Directors. The same shareholder may only propose one person for election as an independent director. A shareholder and <u>its associates</u> who <del>has</del><b>have</b> made a nomination of a <b>non-independent</b> director shall not make a nomination of an independent director.</p>



No.	Before amendments	After amendments
40.	<p><b>Article 164</b> If an independent director is unable to attend a board meeting for any reason, he/she may appoint other independent directors to attend the board meeting but shall attend in person at least two-thirds of the total number of such meetings every year. The number of the board meetings that an independent director fails to attend in person during his/her term of office shall be no more than 3.</p>	<p><b>Article 164</b> If an independent director is unable to attend a board meeting for any reason, he/she may appoint other independent directors to attend the board meeting but shall attend in person at least two-thirds of the total number of such <u>on-site</u> meetings every year. <del>The number of the board meetings that an independent director fails to attend in person during his/her term of office shall be no more than 3.</del></p>
41.	<p><b>Article 165</b> Independent directors shall be dismissed at the proposal of the Board of Supervisors to shareholders' general meetings upon occurrence of any of the following:</p> <p>(1) changes of duties which render such independent directors disqualified and the persons concerned have not filed resignation;</p> <p>(2) failing to attend in person two-thirds of the total number of board meetings in one year;</p> <p>(3) the working days independent directors performing duties for the Bank in one year are less than 15;</p> <p>(4) other circumstances as stipulated in the laws, regulations and rules which render such independent directors prohibited from continuing or unsuitable to continue with the appointment.</p>	<p><b>Article 165</b> Independent directors shall be dismissed at the proposal of the Board of Supervisors to shareholders' general meetings upon occurrence of any of the following:</p> <p>(1) changes of duties which render such independent directors disqualified and the persons concerned have not filed resignation;</p> <p>(2) failing to attend in person two-thirds of the total number of board <u>on-site</u> meetings in one year;</p> <p><del>(3) the working days independent directors performing duties for the Bank in one year are less than 15;</del></p> <p><b>(43)</b> other circumstances as stipulated in the laws, regulations and rules which render such independent directors prohibited from continuing or unsuitable to continue with the appointment.</p>
42.	<p><b>Article 166</b> If an independent director fails to attend a board meeting in person consecutively for three times, the Board of Directors shall request the shareholders' general meeting to remove the said director.</p>	<p><b>Article 166</b> If an independent director fails to attend a board meeting in person consecutively for three times, the Board of Directors shall request the shareholders' general meeting to remove the said director. <b><u>The Bank shall convene a shareholders' general meeting within three months to remove the said director and elect a new independent director.</u></b></p>

No.	Before amendments	After amendments
43.	<p><b>Article 173</b> Except for the above-mentioned functions and powers, independent directors shall provide independent opinions on the following matters:</p> <p>(1) nomination, appointment and removal of directors;</p> <p>(2) appointment and removal of senior management;</p> <p>(3) remuneration of directors and senior management;</p> <p>(4) material or very material connected transactions between shareholders, beneficial owners and their associates as a party and the Bank as another party, and whether the Bank takes effective measures to recover amounts in arrear;</p> <p>(5) matters that may jeopardize the interests of minority shareholders in the opinion of independent directors;</p> <p>(6) profit distribution plans;</p> <p>(7) material connected transactions;</p> <p>(8) matters that may cause significant losses of the Bank;</p> <p>(9) matters that involve material conflict of interests with substantial shareholders or directors;</p> <p>(10) the effect of the issuance of preference shares on the rights and interests of shareholders of each class;</p> <p>(11) any other matters as required by the Articles of Association.</p>	<p><b>Article 173</b> Except for the above-mentioned functions and powers, independent directors shall provide independent opinions on the following matters:</p> <p>(1) nomination, appointment and removal of directors;</p> <p>(2) appointment and removal of senior management;</p> <p>(3) remuneration of directors and senior management;</p> <p><del>(4) material or very material connected transactions between shareholders, beneficial owners and their associates as a party and the Bank as another party, and whether the Bank takes effective measures to recover amounts in arrear;</del></p> <p><del>(5) matters that may jeopardize the interests of minority shareholders in the opinion of independent directors;</del></p> <p><del>(6)</del> profit distribution plans;</p> <p><del>(7)</del> material connected transactions;</p> <p><del>(8)</del> <del>matters that may cause significant losses</del> <b><u>appointment or dismissal of an accounting firm that is responsible to conduct regular statutory audits</u></b> of the Bank's <b><u>financial reports</u></b>;</p> <p><del>(9)</del> matters that involve material conflict of interests with substantial shareholders or directors;</p> <p><del>(10)</del> the effect of the issuance of preference shares on the rights and interests of shareholders of each class;</p> <p><b><u>(9) other matters that may have a significant impact on the legitimate rights and interests of the Bank, minority shareholders and financial consumers;</u></b></p> <p><del>(10)</del> any other matters as required by the <b><u>laws, regulations, regulatory requirements, the Listing Rules or the</u></b> Articles of Association.</p>

No.	Before amendments	After amendments
44.	<p><b>Article 180</b> The Board of Directors shall be composed of 9 to 15 directors, of which at least one-third shall be independent directors. The Board of Directors shall have one chairman and one to two vice chairmen.</p>	<p><b>Article 180</b> The Board of Directors shall be composed of 9 to 15 directors, of which <b><u>there shall be 2 to 4 executive directors and 7 to 11 non-executive directors. The Board of Directors shall have at least 3 independent directors and</u></b> at least one-third shall be independent directors. The Board of Directors shall have <del>one</del><u>1</u> chairman and <del>one</del><u>1</u> to <del>two</del><u>2</u> vice chairmen.</p>
45.	<p><b>Article 181</b> The Board of Directors shall exercise the following fundamental powers:</p> <p>(1) to convene shareholders' general meetings and to report its performance to the shareholders' general meetings;</p> <p>(2) to implement the resolutions adopted by the shareholders' general meetings;</p> <p>(3) to decide on our operational plans, investment plans, and development strategy;</p> <p>(4) to formulate our proposed annual preliminary and final financial budgets;</p> <p>(5) to formulate our profit distribution plans and plans for recovery of losses;</p> <p>(6) to formulate proposals for increases in, or reductions of, our registered capital, issuance of bonds, or other securities and listing plans;</p> <p>(7) to formulate proposals for major acquisitions, the purchase of our shares, mergers, separation, dissolution or liquidation of the Bank, or change in the form of the Bank;</p>	<p><b>Article 181</b> The Board of Directors shall exercise the following fundamental powers:</p> <p>(1) to convene shareholders' general meetings and to report its performance to the shareholders' general meetings;</p> <p>(2) to implement the resolutions adopted by the shareholders' general meetings;</p> <p>(3) to decide on our operational plans, investment plans, <del>and</del> <u>development strategy;</u></p> <p><b><u>(4) to decide on development strategies, development plan of the Bank, and to monitor the implementation of such strategies;</u></b></p> <p><del>(5)</del> to formulate our proposed annual preliminary and final financial budgets;</p> <p><del>(5)</del> to formulate our profit distribution plans and plans for recovery of losses;</p> <p><del>(6)</del> to formulate proposals for increases in, or reductions of, our registered capital, issuance of bonds, or other securities and listing plans;</p>

No.	Before amendments	After amendments
	<p>(8) within the scope authorized by our shareholders' general meetings, to decide on external investments, purchases and sales of assets, pledges of assets, trust management, and material connected transaction matters;</p> <p>(9) to examine and approve any financing guarantee the Bank provides when the total amount of the external financing guarantee is greater than 10% but less than or equal to 30% of the Bank's latest audited total assets;</p> <p>(10) to decide on the establishment, dissolution, and merger of our internal management departments and branches. The Board may delegate the rights of setting up, dismantling and merging the internal management organs of the Bank to the Strategic Committee of the Bank;</p> <p>(11) to appoint or remove the Bank's president and secretary of the Board of Directors; to appoint or remove the vice presidents, chief financial officer, chief executive officer and other senior management based on the recommendations of the president, and to decide on matters relating to their emoluments and on the imposition of any disciplinary measures;</p>	<p><del>(78)</del> to formulate proposals for major acquisitions, the purchase of our shares, mergers, separation, dissolution or liquidation of the Bank, or change in the form of the Bank;</p> <p><del>(8) within the scope authorized by our shareholders' general meetings, to decide on external investments, purchases and sales of assets, pledges of assets, trust management, and material connected transaction matters;</del></p> <p>(9) to examine and approve any financing guarantee the Bank provides when the total amount of the external financing guarantee is <del>greater than 10% but</del> less than or equal to 30% of the Bank's latest audited total assets;</p> <p>(10) to decide on the establishment, dissolution, and merger of our internal management departments and branches. The Board may delegate the rights of setting up, dismantling and merging the internal management organs of the Bank to the Strategic Committee of the Bank;</p> <p>(11) to appoint or remove the Bank's president and secretary of the Board of Directors, <b><u>and to decide on their emoluments, rewards and punishments;</u></b> to appoint or remove the vice presidents, chief financial officer, chief <del>executive</del> officer and other senior management based on the recommendations of the president, and to decide on matters relating to their emoluments and on the imposition of any disciplinary measures; <b><u>to appoint or dismiss the Bank's general counsel and other senior management based on the recommendations of the chairman of the Board of Directors, and to decide on their emoluments, rewards and punishments; to supervise the effective performance of duties of senior management;</u></b></p>

No.	Before amendments	After amendments
	<p>(12) to supervise the Bank's senior management' performance of their duties ensuring that senior management are effectively fulfilling their management responsibilities;</p> <p>(13) to establish the Bank's basic management system and assume responsibility for regularly evaluating and improving the Bank's corporate governance;</p> <p>(14) to formulate the Bank's policy for risk management and internal controls;</p> <p>(15) to formulate proposals for any amendments to the Articles of Association;</p> <p>(16) to manage the Bank's disclosure of information, and assume ultimate responsibility for the completeness and accuracy of the Bank's accounting and financial reporting system;</p> <p>(17) to propose the appointment or change of accounting firms to audit the Bank at the shareholders' general meeting;</p>	<p><del>(12)</del> to supervise the Bank's senior management' performance of their duties ensuring that senior management are effectively fulfilling their management responsibilities;</p> <p><del>(123)</del> to establish the Bank's basic management system and assume responsibility for regularly evaluating and improving the Bank's corporate governance;</p> <p><del>(134)</del> to formulate the Bank's policy for <b><u>risk tolerances</u></b>, risk management and internal controls, <b><u>and to assume ultimate responsibility for comprehensive risk management</u></b>;</p> <p><del>(145)</del> to formulate proposals for any amendments to the Articles of Association, <b><u>to formulate the procedural rules for general meetings and the procedural rules for the Board of Directors, and to consider and approve the work rules of the special committees under the Board of Directors</u></b>;</p> <p><del>(156)</del> to <del>manage</del><b><u>be responsible for</u></b> the Bank's disclosure of information, and assume ultimate responsibility for the <del>completeness and</del><b><u>authenticity</u></b>, accuracy, <b><u>completeness and timeliness</u></b> of the Bank's accounting and financial reporting system;</p> <p><b><u>(16) to regularly evaluate and improve the Bank's corporate governance</u></b>;</p> <p>(17) to propose the appointment or <del>change</del><b><u>dismissal</u></b> of accounting firms to audit the Bank <b><u>for regular statutory audits of the Bank's financial reports</u></b> at the shareholders' general meeting;</p>

No.	Before amendments	After amendments
	<p>(18) to review working reports of the president and to assess the president's performance;</p> <p>(19) to review the Bank's development strategy on a regular basis and supervise its implementation; to manage the Bank's capital base, and assume ultimate responsibility for the capital adequacy ratio management.</p> <p>(20) to make decisions on matters relating to external donations;</p> <p>(21) to exercise other powers prescribed by the laws, administrative regulations, and departmental rules, as well as any other power conferred by the Articles of Association and shareholders' general meetings.</p> <p>Unless otherwise required by the laws, regulations, regulatory authorities and the Articles of Association, the resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of paragraphs (5), (6), (7), (11) and (16) above, the resolutions shall be approved by more than two-thirds of all directors.</p> <p>The Board of Directors shall seek opinions and advice from the Party Committee before making decisions on abovementioned matters that fall into scope of matters requiring pre-study and discussion of the Party Committee of the Bank. Matters requiring approval of or filing to Chongqing State-owned Assets Supervision and Administration Commission shall be submitted in accordance with relevant regulations.</p>	<p>(18) to review working reports of the president and to assess the president's performance;</p> <p>(19) to review the Bank's development strategy on a regular basis and supervise its implementation; to manage the Bank's capital base <b><u>formulate the corporate capital plan</u></b>, and assume ultimate responsibility for the capital adequacy ratio management.</p> <p><b><u>(20) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</u></b></p> <p><b><u>(21) to establish a mechanism for identifying, reviewing and managing the conflicts of interest between the Bank and its shareholders, especially substantial shareholders;</u></b></p> <p><b><u>(22) to assume management responsibility of shareholders' matters;</u></b></p> <p><b><u>(23) to make decisions on matters such as external investments, acquisition of assets, disposal and write-off of assets, pledge of assets, entrusted wealth management, material connected transactions and data governance of the Bank within the scope of authorization of the shareholders' general meeting;</u></b></p> <p>(24) to make decisions on matters relating to external donations <b><u>within the scope of authorization of the shareholders' general meeting;</u></b></p> <p><b><u>(25) to make decisions on matters relating to purchase of major assets, procurement of bulk materials and services within the scope of authorization of the shareholders' general meeting;</u></b></p>

No.	Before amendments	After amendments
		<p><u>(26) to make decisions on matters relating to mobilization and use of large amount of funds; mobilization and use of large amount of funds exceeding the project budget in the annual budget within the scope of authorization of the shareholders' general meeting;</u></p> <p>(27<del>4</del>) to exercise other powers prescribed by the laws, administrative regulations, and departmental rules, as well as any other power conferred by the Articles of Association and shareholders' general meetings.</p> <p>Unless otherwise required by the laws, regulations, regulatory authorities and the Articles of Association, the resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of paragraphs <del>(5)</del>; (6), (7), <b>(8)</b>, (11) and <del>(146)</del> above <b><u>and the remuneration plans, significant investment, material asset disposal plan, capital replenishment plan and other material matters</u></b>, the resolutions shall be approved by more than two-thirds of all directors.</p> <p>The Board of Directors shall seek opinions and advice from the Party Committee before making decisions on abovementioned matters that fall into scope of matters requiring pre-study and discussion of the Party Committee of the Bank. Matters requiring approval of or filing to Chongqing State-owned Assets Supervision and Administration Commission shall be submitted in accordance with relevant regulations.</p> <p><b><u>The functions and powers of the Board of Directors shall be exercised collectively by the Board of Directors. In principle, the functions and powers of the Board of Directors specified in the Company Law shall not be delegated to the chairman of the Board of Directors, any director or any other institution or individual. Where it is necessary to delegate certain powers to decide on a specific matter, such delegation shall be approved by means of Board resolutions in accordance with the laws. Each delegation shall be for one matter exclusively, and the functions and powers of the Board of Directors shall not be delegated to any other institution or individual generally or permanently.</u></b></p>

No.	Before amendments	After amendments
46.	<p><b>Article 185</b> The Board of Directors is ultimately responsible for the protection of the consumer rights and interests of the Bank. Adhering to the philosophy of being people-oriented and service-foremost, the Bank is committed to fulfilling its corporate social responsibilities, and conducting its dealings with consumers in a fair, just and sincere manner with a view to protecting the legitimate rights and interests of consumers in accordance with laws.</p> <p>The Board of Directors is responsible for formulating strategies, policies and objectives relating to protection of consumer rights and interests, monitoring and evaluating the completeness, timeliness and effectiveness of the Bank's initiatives on protection of consumer rights and interests, supervising the discharge of relevant duties by the Bank's senior management as well as periodically reviewing topical-specific reports.</p> <p>Senior management of the Bank is responsible for formulating, periodically reviewing, and implementing measures, procedures and detailed operating rules in respect of protection of consumer rights and interests so as to keep informed in a timely manner and provide resource and support where necessary for facilitating proactive and orderly protection of consumer rights and interests.</p>	<p><b>Article 185</b> The Board of Directors is ultimately responsible for the protection of the consumer rights and interests of the Bank. Adhering to the philosophy of being people-oriented and service-foremost, the Bank is committed to fulfilling its corporate social responsibilities, and conducting its dealings with consumers in a fair, just and sincere manner with a view to protecting the legitimate rights and interests of consumers in accordance with laws.</p> <p><b><u>(1) the Board of Directors is the highest decision-making body for consumer rights protection and is responsible for formulating consumer rights protection strategies, policies and objectives, ensuring fair treatment of consumers, and incorporating consumer rights protection into operations development strategies and corporate culture construction.</u></b></p> <p><b><u>(2) the Board of Directors conducts overall planning and guidance on consumer rights protection, incorporates the progress of consumer rights protection into corporate governance evaluation, and urges the effective implementation of consumer rights protection strategies, policies and objectives.</u></b></p> <p><b><u>(3) the Board of Directors supervises the senior management's performance of consumer rights protection duties, reviews relevant work, including but not limited to annual consumer rights protection work plan, implementation, major events, information disclosure, etc., and forms relevant resolutions.</u></b></p>



No.	Before amendments	After amendments
		<p>The Board of Directors is responsible for formulating strategies, policies and objectives relating to protection of consumer rights and interests, monitoring and evaluating the completeness, timeliness and effectiveness of the Bank's initiatives on protection of consumer rights and interests, supervising the discharge of relevant duties by the Bank's senior management as well as periodically reviewing topical-specific reports.</p> <p>Senior management of the Bank is responsible for formulating, periodically reviewing, and implementing measures, procedures and detailed operating rules in respect of protection of consumer rights and interests so as to keep informed in a timely manner and provide resource and support where necessary for facilitating proactive and orderly protection of consumer rights and interests.</p>
47.	<p><b>Article 190</b> The Board of Directors shall formulate the rules of procedures of the Board of Directors, which ascertain manners and voting procedures of the Board of Directors, so as to ensure that the Board of Directors works efficiently and makes decisions scientifically.</p> <p>The rules of procedures of the Board of Directors shall be prepared by the Board of Directors and submitted to the shareholders' general meeting for approval.</p>	<p><b>Article 190</b> The Board of Directors shall formulate the rules of procedures of the Board of Directors, which ascertain manners and voting procedures of the Board of Directors, so as to ensure that the Board of Directors works efficiently and makes decisions scientifically.</p> <p><del>The rules of procedures of the Board of Directors shall be prepared by the Board of Directors and submitted to the shareholders' general meeting for approval.</del></p>

No.	Before amendments	After amendments
48.	<p><b>Article 191</b> The Board of Directors shall set up special committees such as Strategic Committee, Audit Committee, Risk Management Committee, Connected Transactions Control Committee, Remuneration and Appraisal Committee, Nomination Committee, Information Technology Guidance Committee and Consumer Rights Protection Committee in line with the Bank's operation and management. Each special committees are responsible to the Board of Directors, and shall perform their duties pursuant to the Articles of Association and the authorization of the Board of Directors. Any proposal of the committees shall be submitted to the Board of Directors for consideration. The Board of Directors is responsible for formulating the working rules and procedures for special committees to standardize their operations. The person-in-charge of each such committee shall be directors and the members shall not be less than three. Among others, the person-in-charge of each of the Audit Committee, Risk Management Committee, Connected Transactions Control Committee, Remuneration and Appraisal Committee and Nomination Committee shall be an independent director. Audit Committee and Connected Transactions Control Committee shall include at least one independent director who possesses proper professional qualifications or accounting or relevant financial management expertise. Independent directors shall account for more than half of the Audit Committee, Connected Transactions Control Committee, Remuneration and Appraisal Committee and Nomination Committee.</p> <p>Directors appointed as chairman of the Audit Committee, the Connected Transactions Control Committee and the Risk Control Committee shall work for commercial banks for no less than twenty-five working days per annum.</p>	<p><b>Article 191</b> The Board of Directors shall set up special committees such as Strategic <b>and Innovation</b> Committee, Audit Committee, Risk Management Committee, Connected Transactions Control Committee, Remuneration and Appraisal Committee, Nomination Committee, Information Technology Guidance Committee and Consumer Rights Protection Committee in line with the Bank's operation and management. Each special committees are responsible to the Board of Directors, and shall perform their duties pursuant to the Articles of Association and the authorization of the Board of Directors. Any proposal of the committees shall be submitted to the Board of Directors for consideration. The Board of Directors is responsible for formulating the working rules and procedures for special committees to standardize their operations.</p> <p>The <del>person-in-charge</del><b>chairman</b> of each such committee shall be directors and the members shall not be less than three. Among others, the <del>person-in-charge</del><b>chairman</b> of each of the Audit Committee, <del>Risk Management Committee</del>, Connected Transactions Control Committee, Remuneration and Appraisal Committee and Nomination Committee shall be an independent director. Audit Committee and Connected Transactions Control Committee shall include at least one independent director who possesses proper professional qualifications or accounting or relevant financial management expertise. Independent directors shall account for more than half of the Audit Committee, <del>Connected Transactions Control Committee</del>, Remuneration and Appraisal Committee and Nomination Committee, <b>and all the members of Audit Committee shall be non-independent directors. The number of independent directors in the Risk Management Committee and Connected Transactions Control Committee shall not be less than one-third in principle. Audit Committee members shall have professional knowledge and work experience in any of finance, auditing, accounting or law, and the chairman shall be an accounting professional.</b></p> <p>Directors appointed as chairman of the Audit Committee, the Connected Transactions Control Committee and the Risk Control Committee shall work for commercial banks for no less than twenty-five working days per annum.</p>

No.	Before amendments	After amendments
49.	<p><b>Article 192 ...</b>            (1) the Bank's external equity investment and disposal thereof with a single transaction amount less than 15% of the latest audited net asset value of the Bank shall be implemented according to the Administrative Measures on Outward Equity Investments and other measures of the Bank; those with a single transaction amount greater than 15% of the latest audited net asset value of the Bank shall be adopted by the Board of Directors, then submitted to the shareholders' general meeting for approval.</p> <p>...</p>	<p><b>Article 192 ...</b>            (1) the Bank's external equity investment and disposal thereof with a single transaction amount less than 15% of the latest audited net asset value of the Bank shall be implemented according to the Administrative Measures on Outward Equity Investments and other measures of the Bank; those with a single transaction amount <del>greater than</del> <b>accounting for 15% or above</b> of the latest audited net asset value of the Bank shall be adopted by the Board of Directors, then submitted to the shareholders' general meeting for approval.</p> <p>...</p>
50.	<p><b>Article 195</b> The board meetings are divided into regular board meetings and extraordinary board meetings. Regular board meetings shall be convened by the chairman for at least one time each quarter. The Board of Directors shall notify all directors and supervisors in written form or through electronic means 14 days before the meeting is convened.</p>	<p><b>Article 195</b> The board meetings are divided into regular board meetings and extraordinary board meetings. Regular board meetings shall be convened <del>by the chairman</del> <b>at least four times a year, which is about</b> for at least one time each quarter. The Board of Directors shall notify all directors and supervisors in written form or through electronic means <b>at least</b> 14 days before the meeting is convened.</p>
51.	<p><b>Article 196</b> The chairman of the Board of Directors shall convene and preside over an extraordinary board meeting within 10 days from the date of receipt of the following requests:</p> <p>(1) request of the shareholders representing more than one-tenth of voting rights;</p> <p>(2) as the chairman considers necessary;</p> <p>(3) request of more than one-third of the directors;</p> <p>(4) request of more than half of the independent directors;</p> <p>(5) request of the Board of Supervisors;</p> <p>(6) request of the president of the Bank;</p> <p>(7) request of the regulatory authorities.</p>	<p><b>Article 196</b> The chairman of the Board of Directors shall convene and preside over an extraordinary board meeting within 10 days from the date of receipt of the following requests:</p> <p>(1) request of the shareholders representing more than one-tenth of voting rights;</p> <p>(2) as the chairman considers necessary;</p> <p>(3) request of more than one-third of the directors;</p> <p>(4) request of more than <del>half</del> <b>two</b> of the independent directors;</p> <p>(5) request of the Board of Supervisors;</p> <p>(6) request of the president of the Bank;</p> <p>(7) request of the regulatory authorities.</p>

No.	Before amendments	After amendments
52.	<p><b>Article 202</b> For a meeting of the Board of Directors, a vote may be taken by voting at the meeting (including video conferencing) and by correspondence (including circulation of written resolutions, email, fax). In the case of voting by correspondence, the matters to be voted on and relevant background information shall be provided to all directors at least three days prior to the voting.</p> <p>The voting by correspondence shall not be taken, in the case of extraordinarily important matters, which shall be subject to the approval of over two- thirds of all directors, including profit distribution plan, venture capital distribution plan, significant investment, material asset disposal, appointment or dismissal of senior management members, capital replenishment plan, major changes in equity, financial restructuring, and consideration of matters involving material conflicts of interest with substantial shareholders or directors.</p>	<p><b>Article 202</b> For a meeting of the Board of Directors, a vote may be taken by voting at the <u>on-site</u> meeting (<del>including video conferencing</del>) and by <del>correspondence</del> (<del>including</del>—circulation of written resolutions, <del>email, fax</del>).</p> <p><b><u>“On-site meeting” refers to a meeting held by means of on-site, video streaming, telephone, etc. to ensure that participants can communicate and discuss in real time. “Circulation of written resolutions” refers to the adoption of resolutions of a meeting by serving it to the meeting for consideration or circulating it to the meeting for consideration.</u></b></p> <p>In the case of voting by <del>correspondence</del><b><u>circulation of written resolutions</u></b>, the matters to be voted on and relevant background information shall be provided to all directors at least three days prior to the voting.</p> <p>The voting by <del>correspondence</del><b><u>circulation of written resolutions</u></b> shall not be taken, in the case of extraordinarily important matters, which shall be subject to the approval of over two- thirds of all directors, including profit distribution plan, <b><u>remuneration plans, capital budget plan</u></b><del>venture capital distribution plan</del>, significant investment, material asset disposal, appointment or dismissal of senior management members, capital replenishment plan, major changes in equity, financial restructuring, and consideration of matters involving material conflicts of interest with substantial shareholders or directors.</p>

No.	Before amendments	After amendments
53.	<p><b>Article 204</b> The Board of Directors shall prepare minutes to record its decisions on the matters it has considered. The directors and minutes-taker shall sign the minutes.</p> <p>The minutes of board meetings shall be retained as files of the Bank for no less than 10 years.</p>	<p><b>Article 204</b> The Board of Directors shall prepare minutes to record its decisions on the matters it has considered <u>at the on-site meeting</u>. The directors <del>and minutes-taker</del> shall sign the minutes.</p> <p>The minutes of board meetings shall be retained as files of the Bank <del>for no less than 10 years</del> <u>permanently</u>.</p>
54.	<p><b>Article 210</b> A director or senior management member of the Bank may serve as the secretary of the Board of Directors concurrently, but he must ensure that he has sufficient energy and time to assume the duties and responsibilities as the secretary of the Board of Directors. The president and chief financial officer of the Bank shall not work concurrently as the secretary of the Board of Directors. The supervisors of the Bank may not serve as the secretary of the Board of Directors.</p> <p>Personnel of controlling shareholder of the Bank holding administrative positions other than as directors or supervisors shall not act as the secretary of the Board of Directors....</p>	<p><b>Article 210</b> A director or senior management member of the Bank may serve as the secretary of the Board of Directors concurrently, but he must ensure that he has sufficient energy and time to assume the duties and responsibilities as the secretary of the Board of Directors. The president, <del>and</del> <u>chief financial officer, supervisors</u> of the Bank <del>shall not work concurrently as the secretary of the Board of Directors. The supervisors of the Bank may not serve as the secretary of the Board of Directors.</del> <u>and the P</u>ersonnel of controlling shareholder of the Bank holding administrative positions other than as directors or supervisors shall not act as the secretary of the Board of Directors....</p>
55.	<p><b>Article 212</b> The “senior management” of the Bank shall consist of the president, vice presidents, chief financial officer and chief executive officer and so on. The service qualifications of senior management shall meet the requirements of the relevant banking regulatory authorities and are subject to the approval of the relevant banking regulatory authorities.</p>	<p><b>Article 212</b> The “senior management” of the Bank shall consist of the president, vice presidents, chief financial officer <del>and</del>, <u>chief executive officer, the secretary of the Board of Directors, general counsel</u> and so on. The service qualifications of senior management shall meet the requirements of the relevant banking regulatory authorities and are subject to the approval of the relevant banking regulatory authorities.</p>

No.	Before amendments	After amendments
56.	<b>Article 213</b> The Bank shall have one president and several vice presidents. Senior management members such as the president, vice presidents, chief financial officer and chief executive officer shall be engaged or dismissed by the Board of Directors.	<b>Article 213</b> The Bank shall have one president and several vice presidents. Senior management members such as the president, vice presidents, chief financial officer and chief executive officer, <u>the secretary of the Board of Directors, general counsel</u> shall be engaged or dismissed by the Board of Directors.
57.	Newly added	<b>Article 214</b> <u>The Bank has established a general counsel system, with one general counsel nominated by the chairman of the Board of Directors and appointed by the Board of Directors. The general counsel shall be accountable to the chairman of the Board of Directors and the president. The general counsel is among the senior management who comprehensively leads the Bank's legal affairs, and shall attend the meetings of the Party Committee and the Board of Directors to provide legal opinions on matters involving legal issues.</u>
58.	<b>Article 214</b> ... The fiduciary duties and duties of diligence regarding the directors set out herein shall be applicable to the senior management members of the Bank. ...	<b>Article 2145</b> ... The fiduciary duties and duties of diligence regarding the directors set out herein shall be applicable to the senior management members of the Bank. ...
59.	<b>Article 216</b> The president shall be responsible to the Board of Directors and exercise the following powers: ... (5) to formulate the specific rules and regulations of the Bank;  (6) to propose to the Board of Directors the appointment or removal of vice president, chief financial officer, chief executive officer and other senior management members; ...	<b>Article 2167</b> The president shall be responsible to the Board of Directors and exercise the following powers: ... (5) to formulate the specific <del>rules and regulations</del> <u>management system</u> of the Bank;  (6) to propose to the Board of Directors the appointment or removal of vice president, chief financial officer, chief executive officer and other senior management members; ...
60.	<b>Article 217</b> The senior management shall manage the compliance risks of the Bank and perform the following duties of compliance management: ... (3) to nominate the officer in charge of the compliance department and assure his/her independence; ...	<b>Article 2178</b> The senior management shall manage the compliance risks of the Bank and perform the following duties of compliance management: ... (3) to nominate the officer in charge of the compliance <u>management</u> department and assure his/ her independence; ...

No.	Before amendments	After amendments
61.	Newly added	<p><b>Article 219</b> <u>The senior management shall ensure the effective implementation of the strategic objectives and policies for consumer rights protection.</u></p> <p><u>(1) the senior management shall implement the relevant laws, regulations and regulatory requirements on consumer rights protection, formulate and review the Bank's basic regulations on consumer rights protection, and establish a sound consumer rights protection system.</u></p> <p><u>(2) the senior management shall guide the Bank to establish a consumer rights protection management system with clear objectives, reasonable structure, adequate protection and effective implementation, clarify the responsibilities of branches and relevant departments in consumer rights protection, and improve the decision-making and execution mechanism and assessment and evaluation mechanism for consumer rights protection.</u></p> <p><u>(3) the senior management shall implement the relevant resolutions of the Board of Directors on consumer rights protection, formulate, review and coordinate the work plans, program and tasks for consumer rights protection, and regularly report the progress of consumer rights protection to the Board of Directors and its committees.</u></p> <p><u>(4) the senior management shall establish a consumer rights protection work system suitable for the Bank's organizational structure and operation size, so as to ensure the investment of resources in consumer rights protection and effectively promote the work.</u></p> <p><u>(5) the senior management shall strengthen the analysis and application of complaint data, and fully consider the problems and needs reflected by consumer complaints in business operation, internal control and risk management.</u></p> <p><u>(6) the senior management shall cultivate a fair and honest consumer rights protection culture and concept, and establish employees' awareness of consumer rights protection.</u></p>

No.	Before amendments	After amendments
62.	Newly added	<p><u>Article 239 Supervisors shall perform the following duties or obligations:</u></p> <p><u>(1) to sit in on the Board meetings and make inquiries or suggestions in relation to the resolutions of the Board meetings;</u></p> <p><u>(2) to attend meetings of the Board of Supervisors on time, fully examine 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>(3) to assume responsibility for the resolutions of the Board of Supervisors;</u></p> <p><u>(4) to actively participate in trainings organized by the Bank and regulatory authorities to understand the rights and obligations of supervisors, familiarize themselves with relevant laws and regulations, and continuously possess the professional knowledge and capabilities required for performing their duties;</u></p> <p><u>(5) to undertake fiduciary duties with diligence in the Bank, perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties;</u></p> <p><u>(6) to actively participate in the supervision and inspection activities organized by the Board of Supervisors, and have the right to conduct independent investigations and obtain evidence in accordance with the laws, and to raise questions and supervisory opinions in a practical manner;</u></p> <p><u>(7) to comply with the laws, regulations, regulatory requirements and the Articles of Association.</u></p>



No.	Before amendments	After amendments
63.	<p><b>Article 237</b> Supervisors failing to attend two consecutive meetings of the Board of Supervisors in person without assigning other supervisors to attend on their behalf or failing to attend at least two-thirds (2/3) of meetings of the Board of Supervisors in person shall be deemed to be unable to perform their duties and the Board of Supervisors shall propose the shareholders' general meeting or the meeting of the representatives of employees to remove such supervisors.</p> <p>...</p>	<p><b>Article 23740</b> Supervisors failing to attend two consecutive meetings of the Board of Supervisors in person without assigning other supervisors to attend on their behalf or failing to attend at least two-thirds (2/3) of <u>on-site</u> meetings of the Board of Supervisors in person shall be deemed to be unable to perform their duties and the Board of Supervisors shall propose the shareholders' general meeting or the meeting of the representatives of employees to remove such supervisors.</p> <p>...</p>
64.	<p><b>Article 240</b> Supervisors shall attend the board meetings, meetings of special committees of the Board of Directors and meetings of the senior management and shall be entitled to make enquiries or recommendations on resolutions at such meetings without voting rights.</p> <p>The Board of Supervisors shall provide regular trainings to supervisors to enhance their capabilities of duty performance.</p>	Deleted
65.	<p><b>Article 243</b> Supervisors shall perform their supervisory duties faithfully in accordance with laws, administrative regulations and the Articles of Association.</p>	Deleted
66.	<p><b>Article 244</b> Chief Supervisor (chairman of the Board of Supervisors) shall be served by a full-time person. Chief supervisor (chairman of the Board of Supervisors) shall possess expertise and practical experience at least in one area such as accounting, auditing, finance or law.</p>	Deleted
67.	<p><b>Article 245</b> An external supervisor of the Bank refers to a supervisor of the Bank who holds no position in the Bank except for the position of supervisor and has no relation with the Bank or any of its substantial shareholders which may affect his independent and objective judgment.</p>	<p><b>Article 245</b> An external supervisor of the Bank refers to a supervisor of the Bank who holds no position in the Bank except for the position of supervisor and has no relation with the Bank or any of its <del>substantial</del>—shareholders <b>and <u>de facto</u> controllers</b> which may affect his independent and objective judgment.</p>

No.	Before amendments	After amendments
68.	<b>Article 252</b> The Board of Supervisors of the Bank or shareholders individually or jointly holding more than 1% of the voting shares in the Bank may nominate candidates for external supervisors. Shareholders who have nominated one candidate for independent director shall not nominate another candidate for external supervisor. The same shareholder in principle shall nominate only one candidate for external supervisor.	Deleted
69.	<b>Article 254</b> External supervisors enjoy a same term of office with other supervisors of the Bank and may serve another term if re-elected at expiry of one term provided that such consecutive terms shall not exceed 6 years.	<b>Article 2543</b> External supervisors enjoy a same term of office with other supervisors of the Bank and may serve another term if re-elected at expiry of one term provided that such <del>consecutive</del> <b>aggregate</b> terms shall not exceed 6 years.
70.	<b>Article 255</b> Prior to taking up the office, external supervisors shall make a declaration to the Board of Supervisors to state that sufficient time and effort will be dedicated to the performance of duties and to pledge to perform fiduciary duties with due diligence. An external supervisor shall serve the Bank for at least 15 business days each year.	<b>Article 2554</b> Prior to taking up the office, external supervisors shall make a declaration to the Board of Supervisors to state that sufficient time and effort will be dedicated to the performance of duties and to pledge to perform fiduciary duties with due diligence. An external supervisor shall <del>serve</del> <b>work at</b> the Bank for at least 15 business days each year.
71.	<b>Article 256</b> If an external supervisor cannot attend the meetings of the Board of Supervisors in person for some reason, he may authorize another external supervisor to attend the meetings on his behalf provided that he shall at least attend in person two-thirds (2/3) of the total number of such meetings each year. An external supervisor shall not fail to attend meetings of the Board of Supervisors in person for more than 3 times within his term of office.	<b>Article 2565</b> If an external supervisor cannot attend the meetings of the Board of Supervisors in person for some reason, he may authorize another external supervisor to attend the meetings on his behalf provided that he shall at least attend in person two-thirds (2/3) of the total number of such <b>on-site</b> meetings each year. <del>An external supervisor shall not fail to attend meetings of the Board of Supervisors in person for more than 3 times within his term of office.</del>

No.	Before amendments	After amendments
72.	<p><b>Article 258</b> The Board of Supervisors shall propose the shareholders' general meeting to dismiss any external supervisor in any of the following situations:</p> <p>(1) a job change results in the disqualification of being an external supervisor, and no resignation is filed;</p> <p>(2) failing to attend in person two-thirds (2/3) of the total number of meetings of the Board of Supervisors in one year;</p> <p>(3) failing to serve the Bank for 15 business days in one year;</p> <p>(4) failing to attend 2 consecutive meetings of the Board of Supervisors in person without authorizing another external supervisor to attend on his behalf;</p> <p>(5) failing to attend meetings of the Board of Supervisors in person for more than 3 times; and</p> <p>(6) other situations provided by laws and regulations making such person not allowed or unsuitable to continue serving as an external supervisor.</p>	<p><b>Article 258<sup>7</sup></b> The Board of Supervisors shall propose the shareholders' general meeting to dismiss any external supervisor in any of the following situations:</p> <p>(1) a job change results in the disqualification of being an external supervisor, and no resignation is filed;</p> <p>(2) failing to attend in person two-thirds (2/3) of the total number of <b>on-site</b> meetings of the Board of Supervisors in one year;</p> <p><del>(3) failing to serve the Bank for 15 business days in one year;</del></p> <p><del>(4) failing to attend 2 consecutive meetings of the Board of Supervisors in person without authorizing another external supervisor to attend on his behalf;</del></p> <p><del>(5) failing to attend meetings of the Board of Supervisors in person for more than 3 times; and</del></p> <p><b>(6<sup>3</sup>)</b> other situations provided by laws and regulations making such person not allowed or unsuitable to continue serving as an external supervisor.</p>
73.	<p><b>Article 269</b> The Bank shall establish the Board of Supervisors, which is responsible to the shareholders' general meeting.</p> <p>The Board of Supervisors shall report its work to the shareholders' general meeting at least once a year, and the report shall include:</p> <p>(1) particulars arising out of the supervision of the Board of Directors and members of senior management, namely their work performance, financial activities, internal controls and risk management;</p> <p>...</p>	<p><b>Article 269<sup>8</sup></b> The Bank shall establish the Board of Supervisors, which is responsible to the shareholders' general meeting.</p> <p>The Board of Supervisors shall report its work to the shareholders' general meeting at least once a year, and the report shall include:</p> <p>(1) particulars arising out of the supervision of <b>the Bank's implementation of the "Three Importance and One Greatness" decision-making system</b>, the Board of Directors and members of senior management, namely their work performance, financial activities, internal controls and risk management;</p> <p>...</p>

No.	Before amendments	After amendments
74.	<p><b>Article 270</b> The Board of Supervisors of the Bank shall be composed of 7 to 9 supervisors. One member of the Board of Supervisors shall act as the chairman. The appointment and removal of the chairman of the Board of Supervisors shall be determined by two-thirds (2/3) or more of the members of the Board of Supervisors.</p> <p>The Board of Supervisors shall consist of representative(s) of shareholders, external supervisor(s), and representative(s) of employees of the Bank, among which, both the number of external supervisor(s) and the number of representative(s) of employees of the Bank shall not be less than one-third (1/3) of the supervisors. Representative(s) of shareholders and the external supervisor(s) shall be elected and removed by the shareholders' general meeting. The representative(s) of employees of the Bank shall be nominated by the Board of Supervisors or the labor union of the Bank, elected and removed by the workers congress of the Bank. The representative(s) of employees of the Bank shall be under the supervision of and report their work to the workers congress on a regular basis.</p>	<p><b>Article 2710</b> The Board of Supervisors of the Bank shall be composed of 7 to 9 supervisors. One member of the Board of Supervisors shall act as the chairman. The appointment and removal of the chairman of the Board of Supervisors shall be determined by two-thirds (2/3) or more of the members of the Board of Supervisors.</p> <p>The Board of Supervisors shall consist of <u>1 to 2</u> representative(s) of shareholders, <u>3 to 4</u> external supervisor(s), and <u>3 to 4</u> representative(s) of employees of the Bank, among which, both the number of external supervisor(s) and the number of representative(s) of employees of the Bank shall not be less than one-third (1/3) of the supervisors. Representative(s) of shareholders and the external supervisor(s) shall be elected and removed by the shareholders' general meeting. <b><u>External supervisors shall be nominated by the Board of Supervisors or shareholders individually or jointly holding 1% or more of the total voting shares of the Bank. Representative(s) of shareholders shall be nominated by the Board of Supervisors or shareholders individually or jointly holding 3% or more of the total voting shares of the Bank. Shareholders who have nominated one candidate for independent director shall not nominate another candidate for external supervisor. The same shareholder in principle shall nominate only one candidate for external supervisor.</u></b> The representative(s) of employees of the Bank shall be nominated by the Board of Supervisors or the labor union of the Bank, elected and removed by the workers congress of the Bank. The representative(s) of employees of the Bank shall be under the supervision of and report their work to the workers congress on a regular basis.</p>

No.	Before amendments	After amendments
75.	<p><b>Article 271</b> Other than duties as stipulated in laws, regulations and rules, the Board of Supervisors shall supervise the performance of functions and duties of the Board of Directors and the senior management, financial activities, internal control and risk management of the Bank. The Board of Supervisors shall exercise the following powers as stipulated in the Articles of Association:</p> <p>...</p>	<p><b>Article <del>271</del>70</b> Other than duties as stipulated in laws, regulations and rules, the Board of Supervisors shall supervise <u>the implementation of the “Three Importance and One Greatness” decision-making system</u>, the performance of functions and duties of the Board of Directors and the senior management, financial activities, internal control and risk management of the Bank. The Board of Supervisors shall exercise the following powers as stipulated in the Articles of Association:</p> <p>...</p>
76.	Newly added	<p><b>Article 271</b> <u>The Board of Supervisors of the Bank shall actively promote the organic integration of Party leadership and corporate governance. Supervisors who serve as members of the Party Committee shall strictly implement the decisions of the Party organizations in the process of decision-making and supervision, promote the information communication between the Party Committee and the Board of Supervisors, and ensure that the core leadership role of the Party organizations is fulfilled.</u></p>
77.	<p><b>Article 274</b> The supervision and nomination committee of the Board of Supervisors has the main powers as follows:</p> <p>...</p> <p>(3) to conduct investigation of the Bank’s special events as authorized by the Board of Supervisors, with investigation findings to be reported simultaneously to the Board of Supervisors and the Board of Directors;</p> <p>(4) to draft up the selection procedures and criteria of a supervisor, to make preliminary review on the qualifications and conditions of supervisor candidates, and to make suggestions to the Board of Supervisors required relevant laws;</p> <p>(5) other functions and powers authorized by the Board of Supervisors of the Bank.</p>	<p><b>Article 274</b> The supervision and nomination committee of the Board of Supervisors has the main powers as follows:</p> <p>...</p> <p>(3) to conduct investigation of the Bank’s special events as authorized by the Board of Supervisors, with investigation findings to be reported <del>simultaneously</del> to the Board of Supervisors <del>and the Board of Directors</del>;</p> <p>(4) <del>to draft up the selection procedures and criteria of a supervisor,</del> to make preliminary review on the qualifications and conditions of supervisor candidates, and to make suggestions to the Board of Supervisors required <u>by</u> relevant laws;</p> <p>(5) other functions and powers authorized by the Board of Supervisors of the Bank.</p>

No.	Before amendments	After amendments
78.	<p><b>Article 283</b> The dividend distribution plan prepared by the Board of Directors shall be sent to the Board of Supervisors in the initial stage. The Board of Supervisors shall present its opinions within 5 working days after the receipt.</p>	<p><b>Article 283</b> <u>The Board of Supervisors shall review the Bank’s profit distribution plan, and give opinions on the compliance and rationality of the profit distribution plan.</u></p> <p><del>The dividend distribution plan prepared by the Board of Directors shall be sent to the Board of Supervisors in the initial stage. The Board of Supervisors shall present its opinions within 5 working days after the receipt.</del></p>
79.	<p><b>Article 285</b> The Board of Supervisors shall hold at least 1 meeting each quarter. Such meetings shall be convened by the chief supervisor (chairman of the Board of Supervisors). A supervisor may propose to convene extraordinary meetings of the Board of Supervisors.</p> <p>The chief supervisor (chairman of the Board of Supervisors) shall convene and preside over a meeting of the Board of Supervisors; if the chief supervisor is unable to perform its duties for any reason, a supervisor shall be selected by 50% or above supervisors to act.</p> <p>Supervisors should personally attend at least 2/3 meetings of the Board of Supervisors each year. A supervisor unable to attend such a meeting for any reason, may in writing entrust another supervisor to attend that meeting on his behalf. However, a supervisor shall not be authorized by more than two supervisors to attend a meeting of the Board of Supervisors on their behalf.</p> <p>...</p>	<p><b>Article 285</b> The Board of Supervisors shall hold at least <u>4</u> meetings each <u>quarter</u><del>year</del>. Such meetings shall be convened by the chief supervisor (chairman of the Board of Supervisors). A supervisor may propose to convene extraordinary meetings of the Board of Supervisors.</p> <p>The chief supervisor (chairman of the Board of Supervisors) shall convene and preside over a meeting of the Board of Supervisors; if the chief supervisor is unable to perform its duties for any reason, a supervisor shall be selected by 50% or above supervisors <del>to act</del><u>as the temporary convener of the meeting of the Board of Supervisors to convene and preside over such meeting.</u></p> <p>Supervisors should personally attend at least 2/3 <u>or above on-site</u> meetings of the Board of Supervisors each year. A supervisor unable to attend such a meeting for any reason, may in writing entrust another supervisor to attend that meeting on his behalf. However, a supervisor shall not be authorized by more than two supervisors to attend a meeting of the Board of Supervisors on their behalf.</p> <p>...</p>

No.	Before amendments	After amendments
80.	<p><b>Article 288</b> The decisions on the matters made at the meetings of the Board of Supervisors shall be recorded as minutes, which shall be signed by supervisors present at such meetings.</p> <p>Any supervisor shall have the right to make an explanatory note in the minutes regarding his speech at the meeting. The minutes of the Board of Supervisors shall be kept for at least 10 years.</p> <p>...</p>	<p><b>Article 288</b> The decisions on the matters made at the <b>on-site</b> meetings of the Board of Supervisors shall be recorded as minutes, which shall be signed by supervisors present at such meetings.</p> <p>Any supervisor shall have the right to make an explanatory note in the minutes regarding his speech at the meeting. The minutes of the Board of Supervisors shall be kept <del>for at least 10 years</del> <b>permanently</b>.</p> <p>...</p>
81.	<p><b>Article 308</b> The Bank shall establish its financial and accounting system in accordance with the laws, administrative regulations, and the rules stipulated by relevant regulatory authority.</p>	<p><b>Article 308</b> The Bank shall establish its financial and accounting system <b>and internal auditing system</b> in accordance with the laws, administrative regulations, and the rules stipulated by relevant regulatory authority.</p>
82.	<p><b>Article 372</b> In case of any contradiction or inconsistency between the Articles of Association and current laws, regulations or Hong Kong listing rules, current laws, regulations or Hong Kong listing rules shall prevail.</p>	<p><b>Article 372</b> In case of any contradiction or inconsistency between the Articles of Association and current laws, regulations or <del>Hong Kong Listing Rules</del>, current laws, regulations or <del>Hong Kong Listing Rules</del> shall prevail.</p>
83.	<p><b>Article 373</b> The Articles of Association will come into effect upon being reviewed and approved on the shareholders' general meeting of the Bank and checked and approved by the relevant banking regulatory authority on the date of the RMB-denominated ordinary shares (A Shares) listing on Shanghai Stock Exchange under the initial public offering.</p>	<p><b>Article 373</b> The Articles of Association will come into effect upon being reviewed and approved on the shareholders' general meeting of the Bank and checked and approved by the relevant banking regulatory authority <del>on the date of the RMB-denominated ordinary shares (A Shares) listing on Shanghai Stock Exchange under the initial public offering.</del></p>

Details of the proposed amendments to the Procedural Rules for General Meetings are as follows:

No.	Before amendments	After amendments
1.	<p><b>Article 1</b> With a view to regulating the acts of the Bank and ensuring the shareholders' general meeting lawfully exercises its functions, the Procedural Rules for General Meetings of Bank of Chongqing Co., Ltd. (hereinafter referred to as the "Rules") are formulated in accordance with the relevant requirements of laws and regulations and departmental rules such as the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China, Commercial Banking Law of the People's Republic of China, the Guidance Opinion of the State Council on the Launch of Preference Shares Pilot Scheme, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Oversea, the Guidance for the Articles of Association of Listed Companies issued by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC"), the Announcement [2016] No. 22 of the CSRC – the Rules for the General Meetings of Listed Companies (2016 Revision), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Listing Rules of the Shanghai Stock Exchange (hereinafter collectively referred to as the "Listing Rules") and relevant provisions under the Articles of Association of the Bank and based on the actual circumstances of the Bank.</p>	<p><b>Article 1</b> With a view to regulating the acts of the Bank and ensuring the shareholders' general meeting lawfully exercises its functions, the Procedural Rules for General Meetings of Bank of Chongqing Co., Ltd. (hereinafter referred to as the "Rules") are formulated in accordance with the relevant requirements of laws and regulations and departmental rules such as the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China, Commercial Banking Law of the People's Republic of China, <u>the Guidelines for Corporate Governance of Banking and Insurance Institutions, the Rules for the General Meetings of Listed Companies</u>, the Guidance Opinion of the State Council on the Launch of Preference Shares Pilot Scheme, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Oversea, the Guidance for the Articles of Association of Listed Companies issued by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC"), <del>the Announcement [2016] No. 22 of the CSRC</del> – the Rules for the General Meetings of Listed Companies <del>(2016 Revision)</del>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Listing Rules of the Shanghai Stock Exchange (hereinafter collectively referred to as the "Listing Rules") and relevant provisions under the Articles of Association of the Bank and based on the actual circumstances of the Bank.</p>



No.	Before amendments	After amendments
2.	<p><b>Article 7</b> Independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In response to the proposal of independent directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association of the Bank, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days upon receipt of such proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene an extraordinary general meeting, it shall explain the reasons and make an announcement.</p>	<p><b>Article 7</b> Independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In response to the proposal of independent directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association of the Bank, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days upon receipt of such proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene an extraordinary general meeting, it shall explain the reasons and make an announcement.</p> <p><b><u>If the number of independent directors who propose to convene an extraordinary general meeting is more than half of the total number of independent directors and not less than two, the Bank shall convene an extraordinary general meeting within two months.</u></b></p>

No.	Before amendments	After amendments
3.	<p><b>Article 9</b> Shareholders individually or jointly holding more than 10% of the total voting shares of the Bank shall have the right to request the Board of Directors to convene an extraordinary general meeting or a class general meeting in writing. The Board of Directors, in accordance with the laws, administrative regulations and the Articles of Association of the Bank, shall furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days after receiving such proposal.</p>	<p><b>Article 9</b> Shareholders individually or jointly holding more than 10% of the total voting shares of the Bank shall have the right to request the Board of Directors to convene an extraordinary general meeting <del>or a class general meeting</del> in writing. The Board of Directors, in accordance with the laws, administrative regulations and the Articles of Association of the Bank, shall furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days after receiving such proposal.</p>
4.	<p><b>Article 10</b> If the Board of Supervisors or shareholders decide to convene a general meeting on their own, they shall notify the Board of Directors in writing and file with the local office of the CSRC where the Bank is located and the stock exchange where the Bank is listed in accordance with relevant regulations.</p> <p>Prior to the announcement of the resolutions of the general meeting, the shareholding of the convening shareholders shall not be less than 10% of the total voting shares.</p> <p>The Board of Supervisors and the convening shareholders shall submit relevant supporting documents to the local office of the CSRC where the Bank is located and the stock exchange when issuing the notice of the general meeting and the announcement of the resolutions of the general meeting.</p>	<p><b>Article 10</b> If the Board of Supervisors or shareholders decide to convene a general meeting on their own, they shall notify the Board of Directors in writing and file with <del>the local office of the CSRC where the Bank is located and the</del> stock exchange where the Bank is listed <del>in accordance with relevant regulations.</del></p> <p>Prior to the announcement of the resolutions of the general meeting, the shareholding of the convening shareholders shall not be less than 10% of the total voting shares.</p> <p>The Board of Supervisors and the convening shareholders shall submit relevant supporting documents to <del>the local office of the CSRC where the Bank is located</del> and the stock exchange when issuing the notice of the general meeting and the announcement of the resolutions of the general meeting.</p>

No.	Before amendments	After amendments
5.	<p><b>Article 14</b> When the Bank convenes a general meeting, the Board of Directors, the Board of Supervisors and shareholders individually or jointly holding more than 3% of the total voting shares of the Bank shall have the right to submit proposals to the Bank.</p> <p style="text-align: center;">...</p> <p>Save as provided above, the convener shall not amend proposals stated in or add new proposals to the notice of general meeting after the same has been issued and announced. No voting or resolution shall be effected or adopted at the general meeting for proposals that have not been stated in or do not comply with the notice of general meeting and the supplementary notice stipulated in the previous paragraph.</p> <p>The general meeting shall not decide on matters not stated in the notice.</p>	<p><b>Article 14</b> When the Bank convenes a general meeting, the Board of Directors, the Board of Supervisors and shareholders individually or jointly holding more than 3% of the total voting shares of the Bank shall have the right to submit proposals to the Bank.</p> <p style="text-align: center;">...</p> <p>Save as provided above, the convener shall not amend proposals stated in or add new proposals to the notice of general meeting after the same has been issued and announced. No voting or resolution shall be effected or adopted at the general meeting for proposals that have not been stated in <del>or do not comply with</del> the notice of general meeting and the supplementary notice stipulated in the previous paragraph <b><u>or do not comply with Article 13 of the Rules.</u></b></p> <p>The general meeting shall not decide on matters not stated in the notice.</p>
6.	<p><b>Article 15</b> The Bank shall notify all of its shareholders 20 working days prior to an annual general meeting. It shall notify all registered shareholders of the matters to be considered at the meetings and the dates and places of the meetings, in writing, 10 working days or 15 days (whichever is longer) prior to an extraordinary general meeting.</p>	<p><b>Article 15</b> The Bank shall notify all of its shareholders 20 <del>working</del>-days prior to an annual general meeting. It shall notify all registered shareholders of the matters to be considered at the meetings and the dates and places of the meetings, in writing, <del>10 working days or</del> 15 days (<del>whichever is longer</del>) prior to an extraordinary general meeting.</p>

No.	Before amendments	After amendments
7.	<p><b>Article 24 ...</b></p> <p>Where the shareholder is a clearing house (or its agent) as defined in the Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the Laws of Hong Kong), the shareholder may authorize one or more persons as it thinks fit to act as its proxy(ies) at any general meeting or any class general meeting; if over one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The power of attorney shall be signed by the person authorized by the recognized clearing house, and the person so authorized may represent the recognized clearing house (or its agent) to attend the meeting (without being required to present share certificate, notarized power of attorney and/or further evidence to prove that he/she is duly authorized) to exercise the right, and shall be deemed as an individual shareholder of the Bank.</p>	<p><b>Article 24 ...</b></p> <p>Where the shareholder is a <b>recognized</b> clearing house (or its agent) as defined in the <del>Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the Laws of Hong Kong)</del> <b>the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong)</b>, the shareholder may authorize one or more persons as it thinks fit to act as its proxy(ies) at any general meeting <u>(or any class general meeting <b>and creditors' meeting</b>)</u>; if over one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The power of attorney shall be signed by the person authorized by the recognized clearing house, and the person so authorized may represent the recognized clearing house (or its agent) to attend the meeting (without being required to present share certificate, notarized power of attorney and/or further evidence to prove that he/she is duly authorized) to exercise the right, and shall be deemed as an individual shareholder of the Bank.</p>
8.	<p><b>Article 28</b> Any form issued to a shareholder by the Board of Directors of the Bank for use by it/him/her for appointing a proxy shall allow the shareholder to freely instruct the proxy to vote for or against each resolution dealing with the business to be transacted at the meeting. Such a proxy form shall contain a statement that in the absence of instructions by the shareholder the proxy may vote as he/she thinks fit.</p>	<p><b>Article 28</b> Any form issued to a shareholder by the Board of Directors of the Bank for use by it/him/her for appointing a proxy shall allow the shareholder to freely instruct the proxy to vote for <del>or against</del> each resolution dealing with the business to be transacted at the meeting. Such a proxy form shall contain a statement that in the absence of instructions by the shareholder the proxy may vote as he/she thinks fit.</p>
9.	<p><b>Article 36</b> When a connected transaction is considered at a general meeting, the connected shareholders or any of their associates (as defined in the Listing Rules) shall not abstain from voting, and the voting shares represented by them shall not be counted in the total number of valid votes; ...</p>	<p><b>Article 36</b> When a connected transaction is considered at a general meeting, the connected shareholders or any of their associates (as defined in the Listing Rules) shall <del>not</del> abstain from voting, and the voting shares represented by them shall not be counted in the total number of valid votes; ...</p>

No.	Before amendments	After amendments
10.	<p><b>Article 38</b> When the general meeting votes on the election of directors and supervisors, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association of the Bank or the resolutions of the general meeting. If qualification examination is required after the approval at the general meeting, the candidates shall also be reported to the banking regulatory authorities of the PRC for qualification examination.</p> <p>...</p>	<p><b>Article 38</b> When the general meeting votes on the election of directors and supervisors, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association of the Bank or the resolutions of the general meeting. If qualification examination is required after the approval at the general meeting, the candidates shall also be reported to the banking <b>and insurance</b> regulatory authorities of the PRC for qualification examination.</p> <p>...</p>
11.	<p><b>Article 46</b> The following matters shall be resolved by ordinary resolutions at a general meeting:</p> <p>(1) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the Board of Directors;</p> <p>(3) appointment and removal of members of the Board of Directors and the Board of Supervisors, their remuneration and method of payment;</p> <p>(4) annual budgets, final accounts, balance sheets, income statements and other financial statements of the Bank;</p> <p>(5) annual reports of the Bank;</p> <p>(6) the Bank's business policy and investment plans;</p> <p>(7) appointment or dismissal of accounting firm;</p> <p>(8) matters other than those required by the laws, administrative regulations or the Articles of Association of the Bank to be adopted by special resolutions.</p>	<p><b>Article 46</b> The following matters shall be resolved by ordinary resolutions at a general meeting:</p> <p>(1) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the Board of Directors;</p> <p>(3) appointment and removal of members of the Board of Directors and the Board of Supervisors, their remuneration and method of payment;</p> <p>(4) annual budgets, final accounts, balance sheets, income statements and other financial statements of the Bank;</p> <p>(5) annual reports of the Bank;</p> <p>(6) the Bank's business policy and investment plans;</p> <p>(7) appointment or dismissal of <b><u>the accounting firm that is responsible to conduct regular statutory audits of the Bank's financial reports;</u></b></p> <p>(8) matters other than those required by the laws, administrative regulations or the Articles of Association of the Bank to be adopted by special resolutions.</p>

No.	Before amendments	After amendments
12.	<p><b>Article 47</b> The following matters shall be resolved by special resolutions at a general meeting:</p> <p>(1) increase or decrease in the share capital of the Bank, and the issuance of any class of shares, warrants or other similar securities by the Bank;</p> <p>(2) issuance of bonds by the Bank;</p> <p>(3) the split, merger, dissolution and liquidation of the Bank;</p> <p>(4) amendments to the Articles of Association of the Bank;</p> <p>(5) repurchase of shares by the Bank;</p> <p>(6) equity incentive plan;</p> <p>(7) substantial assets purchased or sold by the Bank within one year, or financial guarantee provided by the Bank within one year, which account for 30% or more of the Bank's most recent total audited assets;</p> <p>(8) other matters required by the laws, administrative regulations or the Articles of Association of the Bank and determined by an ordinary resolution of the general meeting as having a material impact on the Bank and requiring approval by a special resolution.</p>	<p><b>Article 47</b> The following matters shall be resolved by special resolutions at a general meeting:</p> <p>(1) increase or decrease in the <del>share</del> <b>registered</b> capital of the Bank, and the issuance of any class of shares, warrants or other similar securities by the Bank;</p> <p>(2) issuance of bonds by the Bank <b><u>or listing of the Bank;</u></b></p> <p>(3) the split, merger, dissolution <del>and</del>, liquidation <b><u>or change of company form</u></b> of the Bank;</p> <p>(4) amendments to the Articles of Association of the Bank;</p> <p><b><u>(5) consideration and approval of the Procedural Rules of the General Meetings, the Board of Directors and the Board of Supervisors of the Bank;</u></b></p> <p><b><u>(6) removal of independent directors;</u></b></p> <p><del>(57)</del> repurchase of shares by the Bank;</p> <p><b><u>(68) consideration and approval</u></b> of equity incentive plan;</p> <p><del>(79)</del> substantial assets purchased or sold by the Bank within one year, or financial guarantee provided by the Bank within one year, which account for 30% or more of the Bank's most recent total audited assets;</p> <p><del>(810)</del> other matters required by the laws, <del>administrative</del> <b><u>regulatory rules</u></b> or the Articles of Association of the Bank and determined by an ordinary resolution of the general meeting as having a material impact on the Bank and requiring approval by a special resolution.</p>

No.	Before amendments	After amendments
13.	<b>Article 48</b> Except for the matters set out in Articles 47 and 48 above, other matters in the Bank's daily operations may be considered and approved by the Board of Directors within its terms of reference.	<b>Article 48</b> Except for the matters set out in Articles <del>47</del> <u>46</u> and <del>48</del> <u>47</u> above, other matters in the Bank's daily operations may be considered and approved by the Board of Directors within its terms of reference.
14.	<b>Article 50</b> ...  For voting in the circumstances set out in the second paragraph of Article 25 of these Procedural Rules, the attendance and voting of ordinary shareholders (including preference shareholders with restored voting rights) and preference shareholders (excluding preference shareholders with restored voting rights) shall be counted and announced respectively.	<b>Article 50</b> ...  For voting in the circumstances set out in the second paragraph of Article <del>25</del> <u>24</u> of these Procedural Rules, the attendance and voting of ordinary shareholders (including preference shareholders with restored voting rights) and preference shareholders (excluding preference shareholders with restored voting rights) shall be counted and announced respectively.
15.	<b>Article 52</b> ...  The minutes of meeting shall be kept together with the signature book of the on-site attending shareholders, the power of attorney of the proxies and the valid information of voting via the Internet or by other means for a period of not less than ten years.	<b>Article 52</b> ...  The minutes of meeting shall be kept together with the signature book of the on-site attending shareholders, the power of attorney of the proxies and the valid information of voting via the Internet or by other means <del>for a period of not less than ten years</del> <b>permanently</b> .
16.	<b>Article 58</b> Rights conferred on any class of shareholders may not be varied or abrogated by the Bank unless approved by a special resolution of the general meeting and by shareholders of that class at a general meeting conducted in accordance with Articles 61 to 65, respectively.	<b>Article 58</b> Rights conferred on any class of shareholders may not be varied or abrogated by the Bank unless approved by a special resolution of the general meeting and by shareholders of that class at a general meeting conducted in accordance with Articles <del>61</del> <u>60</u> to <del>65</del> <u>64</u> , respectively.
17.	<b>Article 59</b> The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class of shareholders:  ...  (4) to reduce or cancel a dividend preference or a liquidation preference of the Company Bank attached to shares of such class;  ...	<b>Article 59</b> The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class of shareholders:  ...  (4) to reduce or cancel a dividend preference or a liquidation preference of the <del>Company</del> <b>Bank</b> attached to shares of such class;  ...

No.	Before amendments	After amendments
18.	<p><b>Article 60</b> ...</p> <p>The interested shareholders mentioned in the preceding paragraph shall have the following meanings:</p> <p>(1) in the case of a repurchase of shares by the Bank by making offers to all shareholders on a pro rata basis or through public dealing on a stock exchange in accordance with Article 35 of the Articles of Association of the Bank, an “interested shareholder” shall refer to the controlling shareholder as defined in Article 70 of the Articles of Association of the Bank;</p> <p>(2) in the case of a repurchase of shares by the Bank through an off-market agreement pursuant to Article 35 of the Articles of Association of the Bank, “interested shareholders” shall refer to the shareholders to which the agreement relates;</p> <p>...</p>	<p><b>Article 60</b> ...</p> <p>The interested shareholders mentioned in the preceding paragraph shall have the following meanings:</p> <p>(1) in the case of a repurchase of shares by the Bank by making offers to all shareholders on a pro rata basis or through public dealing on a stock exchange in accordance with Article <del>35</del><u>37</u> of the Articles of Association of the Bank, an “interested shareholder” shall refer to the controlling shareholder as defined in Article <del>70</del><u>72</u> of the Articles of Association of the Bank;</p> <p>(2) in the case of a repurchase of shares by the Bank through an off-market agreement pursuant to Article <del>35</del><u>37</u> of the Articles of Association of the Bank, “interested shareholders” shall refer to the shareholders to which the agreement relates;</p> <p>...</p>
19.	<p><b>Article 64</b> The special procedures for voting by class shareholders shall not apply in the following circumstances:</p> <p>...</p> <p>(3) where the shareholders of unlisted shares of the Bank as described in Article 20 of the Articles of Association of the Bank convert shares held by them into overseas listed foreign shares upon approval by the securities regulatory authority and the banking regulatory authority of the State Council, and such overseas listed foreign shares are listed and traded on an overseas stock exchange.</p>	<p><b>Article 64</b> The special procedures for voting by class shareholders shall not apply in the following circumstances:</p> <p>...</p> <p><del>(3) where the shareholders of unlisted shares of the Bank as described in Article 20 of the Articles of Association of the Bank convert shares held by them into overseas listed foreign shares upon approval by the securities regulatory authority and the banking regulatory authority of the State Council, and such overseas listed foreign shares are listed and traded on an overseas stock exchange.</del></p>



No.	Before amendments	After amendments
20.	<p><b>Article 66</b> Matters to be decided by the general meeting as required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the place where the shares of the Bank are listed and the Articles of Association of the Bank shall be considered by the general meeting to safeguard the decision-making rights of the shareholders of the Bank on such matters. Where necessary, reasonable and lawful, the general meeting may authorize the Board of Directors to decide on specific matters related to the matters to be resolved that cannot or need not be decided immediately at the general meeting.</p>	<p><b>Article 66</b> Matters to be decided by the general meeting as required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the place where the shares of the Bank are listed and the Articles of Association of the Bank shall be considered by the general meeting to safeguard the decision-making rights of the shareholders of the Bank on such matters. <b><u>The general meeting shall not delegate the functions and powers to the Board of Directors that are expressly prohibited to be delegated to the Board of Directors under the Company Law and other laws, regulations and regulatory requirements.</u></b> Where necessary, reasonable and lawful, the general meeting may authorize the Board of Directors to decide on specific matters related to the matters to be resolved that cannot or need not be decided immediately at the general meeting.</p>
21.	<p><b>Article 67</b> When making decisions on the authorized matters, the Board of Directors shall conduct adequate discussion and reasoning, and may engage intermediaries to provide consultation opinions when necessary to ensure that the decisions are made scientifically and reasonably.</p> <p>The Board of Directors shall fully perform its information disclosure obligations in the process of making decisions on the authorized matters, and consciously accept the supervision of the Bank's shareholders, the Board of Supervisors and the relevant securities and banking regulatory authorities.</p>	<p><b>Article 67</b> When making decisions on the authorized matters, the Board of Directors shall conduct adequate discussion and reasoning, and may engage intermediaries to provide consultation opinions when necessary to ensure that the decisions are made scientifically and reasonably.</p> <p>The Board of Directors shall fully perform its information disclosure obligations in the process of making decisions on the authorized matters, and consciously accept the supervision of the Bank's shareholders, the Board of Supervisors and the relevant securities <del>and</del>, banking <b><u>and insurance</u></b> regulatory authorities.</p>

No.	Before amendments	After amendments
22.	<p><b>Article 71</b> These Rules shall be interpreted by the Board of Directors of the Bank.</p>	<p><b>Article 71</b> These Rules <u>belongs to the basic regulatory system, and</u> shall be interpreted by the Board of Directors of the Bank.</p>
23.	<p><b>Article 72</b> These Rules shall be formulated by the Board of Directors and considered and approved by the general meeting, and shall be amended accordingly. In particular, the relevant provisions on A-Share listed company shall be implemented after the initial public offering and listing of A Shares of the Bank.</p>	<p><b>Article 72</b> These Rules shall be formulated by the Board of Directors and considered and approved by the general meeting, and shall be amended accordingly. <del>In particular, the relevant provisions on A-Share listed company shall be implemented after the initial public offering and listing of A Shares of the Bank.</del> <b><u>These Rules came into effect upon consideration and approval by the general meeting. The original Procedural Rules for General Meetings of Bank of Chongqing Co., Ltd. (Chongqing Yindongfa [2020] No. 14) lapsed on the same day.</u></b></p>

Details of the proposed amendments to the Procedural Rules for the Board of Directors are as follows:

No.	Before amendments	After amendments
1.	<p><b>Article 1 Objectives</b></p> <p>In order to further standardize the procedural methods and decision-making procedures of the Board of Directors of the Bank, promote the directors and the Board of Directors to effectively perform their duties, and improve the standardized 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 Securities Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (hereinafter referred to collectively as the “Listing Rules”) and other laws and regulations, departmental rules and the Articles of Association of the Bank, taking into account the actual situation of the Bank.</p>	<p><b>Article 1 Objectives</b></p> <p>In order to further standardize the procedural methods and decision-making procedures of the Board of Directors of the Bank, promote the directors and the Board of Directors to effectively perform their duties, and improve the standardized 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 Securities Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, <u>the Guidelines for Corporate Governance of Banking and Insurance Institutions, the Guidance for the Articles of Association of Listed Companies</u> (《上市公司章程指引》), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (hereinafter referred to collectively as the “Listing Rules”) and other laws and regulations, departmental rules and the Articles of Association of the Bank, taking into account the actual situation of the Bank.</p>

No.	Before amendments	After amendments
2.	<p data-bbox="339 283 834 346"><b>Article 2</b> Terms of reference of the Board of Directors</p> <p data-bbox="339 400 834 634">In addition to the terms of reference of the Board of Directors as provided in the Articles of Association, the Board of Directors shall perform the following duties in relation to corporate governance:</p> <p data-bbox="339 687 834 793">(1) Formulation and review of the Bank's policies and practices on corporate governance;</p> <p data-bbox="339 846 834 995">(2) Review of and monitoring the training and continuous professional development of directors and senior management;</p> <p data-bbox="339 1049 834 1198">(3) Review of and monitoring the Bank's policies and practices on compliance with legal and regulatory requirements;</p> <p data-bbox="339 1251 834 1400">(4) Formulation, review of and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors; and</p> <p data-bbox="339 1453 834 1719">(5) Review of the issuer's compliance with the Corporate Governance Code under the Listing Rules on the Hong Kong Stock Exchange and disclosure in the Corporate Governance Report in its annual report.</p>	<p data-bbox="858 283 1353 346"><b>Article 2</b> Terms of reference of the Board of Directors</p> <p data-bbox="858 400 1353 634">In addition to the terms of reference of the Board of Directors as provided in the Articles of Association, the Board of Directors shall perform the following duties in relation to corporate governance:</p> <p data-bbox="858 687 1353 793">(1) Formulation and <del>review</del> <b>inspection</b> of the Bank's policies and practices on corporate governance;</p> <p data-bbox="858 846 1353 1038">(2) <del>Review of and monitoring</del> <b>Monitoring and improving</b> the training and continuous professional development of directors and senior management;</p> <p data-bbox="858 1091 1353 1240">(3) <del>Review of and monitoring</del> <b>Monitoring and improving</b> the Bank's policies and practices on compliance with legal and regulatory requirements;</p> <p data-bbox="858 1293 1353 1474">(4) Formulation <del>of, review of and monitoring</del> <b>and improving</b> the code of conduct and compliance manual (if any) applicable to employees and directors; and</p> <p data-bbox="858 1527 1353 1793">(5) <del>Review</del> <b>Inspection</b> of the issuer's compliance with the Corporate Governance Code under the Listing Rules on the Hong Kong Stock Exchange and disclosure in the Corporate Governance Report in its annual report.</p>

No.	Before amendments	After amendments
	<p>The Board of Directors shall also pay extra attention to the followings:</p> <p>(1) Formulation of operational and development strategies of the Bank and supervision of execution thereof;</p> <p>(2) Determining risk tolerance, risk management and internal control policies of the Bank;</p> <p>(3) Formulation of capital plans and be overall responsible for capital management;</p> <p>(4) Regular evaluation and improvement of corporate governance of the Bank;</p> <p>(5) Information disclosure and be overall responsible for the truthfulness, accuracy, completeness and timeliness of any accounting and financial report of the Bank;</p> <p>(6) Supervision over and ensuring effective performance of management duties of the senior management;</p> <p>(7) Protection of legitimate interests of depositors and other stakeholders; and</p> <p>(8) Establishment of mechanisms to identify, examine and manage any conflict of interests between the Bank and its shareholders, especially its substantial shareholders.</p>	<p>The Board of Directors shall also pay extra attention to the followings:</p> <p>(1) Formulation of operational and development strategies of the Bank and supervision of execution thereof;</p> <p>(2) Determining risk tolerance, risk management and internal control policies of the Bank, <b><u>and be overall responsible for the comprehensive risk management;</u></b></p> <p>(3) Formulation of capital plans and be overall responsible for capital management;</p> <p>(4) Regular evaluation and improvement of corporate governance of the Bank;</p> <p>(5) Information disclosure and be overall responsible for the truthfulness, accuracy, completeness and timeliness of any accounting and financial report of the Bank;</p> <p>(6) Supervision over and ensuring effective performance of management duties of the senior management;</p> <p>(7) Protection of legitimate interests of <b><u>financial consumers</u></b> <del>depositors</del> and other stakeholders; and</p> <p>(8) Establishment of mechanisms to identify, examine and manage any conflict of interests between the Bank and its shareholders, especially its substantial shareholders.</p>

No.	Before amendments	After amendments
	<p>...</p> <p>When the Board of Directors makes decisions on the matters considered at a meeting, which fall within the scope of the decision-making of the Party Committee of the Bank to participate in major issues, it shall listen to the opinions and suggestions of the Party Committee of the Bank in advance. If such matters shall be submitted to the Municipal SASAC for approval (verification) or filing in accordance with the relevant regulations, such matters shall be submitted in accordance with the relevant regulations.</p>	<p>...</p> <p>When the Board of Directors makes decisions on the matters considered at a meeting, which fall within the scope of the <del>decision-making</del> <b>pre-study and discussion</b> of the Party Committee of the Bank <del>to participate in major issues</del>, it shall listen to the opinions and suggestions of the Party Committee of the Bank in advance. If such matters shall be submitted to the Municipal SASAC <b>State-owned Assets Supervision and Administration Commission</b> for approval (verification) or filing in accordance with the relevant regulations, such matters shall be submitted in accordance with the relevant regulations.</p>
3.	<p><b>Article 4</b> Board meetings</p> <p>Board meetings are divided into regular meetings (routine meetings) and extraordinary meetings.</p> <p>The Board of Directors shall hold at least one regular meeting (routine meeting) every quarter. There should be arrangements in place to ensure that all directors are given an opportunity to include matters in the agenda for discussion at regular Board meetings.</p>	<p><b>Article 4</b> Board meetings</p> <p>Board meetings are divided into regular meetings (routine meetings) and extraordinary meetings.</p> <p>The Board of Directors shall hold at least <del>four</del> <b>one</b> regular meetings (routine meetings) <b>a year, about once</b> every quarter <b>on average</b>. There should be arrangements in place to ensure that all directors are given an opportunity to include matters in the agenda for discussion at regular Board meetings.</p>

No.	Before amendments	After amendments
4.	<p><b>Article 6</b> Extraordinary meetings</p> <p>Under any of the following circumstances, the chairman shall convene and preside over an extraordinary meeting within ten days after receipt of the proposal:</p> <p>(1) request of the shareholders representing more than one-tenth of voting rights;</p> <p>(2) when the chairman considers it necessary;</p> <p>(3) request of the Board of Supervisors;</p> <p>(4) joint request of more than one-third of the directors;</p> <p>(5) request of more than half of the independent directors;</p> <p>(6) proposed by the president;</p> <p>(7) when requested by regulatory authorities;</p> <p>(8) other circumstances specified in the Articles of Association.</p>	<p><b>Article 6</b> Extraordinary meetings</p> <p>Under any of the following circumstances, the chairman shall convene and preside over an extraordinary meeting within ten days after receipt of the proposal:</p> <p>(1) request of the shareholders representing more than one-tenth of voting rights;</p> <p>(2) <del>when</del> the chairman considers it necessary;</p> <p>(3) request of the Board of Supervisors;</p> <p>(4) <del>joint</del> request of more than one-third of the directors;</p> <p>(5) request of more than <del>half of the</del> <u>two</u> independent directors;</p> <p>(6) proposed by the president;</p> <p>(7) when requested by regulatory authorities;</p> <p>(8) other circumstances specified in the Articles of Association.</p>
5.	<p><b>Article 7</b> Procedures for proposing an extraordinary meeting</p> <p>...</p> <p>The chairman shall convene and preside over a Board meeting within ten days after receiving the proposal or the request of the securities regulatory authority.</p>	<p><b>Article 7</b> Procedures for proposing an extraordinary meeting</p> <p>...</p> <p>The chairman shall convene and preside over a Board meeting within ten days after receiving the proposal or the request of the <del>securities</del>—regulatory authority.</p>
6.	<p><b>Article 10</b> Contents of the meeting notice</p> <p>A written notice of meeting shall at least include the following:</p> <p>(1) the time and venue of the meeting;</p> <p>...</p>	<p><b>Article 10</b> Contents of the meeting notice</p> <p>A written notice of meeting shall at least include the following:</p> <p>(1) the time, <u>duration</u> and venue of the meeting;</p> <p>...</p>
7.	<p><b>Article 12</b> Convening a meeting</p> <p>A board meeting shall not be held unless over half of the directors are present in person (or by appointing other directors as proxies). ...</p>	<p><b>Article 12</b> Convening a meeting</p> <p>A board meeting shall not be held unless over half of the directors are present in person (or by appointing other directors as proxies). ...</p>

No.	Before amendments	After amendments
8.	<p><b>Article 15</b> Method of convening a meeting</p> <p>In principle, the Board meeting shall be held on-site (including video conferencing and teleconferencing). When necessary, the meeting may also be held with voting in writing such as fax or e-mail upon consent of the convener (presider) and the person proposing the meeting so long as the directors are able to fully express their opinions. The board meeting may also be held on-site in combination with other means. However, the following material matters shall not be voted on through communications (being to resolve and vote only in writing): profit distribution proposals, risk capital allocation proposals, material investments, material asset disposals, engagement or dismissal of senior management personnel, proposal to replenish capital, significant change in shareholdings, financial restructuring, or matters involving conflict of interest with substantial shareholders or directors.</p> <p>For a vote made through communications, subject matters and related background information shall be distributed to all directors at least three days before the vote.</p> <p>If the meeting is held off-site, the number of directors attending the meeting shall be calculated to include those attending the meeting on-site (including the directors present through video conferencing and teleconferencing), whose valid votes such as faxes or e-mails are actually received within the prescribed period, or submitting written confirmation letters of attendance after the meeting.</p>	<p><b>Article 15</b> Method of convening a meeting</p> <p>In principle, the Board meeting shall be held <del>as on-site</del> <b>conference</b> (<b>“on-site conference” refers to a meeting that is held by means of on-site, video streaming, telephone, etc. to ensure that participants can communicate and discuss in real time</b> <del>including video conferencing and teleconferencing</del>). <b>In addition to regular meetings,</b> <del>When necessary, the Board meeting may also be held by</del> <b>written circulation</b> <del>with voting in writing</del> such as fax or e-mail upon consent of the convener (presider) and the person proposing the meeting so long as the directors are able to fully express their opinions. <del>The board meeting may also be held on-site in combination with other means.</del> However, the following material matters shall not <b>adopt written circulation</b> <del>be voted on through communications</del> (<b>“written circulation” refers to the means of convening a meeting to resolve a resolution by serving the resolutions separately or by circulating the resolutions to be considered</b> <del>being to resolve and vote only in writing</del>): profit distribution proposals, <b>remuneration proposals,</b> <del>risk capital allocation proposals,</del> <b>capital budget proposals,</b> material investments, material asset disposals, engagement or dismissal of senior management personnel, proposal to replenish capital, significant change in shareholdings, financial restructuring, or matters involving conflict of interest with substantial shareholders or directors.</p> <p>For a vote made through <del>communications</del> <b>written circulation,</b> subject matters and related background information shall be distributed to all directors at least three days before the vote.</p> <p>If the meeting is held off-site, the number of directors attending the meeting shall be calculated to include those attending the meeting on-site (including the directors present through video conferencing and teleconferencing), whose valid votes such as faxes or e-mails are actually received within the prescribed period, or submitting written confirmation letters of attendance after the meeting.</p>



No.	Before amendments	After amendments
9.	<p data-bbox="403 283 794 314"><b>Article 17</b> Expressing opinions</p> <p data-bbox="339 336 834 612">Independent directors shall give objective, impartial and independent opinions on the matters discussed at the general meeting or the board meeting of the Bank in accordance with the laws and the Articles of Association of the Bank. In particular, they shall give opinions to the general meeting or the Board of Directors on the following matters:</p> <p data-bbox="339 634 834 687">(1) material connected transactions;</p> <p data-bbox="403 708 802 740">(2) profit distribution proposals;</p> <p data-bbox="339 761 834 815">(3) nomination, appointment and removal of directors;</p> <p data-bbox="339 846 834 900">(4) appointment or dismissal of senior management;</p> <p data-bbox="339 932 834 985">(5) remuneration of directors and senior management;</p> <p data-bbox="339 1006 834 1112">(6) matters that the independent directors consider may prejudice the interests of depositors and minority shareholders;</p> <p data-bbox="339 1144 834 1219">(7) matters that the independent directors consider may cause significant losses to the Bank;</p> <p data-bbox="339 1251 834 1325">(8) matters that involve material conflict of interests with substantial shareholders or directors;</p> <p data-bbox="339 1357 834 1464">(9) other matters stipulated by laws, administrative regulations, departmental rules and the Articles of Association of the Bank.</p> <p data-bbox="403 1506 419 1517">...</p>	<p data-bbox="922 283 1313 314"><b>Article 17</b> Expressing opinions</p> <p data-bbox="858 336 1353 612">Independent directors shall give objective, impartial and independent opinions on the matters discussed at the general meeting or the board meeting of the Bank in accordance with the laws and the Articles of Association of the Bank. In particular, they shall give opinions to the general meeting or the Board of Directors on the following matters:</p> <p data-bbox="858 634 1353 687">(1) material connected transactions;</p> <p data-bbox="922 708 1321 740">(2) profit distribution proposals;</p> <p data-bbox="858 761 1353 815">(3) nomination, appointment and removal of directors;</p> <p data-bbox="858 846 1353 900">(4) appointment or dismissal of senior management;</p> <p data-bbox="858 932 1353 985">(5) remuneration of directors and senior management;</p> <p data-bbox="858 1006 1353 1112"><del>(6) matters that the independent directors consider may prejudice the interests of depositors and minority shareholders;</del></p> <p data-bbox="858 1144 1353 1251"><b><u>(6) appointment or dismissal of the accounting firm that conducts regular statutory audits of the Bank's financial reports;</u></b></p> <p data-bbox="858 1283 1353 1410"><b><u>(7) other matters that may materially affect the legitimate rights and interests of the Bank, minority shareholders and financial consumers;</u></b></p> <p data-bbox="858 1442 1353 1517"><del>(7) matters that the independent directors consider may cause significant losses to the Bank;</del></p> <p data-bbox="858 1549 1353 1655"><b><u>(8) impact of preference share issuance on the rights and interests of various classes of shareholders of the Bank;</u></b></p> <p data-bbox="858 1687 1353 1761">(89) matters that involve material conflict of interests with substantial shareholders or directors;</p> <p data-bbox="858 1793 1353 1900">(910) other matters stipulated by laws, administrative regulations, departmental rules and the Articles of Association of the Bank.</p> <p data-bbox="922 1942 938 1953">...</p>

No.	Before amendments	After amendments
10.	<p style="text-align: center;"><b>Article 21</b> Voting abstention</p> <p>Where a director abstains from voting, the relevant board meeting may be held when over half of the non-connected directors attend the meeting. The resolution formed shall be passed by over half of the non-connected directors. If the number of non-connected directors attending the meeting is less than three, the relevant proposal shall not be voted on but shall be submitted to the general meeting for consideration.</p>	<p style="text-align: center;"><b>Article 21</b> Voting abstention</p> <p>Where a director abstains from voting, the relevant board meeting may be held when over half of the non-connected directors attend the meeting. The resolution formed shall be passed by over half of the non-connected directors. <b><u>Where the laws, administrative regulations and the Articles of Association of the Bank require the consent of more directors to form a resolution of the Board of Directors, such provisions shall prevail.</u></b> If the number of non-connected directors attending the meeting is less than three, the relevant proposal shall not be voted on but shall be submitted to the general meeting for consideration.</p>
11.	<p style="text-align: center;"><b>Article 26</b> Audio recordings of meetings</p> <p>Board meetings held on-site and by means of video streaming, telephone, etc. may be recorded in video or audio throughout the meetings as necessary.</p>	<p style="text-align: center;"><b>Article 26</b> Audio recordings of meetings</p> <p>Board meetings held on-site <del>and by means of video streaming, telephone, etc. may</del> <b><u>shall</u></b> be recorded in video or audio throughout the meetings <del>as necessary.</del></p>
12.	<p style="text-align: center;"><b>Article 27</b> Minutes of meetings</p> <p>The secretary to the Board of Directors shall arrange the staff of the office of the Board of Directors to keep minutes of the board meetings properly. Meeting minutes shall include the following contents:</p>	<p style="text-align: center;"><b>Article 27</b> Minutes of meetings</p> <p>The secretary to the Board of Directors shall arrange the staff of the office of the Board of Directors to keep minutes of the <b><u>on-site</u></b> board meetings properly. Meeting minutes shall include the following contents:</p>

No.	Before amendments	After amendments
13.	<p><b>Article 28</b> Meeting minutes and resolution records</p> <p>...</p> <p>Resolutions of the Board of Directors and meeting minutes shall be filed with the banking regulatory authorities within ten days after the conclusion of the meeting or other approved timeframe.</p>	<p><b>Article 28</b> Meeting minutes and resolution records</p> <p>...</p> <p>Resolutions of the Board of Directors and meeting minutes shall be filed with the <del>banking</del> regulatory authorities within ten days after the conclusion of the meeting or other approved timeframe.</p>
14.	<p><b>Article 32</b> Keeping of meeting files</p> <p>...</p> <p>Files of board meetings shall be kept for no less than ten years.</p> <p>...</p>	<p><b>Article 32</b> Keeping of meeting files</p> <p>...</p> <p>Files of board meetings shall be kept <del>for no less than ten years</del> <b><u>permanently.</u></b></p> <p>...</p>
15.	<p><b>Article 34</b> Supplementary provisions</p> <p>Unless otherwise expressly stated, in these Rules, the term “more than” shall include the number itself; the terms “exceeding”, “over”, “below” and “less than” shall not include the number itself.</p> <p>These Rules shall be formulated by the Board of Directors and considered and approved by the shareholders’ general meeting, and shall be amended accordingly. In particular, the relevant provisions on A-Share listed company shall be implemented after the initial public offering and listing of A Shares of the Bank.</p> <p>These Rules shall be interpreted by the Board of Directors.</p>	<p><b>Article 34</b> Supplementary provisions</p> <p>Unless otherwise expressly stated, in these Rules, the term “more than” shall include the number itself; the terms “exceeding”, “over”, “below” and “less than” shall not include the number itself.</p> <p>These Rules shall be formulated by the Board of Directors and considered and approved by the shareholders’ general meeting, and shall be amended accordingly. <del>In particular, the relevant provisions on A-Share listed company shall be implemented after the initial public offering and listing of A Shares of the Bank.</del></p> <p>These Rules <b><u>belong to basic regulatory system, and</u></b> shall be interpreted by the Board of Directors.</p> <p><b><u>These Rules came into effect upon consideration and approval by the shareholders’ general meeting of the Bank. The original Procedural Rules for the Board of Directors of Bank of Chongqing Co., Ltd. (Chongqing Yindongfa [2018] No. 11) lapsed on the same day.</u></b></p>

Details of the proposed amendments to the Procedural Rules for the Board of Supervisors are as follows:

No.	Before amendments	After amendments
1.	<p><b>Article 1 Purpose</b></p> <p>In order to further regulate meeting and decision-making procedures of the Board of Supervisors of the Bank, procure the supervisors and the Board of Supervisors to effectively perform their duties and improve the corporate governance structure of the Bank, these Rules are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter collectively referred to as the “Listing Rules”), the Notice of the CBRC on Issuing the Working Guidelines for the Board of Supervisors of Commercial Banks and other laws and regulations, departmental rules and the Articles of Association of the Bank, taking into account the actual situation of the Bank.</p>	<p><b>Article 1 Purpose</b></p> <p>In order to further regulate meeting and decision-making procedures of the Board of Supervisors of the Bank, procure the supervisors and the Board of Supervisors to effectively perform their duties and improve the corporate governance structure of the Bank, these Rules are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter collectively referred to as the “Listing Rules”), the <del>Notice of the CBRC on Issuing the Working Guidelines for the Board of Supervisors of Commercial Banks</del> <b><u>Guidelines on Corporate Governance of Banking and Insurance Institutions, Guidelines on the Work of the Board of Supervisors of Commercial Banks, Implementation Measures for Collective Decision-making on “Three Importance and One Greatness” Matters of Bank of Chongqing Co., Ltd.</u></b> and other laws and regulations, departmental rules and the Articles of Association of the Bank, taking into account the actual situation of the Bank.</p>

No.	Before amendments	After amendments
2	<p><b>Article 2</b> Composition of the Board of Supervisors</p> <p>The Board of Supervisors of the Bank consists of nine supervisors, including Shareholder Supervisors, External Supervisors and Employee Supervisors. The number of External Supervisors and Employee Supervisors shall not be less than one-third of the total number of supervisors. The specific number of members of the Board of Supervisors shall be determined by the shareholders' general meeting.</p> <p>The Board of Supervisors shall have one chairman (chairman of the Board of Supervisors). The appointment and removal of the chairman (chairman of the Board of Supervisors) shall be approved by more than two-thirds of the members of the Board of Supervisors.</p> <p>Directors, president and other senior management shall not act concurrently as supervisors.</p> <p>...</p>	<p><b>Article 2</b> Composition of the Board of Supervisors</p> <p>The Board of Supervisors of the Bank consists of <u>seven to nine</u> supervisors, including <u>one to two</u> Shareholder Supervisors, <u>three to four</u> External Supervisors and <u>three to four</u> Employee Supervisors. The <del>number</del><b>proportion</b> of External Supervisors and Employee Supervisors shall not be less than one-third <del>of the total number of supervisors. The specific number of members of the Board of Supervisors shall be determined by the shareholders' general meeting.</del></p> <p><del>The Board of Supervisors shall have one chairman (chairman of the Board of Supervisors). The appointment and removal of the chairman (chairman of the Board of Supervisors) shall be approved by more than two-thirds of the members of the Board of Supervisors.</del></p> <p>Directors, president and other senior management shall not act concurrently as supervisors.</p> <p>...</p>

No.	Before amendments	After amendments
3	<p><b>Article 3</b> Scope of duties of the Board of Supervisors</p> <p>In addition to the powers stipulated by the laws, regulations and rules, the Board of Supervisors shall focus on supervising the performance of duties by the Board of Directors and senior management, financial activities, internal control and risk management of the Bank. The Board of Supervisors shall exercise the following powers as stipulated in the Articles of Association of the Bank:</p> <p>...</p> <p>Apart from the aforementioned powers, the Board of Supervisors shall also pay extra attention to the followings:</p> <p>(1) Supervision of the Board of Directors in its formulation of stable operational philosophies, values and development strategies specific to the Bank;</p> <p>(2) Regular evaluation and report on the scientificity, rationality and effectiveness of development strategies developed by the Board of Directors;</p> <p>(3) Inspection of operational decision-making, risk management and internal control of the Bank and supervision of rectification thereof;</p> <p>(4) Supervision of nomination and appointment of directors;</p> <p>(5) Comprehensive evaluation on duty performance of directors, supervisors and the senior management;</p>	<p><b>Article 3</b> Scope of duties of the Board of Supervisors</p> <p>In addition to the powers stipulated by the laws, regulations and rules, the Board of Supervisors shall focus on supervising the <b><u>implementation of the “Three Importance and One Greatness” decision-making system,</u></b> performance of duties by the Board of Directors and senior management, financial activities, internal control and risk management of the Bank. The Board of Supervisors shall exercise the following powers as stipulated in the Articles of Association of the Bank:</p> <p>...</p> <p><b><u>(15) to draft remuneration plans for supervisors, and submit them to the shareholders’ general meeting for approval;</u></b></p> <p>Apart from the aforementioned powers, the Board of Supervisors shall also pay extra attention to the followings:</p> <p>(1) Supervision of the Board of Directors in its formulation of stable operational philosophies, values and development strategies specific to the Bank;</p> <p>(2) Regular evaluation and report on the scientificity, rationality and <b><u>effectivenessrobustness</u></b> of development strategies developed by the Board of Directors;</p> <p>(3) Inspection of operational decision-making, risk management and internal control of the Bank and supervision of rectification thereof;</p>

No.	Before amendments	After amendments
	<p>(6) Supervision of the scientificity and rationality of remuneration management systems of the Bank and remuneration packages of its senior management;</p> <p>(7) Regular communication with banking regulators with respect to circumstances of the Bank.</p>	<p>(4) Supervision of nomination and appointment of directors;</p> <p>(5) <del>Comprehensive evaluation on duty performance of directors, supervisors and the senior management;</del></p> <p>(6) Supervision of the scientificity and rationality of <b><u>the implementation of</u></b> remuneration management systems of the Bank and remuneration packages of its senior management;</p> <p>(7)(6) Regular communication with banking regulators with respect to circumstances of the Bank.</p>
4	<p style="text-align: center;"><b>Article 5</b> Office of the Board of Supervisors</p> <p>The Board of Supervisors shall have an office of the Board of Supervisors and an office manager to handle the daily affairs of the Board of Supervisors. The person-in-charge of the office of the Board of Supervisors shall keep the seals of the Board of Supervisors and the office of the Board of Supervisors.</p>	<p style="text-align: center;"><b>Article 5</b> Office of the Board of Supervisors</p> <p>The Board of Supervisors shall have an office of the Board of Supervisors and an office manager to handle the daily affairs of the Board of Supervisors. <del>The person-in-charge of the office of the Board of Supervisors shall keep the seals of the Board of Supervisors and the office of the Board of Supervisors.</del></p>

<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
5	<p style="text-align: center;"><b>Article 6</b> Meetings of the Board of Supervisors</p> <p>The meetings of the Board of Supervisors are divided into regular meetings and extraordinary meetings, and the regular meetings of the Board of Supervisors shall be held at least once a quarter.</p> <p>The decisions, resolutions and minutes of the Board of Supervisors shall be filed with the banking regulatory authorities.</p>	<p style="text-align: center;"><b>Article 6</b> Meetings of the Board of Supervisors</p> <p>The meetings of the Board of Supervisors <del>are divided into regular meetings and extraordinary meetings, and the regular meetings of the Board of Supervisors shall be held at least once a quarter.</del> <b><u>shall be held at least four times a year, and supervisors may propose to convene extraordinary meetings of the Board of Supervisors.</u></b></p> <p>The decisions, resolutions and minutes of the Board of Supervisors shall be filed with the banking regulatory authorities.</p>
6	<p style="text-align: center;"><b>Article 7</b> Proposals for regular meetings</p> <p>The office of the Board of Supervisors shall solicit proposals from all supervisors prior to the issuance of the notice of convening a regular meeting of the Board of Supervisors. When collecting proposals and seeking opinions, the office of the Board of Supervisors shall explain that the Board of Supervisors focuses on the supervision of the Bank's standardized operation and the performance of directors and senior management instead of the decision-making of the Bank's operation and management.</p>	<p style="text-align: center;"><b>Article 7</b> Proposals for <del>regular</del> <b><u>meetings of the Board of Supervisors</u></b></p> <p>The office of the Board of Supervisors shall solicit proposals from all supervisors prior to the issuance of the notice of convening a <del>regular</del> meeting of the Board of Supervisors. When collecting proposals and seeking opinions, the office of the Board of Supervisors shall explain that the Board of Supervisors focuses on the supervision of the Bank's standardized operation and the performance of directors and senior management instead of the decision-making of the Bank's operation and management.</p>



No.	Before amendments	After amendments
7	<p style="text-align: center;"><b>Article 8</b> Extraordinary meetings</p> <p>In any of the following circumstances, the Board of Supervisors shall convene an extraordinary meeting within 10 days:</p> <p style="text-align: center;">.....</p> <p>(7) when an independent director proposed to be dismissed by the Board of Supervisors makes a statement and defense application (the Board of Supervisors shall convene the meeting within 3 days from the date of receipt of the application);</p> <p>(8) other circumstances specified in the Articles of Association.</p>	<p style="text-align: center;"><b>Article 8</b> Extraordinary meetings</p> <p>In any of the following circumstances, the Board of Supervisors shall convene an extraordinary meeting within 10 days:</p> <p style="text-align: center;">.....</p> <p>(7) when an independent director <b>or external supervisor</b> proposed to be dismissed by the Board of Supervisors makes a statement and defense application (the Board of Supervisors shall convene the meeting within 3 days from the date of receipt of the application);</p> <p>(8) other circumstances specified in the Articles of Association.</p>
8	Newly added	<p style="text-align: center;"><b><u>Article 10 If the proposals of the meeting of the Board of Supervisors fall within the scope of pre-study and discussion of the Party Committee of the Bank, the opinions and suggestions of the Party Committee of the Bank shall be heard in advance in accordance with the Articles of Association of the Bank, the Implementation Measures for Collective Decision-making on “Three Importance and One Greatness” of Bank of Chongqing Co., Ltd., these Procedural Rules and other relevant laws, regulations, regulatory documents and the internal rules of the Bank.</u></b></p>

<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
9	<p style="text-align: center;"><b>Article 12</b> Notice of meetings</p> <p>The office of the Board of Supervisors shall send a written notice of meeting affixed with the seal of the office of the Board of Supervisors to all supervisors by direct delivery, fax, e-mail or other means 10 days and 5 days before a meeting of the Board of Supervisors or an extraordinary meeting is convened, respectively. Where the notice is not served by direct delivery, telephone acknowledgement and relevant records shall be made.</p> <p style="text-align: center;">...</p>	<p style="text-align: center;"><b>Article 12</b> Notice of meetings</p> <p>The office of the Board of Supervisors shall send a written notice of meeting <del>affixed with the seal of the office of the Board of Supervisors</del> to all supervisors by direct delivery, fax, e-mail or other means 10 days and 5 days before a meeting of the Board of Supervisors or an extraordinary meeting is convened <b>on-site</b>, respectively. <del>Where the notice is not served by direct delivery, telephone acknowledgement and relevant records shall be made.</del></p> <p style="text-align: center;">...</p>
10	<p style="text-align: center;"><b>Article 12</b> Contents of meeting notice</p> <p>The written meeting notice shall at least include the following contents:</p> <p style="padding-left: 40px;">(1) date, venue and duration of the meeting;</p> <p style="text-align: center;">...</p>	<p style="text-align: center;"><b>Article <del>12</del><u>13</u></b> Contents of meeting notice</p> <p>The written meeting notice shall at least include the following contents:</p> <p style="padding-left: 40px;">(1) <b><u>the method to convene the meeting;</u></b></p> <p style="padding-left: 40px;"><b><u>(2)</u></b> date, venue and duration of the meeting;</p> <p style="text-align: center;">...</p>

<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
11	Newly added	<p style="text-align: center;"><b><u>Article 14 Changes of notice of meeting</u></b></p> <p><b><u>After the written notice of the meeting of the Board of Supervisors is issued, if it is necessary to change the convening method, time, venue and other matters of the meeting or add, change or cancel the meeting proposals, the on-site meeting shall issue a written notice of changes three days before the original date of the meeting, and the written circulation meeting shall issue a written notice of changes before the deadline for voting, specifying the situation and the relevant contents and materials of the new proposals. If the meeting is in less than three days, the date of meeting shall be postponed accordingly or the meeting shall be convened upon the approval of all the attending supervisors on the meeting time in the supplementary notice.</u></b></p>

No.	Before amendments	After amendments
12	<p><b>Article 13</b> Convening a meeting</p> <p>A meeting of the Board of Supervisors shall be held only if more than half of the supervisors are present. If the relevant supervisors refuse to attend or fail to attend the meeting due to laziness resulting in the failure to meet the quorum, other supervisors shall report to the regulatory authorities in a timely manner.</p> <p>The secretary to the Board of Directors and the representative of securities affairs shall attend meetings of the Board of Supervisors.</p>	<p><b>Article 13-15</b> Convening a meeting</p> <p>A meeting of the Board of Supervisors shall be held only if more than half of the supervisors are present. If the relevant supervisors refuse to attend or fail to attend the meeting due to laziness resulting in the failure to meet the quorum, other supervisors shall report to the regulatory authorities in a timely manner.</p> <p><del>The secretary to the Board of Directors and the representative of securities affairs shall attend meetings of the Board of Supervisors.</del> <b><u>The Board of Supervisors shall notify the secretary to the Board of Directors to attend meetings of the Board of Supervisors.</u></b></p>
13	<p><b>Article 14</b> Attendance and proxy of supervisors</p> <p>Supervisors shall attend in person at least two-thirds of the meetings of the Board of Supervisors each year...</p> <p>If supervisors fail to attend in person for two consecutive times or appoint other supervisors to attend the meetings of the Board of Supervisors, or attend in person for less than two-thirds of the total number of meetings of the Board of Supervisors within one year, they shall be deemed as unable to perform their duties. The Board of Supervisors shall propose to the shareholders' general meeting and the employee representative meeting to replace such supervisors.</p>	<p><b>Article 14-16</b> Attendance and proxy of supervisors</p> <p>Supervisors shall attend in person at least <b>more than</b> two-thirds of the <b>on-site</b> meetings of the Board of Supervisors each year...</p> <p>If supervisors fail to attend in person for two consecutive times or appoint other supervisors to attend the meetings of the Board of Supervisors, or attend in person for less than two-thirds of the total number of <b>on-site</b> meetings of the Board of Supervisors within one year, they shall be deemed as unable to perform their duties. The Board of Supervisors shall propose to the shareholders' general meeting and the employee representative meeting to replace such supervisors.</p>

No.	Before amendments	After amendments
14	<p><b>Article 15</b> Convening method of meeting</p> <p>Meetings of the Board of Supervisors shall be held on-site.</p> <p>In case of emergency, meetings of the Board of Supervisors may vote by means of communications, but the convener of the Board of Supervisors (presider of meetings) shall explain the specific emergency to the attending supervisors. When voting by communications, supervisors shall fax their written opinions (if any) and voting intentions on the matters to be considered to the office of the Board of Supervisors after signing and confirming. If a supervisor intends to vote against or abstain, he/she shall state in writing his/her opinions or reasons for the voting.</p>	<p><b>Article 15-17</b> Convening method of meeting</p> <p>Meetings of the Board of Supervisors shall be held on-site <u>in principle (including on-site, video streaming, telephone, etc.). However, provided that supervisors are fully informed and can express their opinions, meetings may, with the consent of the chairman (chairman of the Board of Supervisors) or the extraordinary convener (presider), vote by way of written circulation, i.e. by fax, e-mail and other means to consider and vote in writing only.</u></p> <p><u>When adopting written circulation for voting, the notice of meeting, voting matters and relevant background information shall be delivered to all supervisors at least three days before voting.</u> <del>In case of emergency, meetings of the Board of Supervisors may vote by means of communications, but the convener of the Board of Supervisors (presider of meetings) shall explain the specific emergency to the attending supervisors. When voting by communications</del> <b>written circulation</b>, supervisors shall fax their written opinions (if any) and voting intentions on the matters to be considered to the office of the Board of Supervisors after signing and confirming. If a supervisor intends to vote against or abstain, he/she shall state in writing his/her opinions or reasons for the voting.</p>

No.	Before amendments	After amendments
15	<p><b>Article 17</b> Resolutions of the Board of Supervisors</p> <p>...</p> <p>Resolutions of the Board of Supervisors shall be passed by more than two-thirds of the supervisors.</p> <p>The resolutions proposed by the Board of Supervisors to remove independent directors and external supervisors shall be passed by more than two-thirds of all supervisors before submission to the shareholders' general meeting for consideration.</p> <p>...</p>	<p><b>Article 17-18</b> Resolutions of the Board of Supervisors</p> <p>...</p> <p>Resolutions of the Board of Supervisors shall be <b>voted and</b> passed by more than two-thirds of the <b>all</b> supervisors.</p> <p>The resolutions proposed by the Board of Supervisors to remove independent directors and external supervisors shall be <b>considered and</b> passed by <b>the Board of Supervisors</b> <del>more than two-thirds of all supervisors</del> before submission to the shareholders' general meeting for consideration.</p> <p>...</p>
16	<p><b>Article 19</b> Minutes of meeting</p> <p>...</p> <p>(7) other matters considered to be recorded by the attending supervisors.</p> <p>For meetings of the Board of Supervisors convened by means of communications, the office of the Board of Supervisors shall organize the meeting minutes with reference to the above provisions.</p>	<p><b>Article 19-20</b> Minutes of meeting</p> <p>...</p> <p>(7) other matters considered to be recorded by the attending supervisors.</p> <p><del>For meetings of the Board of Supervisors convened by means of communications, the office of the Board of Supervisors shall organize the meeting minutes with reference to the above provisions.</del></p>

No.	Before amendments	After amendments
17	<p style="text-align: center;"><b>Article 21</b> Announcement of resolutions</p> <p>The announcement of resolutions of the Board of Supervisors shall be handled by the secretary to the Board of Directors in accordance with the relevant provisions of the listing rules of the stock exchange where the Bank's shares are listed.</p>	<p style="text-align: center;"><b>Article 21–23</b> Announcement of resolutions</p> <p>The announcement of resolutions of the Board of Supervisors shall be handled <del>by the secretary to the Board of Directors</del>—in accordance with the relevant provisions <u>on information disclosure</u> of the <del>listing rules of the stock exchange where the Bank's shares are listed.</del></p>
18	<p style="text-align: center;"><b>Article 23</b> Preservation of meeting files</p> <p>The meeting files of the Board of Supervisors, including meeting notices, meeting materials, attendance book, meeting recordings, votes, meeting minutes signed and confirmed by the attending supervisors, announcement of resolutions, etc., shall be kept by a person designated by the chairman (chairman of the Board of Supervisors).</p> <p>The meeting materials of the Board of Supervisors shall be preserved for more than ten years.</p>	<p style="text-align: center;"><b>Article 23–25</b> Preservation of meeting files</p> <p>The meeting files of the Board of Supervisors, including meeting notices, meeting materials, attendance book, meeting recordings, votes, meeting minutes signed and confirmed by the attending supervisors, <del>announcement of resolutions, etc.</del>, shall be kept by a person designated by the chairman (chairman of the Board of Supervisors).</p> <p>The meeting materials of the Board of Supervisors shall be preserved <del>for more than ten years</del> <u>permanently</u>.</p>

No.	Before amendments	After amendments
19	<p data-bbox="339 278 829 346"><b>Article 24</b> Supplementary provisions</p> <p data-bbox="339 400 829 549">For any matters not covered in these Rules, the Procedural Rules for the Board of Directors of Bank of Chongqing Co., Ltd. shall apply.</p> <p data-bbox="339 602 829 751">Unless otherwise expressly stated, in these Rules, “more than” shall include the figure itself; “over” shall not include the figure itself.</p> <p data-bbox="339 804 829 985">These Rules shall be formulated by the Board of Supervisors and submitted to the shareholders’ general meeting for consideration and approval, and shall be amended accordingly.</p> <p data-bbox="339 1038 829 1112">These Rules shall be interpreted by the Board of Supervisors.</p> <p data-bbox="339 1166 829 1389">These Rules came into effect on the date of issuance. The original Procedural Rules for the Board of Supervisors of Bank of Chongqing Co., Ltd. (Chongqing Yinjianfa [2015] No. 1) lapsed on the same day.</p>	<p data-bbox="858 278 1356 346"><b>Article 24—26</b> Supplementary provisions</p> <p data-bbox="858 400 1356 549"><del>For any matters not covered in these Rules, the Procedural Rules for the Board of Directors of Bank of Chongqing Co., Ltd. shall apply.</del></p> <p data-bbox="858 602 1356 751">Unless otherwise expressly stated, in these Rules, “more than” shall include the figure itself; “over” shall not include the figure itself.</p> <p data-bbox="858 804 1356 985">These Rules shall be formulated by the Board of Supervisors and submitted to the shareholders’ general meeting for consideration and approval, and shall be amended accordingly.</p> <p data-bbox="858 1038 1356 1155">These Rules <b>are basic regulations, and</b> shall be interpreted by the Board of Supervisors.</p> <p data-bbox="858 1208 1356 1751"><del>These Rules came into effect on the date of issuance. The original Procedural Rules for the Board of Supervisors of Bank of Chongqing Co., Ltd. (Chongqing Yinjianfa [2015] No. 1) lapsed on the same day.</del> <b><u>These Rules came into effect upon consideration and approval by the shareholders’ general meeting and on the date of issuance. The original Procedural Rules for the Board of Supervisors of Bank of Chongqing Co., Ltd. (Chongqing Yinjianfa [2018] No. 4) lapsed on the same day.</u></b></p>



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## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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# **BANK OF CHONGQING CO., LTD.\***

## **重慶銀行股份有限公司\***

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

**(Stock Code: 1963)**

**(Stock Code of Preference Shares: 4616)**

## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2021 annual general meeting (the “**AGM**”) of Bank of Chongqing Co., Ltd.\* (the “**Bank**”) will be held at 9:30 a.m. on Thursday, June 23, 2022 at Multi-Function Conference Hall, 3/F of the Building of the Head Office of Bank of Chongqing, No. 6 Yongpingmen Street, Jiangbei District, Chongqing, the PRC to consider and, if thought fit, to pass the following resolutions:

### **ORDINARY RESOLUTIONS**

1. Proposal on the Work Report of the Board of Directors for 2021;
2. Proposal on the Work Report of the Board of Supervisors for 2021;
3. Proposal on the Final Financial Accounts for 2021;
4. Proposal on the Profit Distribution Plan for 2021;
5. Proposal on the Financial Budget Proposal of Bank of Chongqing for 2022;
6. Proposal on the 2021 Annual Report of Bank of Chongqing Co., Ltd. and Highlights thereof;
7. Proposal on the Appointment and Remuneration of External Auditors for 2022;
8. Proposal on Election of Ms. You Lili as a Non-executive Director of Bank of Chongqing;
9. Proposal on the Estimated Annual Caps for Daily Related Transactions for 2022;
10. Proposal on the Investment Plan for 2022;
11. Proposal on Amending the Administrative Measures on Outward Equity Investments of Bank of Chongqing Co., Ltd.;

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# NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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## SPECIAL RESOLUTIONS

12. Proposal on Amending the Articles of Association of Bank of Chongqing Co., Ltd.;
13. Proposal on Amending the Procedural Rules for General Meetings of Bank of Chongqing Co., Ltd.;
14. Proposal on Amending the Procedural Rules for Board of Directors of Bank of Chongqing Co., Ltd.;
15. Proposal on Amending the Procedural Rules for Board of Supervisors of Bank of Chongqing Co., Ltd.;
16. Proposal on Amending the Authorization Plan of the Shareholders' General Meeting to the Board of Directors; and
17. Proposal on Issuance of Undated Capital Bonds of Bank of Chongqing Co., Ltd.

For and on behalf of the Board  
**Bank of Chongqing Co., Ltd.\***  
*Chairman*  
**LIN Jun**

Chongqing, the PRC, May 24, 2022

*Notes:*

### **1. Voting by poll**

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, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the voting results will be published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.cqcbank.com](http://www.cqcbank.com)) in accordance with the Listing Rules.

### **2. Closure of register of members of H shares and eligibility for attending and voting at the AGM**

Holders of H shares of the Bank are advised that the register of members of H shares of the Bank will be closed from Monday, June 20, 2022 to Thursday, June 23, 2022 (both days inclusive), during which time no transfer of H shares of the Bank will be effected and registered. In order to qualify for attending and voting at the AGM, instruments of transfer accompanied by relevant share certificates and other appropriate documents must be lodged with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by 4:30 p.m. on Friday, June 17, 2022.

H Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Monday, June 20, 2022 are entitled to attend and vote at the AGM.

### **3. Dividend payment arrangement**

The board of directors of the Bank has recommended the payment of a final cash dividend of RMB3.90 (tax inclusive) per 10 shares for the year ended December 31, 2021 to all shareholders of the Bank. Based on the total ordinary share capital of the Bank (i.e. 3,474,505,339 shares) as at the date of this notice, the Bank will pay a cash dividend of RMB1.355 billion (tax inclusive) in total. The dividend distribution plan will be

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## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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submitted to the AGM for consideration. Subject to approval of the profit distribution plan of the Bank for 2021 (i.e resolution No. 4), the dividend will be paid to holders of H shares whose names appear on the register of members of H shares of the Bank on Tuesday, July 5, 2022. The proposed dividends payable is denominated and declared in Renminbi, and will be paid to holders of A shares in Renminbi and holders of H shares in Hong Kong dollars. The actual amount declared in Hong Kong dollar shall be calculated at the average benchmark exchange rate for Renminbi against Hong Kong dollar published by the People's Bank of China five working days prior to and including the date of the AGM. The register of members of H shares of the Bank will be closed from Wednesday, June 29, 2022 to Tuesday, July 5, 2022 (both days inclusive), during such period no transfer of the Bank's H shares will be effected and registered. In order to be entitled to the final dividend, holders of H shares of the Bank who have not registered the related transfer documents are required to lodge the transfer documents, together with the relevant share certificates, with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, June 28, 2022.

#### 4. Proxy

Every shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Bank, to attend and vote on his/her behalf at the AGM. A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. The instrument appointing the proxy shall be deposited at the Bank's H share registrar for holders of H shares not less than 24 hours before the time specified for holding the AGM. If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other documents of authority under which the instrument is signed shall be notarized. The notarized power of attorney or other documents of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Bank's H share registrar.

#### 5. Other businesses

- (i) The AGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (ii) The address of Computershare Hong Kong Investor Services Limited is:

17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong  
Tel No.: (852) 2862 8628  
Fax No.: (852) 2865 0990

*As at the date of this notice, the executive directors of the Bank are Ms. LIN Jun, Mr. RAN Hailing, Mr. LIU Jianhua and Mr. WONG Wah Sing; the non-executive directors of the Bank are Mr. WONG Hon Hing, Mr. YANG Yusong, Mr. WU Heng and Ms. ZHONG Xian; and the independent non-executive directors of the Bank are Dr. LIU Xing, Mr. WANG Rong, Dr. ZOU Hong, Dr. FUNG Don Hau and Mr. YUAN Xiaobin.*

\* *The Bank holds a financial licence number B0206H250000001 approved by the regulatory authority of the banking industry of the PRC and was authorised by the Administration for Market Regulation of Chongqing to obtain a corporate legal person business licence with a unified social credit code 91500000202869177Y. The Bank is not an authorised institution within the meaning of Hong Kong Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking and/or deposit-taking business in Hong Kong.*