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**If you have sold or transferred** all your shares in **Bank of Communications Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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交通銀行股份有限公司  
**Bank of Communications Co., Ltd.**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 03328)**

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO PROCEDURAL RULES  
AND  
NOTICE OF EGM  
NOTICE OF H SHAREHOLDERS CLASS MEETING**

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The notices convening the EGM and the H Shareholders Class Meeting to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Thursday, 25 August 2022, are set out on pages 235 to 237 and pages 238 to 240 of this circular.

If you intend to appoint a proxy to attend the EGM and the H Shareholders Class Meeting, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Bank in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand, post or fax as soon as practicable and in any event not less than 24 hours before the time appointed for holding the EGM and the H Shareholders Class Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM and the H Shareholders Class Meeting or at any adjourned meeting thereof should you so wish.

If you intend to attend the EGM and the H Shareholders Class Meeting in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited, or to the Board Office of the Bank on or before Thursday, 4 August 2022.

8 July 2022

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## TABLE OF CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
1. <b>INTRODUCTION</b> .....	3
2. <b>PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b> .....	4
3. <b>PROPOSED AMENDMENTS TO PROCEDURAL RULES</b> .....	4
4. <b>THE EGM AND THE SHAREHOLDERS CLASS MEETINGS</b> .....	5
5. <b>RECOMMENDATION</b> .....	5
<b>APPENDIX I    PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b> .....	6
<b>APPENDIX II    PROPOSED AMENDMENTS TO PROCEDURAL RULES OF THE                     SHAREHOLDERS' GENERAL MEETING</b> .....	164
<b>APPENDIX III    PROPOSED AMENDMENTS TO PROCEDURAL RULES OF THE                     BOARD</b> .....	189
<b>APPENDIX IV    PROPOSED AMENDMENTS TO PROCEDURAL RULES OF THE                     BOARD OF SUPERVISORS</b> .....	217
<b>NOTICE OF EGM</b> .....	235
<b>NOTICE OF H SHAREHOLDERS CLASS MEETING</b> .....	238

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## DEFINITIONS

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

“Articles of Association”	means the articles of association of Bank of Communications Co., Ltd. (as amended from time to time)
“A Share(s)”	means the domestic share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Bank which is/are listed on the Shanghai Stock Exchange and traded in RMB
“A share Shareholder(s)”	means the holder(s) of A shares
“A Shareholders Class Meeting”	means the A Shareholders class meeting of the Bank to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Thursday, 25 August 2022
“Bank”	means Bank of Communications Co., Ltd. (交通銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Board”	means the board of Directors of the Bank
“Board of Supervisors”	means the board of Supervisors of the Bank
“CBIRC”	means China Banking and Insurance Regulatory Commission
“Company Law”	means the Company Law of the People’s Republic of China
“Director(s)”	means the director(s) of the Bank
“EGM”	means the extraordinary general meeting of the Bank to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Thursday, 25 August 2022
“Hong Kong”	means Hong Kong Special Administrative Region of the PRC
“Hong Kong dollar” or “HK\$”	means Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“H Share(s)”	means the overseas-listed foreign share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Bank which is/are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars

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## DEFINITIONS

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“H share Shareholder(s)”	means the holder(s) of H shares
“H Shareholders Class Meeting”	means the H Shareholders class meeting of the Bank to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Thursday, 25 August 2022
“Latest Practicable Date”	means 4 July 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information for inclusion herein
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Ministry of Finance”	means the Ministry of Finance of the People’s Republic of China
“PRC”	means the People’s Republic of China
“RMB”	means Renminbi, the lawful currency of the PRC
“Shareholder(s)”	means the holder(s) of the share(s) of the Bank
“Share(s)”	means A Share(s) and/or H Share(s)
“Supervisor(s)”	means the supervisor(s) of the Bank

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LETTER FROM THE BOARD

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交通銀行股份有限公司  
**Bank of Communications Co., Ltd.**

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 03328)

*Executive Directors:*

Mr. Ren Deqi  
Mr. Liu Jun

*Non-executive Directors:*

Mr. Li Longcheng  
Mr. Wang Linping  
Mr. Chang Baosheng  
Mr. Liao, Yi Chien David  
Mr. Chan Siu Chung  
Mr. Chen Junkui

*Independent Non-executive Directors:*

Mr. Woo Chin Wan, Raymond  
Mr. Cai Haoyi  
Mr. Shi Lei  
Mr. Zhang Xiangdong  
Ms. Li Xiaohui

*Registered Office:*

No. 188, Yin Cheng Zhong Lu,  
China (Shanghai) Pilot  
Free Trade Zone  
PRC

*Place of Business in Hong Kong:*

No. 20 Pedder Street  
Central  
Hong Kong

8 July 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO PROCEDURAL RULES  
AND  
NOTICE OF EGM  
NOTICE OF H SHAREHOLDERS CLASS MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Bank dated 28 June 2022, in relation to the proposed amendments to Articles of Association, and proposed amendments to procedural rules. The purpose of this circular is to provide you with detailed information in relation to, among other things, the proposed

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## LETTER FROM THE BOARD

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amendments to Articles of Association and the proposed amendments to procedural rules, in order for you to make an informed decision to vote for or against the proposed resolutions above at the EGM and the H Shareholders Class Meeting.

### 2. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

In accordance with the requirements of relevant laws, regulations and regulatory rules, and taking into consideration of the practice of the Bank, the Board resolved on 28 June 2022 to propose to make certain amendments to the Articles of Association. Details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

The Board also resolved to propose to seek the authorization to be granted by the general meeting of the Bank to the Board to authorize the Chairman, to make necessary and appropriate amendments to the Articles of Association in accordance with the opinions or requirements of the regulatory authorities, the stock exchanges where the Bank's shares are listed and the relevant departments, and to deal with the approval of the amendments to the Articles of Association and the filing with the market supervision authorities and other matters.

Such proposal will be put forward at the EGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting for Shareholders' consideration and approval by way of a special resolution. Upon approval by the Shareholders at the above mentioned meetings, the amended Articles of Association shall take effect upon the approval by the CBIRC.

### 3. PROPOSED AMENDMENTS TO PROCEDURAL RULES

In accordance with the requirements of relevant laws, regulations and regulatory rules, in order to conform with the amended Articles of Association and taking into consideration of the practice of the Bank, the Board resolved on 28 June 2022 to propose to make certain amendments to the Procedural Rules of the Shareholders' General Meeting and the Procedural Rules of the Board, and to seek the authorization to be granted by the general meeting of the Bank to the Board to authorize the Chairman to amend such rules correspondingly in the event that the relevant provisions of the Procedural Rules of the Shareholders' General Meeting and the Procedural Rules of the Board are involved in the subsequent amendments to the Articles of Association in accordance with the regulatory requirements. The Board of Supervisors resolved on 28 June 2022 to propose to make certain amendments to the Procedural Rules of the Board of Supervisors (collectively with the Procedural Rules of the Shareholders' General Meeting and the Procedural Rules of the Board, the "**Procedural Rules**") and to seek the authorization to be granted by the general meeting of the Bank to the Board of Supervisors to authorize the Chairman of the Board of Supervisors to amend such rules correspondingly in the event that the relevant provisions of the Procedural Rules of the Board of Supervisors are involved in the subsequent amendments to the Articles of Association in accordance with the regulatory requirements. Details of the proposed amendments to the Procedural Rules of the Shareholders' General Meeting, the Procedural Rules of the Board and the Procedural Rules of the Board of Supervisors are set out in Appendix II, Appendix III and Appendix IV to this circular, respectively.

Such proposals will be put forward at the EGM for the Shareholders' consideration and approval by way of special resolutions. Upon approval by the Shareholders at the above mentioned meeting, the amended Procedural Rules shall take effect upon approval of the Articles of Association by the CBIRC.

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## LETTER FROM THE BOARD

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### 4. THE EGM AND THE SHAREHOLDERS CLASS MEETINGS

The EGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Thursday, 25 August 2022. The notices convening the EGM and the H Shareholders Class Meeting are set out on pages 235 to 237 and pages 238 to 240 of this circular, respectively.

In accordance with the provisions of the Notice of China Banking Regulatory Commission on Enhancing the Management of Pledge of Equity Interests in Commercial Banks (中國銀監會關於加強商業銀行股權質押管理的通知), if a shareholder has pledged fifty percent or more of the equity interests held by such shareholder in the Bank, such shareholder's voting right at the shareholders' general meeting shall be restricted.

If you intend to appoint a proxy to attend the EGM and the H Shareholders Class Meeting, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Bank in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand, post or fax as soon as practicable and in any event not less than 24 hours before the time appointed for holding the EGM and the H Shareholders Class Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM and the H Shareholders Class Meeting or at any adjourned meeting thereof should you so wish.

If you intend to attend the EGM and the H Shareholders Class Meeting in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Board Office of the Bank on or before Thursday, 4 August 2022.

### 5. RECOMMENDATION

The Board considers that resolutions set out in the notices of the EGM and the H Shareholders Class Meeting are in the best interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of relevant resolutions proposed at the EGM and the H Shareholders Class Meeting.

By Order of the Board of  
**Bank of Communications Co., Ltd.**  
**Gu Sheng**  
*Company Secretary*

Proposed amendments to the Articles of Association are as follows (amendments are shown in underlines and strikethroughs):

Serial No.	Article No.	Pre-revision articles	Post-revision articles
1	Article 1	To regulate the organization and acts of the BANK OF COMMUNICATIONS Co., Ltd. (hereinafter referred to as “BOCOM” or “the Bank”), to protect the lawful interests of the Bank, the shareholders and the creditors, these Articles of Association are made 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 Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Guidance on the Articles of Association of Companies to be Listed, the Guidance on the Corporate Governance of Commercial Banks, and Guidance on the Corporate Regulations of Independent Directors and External Supervisors of Shareholding Commercial Banks and other relevant laws and regulations.	To regulate the organization and acts of the BANK OF COMMUNICATIONS Co., Ltd. (hereinafter referred to as “BOCOM” or “the Bank”), to protect the lawful interests of the Bank, the shareholders and the creditors, these Articles of Association are made in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), <u>the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”)</u> , the Securities Law of the People’s Republic of China ( <u>hereinafter referred to as the “Securities Law”</u> ), <del>the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”)</del> , <del>the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Guidance on the Articles of Association of Companies to be Listed, the Guidance on the Corporate Governance of Commercial Banks, and Guidance on the Corporate Regulations of Independent Directors and External Supervisors of Shareholding Commercial Banks</del> and other relevant laws and regulations.
2	Article 8	According to the regulations of the Constitution of the Communist Party of the People’s Republic of China and the	According to the regulations of the Constitution of the Communist Party of the People’s Republic of China and the



Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>Company Law, the Bank shall establish organizations of the Communist Party of the People’s Republic of China (hereinafter referred to as the “Party”). The Party Committee shall perform the core leading and political functions, control the direction, manage the situation and ensure the implementation. The Bank shall establish working agency of the Party, equip sufficient staff to deal with the Party affairs and provide sufficient funds to operate the Party organization.</p>	<p>Company Law, the Bank shall establish organizations of the Communist Party of the People’s Republic of China. (hereinafter referred to as the “Party”) The Party Committee shall perform the <del>core</del> leading and political functions, control the direction, manage the situation and <del>facilitate</del><del>ensure</del> the implementation. The Bank shall establish working agency of the Party, equip sufficient staff to deal with the Party affairs and provide sufficient funds to operate the Party organization.</p>
3	Article 9	<p>These Articles of Association may be amended pursuant to approval by shareholders’ general meetings and shall come into force upon approval by the banking regulatory authority of the State Council. From the effective date of these Articles of Association, the original Articles of Association of BOCOM shall be replaced by these Articles of Association.</p> <p>From the effective date of these Articles of Association, these Articles of Association shall be 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 Bank’s shareholders themselves.</p> <p>These Articles of Association shall be binding on the Bank, its shareholders, Directors, Supervisors, President and other Senior Executives. All persons mentioned above shall have the rights to refer to these Articles of Association for claims regarding affairs related to the Bank.</p> <p>In accordance with these Articles of Association, shareholders may institute legal proceedings against the Bank; the</p>	<p>These Articles of Association may be amended pursuant to approval by shareholders’ general meetings and shall come into force upon approval by the banking regulatory authority of the State Council. From the effective date of these Articles of Association, the original Articles of Association of BOCOM shall be replaced by these Articles of Association.</p> <p>From the effective date of these Articles of Association, these Articles of Association shall be 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 Bank’s shareholders themselves.</p> <p>These Articles of Association shall be binding on the Bank, its shareholders, Directors, Supervisors, President and other Senior Executives. All persons mentioned above shall have the rights to refer to these Articles of Association for claims regarding affairs related to the Bank.</p> <p>In accordance with these Articles of Association, shareholders may institute legal proceedings against the Bank; the</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>Bank may institute legal proceedings against its shareholders, directors, supervisors, president, and other senior management; shareholders may institute legal proceedings against other shareholders; shareholders may also institute legal proceedings against Directors, Supervisors, President and other Senior Executives of the Bank.</p> <p>The legal proceedings referred to in the preceding paragraph shall include legal proceedings instituted in courts or the application to arbitration institutions for arbitration.</p> <p>The “Senior Executives” mentioned in these Articles of Association refers to all members of the Senior Management including the President, Executive Vice-presidents, Chief Financial Officer, Chief Risk Officer, Chief Information Officer and Board Secretary.</p>	<p>Bank may institute legal proceedings against its shareholders, directors, supervisors, president, and other senior management; shareholders may institute legal proceedings against other shareholders; shareholders may also institute legal proceedings against Directors, Supervisors, President and other Senior Executives of the Bank.</p> <p>The legal proceedings referred to in the preceding paragraph shall include legal proceedings instituted in courts or the application to arbitration institutions for arbitration.</p> <p>The “Senior Executives” mentioned in these Articles of Association refers to all members of the Senior Management including the President, Executive Vice-presidents, Chief Financial Officer, Chief Risk Officer, Chief Information Officer, <b><u>Chief Business Officer</u></b> and the Board Secretary.</p>
4	Article 11	<p>The business objectives of the Bank are: to operate various kinds of banking businesses in accordance with the relevant laws: to adopt safety, liquidity and profitability as principles of its operation and to operate as an independent commercial entity, fully accountable for all business risks and fully responsible for its funding and to exercise self-constrain; to provide the society with efficient and quality financial services to contribute to the prosperity of State Economy; to maximize the value of shareholders.</p>	<p>The business objectives of the Bank are: <b><u>committed to serving the real economy, preventing and controlling financial risks, and deepening financial reform</u></b>; to operate various kinds of banking businesses in accordance with the relevant laws: to adopt safety, liquidity and profitability as principles of its operation and to operate as an independent commercial entity, fully accountable for all business risks and fully responsible for its funding and to exercise self-constrain; to provide the society with efficient and quality financial services to contribute to the prosperity of State Economy; to maximize the value of shareholders.</p> <p><b><u>The Bank establishes the vision of high-quality development, promotes a corporate culture of honesty and</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><b><u>trustworthiness, pioneering and innovation, establishes a stable and compliant business philosophy, and abides by a fair, safe and sound industry competition order.</u></b></p> <p><b><u>The Bank implements the development concepts of innovation, coordination, greenness, openness and sharing, pays attention to environmental protection, actively fulfills social responsibilities, maintains a good social reputation and harmonious social relations.</u></b></p>
5	Article 13	<p>The Bank is legally organized as headquarters with branches. Its branches are not separate legal entities and shall develop business as authorized by the headquarters in accordance with relevant laws. The headquarters shall provide unified leadership and management on the appointment and dismissal of principal personnel, business policies, consolidated business plans and basic regulatory systems to the entire Bank, and shall implement financial systems which promote unified auditing, unified fund appropriation and multi-tiered financial management system to the headquarters and all branches.</p> <p>According to business development requirements, the Bank may set up branches and subsidiaries domestically and overseas with the approval of the banking regulatory authority of the State Council. Those overseas branch organizations and subsidiaries may provide all banking services and other financial services as approved by relevant local supervisory authorities and permitted by the local laws thereof.</p>	<p>The Bank is legally organized as headquarters with branches. Its branches are not separate legal entities and shall develop business as authorized by the headquarters in accordance with relevant laws. The headquarters shall provide unified <del>leadership and</del> management on the appointment and dismissal of principal personnel, business policies, <del>consolidated</del> business plans and basic regulatory systems to the entire Bank, <del>and shall implement financial systems which promote unified auditing, unified fund appropriation and multi-tiered financial management system to the headquarters and all branches.</del></p> <p>According to business development requirements, the Bank may set up branches and subsidiaries domestically and overseas with the approval of the banking regulatory authority of the State Council. Those overseas branch organizations and subsidiaries may provide all banking services and other financial services as approved by relevant local supervisory authorities and permitted by the local laws thereof.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
6	Article 15	<p>The Bank shall have ordinary shares at all times; according to its needs and upon the approval by the vetting authority authorized by the State Council, the Bank may create preference shares and other classes of shares.</p> <p>In these Articles of Association, preference shares refer to the other classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders shall participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank (such as voting rights) are restricted.</p> <p>Unless otherwise specified, references in Chapters 3 to 22 of these Articles of Association to share(s) and share certificate(s) shall refer to ordinary share(s) and ordinary share certificate(s) and references to shareholders in Chapters 3 to Chapter 22 of these Articles of Association shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in Chapter 23 of these Articles of Association.</p>	<p>The Bank shall have ordinary shares at all times; according to its needs and upon <u>registration or going through the relevant formalities with the securities regulatory office under the State Council or such other agencies</u> <del>approval by the vetting authority</del> <u>as</u> authorized by the State Council, the Bank may create preference shares <del>and or</del> <u>other classes of shares in line with laws and regulations.</u></p> <p>In these Articles of Association, preference shares refer to the other classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders shall participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank (such as voting rights) are restricted.</p> <p>Unless otherwise specified, references in Chapters 3 to <del>21</del> <u>and Chapter 23</u> of these Articles of Association to share(s) and share certificate(s) shall refer to ordinary share(s) and ordinary share certificate(s) and references to shareholders in Chapters 3 to Chapter <del>21</del> <u>and Chapter 23</u> of these Articles of Association shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in Chapter <del>22</del> <u>23</u> of these Articles of Association.</p>
7	Article 17	<p>Subject to the approval by the banking regulatory authority and the securities regulatory authority of the State Council, the Bank may issue shares to domestic investors and overseas</p>	<p>Subject to <u>approval by the banking regulatory authority of the State Council, and registration or going through the applicable formalities with</u> <del>the approval by the banking</del></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>investors, thus becoming a company that has issued shares listed within and outside PRC.</p> <p>Overseas investors referred to in the preceding paragraph shall mean investors in foreign countries, Hong Kong, Macau and Taiwan who subscribe for shares issued by the Bank; domestic investors shall mean investors within the PRC other than Hong Kong, Macau and Taiwan, who subscribe for shares issued by the Bank.</p>	<p><del>regulatory authority of the State Council, and</del> the securities regulatory authority of the State Council <u>or other agencies authorized by the State Council</u>, the Bank may issue shares to domestic investors and overseas investors, thus becoming a company that has issued shares listed within and outside PRC.</p> <p>Overseas investors referred to in the preceding paragraph shall mean investors in foreign countries, Hong Kong, Macau and Taiwan who subscribe for shares issued by the Bank; domestic investors shall mean investors within the PRC other than Hong Kong, Macau and Taiwan, who subscribe for shares issued by the Bank.</p>
8	Article 18	<p>The shares issued by the Bank to domestic investors and subscribed for in Renminbi shall be called domestic-held shares. Domestic shares listed in the Mainland shall be known as A Shares.</p> <p>The shares issued by the Bank to overseas investors and subscribed for in foreign currencies shall be known as foreign-held shares. Foreign shares, which are listed outside the PRC, are known as overseas listed foreign shares.</p> <p>Foreign shares issued by the Bank and listed in Hong Kong shall be called H Shares. H Shares means the shares which are approved to be listed on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “<b>Hong Kong Stock Exchange</b>”) and whose par value is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p>	<p>The shares issued by the Bank to domestic investors and subscribed for in Renminbi shall be called domestic-held shares. Domestic shares listed in the Mainland shall be known as A Shares.</p> <p>The shares issued by the Bank to overseas investors and subscribed for in foreign currencies shall be known as foreign-held shares. Foreign shares, which are listed outside the PRC, are known as overseas listed foreign shares.</p> <p>Foreign shares issued by the Bank and listed in Hong Kong shall be called H Shares. H Shares means the shares which are approved to be listed on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “<b>Hong Kong Stock Exchange</b>”) and whose par value is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>Foreign currencies referred to in the preceding paragraph shall mean the lawful currencies of other countries or regions, other than Renminbi, which are recognized by the State's foreign exchange supervisory department and which may be used for payment of shares to the Bank.</p> <p>The domestic shares of the Bank shall be held in central custody at the Shanghai branch of China Securities Depository and Clearing Corporation Limited. The H Shares of the Bank shall be held in custody mainly at the authorized depository companies under the Hong Kong Securities Clearing Company Limited and may also be held by the shareholders under individual names.</p>	<p>Foreign currencies referred to in the preceding paragraph shall mean the lawful currencies of other countries or regions, other than Renminbi, which are recognized by the State's foreign exchange supervisory department and which may be used for payment of shares to the Bank.</p> <p><b><u>Qualified investors can purchase the Bank's shares through the Stock Connect Scheme between the domestic stock market and overseas stock markets such as Hong Kong.</u></b></p> <p>The <del>domestic</del> shares of the Bank shall be held in central custody at the Shanghai branch of China Securities Depository and Clearing Corporation Limited. The H Shares of the Bank shall be held in custody mainly at the authorized depository companies under the Hong Kong Securities Clearing Company Limited and may also be held by the shareholders under individual names.</p>
9	Article 20	<p>Since the establishment of the Bank, 74,262,726,645 ordinary shares have been issued, of which 35,011,862,630 shall be overseas listed foreign shares (H shares), accounting for 47.15% of the total ordinary shares, and 39,250,864,015 domestic shares, accounting for 52.85% of the total ordinary shares.</p> <p>The equity structure of the Bank's ordinary shares shall be: 74,262,726,645 shares, of which 19,702,693,828 shares shall be held by promoter Ministry of Finance, PRC; 663,941,711 shares by promoter China FAW Group Corporation; 23,438,228,475 shares by holders of</p>	<p>Since the establishment of the Bank, 74,262,726,645 ordinary shares have been issued, of which 35,011,862,630 shall be <del>overseas listed foreign shares</del> (H shares), accounting for 47.15% of the total ordinary shares, and 39,250,864,015 <del>domestic</del> shares, accounting for 52.85% of the total ordinary shares.</p> <p>The equity structure of the Bank's ordinary shares <b><u>as of 31 December 2021</u></b> is as follows: <del>74,262,726,645 shares, of which 19,702,693,828 shares shall be held</del> <b><u>17,732,424,445</u></b> shares shall be held by promoter Ministry of Finance, PRC <b><u>(in 2019, the Ministry of Finance transferred 1,970,269,383 shares it held in the Bank to the National Council of Social Security Fund in</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>other domestic-held shares and 30,457,862,631 by other H Shares shareholders.</p> <p>Subject to the approval by the State Council or the vetting authority authorized by the State Council and the consent from the Hong Kong Stock Exchange, the domestic-held shares can be converted into H Shares.</p>	<p><b><u>accordance with the relevant regulations of the State Council on transferring part of state-owned capital to supplement the social security fund</u></b>); 663,941,711 shares by promoter China FAW Group Corporation <b><u>through its wholly owned subsidiary FAW Equity Investment (Tianjin) Co., Ltd.;</u></b> <b><u>25,408,497,858</u></b> <del>23,438,228,475</del> shares by <b><u>other A share</u></b> shareholders <del>of other domestic held shares</del> and 30,457,862,631 by other H shares shareholders.</p> <p><del>Subject to the approval by the State Council or the vetting authority authorized by the State Council and the consent from the Hong Kong Stock Exchange, the domestic held shares can be converted into H Shares.</del></p>
10	Article 21	<p>Subject to the approval of the plans of the Bank to issue A Shares and H Shares by the securities regulatory authority of the State Council, the Board of Directors of the Bank may arrange for a separate issuance of such shares.</p> <p>The plans of the Bank to issue A Shares and H Shares pursuant to the provisions aforesaid may be implemented within 15 months from the date of approval of the securities regulatory authority of the State Council.</p> <p>A Shares and H Shares within the total number of shares determined under the issuance plan shall be separately subscribed for at one time; if this cannot be achieved due to exceptional circumstances, the same may, subject to the approval by the securities regulatory authority of the State Council, be issued separately.</p>	<p>Subject to <del>the approval</del> <b><u>registration</u></b> of the plans of the Bank to issue A Shares and H Shares <b><u>or going through the applicable formalities with</u></b> <del>by</del> the securities regulatory authority of the State Council <b><u>or other agencies authorized by the State Council.</u></b> the Board of Directors of the Bank may arrange for a separate issuance of such shares.</p> <p>The plans of the Bank to issue A Shares and H Shares pursuant to the provisions aforesaid may be implemented within 15 months from the date of <b><u>registration or going through formalities with</u></b> <del>approval of</del> the securities regulatory authority of the State Council <b><u>or other agencies authorized by the State Council.</u></b></p> <p>A Shares and H Shares within the total number of shares determined under the issuance plan shall be separately subscribed for at one time; if this</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			cannot be achieved due to exceptional circumstances, the same may, subject to <b><u>registration or going through formalities</u></b> <del>with the approval by</del> the securities regulatory authority of the State Council <b><u>or other agencies authorized by the State Council</u></b> , be issued separately.
11	Article 24	Unless otherwise provided by relevant laws and administrative regulations, the shares of the Bank shall be transferable in accordance with relevant laws and free from any liens.	Unless otherwise provided by relevant laws and administrative regulations, the shares of the Bank shall be transferable in accordance with relevant laws and free from any liens. <b><u>The transfer of H shares shall be registered with the local share registrar in Hong Kong entrusted by the Bank.</u></b>
12	Article 25	<p>The transfer of shareholding and the registration of pledge of domestic-held shares of the Bank shall be conducted in accordance with the requirement of relevant laws, rules and regulations of the People's Republic of China and the requirements of the central securities depository organization.</p> <p>The transfer and registration of pledge of H Shares shall be conducted in accordance with the laws of Hong Kong, the rules of the stock exchange and the requirement of other regulations.</p> <p>Without the procedure of transfer or the registration of pledge, the transfer or the pledge of shares shall not be employed to work against the Bank and bona fide third party.</p>	<p>The transfer of shareholding and the registration of pledge of <del>Adomestic-held</del> shares of the Bank shall be conducted in accordance with the requirement of relevant laws, rules and regulations of the People's Republic of China and the requirements of the central securities depository organization.</p> <p>The transfer and registration of pledge of H Shares shall be conducted in accordance with the laws of Hong Kong, the rules of the stock exchange and the requirement of other regulations.</p> <p>Without the procedure of transfer or the registration of pledge, the transfer or the pledge of shares shall not be employed to work against the Bank and bona fide third party.</p>
13	Article 26	<p>The Bank shall not accept those shares issued by itself as pledges.</p> <p>Shareholders who require the shares of the Bank as guarantee for themselves or others shall strictly comply with laws, regulations and the requirements</p>	<p>The Bank shall not accept those shares issued by itself as pledges.</p> <p>Shareholders who require the <del>equity shares</del> of the Bank <b><u>be pledged</u></b> as guarantee for themselves or others shall strictly comply with laws,</p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>by regulatory authorities, and shall serve a notice in advance to the Board of Directors.</p> <p>Shareholders who have seats in the Board of Directors or the Board of Supervisors, or directly, indirectly, or jointly hold or control more than two percent (2%) of the shares or voting rights of the Bank shall apply in advance to the Board of Directors for filing before pledging any shares of the Bank, indicating the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of the pledge, the pledgee and the particulars of the pledge. Where the Board of Directors considers the pledge will cause a material adverse effect on the Bank’s equity stability, corporate governance, risk and related party transaction control, etc., the filing shall not be accepted. When reviewing and discussing a pledge application, the directors appointed by the shareholders proposing such pledge shall abstain from voting.</p> <p>If the individual outstanding loan balance of shareholders in the Bank exceeds the net asset value of the Bank’s shares held by the shareholder audited in the preceding year, the shares of the Bank of such holders shall not be further pledged.</p>	<p>regulations and the requirements by regulatory authorities, and shall serve a notice in advance to the Board of Directors.</p> <p>Shareholders who have seats in the Board of Directors or the Board of Supervisors, or directly, indirectly, or jointly hold or control more than two percent (2%) of the shares or voting rights of the Bank shall apply in advance to the Board of Directors for filing before pledging any shares of the Bank, indicating the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of the pledge, the pledgee and the particulars of the pledge. Where the Board of Directors considers the pledge will cause a material adverse effect on the Bank’s equity stability, corporate governance, risk and related party transaction control, etc., the filing shall not be accepted. When reviewing and discussing a pledge application, the directors appointed by the shareholders proposing such pledge shall abstain from voting.</p> <p><b><u>After the shareholder provides security and completes the registration of the equity pledge, such shareholder shall provide the Bank with relevant information related to the pledged equity in a timely manner to satisfy the Bank’s risk management and information disclosure needs.</u></b></p> <p>If the individual outstanding loan balance of shareholders in the Bank exceeds the net asset value of the Bank’s shares held by the shareholder</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p>audited in the preceding year, the shares of the Bank of such holders shall not be further pledged.</p> <p><b><u>When the number of shares pledged by a shareholder of the Bank reaches or exceeds 50% of its shareholding in the Bank, the Bank will restrict such shareholder’s voting right at the Bank’s general meetings, and the directors nominated by such shareholder cannot exercise voting right at the meeting of the board of directors and will not be counted against the quorum of the meeting of the board of directors.</u></b></p>
14	Article 28	<p>Transfer of the shares issued prior to the initial public offering of A Shares of the Bank shall be carried out in accordance with the laws, administrative regulations and the provisions in relation to listing rules. The directors, supervisors, and senior management of the Bank shall report to the Bank the condition and any change of the shares held by them, and not transfer more than 25% of the total shares of the Bank held by each of them during each year of the tour of duty. The shares held by the aforementioned persons shall not be transferred within one year from the date on which the Bank’s shares held by them begin to be traded in the stock exchange. The aforementioned person shall not assign their shares of the Bank during one year from the date on which the shares of the Bank begin to be traded in the stock exchange and within half year after leaving the office, except for the demand of court order</p>	<p>Transfer of the shares <del>issued prior to the initial public offering of A Shares</del> of the Bank shall be carried out in accordance with the laws, administrative regulations and the provisions in relation to listing rules. The directors, supervisors, and senior management of the Bank shall report to the Bank the condition and any change of the shares held by them <b><u>(including preferred shares)</u></b>, and not transfer more than 25% of the total shares of the Bank <b><u>of the same class</u></b> held by each of them during each year of the tour of duty. The shares held by the aforementioned persons shall not be transferred within one year from the date on which the Bank’s shares held by them begin to be traded in the stock exchange. The aforementioned person shall not assign their shares of the Bank during one year from the date on which the shares of the Bank begin to be traded in the stock exchange and within half year after leaving the office, except for the demand of court order</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
15	Article 29	<p>If any Director, Supervisor or Senior Management of the Bank or domestic shareholders holding over 5% of the Bank’s total shares sells its shares in the Bank within 6 months of their purchase or purchases shares in the Bank within 6 months after a sale of shares in the Bank, the profit deriving therefrom shall belong to the Bank and shall be recovered by the Board of Directors provided that securities companies which hold over 5% of the shares in the Bank as a result of the performance of their underwriting obligations in relation to the shares unsubscribed shall not be subject to the restriction of such six-month period when disposing of such shares.</p> <p>If the Board of Directors fails to implement the provisions of the preceding paragraph, the shareholders shall have the right to require the Board of Directors to implement the provisions within 30 days. If the Board of Directors fails to implement the provisions within the prescribed period, the shareholders shall, in the interests of the Bank, have the right to institute legal proceedings directly at a People’s Court.</p> <p>Where the Board of Directors fails to implement the provisions of the first paragraph of this Article, the Directors who are responsible for such default shall assume joint liability.</p>	<p>If any Director, Supervisor or Senior Management of the Bank or <del>domestic</del> <b><u>A share</u></b> holders holding over 5% of the Bank’s total <b><u>A</u></b> shares sells its shares <b><u>or other equity securities</u></b> in the Bank within 6 months of their purchase or purchases shares in the Bank within 6 months after a sale of shares in the Bank, the profit deriving therefrom shall belong to the Bank and shall be recovered by the Board of Directors <del>provided that securities companies which hold over 5% of the shares in the Bank as a result of the performance of their underwriting obligations in relation to the shares unsubscribed shall not be subject to the restriction of such six-month period when disposing of such shares,</del> <b><u>except for securities companies which hold over 5% of the shares in the Bank as a result of the performance of their underwriting obligations in relation to the shares unsubscribed and other circumstances as stipulated by the securities regulatory body of the State Council.</u></b></p> <p><b><u>The shares or other equity securities held by directors, supervisors, senior managers and individual shareholders as mentioned in the preceding paragraph shall include those held by their spouses, parents and children, or held through the accounts of others.</u></b></p> <p>If the Board of Directors fails to implement the provisions of the <del>preceding</del> <b><u>first</u></b> paragraph, the shareholders shall have the right to require the Board of Directors to implement the provisions within 30 days. If the Board of Directors fails to implement the provisions within the</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p>prescribed period, the shareholders shall, in the interests of the Bank, have the right to institute legal proceedings directly at a People's Court.</p> <p>Where the Board of Directors fails to implement the provisions of the first paragraph of this Article, the Directors who are responsible for such default shall assume joint liability.</p>
16	Article 32	<p>According to the procedures provided in these Articles of Association, the Bank may repurchase its issued shares in the following circumstances upon obtaining the approval of relevant regulatory authorities of the State and provided that such repurchase will not contravene any laws, administrative regulations or listing rules:</p> <p>(1) cancellation of shares for the purpose of reduction of capital of the Bank;</p> <p>(2) merger with other companies which hold shares of the Bank;</p> <p>(3) such shares are distributed to its employees as bonus;</p> <p>(4) such shares are repurchased by the Bank upon request of any shareholder opposing a resolution regarding a merger or division at a general meeting;</p> <p>(5) other circumstances permitted by laws and administrative regulations.</p> <p>The Bank shall not buy or sell any share in the Bank under any circumstance other than those set out above.</p> <p>Purchase of the shares of the Bank for the sake of the reasons provided in Article 31 (1) to (3) shall be permitted by resolution at the General Meeting. Shares repurchased by the Bank in accordance with the provision in (1)</p>	<p>According to the procedures provided in these Articles of Association, the Bank may repurchase its issued shares in the following circumstances upon obtaining the approval of relevant regulatory authorities of the State and provided that such repurchase will not contravene any laws, administrative regulations or listing rules:</p> <p>(1) <del>cancellation of shares for the purpose of</del> reduction of <b>registered</b> capital of the Bank;</p> <p>(2) merger with other companies which hold shares of the Bank;</p> <p>(3) such shares are <del>distributed to its employees under</del> <b>used for employee share ownership plan or as equity incentives</b> as bonus;</p> <p>(4) such shares are repurchased by the Bank upon request of any shareholder opposing a resolution regarding a merger or division at a general meeting;</p> <p>(5) <b>shares are used to convert convertible bonds issued by the Bank;</b></p> <p><b>(6) required for maintaining corporate value and shareholders' equity of the Bank;</b></p> <p><del>(5)</del><b>(7)</b> other circumstances permitted by laws and administrative regulations.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>shall be cancelled within 10 days from the date of repurchase, and shares repurchased by the Bank in accordance with the provision in (2) and (4) shall be transferred or cancelled within 6 months.</p> <p>The number of shares in the Bank to be purchased under the circumstance set out in sub-paragraph (3) of the first paragraph of this Article shall not exceed 5% of total issued shares of the Bank. The purchase of such shares shall be funded using after-tax profits of the Bank and the shares so purchased shall be transferred to the employees within 1 year.</p>	<p>The Bank shall not buy or sell any share in the Bank under any circumstance other than those set out above.</p> <p>Purchase of the shares of the Bank for the sake of the <del>reasons</del> <b><u>circumstances</u></b> provided in Article 31 (1) <del>and (2) to</del> <del>(3)</del> shall be permitted by resolution at the General Meeting; <b><u>if the Bank acquires its own shares under the circumstances specified in Items (3), (5) and (6) of the preceding paragraph, it may, in accordance with the provisions of the Articles of Association or the authorization of the general meeting, obtain approval from a meeting of the board of directors attended by more than two-thirds of the directors of the Bank.</u></b></p> <p>Shares repurchased by the Bank in accordance with the provision in (1) shall be cancelled within 10 days from the date of repurchase, and shares repurchased by the Bank in accordance with the provision in (2) and (4) shall be transferred or cancelled within 6 months, <b><u>and shares repurchased by the Bank in accordance with the provision in (3), (5) and (6) shall not result in the Bank holding more than ten percent of issued shares of the Bank and shall be transferred and cancelled within the specified time limit.</u></b></p> <p><b><u>Where the laws and regulations, or the rules of the securities regulator in the place where the Bank's shares are listed otherwise provide for share repurchase and cancellation, such provisions shall prevail.</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><del>The number of shares in the Bank to be purchased under the circumstance set out in sub paragraph (3) of the first paragraph of this Article shall not exceed 5% of total issued shares of the Bank. The purchase of such shares shall be funded using after tax profits of the Bank and the shares so purchased shall be transferred to the employees within 1 year.</del></p>
17	Article 33	<p>With the approval of the concerned supervisory authorities of the State, the Bank may repurchase its shares in any one of the following manners:</p> <p>(1) by making a repurchase offer to all shareholders in equal proportion to their shareholdings;</p> <p>(2) by repurchasing the shares through open trading on a stock exchange;</p> <p>(3) by repurchasing the shares by way of agreement other than through a stock exchange;</p> <p>(4) by other manners permitted by laws, administrative regulations and the supervision department.</p>	<p>With the approval of the concerned supervisory authorities of the State, the Bank may repurchase its shares in any one of the following manners:</p> <p>(1) by making a repurchase offer to all shareholders in equal proportion to their shareholdings;</p> <p>(2) by repurchasing the shares through open trading on a stock exchange;</p> <p>(3) by repurchasing the shares by way of agreement other than through a stock exchange;</p> <p>(4) by other manners permitted by laws, administrative regulations and the supervision department.</p> <p><b><u>Where the Bank acquires its own shares under the circumstances specified in (3), (5) and (6) of the first paragraph of Article 32, it shall do so through a public centralized transaction.</u></b></p>
18	Original Article 35 (deleted)	<p>If shares are not repurchased through the market or by tender, the redemption price of the redeemable shares which the Bank are entitled to repurchase shall be limited to the highest price. If repurchased by tender, such tender shall be offered to all shareholders with the same conditions.</p>	Deleted
19	Article 35 (original Article 36)	<p>After the repurchase of shares in accordance with the laws, the Bank shall, within the period stipulated in</p>	<p>After the repurchase of shares in accordance with the laws, the Bank shall, within the period stipulated in</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>laws, administrative regulations and listing rules, cancel or transfer that part of the shares and shall apply to the State Administration for Industry and Commerce for the registration of the alteration of its registered capital. The registered capital of the Bank shall be reduced by the amount of the total face value of the shares so cancelled.</p>	<p>laws, administrative regulations and listing rules, cancel or transfer that part of the shares and shall apply to the <del>State administration for Industry and Commerce</del> <b><u>national market supervisory and administrative authority</u></b> for the registration of the alteration of its registered capital. The registered capital of the Bank shall be reduced by the amount of the total face value of the shares so cancelled.</p>
20	Article 36 (original Article 37)	<p>Unless the Bank is in liquidation, the repurchase of issued shares by the Bank shall be subject to the following provisions:</p> <p>(1) for those shares repurchased at par value, payment may be made out of the surplus of the distributable profits as shown on the accounts of the Bank or from the proceeds of the issuance of new shares which are issued for the purpose of repurchasing the old shares;</p> <p>(2) for those shares repurchased at a value exceeding the par value, payment up to the par value thereof shall be made out of the surplus of distributable profits as shown on the accounts of the Bank or from the proceeds of the issuance of new shares which are issued for the purpose of repurchasing the old shares; payment of the portion in excess of the par value shall be dealt with in the following manners:</p> <p>(a) for those repurchased shares which were issued at par value, it shall be paid out of the surplus of the distributable profits as shown on the accounts of the Bank;</p> <p>(b) for those repurchased shares which were issued in excess of the par value, it shall be paid out of the surplus of the distributable profits as shown on the</p>	<p>Unless the Bank is in liquidation, the repurchase of issued shares by the Bank shall be subject to the following provisions:</p> <p>(1) for those shares repurchased at par value, payment may be made out of the surplus of the distributable profits as shown on the accounts of the Bank or from the proceeds of the issuance of new shares which are issued for the purpose of repurchasing the old shares;</p> <p>(2) for those shares repurchased at a value exceeding the par value, payment up to the par value thereof shall be made out of the surplus of distributable profits as shown on the accounts of the Bank or from the proceeds of the issuance of new shares which are issued for the purpose of repurchasing the old shares; payment of the portion in excess of the par value shall be dealt with in the following manners:</p> <p>(a) for those repurchased shares which were issued at par value, it shall be paid out of the surplus of the distributable profits as shown on the accounts of the Bank;</p> <p>(b) for those repurchased shares which were issued in excess of the par value, it shall be paid out of the surplus of the distributable profits as shown on the</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>accounts of the Bank or from the proceeds of the issuance of new shares which are issued for the purpose of repurchasing old shares; provided that the amount paid out of the proceeds of the issuance of new shares shall not exceed the total premium received from the issuance of such repurchased shares, nor shall it exceed the amount in the capital reserve (including the amount of premium from the issuance of new shares) of the Bank at the time of such repurchase.</p> <p>(3) The payments made by the Bank for the following purposes shall be paid out of the distributable profits of the Bank:</p> <ul style="list-style-type: none"><li>(a) acquisition of rights to repurchase its shares;</li><li>(b) alteration of any agreement for repurchase of its shares;</li><li>(c) discharging any of its obligations under any repurchase agreement.</li></ul> <p>(4) After the reduction of the total nominal value of the shares which have been so cancelled from the registered capital of the Bank pursuant to the relevant provisions, the amount which has been deducted from the distributable profits and which has been used for repurchasing the nominal value of the shares shall be credited to the capital reserve of the Bank.</p>	<p>accounts of the Bank or from the proceeds of the issuance of new shares which are issued for the purpose of repurchasing old shares; provided that the amount paid out of the proceeds of the issuance of new shares shall not exceed the total premium received from the issuance of such repurchased shares, nor shall it exceed the amount in the capital reserve (including the amount of premium from the issuance of new shares) of the Bank at the time of such repurchase.</p> <p>(3) The payments made by the Bank for the following purposes shall be paid out of the distributable profits of the Bank:</p> <ul style="list-style-type: none"><li>(a) acquisition of rights to repurchase its shares;</li><li>(b) alteration of any agreement for repurchase of its shares;</li><li>(c) discharging any of its obligations under any repurchase agreement.</li></ul> <p>(4) After the reduction of the total nominal value of the shares which have been so cancelled from the registered capital of the Bank pursuant to the relevant provisions, the amount which has been deducted from the distributable profits and which has been used for repurchasing the nominal value of the shares shall be credited to the capital reserve of the Bank.</p> <p><b><u>Where the laws and regulations, or the rules of the securities regulator in the place where the Bank’s shares are listed otherwise provide for financial treatment relating to the share repurchase above, such provisions shall prevail.</u></b></p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
21	Article 37 (original Article 38)	<p>The Bank or its subsidiaries shall not, at any time or in any manner, provide any financial assistance to any person who acquires or intends to acquire the shares of the Bank.</p> <p>The person who acquires the shares of the Bank as aforesaid includes the person who assumes, directly or indirectly, obligations as a result of the purchase of the shares of the Bank. The Bank or its subsidiaries shall not, at any time or in any manner, provide financial assistance to reduce or discharge a person who assumes such obligations as aforesaid from such obligations. This Article shall not apply to circumstances as described in Article 40 of this Chapter.</p>	<p>The Bank or its subsidiaries shall not, at any time or in any manner, provide any financial assistance to any person who acquires or intends to acquire the shares of the Bank.</p> <p>The person who acquires the shares of the Bank as aforesaid includes the person who assumes, directly or indirectly, obligations as a result of the purchase of the shares of the Bank. The Bank or its subsidiaries shall not, at any time or in any manner, provide financial assistance to reduce or discharge a person who assumes such obligations as aforesaid from such obligations. This Article shall not apply to circumstances as described in Article <del>40</del><u>39</u> of this Chapter.</p>
22	Article 39 (original Article 40)	<p>The following acts are not deemed as prohibited by the provisions of Article 38 of these Articles of Association:</p> <p>(1) financial assistance is given by the Bank in good faith in the interests of the Bank and the principal purpose in giving such assistance is not for the purchase of the shares of the Bank, or the assistance so given is only an incidental part of some general plans of the Bank;</p> <p>(2) distribution of dividends by the Bank by way of distributing its assets in accordance with relevant laws;</p> <p>(3) distribution of dividends by way of bonus shares;</p> <p>(4) reduction of registered capital, repurchase of shares of the Bank or adjustment of shareholding structure in accordance with these Articles of Association;</p> <p>(5) lending of money by the Bank in the ordinary course of business which falls within its scope of business (but the net assets of the Bank shall not be</p>	<p>The following acts are not deemed as prohibited by the provisions of Article <del>38</del><u>37</u> of these Articles of Association:</p> <p>(1) financial assistance is given by the Bank in good faith in the interests of the Bank and the principal purpose in giving such assistance is not for the purchase of the shares of the Bank, or the assistance so given is only an incidental part of some general plans of the Bank;</p> <p>(2) distribution of dividends by the Bank by way of distributing its assets in accordance with relevant laws;</p> <p>(3) distribution of dividends by way of bonus shares;</p> <p>(4) reduction of registered capital, repurchase of shares of the Bank or adjustment of shareholding structure in accordance with these Articles of Association;</p> <p>(5) lending of money by the Bank in the ordinary course of business which falls within its scope of business (but the net assets of the Bank shall not be</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		reduced thereby, or even if reduced, the said financial assistance is made out of the distributable profits of the Bank); (6) provision of funds by the Bank for the staff share scheme (but the net assets of the Bank shall not be reduced thereby, or even if reduced, the said financial assistance is made out of the distributable profits of the Bank).	reduced thereby, or even if reduced, the said financial assistance is made out of the distributable profits of the Bank); (6) provision of funds by the Bank for the staff share scheme (but the net assets of the Bank shall not be reduced thereby, or even if reduced, the said financial assistance is made out of the distributable profits of the Bank).
23	Article 41 (original Article 42)	Share certificates shall be signed by the Chairman of the Board of Directors. If the stock exchange on which the shares of the Bank are listed shall require the President or other Senior Managers of the Bank to sign thereon, such President or other Senior Managers so required shall also sign on such certificates. The signatures of the Chairman of the Board of Directors, the President or other relevant Senior Managers on the share certificates may also be made in a printed form. The share certificates shall be made effective after the seal of the Bank have been affixed thereto or the seal has been affixed thereto in a printed form. The affixing of the Bank seal upon the share certificate shall be authorized by the Board of Directors.	Share certificates shall be signed by the Chairman of the Board of Directors. If the stock exchange on which the shares of the Bank are listed shall require the President or other Senior Managers of the Bank to sign thereon, such President or other Senior Managers so required shall also sign on such certificates. The signatures of the Chairman of the Board of Directors, the President or other relevant Senior Managers on the share certificates may also be made in a printed form. The share certificates shall be made effective after the seal of the Bank have been affixed thereto or the seal has been affixed thereto in a printed form. The affixing of the Bank seal upon the share certificate shall be authorized by the Board of Directors. <b><u>In case of paperless issuance and trading of the Bank's shares, the applicable regulations of the securities regulatory authority in the place where the Bank's shares are listed shall prevail.</u></b>
24	Article 42 (original Article 43)	The Bank shall have a register of shareholders to register the following particulars: (1) the name (description), address (domicile), occupation or nature of each shareholder;	The Bank shall have a register of shareholders to register the following particulars: (1) the name (description), address (domicile), occupation or nature of each shareholder;

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid or payable for the shares held by each shareholder;</p> <p>(4) the serial number of the shares held by each shareholder;</p> <p>(5) the date when each shareholder is registered as a shareholder;</p> <p>(6) the date when each shareholder ceased to be a shareholder.</p> <p>Unless there is proof to the contrary, the register of shareholders shall be the conclusive evidence of the holding of the shares of the Bank by a shareholder.</p>	<p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid or payable for the shares held by each shareholder;</p> <p>(4) the serial number of the shares held by each shareholder;</p> <p>(5) the date when each shareholder is registered as a shareholder;</p> <p>(6) the date when each shareholder ceased to be a shareholder.</p> <p>Unless there is proof to the contrary, the register of shareholders shall be the conclusive evidence of the holding of the shares of the Bank by a shareholder.</p> <p><b><u>In case of paperless issuance and trading of the Bank's shares, the applicable regulations of the securities regulatory authority in the place where the Bank's shares are listed shall prevail.</u></b></p>
25	Article 46 (original Article 47)	<p>All paid up H Shares shall be freely transferable in accordance with these Articles of Association; if any of the following conditions are not satisfied, the Board of Directors may refuse to recognize any transfer documents without giving any reasons:</p> <p>(1) a fee of Hong Kong dollars two and cents fifty or of a larger amount (that amount shall not exceed the amount prescribed from time to time in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) prescribed for the registration of the transfer documents of the shares and other documents relating to or affecting the ownership of shares;</p> <p>(2) only H Shares which are listed in Hong Kong are involved in the transfer document;</p>	<p>All paid up H Shares shall be freely transferable in accordance with these Articles of Association; if any of the following conditions are not satisfied, the Board of Directors may refuse to recognize any transfer documents without giving any reasons:</p> <p>(1) <del>a fee of Hong Kong dollars two and cents fifty or of a larger amount (that amount shall not exceed</del> <b><u>in the amount prescribed from time to time in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited)</u></b> prescribed for the registration of the transfer documents of the shares and other documents relating to or affecting the ownership of shares;</p> <p>(2) only H Shares which are listed in Hong Kong are involved in the transfer document;</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(3) the stamp duty payable in respect of the transfer document has been paid;</p> <p>(4) the relevant share certificates, together with the evidence as reasonably required by the Board of Directors showing that the transferor is entitled to transfer the shares are produced;</p> <p>(5) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four; and</p> <p>(6) the Bank shall not have any lien over the relevant shares.</p> <p>The H Shares of the Bank shall be transferred by normal or usual form or in a written form of other forms of transferral documents accepted by the Board of Directors. Such transferral documents shall only be signed in writing or sealed with the valid seal of the Bank (if the assignor or the assignee is a company). If the assignor or the assignee is an approved clearing agencies or its agents defined in the relevant laws and regulations of the place where the shares of the Bank are listed, transferral documents may be signed in handwriting or in a printed form.</p> <p>All transferral documents shall be kept at the registered address of the Bank or other places which the Board of Directors may assign from time to time.</p>	<p>(3) the stamp duty payable in respect of the transfer document has been paid;</p> <p>(4) the relevant share certificates, together with the evidence as reasonably required by the Board of Directors showing that the transferor is entitled to transfer the shares are produced;</p> <p>(5) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four; and</p> <p>(6) the Bank shall not have any lien over the relevant shares.</p> <p>The H Shares of the Bank shall be transferred by normal or usual form or in a written form of other forms of transferral documents accepted by the Board of Directors. Such transferral documents shall only be signed in writing or sealed with the valid seal of the Bank (if the assignor or the assignee is a company). If the assignor or the assignee is an approved clearing agencies or its agents defined in the relevant laws and regulations of the place where the shares of the Bank are listed, transferral documents may be signed in handwriting or in a printed form.</p> <p>All transferral documents shall be kept at the registered address of the Bank or other places which the Board of Directors may assign from time to time.</p>
26	Article 47 (original Article 48)	<p>Within 30 days prior to a shareholders' general meeting or within five days prior to the record date on which the Bank decides the basis of distribution of dividends, no entry shall be made to the register of shareholders to record</p>	<p><del>Within 30 days</del> Prior to a shareholders' general meeting or <del>within five days</del> prior to the record date on which the Bank decides the basis of distribution of dividends, <del>no entries shall</del> be made to the register of shareholders to record any changes resulting from any shares transfer <b><u>shall comply with laws and</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		any changes resulting from any shares transfer.	<b><u>regulations and the requirements of the securities regulator in the place where the Bank’s shares are listed.</u></b>
27	Original Article 51 (deleted)	<p>If any shareholder whose name has been registered in the register of shareholders or any person who requires having his name (or description) entered into the register of shareholders has lost his share certificate(s) (“<b>original share certificate(s)</b>”), he may apply to the Bank for the issuance of (a) replacement certificate(s) in respect of such shares (“<b>relevant shares</b>”).</p> <p>The application for the issuance of replacement certificates by shareholders who lost their share certificates shall be made in accordance with the relevant provision of the Company Law.</p> <p>The application for the issuance of replacement certificates by holders of H Shares who have lost their share certificates shall be made in accordance with the Laws of Hong Kong, the stock exchange regulations and other relevant regulations</p>	Provisions of this clause is merged into Art. 50 of amended Articles of Association.
28	Article 50 (original Article 52)	<p>The application for the issuance of replacement certificates by holders of H Shares who have lost their share certificates shall be made in accordance with the following procedures:</p> <p>(1) applicants shall submit an application in standard form designated by the Bank together with a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason for the application made by the applicant, the circumstances under which the share certificate(s) was/ were lost with supporting evidence</p>	<p><b><u>If any shareholder whose name has been registered in the register of shareholders or any person who requires having his name (or description) entered into the register of shareholders has lost his share certificate(s) (“original share certificate(s)”), he may apply to the Bank for the issuance of (a) replacement certificate(s) in respect of such shares (“relevant shares”).</u></b></p> <p><b><u>The application for the issuance of replacement certificates by holders of</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>and a declaration that no other persons may request to be registered as a shareholder in respect of the relevant shares.</p> <p>(2) the Bank does not receive any declaration from any person other than the applicant requesting registration as the shareholder of such shares before the Bank determines to issue (a) replacement share certificate(s).</p> <p>(3) if the Bank decides to issue (a) replacement share certificate(s) to the applicant, an announcement of such intention to issue replacement share certificate(s) shall be published in the newspapers designated by the Board of Directors; the period for such announcement shall be 90 days and such announcement shall be published at least once every 30 days during such period.</p> <p>(4) prior to the publishing of the announcement for the issuance of (a) replacement certificate(s), the Bank shall submit a copy of such proposed announcement to the stock exchange on which it is listed and shall obtain the reply of such stock exchange confirming that such announcement has been published at the stock exchange and such publication shall last until the expiration of 90 days from the date of receipt of such announcement.</p> <p>If the consent to the application for (a) replacement certificate(s) has not been obtained from the registered shareholder of the relevant shares, the Bank shall send to such shareholder by post a copy of such proposed announcement.</p>	<p><b><u>A Shares who lost their share certificates shall be made in accordance with the relevant provision of the Company Law.</u></b></p> <p><b><u>The application for the issuance of replacement certificates by holders of H Shares who have lost their share certificates shall be made in accordance with the Laws of Hong Kong, the rules of the stock exchange, the operating rules of the share registration agency entrusted by the Bank or other relevant provisions.</u></b></p> <p>The application for the issuance of replacement certificates by holders of H Shares who have lost their share certificates shall be made in accordance with the following procedures:</p> <p>(1) applicants shall submit an application in standard form designated by the Bank together with a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason for the application made by the applicant, the circumstances under which the share certificate(s) was/were lost with supporting evidence and a declaration that no other persons may request to be registered as a shareholder in respect of the relevant shares.</p> <p>(2) the Bank does not receive any declaration from any person other than the applicant requesting registration as the shareholder of such shares before the Bank determines to issue (a) replacement share certificate(s).</p> <p>(3) if the Bank decides to issue (a) replacement share certificate(s) to the applicant, an announcement of such intention to issue replacement share</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(5) upon the expiration of the 90-day period for the publication of the said announcement as provided in (3) and (4) of this Article, if no objection is received by the Bank from any person to the replacement of such certificate(s), (a) replacement share certificate(s) shall be issued pursuant to the application of the applicant.</p> <p>(6) upon issuing (a) replacement share certificate(s) pursuant to this Article, the Bank shall immediately cancel the original share certificate(s) and such cancellation and replacement shall be registered in the register of shareholders.</p> <p>(7) all costs incurred by the Bank in connection with the cancellation of the original share certificates and the issuance of replacement share certificates shall be borne by the applicant. Unless the applicant provides reasonable guarantee, the Bank shall be entitled to refuse to take any action.</p>	<p>certificate(s) shall be published in the newspapers designated by the Board of Directors; the period for such announcement shall be 90 days and such announcement shall be published at least once every 30 days during such period.</p> <p>(4) prior to the publishing of the announcement for the issuance of (a) replacement certificate(s), the Bank shall submit a copy of such proposed announcement to the stock exchange on which it is listed and shall obtain the reply of such stock exchange confirming that such announcement has been published at the stock exchange and such publication shall last until the expiration of 90 days from the date of receipt of such announcement.</p> <p>If the consent to the application for (a) replacement certificate(s) has not been obtained from the registered shareholder of the relevant shares, the Bank shall send to such shareholder by post a copy of such proposed announcement.</p> <p>(5) upon the expiration of the 90-day period for the publication of the said announcement as provided in (3) and (4) of this Article, if no objection is received by the Bank from any person to the replacement of such certificate(s), (a) replacement share certificate(s) shall be issued pursuant to the application of the applicant.</p> <p>(6) upon issuing (a) replacement share certificate(s) pursuant to this Article, the Bank shall immediately cancel the original share certificate(s) and such cancellation and replacement shall be registered in the register of shareholders.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			(7) all costs incurred by the Bank in connection with the cancellation of the original share certificates and the issuance of replacement share certificates shall be borne by the applicant. Unless the applicant provides reasonable guarantee, the Bank shall be entitled to refuse to take any action.
29	Article 53 (original Article 55)	<p>A shareholder of the Bank is a holder of share(s) of the Bank in accordance with the relevant laws and whose name (description) is entered in the register of shareholders.</p> <p>A shareholder shall have rights and obligations in accordance with the class and the number of shares held by him; the shareholders of the same class of shares shall have the same rights and shall bear the same obligations.</p> <p>“Major shareholder” mentioned in the Articles of Association refers to the shareholder that holds (directly, indirectly or jointly) or controls over five percent (5%) of the shares or voting rights of the Bank and the shareholder that has a significant impact upon the decision-making of the Bank.</p>	<p>A shareholder of the Bank is a holder of share(s) of the Bank in accordance with the relevant laws and whose name (description) is entered in the register of shareholders.</p> <p>A shareholder shall have rights and obligations in accordance with <b><u>Company Law and other laws and regulations, regulatory rules and this Articles of Association and</u></b> the class and the number of shares held by him; the shareholders of the same class of shares shall have the same rights and shall bear the same obligations.</p> <p>“Major shareholder” mentioned in the Articles of Association refers to the shareholder that holds <del>(directly, indirectly or jointly)</del> or controls over five percent (5%) of the shares or voting rights of the Bank <del>and the shareholder that</del> <b><u>or who hold less than five percent (5%) of total capital or shares of the Bank but has a significant impact upon the decision making management and operation</u></b> of the Bank.</p> <p><b><u>The “significant impact” in the preceding paragraph includes, but is not limited to, dispatching directors, supervisors or senior managers to the Bank, influencing the Bank’s financial and operational management decisions through agreements or other means, and</u></b></p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<b><u>other circumstances identified by the banking regulatory authority of the State Council.</u></b>
30	Article 54 (original Article 56)	<p>A holder of ordinary shares of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other forms of profit distribution in accordance with the number of shares he holds;</p> <p>(2) to request, convene, preside over, attend and to vote at shareholders' general meetings in person or by proxy in accordance with the laws;</p> <p>(3) to supervise the business operation and activities of the Bank, and to make proposals or inquiries in relation thereto;</p> <p>(4) to transfer, confer or pledge shares in accordance with the laws, the administrative regulations and the provisions of these Articles of Association;</p> <p>(5) to receive information in accordance with the provisions of these Articles of Association, including:</p> <p>1. the obtaining of these Articles of Association upon payment of the cost thereof;</p> <p>2. upon payment of reasonable charges, inspect and make copies of:</p> <p>(i) information of shares held (by oneself);</p> <p>(ii) all parts of the register of shareholders;</p> <p>(iii) personal particulars of the Directors, Supervisors, President and other Senior Managers of the Bank, including:</p> <p>(a) present and former names and aliases;</p> <p>(b) principal address (domicile);</p> <p>(c) nationality;</p>	<p>A holder of ordinary shares of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other forms of profit distribution in accordance with the number of shares he holds;</p> <p>(2) to request, convene, preside over, attend and to vote at shareholders' general meetings in person or by proxy in accordance with the laws;</p> <p>(3) to supervise the business operation and activities of the Bank, and to make proposals or inquiries in relation thereto;</p> <p>(4) to transfer, confer or pledge shares in accordance with the laws, the administrative regulations and the provisions of these Articles of Association;</p> <p>(5) to receive information in accordance with the provisions of these Articles of Association, including:</p> <p>1. <del>the obtaining of these Articles of Association upon payment of the cost thereof;</del></p> <p>2. <del>upon payment of reasonable charges,</del> inspect and make copies of:</p> <p>(i) <del>information of shares held (by oneself);</del></p> <p>(i<del>+</del>) all parts of the register of shareholders;</p> <p>(ii<del>+</del>) personal particulars of the Directors, Supervisors, President and other Senior Managers of the Bank, <del>including;</del></p> <p>(a) <del>present and former names and aliases;</del></p> <p>(b) <del>principal address (domicile);</del></p> <p>(c) <del>nationality;</del></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(d) full-time occupation and all other part-time occupations or positions;</p> <p>(e) identification document and the number thereof.</p> <p>(iv) the share capital of the Bank;</p> <p>(v) the bond counterfoil of the Bank;</p> <p>(vi) a report on the total face value, total number of shares, highest and lowest prices and all payments made by the Bank in respect of each class of shares repurchased by the Bank since the last financial year;</p> <p>(vii) minutes of shareholders’ general meetings, resolutions of the board of directors’ meetings, resolutions of board of supervisors’ meetings;</p> <p>(viii) financial accounting reports. Notwithstanding the above, the request for inspection and making copies will be rejected by the Bank if the document concerned contains price sensitive information or trade secrets.</p> <p>(6) to participate in the distribution of the remaining assets in accordance with his shareholding upon the dissolution or liquidation of the Bank;</p> <p>(7) shareholders requesting the Bank to purchase their shares due to their disagreement with the merger or division resolution made at the General Meeting;</p> <p>(8) other rights conferred by these Articles of Association, and the relevant laws and regulations.</p>	<p><del>(d) full time occupation and all other part time occupations or positions;</del></p> <p><del>(e) identification document and the number thereof.</del></p> <p>(iii*) the share capital of the Bank;</p> <p>(iv) the bond counterfoil of the Bank;</p> <p>(v*) a report on the total face value, total number of shares, highest and lowest prices and all payments made by the Bank in respect of each class of shares repurchased by the Bank since the last financial year;</p> <p>(vi*) minutes of shareholders’ general meetings, resolutions of the board of directors’ meetings, resolutions of board of supervisors’ meetings;</p> <p>(vii*) financial accounting reports. Notwithstanding the above, the request for inspection and making copies will be rejected by the Bank if the document concerned contains price sensitive information or trade secrets.</p> <p><b><u>The Bank reserves the right to charge reasonable fees.</u></b></p> <p>(6) to participate in the distribution of the remaining assets in accordance with his shareholding upon the dissolution or liquidation of the Bank;</p> <p>(7) shareholders requesting the Bank to purchase their shares due to their disagreement with the merger or division resolution made at the General Meeting;</p> <p>(8) other rights conferred by these Articles of Association, and the relevant laws and regulations.</p>
31	Original Article 59	<p>The Bank shall protect the legal interest of the shareholders and shall treat all the shareholders fairly. Shareholders may apply to the People’s Court for rescission if any resolution adopted at the meeting of shareholders or the Board of Directors violates the</p>	<p>The provisions of this clause are moved to Article 295 of amended Articles of Association.</p>

<b>Serial No.</b>	<b>Article No.</b>	<b>Pre-revision articles</b>	<b>Post-revision articles</b>
		<p>laws or administrative regulations. In the event that the convening procedures of the meeting of shareholders or the Board of Directors, or the voting procedures thereof contravene any law or administrative regulation or these Articles of Association, or the content of any resolution adopted at such meetings contravenes these Articles of Association, the shareholders may, within 60 days of the date of adoption of the relevant resolution, apply to the People’s Court for rescission of such resolution.</p> <p>If a Director or Senior Management personnel violates the laws, administrative regulations or the provisions of these Articles of Association during the performance of his/her duties and incurs losses to the Bank, the shareholder(s) holding individually or in aggregate over 1% of the shares in the Bank for a continued period of over 180 days may request in writing the Supervisory Committee to initiate legal proceedings at a People’s Court.</p> <p>If a Supervisor violates the laws, administrative regulations or the provision of these Articles of Association during the performance of his/her duties and incurs losses to the Bank, the shareholders may request in writing the Board of Directors to initiate legal proceedings at a People’s Court.</p> <p>If the Supervisory Committee or the Board of Directors refuses to initiate legal proceedings after receipt of the written request of the shareholders stipulated in the preceding paragraph, or fails to initiate legal proceedings within 30 days after the date of receipt</p>	

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>of the request, or where any failure to immediately initiate legal proceedings will result in irreparable damage to the interests of the Bank in the case of an emergency, the shareholders as prescribed in the preceding paragraph shall, for the benefit of the Bank and in its/their own name, have the right to directly initiate action at a Peoples' Court.</p> <p>Where any person infringes the lawful interests of the Bank and causes losses to the Bank, the shareholders as prescribed in the third paragraph of this Article may initiate legal proceedings at a Peoples' Court in accordance with the provisions of the third and fourth paragraphs.</p> <p>Where a director or Senior Management personnel violates the laws, administrative regulations or the provisions of these Articles of Association and harms the interests of the shareholders, the shareholders may initiate legal proceedings at a People's Court.</p> <p>Holders of H Shares are also entitled to seek solutions according to Chapter 22 of these Articles of Association</p>	
32	Article 57 (original Article 60)	<p>A holder of ordinary share(s) of the Bank shall undertake the following obligations:</p> <p>(1) to observe these Articles of Association;</p> <p>(2) to pay the subscription price in accordance with the number of shares subscribed for and in the manner of subscription;</p> <p>(3) other obligations provided by the relevant laws, administrative regulations and these Articles of Association;</p>	<p>A holder of ordinary share(s) of the Bank shall undertake the following obligations:</p> <p>(1) <del>to</del> observe <b><u>laws and regulations, regulatory rules and</u></b> these Articles of Association;</p> <p>(2) <del>to</del> pay the subscription price in accordance with the number of shares subscribed for and in the manner of subscription; <b><u>to use self-owned funds from legal sources to invest in the Bank, and shall not use non-self-owned funds such as escrowed funds</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(4) no withdrawal shall be allowed unless otherwise is stipulated in the relevant laws and regulations.</p> <p>Shareholders shall not be liable to bear any further responsibilities beyond those agreed at the time of share subscription, such as future issuance of shares.</p>	<p><b><u>and debt funds to invest in shares, unless otherwise stipulated by laws, regulations or regulatory rules.</u></b></p> <p><b><u>(3) Its shareholding in the Bank shall conform to the regulatory rules in terms of proportion and number of entities holding shares, and it shall not entrust its shares in the Bank to others or hold others’ shares in the Bank on trust;</u></b></p> <p>(4) <del>no</del> withdrawal shall be allowed unless otherwise is stipulated in the relevant laws and regulations.</p> <p><b><u>(5) Shareholders of the Bank shall support the Board of Directors of the Bank to perform reasonable capital planning, so that the Bank’s capital can continue to meet regulatory requirements. Major shareholders replenish capital or fulfill the written commitments they have made to the Bank when necessary, except for the Ministry of Finance, Central Huijin Investment Co., Ltd., National Council for Social Security Fund, and shareholders subject to exemptions approved by the banking regulatory authority of the State Council;</u></b></p> <p><b><u>(6) Shareholders who should have obtained approval but have not obtained approval by or who have not reported to the banking regulatory authority of the State Council shall not exercise the rights to request, vote, nominate, propose, or dispose of at the general meeting of shareholders;</u></b></p> <p><b><u>(7) Truthfully inform the Bank of its financial information, shareholding structure, source of capital for investment, controlling shareholder, actual controller, related parties,</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>persons acting in concert, ultimate beneficiaries, investment in other financial institutions and other information in accordance with laws, regulations and regulatory rules;</u></p> <p><u>(8) If the controlling shareholder, actual controller, related parties, persons acting in concert, or ultimate beneficiary of a shareholder of the Bank have changed, the relevant shareholder shall promptly notify the Bank of the change in writing in accordance with laws, regulations and regulatory rules;</u></p> <p><u>(9) Where the shareholder is merged or divided, ordered to suspend business for rectification, have a receiver or administrator designated, or is revoked etc., or has entered into dissolution, liquidation, or bankruptcy procedures, or its legal representative, company name, business location, business scope, and other major matters have changed, it shall promptly notify the Bank in writing in accordance with the laws, regulations and regulatory rules;</u></p> <p><u>(10) If the shares of the Bank held by the shareholder are involved in litigation, arbitration, legal enforcement by judicial authorities, etc., or pledged or released from pledge, it shall promptly notify the Bank in writing in accordance with laws, regulations and regulatory rules;</u></p> <p><u>(11) Shareholders who transfer or pledge the shares of the Bank they hold, or conduct connected</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>transactions with the Bank, shall abide by laws, regulations and regulatory rules, and shall not harm the interests of other shareholders and the Bank;</u></p> <p><u>(12) Shareholders, their controlling shareholders and actual controllers shall not abuse shareholder’s rights or take advantage of their affiliation with the shareholder to damage the legitimate rights and interests of the Bank, other shareholders and stakeholders, and shall not interfere with the decision-making and management power of the board of directors and senior management under the Articles of Association, and shall not directly interfere with the Bank’s operation and management bypassing the Board of Directors and senior management;</u></p> <p><u>(13) Not to abuse the Bank’s independent status as a legal person and the limited liability of shareholders to damage the interests of the Bank’s creditors;</u></p> <p><u>(14) In the event of a risk incident or major violation of laws or rules in the Bank, the shareholder shall cooperate with the regulatory authority to carry out investigation and risk disposal;</u></p> <p><u>(15) For shareholders who have made false statements, abused shareholder rights or conducted other behaviors that harm the interests of the Bank, the Bank may be restricted or prohibited from conducting connected transactions with them, limit their holdings of the Bank’s equity, the equity pledge ratio, etc., and may restrict their rights to request general meeting and</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>to vote, nominate, propose, and dispose of at the general meeting; major shareholders should make relevant commitments in accordance with relevant laws, regulations and regulatory requirements and fulfill them effectively. The Bank has the right to take corresponding restrictive measures against major shareholders who violate the commitment except for the Ministry of Finance, Central Huijin Investment Co., Ltd., the National Council of Social Security Fund, and the shareholders exempted as approved by the banking regulatory authority of the State Council;</u></p> <p><del>(16)</del> (16) other obligations provided by the relevant laws, administrative regulations, <b>regulatory rules</b> and these Articles of Association.</p> <p><del>Shareholders shall not be liable to bear any further responsibilities beyond those agreed at the time of share subscription, such as future issuance of shares. If a shareholder abuses his shareholder's rights and causes losses to the Bank or other shareholders, he shall be liable for compensation in accordance with the law. Shareholders who abuse the Bank's independent status as a legal person and the limited liability of shareholders to avoid debts and seriously damage the interests of the Bank's creditors shall be jointly and severally liable for the Bank's debts. For the obligations of ordinary shareholders stipulated in this Article, where the shareholder is the financial department of the State Council, the investment institutions authorized by the State</del></p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>Council etc., the laws, regulations, department rules and normative documents stipulate otherwise, such provisions shall prevail. For the obligations of ordinary shareholders stipulated in this Article, the financial department of the State Council, the investment institutions authorized by the State Council and other relevant shareholders shall not be subject to the obligations not applicable thereto.</u></p>
33	Article 58 (original Article 61)	<p>Shareholders, especially major shareholders shall own fiduciary duties to the Bank in accordance with the law, shall exercise their rights as investors in strict compliance with laws, regulations and the Articles of Association, and shall not seek any improper benefits or impair the interests of the Bank or lawful rights and interests of other stakeholders.</p> <p>Save for the obligations required under relevant laws and administrative regulations or the listing rules of a stock exchange on which the shares of the Bank are listed, in exercising its rights as a shareholder, a controlling shareholder shall not exercise his voting rights to make decisions which would prejudice the interests of all or some of the shareholders in respect of the following matters:</p> <p>(1) to exempt the Directors or Supervisors from their obligations to act in good faith and in the best interests of the Bank;</p> <p>(2) to authorize the Directors or Supervisors (in the interests of himself or themselves or other persons) to deprive the Bank in any</p>	<p>Shareholders, especially major shareholders shall own fiduciary duties to the Bank in accordance with the law, shall exercise their rights as <del>investors</del> <b>shareholders</b> in strict compliance with laws, regulations and the Articles of Association, and shall not seek any improper benefits or impair the interests of the Bank or lawful rights and interests of other stakeholders.</p> <p>Save for the obligations required under relevant laws and administrative regulations or the listing rules of a stock exchange on which the shares of the Bank are listed, in exercising its rights as a shareholder, a controlling shareholder shall not exercise his voting rights to make decisions which would prejudice the interests of all or some of the shareholders in respect of the following matters:</p> <p>(1) to exempt the Directors or Supervisors from their obligations to act in good faith and in the best interests of the Bank;</p> <p>(2) to authorize the Directors or Supervisors (in the interests of himself or themselves or other persons) to deprive the Bank in any</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>manner of its assets, including but not limited to any opportunities beneficial to the Bank;</p> <p>(3) to authorize the Directors or Supervisors (in the interests of himself or themselves or other persons) to deprive the personal rights of other shareholders, including but not limited to any entitlement to distribution or voting rights but excluding reorganization of the Bank approved by the shareholders' general meeting pursuant to these Articles of Association.</p>	<p>manner of its assets, including but not limited to any opportunities beneficial to the Bank;</p> <p>(3) to authorize the Directors or Supervisors (in the interests of himself or themselves or other persons) to deprive the personal rights of other shareholders, including but not limited to any entitlement to distribution or voting rights but excluding reorganization of the Bank approved by the shareholders' general meeting pursuant to these Articles of Association.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
34	Article 59 (original Article 62)	<p>The controlling shareholder(s) referred to in the preceding Article shall mean person(s) who meet one of the following conditions:</p> <p>(1) such person(s), either acting alone or in concert with others, may elect half or more of the Directors;</p> <p>(2) such person(s), either acting alone or in concert with others, may exercise 30% or more of the voting rights of the Bank or control the exercise of 30% or more of the voting rights of the Bank;</p> <p>(3) such person(s), either acting alone or in concert with others, may hold 30% or more of the issued shares of the Bank held by the public;</p> <p>(4) such person(s), either acting alone or in concert with others, may have de facto control of the Bank in any other way.</p> <p>“Acting in concert” in this Article shall refer to acts in which two or more persons concur by means of agreement (both verbal or written forms) with which one of the persons secures the voting rights of the Bank to achieve or strengthen the purpose of controlling the Bank.</p> <p>The Board of Directors shall report with no delay to the shareholders’ general meeting and to the banking regulatory authority of the State Council the largest ten shareholders on the list of shareholders of the Bank as well as related-party shareholders who shall be able to become controlling shareholder(s) when acting in concert.</p>	<p>The controlling shareholder(s) referred to in the preceding Article shall mean person(s) who meet one of the following conditions:</p> <p>(1) such person(s), either acting alone or in concert with others, may elect half or more of the Directors;</p> <p>(2) such person(s), either acting alone or in concert with others, may exercise 30% or more of the voting rights of the Bank or control the exercise of 30% or more of the voting rights of the Bank;</p> <p>(3) such person(s), either acting alone or in concert with others, may hold 30% or more of the issued shares of the Bank held by the public;</p> <p>(4) such person(s), either acting alone or in concert with others, may have de facto control of the Bank in any other way.</p> <p>“Acting in concert” in this Article shall refer to acts in which two or more persons concur by means of agreement (both verbal or written forms) with which one of the persons secures the voting rights of the Bank to achieve or strengthen the purpose of controlling the Bank.</p> <p><del>The Board of Directors shall report with no delay to the shareholders’ general meeting and to the banking regulatory authority of the State Council the largest ten shareholders on the list of shareholders of the Bank as well as related party shareholders who shall be able to become controlling shareholder(s) when acting in concert.</del></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
35	Article 60 (original Article 63)	<p>Shareholders, especially major shareholders, shall support the Board of Directors in developing rational capital plans to ensure that the capital of the Bank continuously satisfies the regulatory requirements.</p> <p>When the Bank experiences difficulty in liquidity, shareholders who hold loans at the Bank shall immediately repay the loan due or repay in advance the loan undue.</p> <p>The regulations on the payment risks of commercial banks of the banking regulatory authority of the State Council shall be applicable to the standards to define the difficulty in liquidity referred in this Article.</p>	<p><del>Shareholders, especially major shareholders, shall support the Board of Directors in developing rational capital plans to ensure that the capital of the Bank continuously satisfies the regulatory requirements.</del></p> <p>When the Bank experiences difficulty in liquidity, shareholders who hold loans at the Bank shall immediately repay the loan due or repay in advance the loan undue.</p> <p>The regulations on the payment risks of commercial banks of the banking regulatory authority of the State Council shall be applicable to the standards to define the difficulty in liquidity referred in this Article.</p>
36	Article 61 (original Article 64)	<p>Shareholders, especially major shareholders, who owe overdue facility to the Bank shall not exercise the voting rights during the facility overdue period and shall not be counted in the quorum of the shareholders' general meeting, and the directors nominated by such shareholders shall not exercise their voting rights at the meeting of the Board of Directors and shall not be counted in the quorum of the Board of Directors' meeting. The Bank shall have the right to withhold the dividends of such shareholders as the repayment of their overdue loans. Any assets to be distributed to such shareholders in the Bank's liquidation process shall be used in priority for the repayment of the Bank's outstanding loans. The Bank shall record the aforesaid case in the minutes of the shareholders' general meeting and the Board of Directors' meeting.</p>	<p>Shareholders, especially major shareholders, who owe overdue facility to the Bank shall not exercise the voting rights during the facility overdue period and shall not be counted in the quorum of the shareholders' general meeting, and the directors nominated by such shareholders shall not exercise their voting rights at the meeting of the Board of Directors and shall not be counted in the quorum of the Board of Directors' meeting. The Bank shall have the right to withhold the dividends of such shareholders as the repayment of their overdue loans. Any assets to be distributed to such shareholders in the Bank's liquidation process shall be used in priority for the repayment of the Bank's outstanding loans. The Bank shall record the aforesaid case in the minutes of the shareholders' general meeting and the Board of Directors' meeting.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>The Bank shall not offer better terms for credit to the shareholders than those of other non-related persons on the same type of transactions. The credit balance of the Bank to the same shareholder shall not exceed 10% of the surplus of the capital of the Bank. The total credit balance of the Bank to the corporate clients where the same shareholder is in shall not exceed 15% of the surplus of the capital of the Bank.</p> <p>When the credit balance is calculated, the amount of cash collaterals provided and the certificates of deposit and national bonds pledged by the shareholders shall be deducted.</p>	<p>The Bank shall not offer better terms for credit to the shareholders than those of other non-related persons on the same type of transactions. The credit balance of the Bank to the same shareholder shall not exceed 10% of the surplus of the capital of the Bank. The total credit balance of the Bank to the corporate clients where the same shareholder is in shall not exceed 15% of the surplus of the capital of the Bank.</p> <p><del>When the credit balance is calculated, the amount of cash collaterals provided and the certificates of deposit and national bonds pledged by the shareholders shall be deducted.</del></p>
37	Article 62 (original Article 65)	<p>The Bank shall not provide guarantee for financing for debts to shareholders that hold more than 5% of the Bank's voting shares or their related units, except in case of shareholders providing counter-guarantee with certificates of deposit or treasury bonds.</p> <p>Guarantee for financing shall refer to the guarantee commercial banks provide for the acts of financing of shareholders and their related units.</p>	<p>The Bank shall not provide guarantee for financing for debts to shareholders that hold more than 5% of the Bank's voting shares or their related units, except in case of shareholders providing counter-guarantee with certificates of deposit or treasury bonds.</p> <p><del>Guarantee for financing shall refer to the guarantee commercial banks provide for the acts of financing of shareholders and their related units.</del></p>
38	Article 63 (original Article 66)	<p>The Bank shall establish the Committee of Communist Party of the Bank of Communications Co., Ltd. (hereinafter referred to as the “<b>Party Committee</b>”). The Party Committee shall consist of one secretary, two deputy secretaries and several other members. The chairman of the Board of Directors and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work.</p>	<p>The Bank shall establish the Committee of Communist Party of the Bank of Communications Co., Ltd. (hereinafter referred to as the “<b>Party Committee</b>”). The Party Committee shall consist of one secretary, two deputy secretaries and several other members. The chairman of the Board of Directors and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>Eligible members of the Party Committee could be elected as members of the Board of Directors, the Board of Supervisors and the Senior Management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the Senior Management could be elected as members of the Party Committee subject to relevant rules and procedures. Meanwhile, the Bank shall establish a discipline inspection committee as required by relevant regulations.</p>	<p>Eligible members of the Party Committee could be elected as members of the Board of Directors, the Board of Supervisors and the Senior Management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the Senior Management could be elected as members of the Party Committee subject to relevant rules and procedures. <b><u>Adhering to the unity of strengthening the Party’s leadership and improving corporate governance, and achieving organic integration, integrated promotion, and coordinated actions.</u></b> Meanwhile, the Bank shall establish a discipline inspection <del>committee</del> <b><u>and supervisory organization</u></b> as required by relevant regulations.</p>
39	Article 64 (original Article 67)	<p>The Party Committee shall, in accordance with the Constitution of the Communist Party of the People’s Republic of China and other rules and regulations of the Party, perform the following duties:</p> <ul style="list-style-type: none"> <li>i. Ensure and supervise the Bank’s implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as the important work arrangements from higher-level Party organizations;</li> <li>ii. Strengthen management and control of personnel selection and appointment procedures, responsible for standards, procedures, inspections, recommendations and supervisions, combine the principle of the Party’s supervision of officials together with the rights of the Board of Directors to</li> </ul>	<p>The Party Committee shall, in accordance with the Constitution of the Communist Party of the People’s Republic of China and other rules and regulations of the Party, perform the following duties:</p> <ul style="list-style-type: none"> <li>i. <b><u>In-depth study and implementation of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strengthen the Party’s political construction in the Bank, adhere to and implement the fundamental system, basic systems and important systems of socialism with Chinese characteristics,</u></b> ensure and supervise the Bank’s implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of</li> </ul>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>select management as well as the rights of management to select and appoint personnel;</p> <p>iii. Research and discuss issues relating to the reform, development and stability of the Bank, major operational and management matters and other major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders’ general meeting, the Board of Directors, the Board of Supervisors and the Senior Management in performing their duties in accordance with laws and regulations and support employee representative conferences in carrying out its work;</p> <p>iv. Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank’s ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, lead the construction of the Party’s working style and its clean and honest administration, and support the Party discipline inspection committee in earnestly performing its supervisory responsibilities;</p> <p>v. Strengthen the building of the Bank’s grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote</p>	<p>the Party and the State Council, as well as the important work arrangements from higher-level Party organizations;</p> <p><b><u>ii.</u></b> Strengthen management and control of personnel selection and appointment procedures, <b><u>effectively reinforcing the building of leadership team, cadre team and talent team of the Bank,</u></b> responsible for standards, procedures, inspections, recommendations and supervisions, combine the principle of the Party’s supervision of officials together with the rights of the Board of Directors to select management as well as the rights of management to select and appoint personnel;</p> <p>iii. Research and discuss issues relating to the reform, development and stability of the Bank, major operational and management matters and other major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders’ general meeting, the Board of Directors, the Board of Supervisors and the Senior Management in performing their duties in accordance with laws and regulations and support employee representative conferences in carrying out its work;</p> <p>iv. Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank’s ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, lead the construction of the Party’s working style and its clean and honest administration, and support the</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>themselves into the reform and development of the Bank;</p> <p>vi. Other material matters that fall within the duty of the Party Committee.</p>	<p>discipline inspection <del>and supervisory organization committee</del> in earnestly performing its supervisory responsibilities;</p> <p>v. Strengthen the building of the Bank’s grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank;</p> <p>vi. Other material matters that fall within the duty of the Party Committee.</p> <p><b><u>The Party Committee’s research and discussion as preliminary procedure shall be performed before making decisions on major business and management matters at the general meeting of shareholders, board of directors, board of supervisors or senior management pursuant to the relevant powers and the prescribed procedures.</u></b></p>
40	Article 65 (original Article 68)	<p>The shareholders’ general meeting is the governing body of the Bank and shall exercise the following powers:</p> <p>(1) to determine the business policies and investment plans of the Bank;</p> <p>(2) to elect and replace the Directors and Supervisors (other than those who are staff representatives) and to determine the remuneration of the relevant Directors and Supervisors;</p> <p>(3) to examine and to approve the report of the Board of Directors;</p> <p>(4) to examine and to approve the report of the Board of Supervisors;</p>	<p>The shareholders’ general meeting is the governing body of the Bank and shall exercise the following powers <b><u>in accordance with laws, regulations, regulatory rules and these Articles of Association:</u></b></p> <p>(1) to determine the business policies and investment plans of the Bank;</p> <p>(2) to elect <del>and</del>, replace <b><u>and dismiss</u></b> the Directors and Supervisors (other than those who are staff representatives) and to determine the remuneration of the relevant Directors and Supervisors;</p> <p>(3) to examine and to approve the report of the Board of Directors;</p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(5) to examine and to approve the annual financial budgets and final accounts of the Bank;</p> <p>(6) to examine and to approve the plans for profit distribution and making up of losses of the Bank;</p> <p>(7) to arrive at the resolution on the increase or reduction in the registered capital of the Bank;</p> <p>(8) to arrive at the resolution on the issuance of debentures by the Bank;</p> <p>(9) to arrive at the resolution on matters like merger, division, dissolution, liquidation or change in the form of the Bank;</p> <p>(10) to amend these Articles of Association;</p> <p>(11) to arrive at the resolution on the appointment, dismissal or discontinuance of appointment of the accounting firm of the Bank;</p> <p>(12) to examine any motion put forward by shareholders representing more than 3% of the Bank's total voting shares;</p> <p>(13) to examine and approve or authorize Board of Directors to approve the matters of the establishment of a legal entity by the Bank, substantial equity investment, substantial investment on bonds, substantial asset purchasing, substantial asset disposal, substantial asset write off, substantial mortgage of assets and the provision of other guarantee unrelated to commercial banking business;</p> <p>(14) to examine and approve the matter in relation to altering the purpose of raised capital;</p> <p>(15) to consider share incentive schemes;</p>	<p>(4) to examine and to approve the report of the Board of Supervisors;</p> <p>(5) to examine and to approve the annual financial budgets and final accounts of the Bank;</p> <p>(6) to examine and to approve the plans for profit distribution and making up of losses of the Bank;</p> <p>(7) to arrive at the resolution on the increase or reduction in the registered capital of the Bank;</p> <p>(8) to arrive at the resolution on the issuance of debentures <b>or other securities</b> by and the <b>listing plan</b> of the Bank;</p> <p>(9) to arrive at the resolution on matters like merger, division, dissolution, liquidation or change in the form of the Bank;</p> <p>(10) to amend these Articles of Association <b>and to review and adopt procedural rules of shareholders' general meeting, procedural rules of the board of directors and procedural rules of the board of supervisors;</b></p> <p>(11) to arrive at the resolution on the appointment <b>or</b> dismissal <del>or discontinuance</del> of appointment of the accounting firm <b>that conducts periodic statutory audit of the financial accounting reports</b> of the Bank;</p> <p>(12) to examine any motion put forward by shareholders representing more than 3% of the Bank's total voting shares;</p> <p>(13) to examine and approve <del>or authorize Board of Directors to approve</del> the matters of the establishment of a major legal entity of the Bank, <del>substantial</del> equity investment, <del>substantial</del> investment on</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(16) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and dividends distribution;</p> <p>(17) to arrive at resolution on other matters in the shareholders’ general meeting in accordance with the requirement of the pertinent laws, the administrative regulations and these Articles of Association.</p> <p>The matters within the scope of shareholders’ general meeting shall be examined and determined by shareholders’ general meeting. In necessary, reasonable and legal cases, these matters can be determined by the Board of Directors according to the authorization of shareholders’ general meeting. The contents of authorization shall be specific and concrete. For the matters of authorization belonging to that shall be approved by ordinary resolution of shareholders’ general meeting stipulated in this Chapter, majority of voting power of shareholders (including shareholder’s agents) are required; if the matters of authorization belonging to that shall be approved by special resolution of shareholders’ general meeting stipulated in this Chapter, 2/3 of voting power of shareholders (including shareholder’s agents) are required.</p>	<p>bonds, <del>substantial</del>—asset purchasing, <del>substantial</del>—asset disposal, <del>substantial</del> asset write off, <del>substantial</del>—mortgage of assets and the provision of other guarantee unrelated to commercial banking business, <b><u>external donations, etc.</u></b>;</p> <p>(14) to examine and approve the matter in relation to altering the purpose of raised capital;</p> <p>(15) to consider and approve share incentive schemes and <b><u>employee share ownership plan</u></b>;</p> <p>(16) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and dividends distribution;</p> <p>(17) <b><u>to resolve on acquisition by the Bank of its own shares in accordance with the laws</u></b>;</p> <p><b><u>(18)</u></b> to arrive at resolution on other matters in the shareholders’ general meeting in accordance with the requirement of the pertinent laws <b><u>and</u></b> regulations, <b><u>regulatory rules or and</u></b> these Articles of Association.</p> <p>The matters within the scope of shareholders’ general meeting shall be examined and determined by shareholders’ general meeting. In necessary, reasonable <del>and</del> legal <b><u>and compliant</u></b> cases, these matters can be determined by the Board of Directors according to the authorization of shareholders’ general meeting. The contents of authorization shall be specific and concrete. For the matters of authorization belonging to that shall be approved by ordinary resolution of</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			shareholders’ general meeting stipulated in this Chapter, majority of voting power of shareholders (including shareholder’s agents) are required; if the matters of authorization belonging to that shall be approved by special resolution of shareholders’ general meeting stipulated in this Chapter, 2/3 of voting power of shareholders (including shareholder’s agents) are required.
41	Article 67 (original Article 70)	Shareholders’ general meetings shall be divided into annual general meetings and extraordinary general meetings and shall be convened by the Board of Directors.  Annual general meetings shall be convened once every year and shall be held within six months after the end of the preceding accounting year. The Board of Directors shall immediately report any deferral of the annual general meetings arising from special circumstances and state the reasons for such to the banking regulatory authority of the State Council.	Shareholders’ general meetings shall be divided into annual general meetings and extraordinary general meetings and shall be convened by the Board of Directors.  Annual general meetings shall be convened once every year and shall be held within six months after the end of the preceding accounting year. The Board of Directors shall immediately report any deferral of the annual general meetings arising from special circumstances and state the reasons for such to the banking regulatory authority of the State Council.
42	Article 69 (original Article 72)	A shareholders’ general meeting shall be convened by a written notice served on the shareholders registered as such in the register of shareholders 45 days prior to the meeting specifying the matters to be considered and the time and place of the meeting.  Shareholders who intend to attend the shareholders’ general meeting shall serve on the Bank a written reply 20 days before the date of the meeting.	A shareholders’ general meeting shall be convened by a written notice served on the shareholders registered as such in the register of shareholders <del>45 days</del> prior to the meeting specifying the matters to be considered and the time and place of the meeting.  <b><u>When the Bank is to convene an annual general meeting, written notice of the meeting shall be given 20 days before the date of the meeting, and when the Bank is to convene an extraordinary general meeting, written notice of the meeting shall be given 15 days</u></b>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><b><u>before the date of the meeting. If the securities regulatory authority in the place where the Bank’s shares are listed has a longer time limit for the notice period of the general meeting of shareholders, such stipulation shall prevail.</u></b></p> <p><del>Shareholders who intend to attend the shareholders’ general meeting shall serve on the Bank a written reply 20 days before the date of the meeting.</del></p>
43	Original Article 73 (deleted)	<p>Pursuant to the written replies received 20 days prior to the shareholders’ general meeting, the Bank shall calculate the number of shares which carry the right to vote held by those shareholders who intend to attend the meeting.</p> <p>If the number of shares which carry the right to vote held by those shareholders who intend to attend the meeting is more than one half of the total number of shares of the Bank which carry the right to vote, the Bank may convene a shareholders’ general meeting; otherwise, the Bank shall within 5 days thereof give a further notice to the shareholders specifying the matters to be considered and the date and place of the meeting by way of an announcement. After giving such notice, the Bank may convene the shareholders’ general meeting</p>	Deleted
44	Article 70 (original Article 74)	<p>A notice of shareholders’ general meeting shall satisfy the following requirements:</p> <p>(1) it shall be in writing;</p> <p>(2) it shall record the registered date for entitlement of shareholders entitled to attend the shareholders’ general meeting;</p>	<p>A notice of shareholders’ general meeting shall satisfy the following requirements:</p> <p>(1) it shall be in writing;</p> <p>(2) it shall record the registered date for entitlement of shareholders entitled to attend the shareholders’ general meeting;</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(3) it shall specify the place, the date and the time of the meeting;</p> <p>(4) it shall state the matters to be considered;</p> <p>(5) it shall provide the shareholders with all such information and explanations as are necessary for the making of an informed decision by the shareholders on the matters to be considered, which shall include the provision of concrete terms and contracts (if any) of the proposed transaction together with a detailed explanation of the causes and consequences thereof in the event the Bank proposes a reorganization, including without limitation, merger, repurchase of its shares, restructuring of share capital or other manners of reorganization;</p> <p>(6) if any of the Directors, Supervisors, President or other Senior Managers has a material interests in matters to be considered, he shall disclose the nature and the extent of such interest; if the matters to be considered have an effect on such Directors, Supervisors, the President or other Senior Managers in the capacity of a shareholder which differs from other shareholders of the same class, such differences shall be specified;</p> <p>(7) it shall contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(8) it shall expressly specify in writing that all shareholders are entitled to attend the shareholders’ general meeting. The shareholders entitled to attend and vote at the meeting shall have the right to appoint one or more than one proxy to attend the meeting on his behalf and to vote thereat and</p>	<p>(3) it shall specify the place, the date and the time of the meeting;</p> <p>(4) it shall state the matters to be considered;</p> <p>(5) it shall provide the shareholders with all such information and explanations as are necessary <del>for the</del> <b><u>for full understanding of the matters to be discussed and</u></b> the making of an informed decision by the shareholders on the matters to be considered, which shall include the provision of concrete terms and contracts (if any) of the proposed transaction together with a detailed explanation of the causes and consequences thereof in the event the Bank proposes a reorganization, including without limitation, merger, repurchase of its shares, restructuring of share capital or other manners of reorganization;</p> <p>(6) if any of the Directors, Supervisors, President or other Senior Managers has a material interests in matters to be considered, he shall disclose the nature and the extent of such interest; if the matters to be considered have an effect on such Directors, Supervisors, the President or other Senior Managers in the capacity of a shareholder which differs from other shareholders of the same class, such differences shall be specified;</p> <p>(7) it shall contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(8) it shall expressly specify in writing that all shareholders are entitled to attend the shareholders’ general meeting. The shareholders entitled to attend and vote at the meeting shall have the right to appoint one or more than one proxy to attend the meeting</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>the proxy or proxies need not be a shareholder;</p> <p>(9) it shall specify the time and place for the delivery of the relevant instrument for appointing proxy;</p> <p>(10) it shall record the name and the telephone number of the standing corresponding person of the meeting.</p> <p>(11) where the general meeting is to be held in the form of network or in other forms, it shall specify the voting time and procedure for network or other forms in the notice of the general meeting.</p>	<p>on his behalf and to vote thereat and the proxy or proxies need not be a shareholder;</p> <p>(9) it shall specify the time and place for the delivery of the relevant instrument for appointing proxy;</p> <p>(10) it shall record the name and the telephone number of the standing corresponding person of the meeting;</p> <p>(11) where the general meeting is to be held in the form of network or in other forms, it shall specify the voting time and procedure for network or other forms in the notice of the general meeting.</p>
45	Article 71 (original Article 75)	<p>A notice of shareholders' general meeting shall be served on all shareholders (whether or not such shares carry the right to vote at the shareholders' general meeting) by personal delivery or by prepaid mail at the address recorded in the register of shareholders.</p> <p>In respect of holders of domestic shares, a notice of shareholders' general meeting may also be served by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published 45 days to 50 days prior to the date of the meeting in one or several newspapers designated by the securities regulatory authority of the State Council. Once the announcement has been made, all holders of domestic-held shares shall be deemed to have received the relevant notice of the shareholders' general meeting.</p> <p>After the notice of meeting of the shareholders' general meeting is issued, unless there are legitimate reasons, the general meeting shall not be delayed or cancelled and the motion described in</p>	<p><b><u>In respect of holders of A shares, a notice of shareholders' general meeting shall be served by way of public announcement.</u></b></p> <p><b><u>In respect of holders of H shares,</u></b> a notice of shareholders' general meeting shall be served on all shareholders (whether or not such shares carry the right to vote at the shareholders' general meeting) by personal delivery or by prepaid mail at the address recorded in the register of shareholders.</p> <p><del>In respect of holders of domestic shares, a notice of shareholders' general meeting may also be served by way of public announcement.</del></p> <p>The announcement referred to in the preceding paragraph shall be published <del>45 days to 50 days prior to the date of the meeting</del> <b><u>on the website of the stock exchange and in the media satisfying the conditions set</u></b> by the securities regulatory authority of the State Council. Once the announcement has been made, all holders of <del>domestic-held</del> <b><u>A</u></b> shares shall be deemed to have received the relevant notice of the shareholders' general meeting.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>that notice shall not be cancelled. Once the delay or cancellation is unavoidable, the convener shall declare the reason at least 2 business days before the original date of meeting. If the shareholders’ general meeting needs to be rescheduled because of force majeure, the registered date for entitlement shall not be changed accordingly.</p>	<p>After the notice of meeting of the shareholders’ general meeting is issued, unless there are legitimate reasons, the general meeting shall not be delayed or cancelled and the motion described in that notice shall not be cancelled. Once the delay or cancellation <b><u>of the meeting or cancellation of motion</u></b> is unavoidable, the convener shall declare the reason at least 2 business days before the original date of meeting. <b><u>Where the meeting is postponed, the new date of meeting shall also be disclosed.</u></b> If the shareholders’ general meeting needs to be rescheduled because of force majeure <b><u>or other justifiable reasons</u></b>, the registered date for entitlement shall not be changed accordingly.</p>
46	Article 72 (original Article 76)	<p>An individual shareholder who attends the meeting in person shall present his personal identity document and share certificates; a proxy who attends the meeting shall present his personal identity document, the instrument appointing a proxy and share certificates.</p> <p>A legal person shareholder shall attend the meeting through its legal representative or the proxy or the representative assigned by the legal person shareholder or the legal representative. A legal representative who attends the meeting shall present his personal identity documents, valid proof of his status as the legal representative and share certificates. A proxy or representative who attends the meeting shall present his personal identity document, a proxy in writing issued by the legal representative of the</p>	<p>An individual shareholder who attends the meeting in person shall present his <b><u>ID cards or other valid</u></b> personal identity document, <b><u>stock account card or</u></b> <del>and</del> share certificates; a proxy who attends the meeting <b><u>on behalf of others</u></b> shall present his <b><u>valid</u></b> personal identity document and a written power of attorney <del>and share certificates</del>.</p> <p>A legal person shareholder shall attend the meeting through its legal representative or the proxy <del>or the representative</del> assigned by <del>the legal person shareholder or</del> the legal representative. A legal representative who attends the meeting shall present his personal identity documents, valid proof of his status as the legal representative <del>and share certificates</del>. A proxy <del>or representative</del> who attends the meeting shall present his personal identity document, a power of attorney in writing issued by the legal</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>legal person shareholder in accordance with relevant laws and share certificates.</p> <p>Save for the aforesaid requirement, the representative or the proxy of the approved clearing agencies defined in the laws of the place where the shares of the Bank are listed shall not be required to produce the proxy in writing in accordance with relevant laws or any certificate of shareholdings.</p>	<p>representative of the legal person shareholder in accordance with relevant laws <del>and share certificates.</del></p> <p><del>Save for the aforesaid requirement, the representative or the proxy of the approved clearing agencies defined in the laws of the place where the shares of the Bank are listed shall not be required to produce the proxy in writing in accordance with relevant laws or any certificate of shareholdings.</del></p>
47	Article 76 (original Article 80)	<p>The instrument delivered to a shareholder by the Board of Directors of the Bank for appointing a proxy shall be in such form so as to enable the shareholders to both instruct freely at his choice the proxy to vote in favour of or against any resolution and to give instruction on each item of the business put to vote at the meeting. Such instrument of proxy shall specify that if no instruction is given by the shareholder, the proxy may vote in the way as he thinks fit.</p>	<p>The instrument delivered to a shareholder by the Board of Directors of the Bank for appointing a proxy shall be in such form so as to enable the shareholders to <del>both</del> instruct freely at his choice the proxy to vote in favour of <del>or</del>, against <b>or abstain from voting</b> on any resolution and to give instruction on each item of the business put to vote at the meeting. Such instrument of proxy shall specify that if no instruction is given by the shareholder, the proxy may vote in the way as he thinks fit.</p>
48	Article 78 (original Article 82)	<p>The shareholders' general meeting of the Bank shall be held at the Bank's legal address or other location as deemed appropriate by the Board of Directors. A venue shall be set aside for the convening of physical shareholders' general meeting.</p> <p>The Bank may provide assistance to shareholders in their participation of shareholders' general meeting by all necessary means and by giving priority to the provision of on line voting and other modern information technology provided the legality and validity of the shareholders' general meetings can be assured.</p>	<p>The shareholders' general meeting of the Bank shall be held at the Bank's legal address or other location as deemed appropriate by the Board of Directors. A venue shall be set aside for the convening of physical shareholders' general meeting.</p> <p>The Bank may provide assistance to shareholders particularly <b>small and medium shareholders</b> in their participation of shareholders' general meeting by all necessary means and by <del>giving priority to the provision of</del> providing on line voting, <b>video conference, online meeting</b> and other modern information technology</p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>Insofar as a particular resolution is concerned, a shareholder shall only cast its vote in one of the following ways: physically, on line or by other method as stipulated. In the event of multiple votes being cast by the same shareholder on the same resolution, the vote that was cast in the first instance shall prevail.</p>	<p>provided the legality and validity of the shareholders' general meetings can be assured. <b><u>Shareholders attending a meeting by above means shall be deemed to be present at the meeting.</u></b>  Insofar as a particular resolution is concerned, a shareholder shall only cast its vote in one of the following ways: physically, on line or by other method as stipulated. In the event of multiple votes being cast by the same shareholder on the same resolution, the vote that was cast in the first instance shall prevail.</p>
49	Article 83 (original Article 87)	<p>The convener shall ensure that a shareholders' general meeting is held continuously until final resolutions have been reached. In the event that the shareholders' general meeting is adjourned or the shareholders fail to reach resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or the meeting shall be terminated directly and an announcement of such termination shall be made promptly. At the same time, the convenor shall report to the branch of the China Securities Regulatory Commission in the locality of the Bank, and to the stock exchange in accordance with the relevant regulations of the stock exchange at the place where the Bank is listed.</p>	<p>The convener shall ensure that a shareholders' general meeting is held continuously until final resolutions have been reached. In the event that the shareholders' general meeting is adjourned or the shareholders fail to reach resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or the meeting shall be terminated directly and an announcement of such termination shall be made promptly. At the same time, the convenor shall report to the branch of the <del>China</del> <b><u>securities regulatory authority of the State Council Commission</u></b> in the locality of the Bank, and to the stock exchange in accordance with the relevant regulations of the stock exchange at the place where the Bank is listed.</p>
50	Article 85 (original Article 89)	<p>A shareholder (including his proxy) may exercise voting rights at the shareholders' general meeting according to the number of shares which carry the right to vote held by him and each share shall have one</p>	<p>A shareholder (including his proxy) may exercise voting rights at the shareholders' general meeting according to the number of shares which carry the right to vote held by him and each share shall have one</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>vote. Nevertheless, the Bank’s shares held by the Bank neither have the right to vote nor will be counted into the total number of the voting shares attending the shareholders’ general meeting.</p> <p>The votes casted by minority investors shall be separately counted when material matters affecting the interests of minority investors are being considered at the shareholders’ general meeting. The results of such separate vote counting shall be disclosed publicly in a timely manner. The Board of Directors, independent Directors and shareholders who satisfy the relevant qualifications may publicly canvass the shareholders for votes. Where shareholders are canvassed for votes, information such as the specific voting intention shall be fully disclosed to the shareholders. It is prohibited to canvass shareholders for votes with compensation in a covertly or overtly manner. The Bank shall not impose restrictions on the minimum shareholding percentage for canvassing shareholders’ for votes.</p>	<p>vote. Nevertheless, the Bank’s shares held by the Bank neither have the right to vote nor will be counted into the total number of the voting shares attending the shareholders’ general meeting.</p> <p>The votes casted by minority investors shall be separately counted when material matters affecting the interests of minority investors are being considered at the shareholders’ general meeting. The results of such separate vote counting shall be disclosed publicly in a timely manner. The Board of Directors, independent Directors, <b><u>shareholders holding more than 1% of voting shares or investor protection institutions established in accordance with laws, administrative regulations or the rules of the securities regulatory authority of the State Council</u></b> <del>and shareholders who satisfy the relevant qualifications</del> may publicly canvass the shareholders for votes. Where shareholders are canvassed for votes, information such as the specific voting intention shall be fully disclosed to the shareholders. It is prohibited to canvass shareholders for votes with compensation in a covertly or overtly manner. <b><u>Except for the statutory requirements,</u></b> <del>t</del>The Bank shall not impose restrictions on the minimum shareholding percentage for canvassing shareholders’ for votes.</p>
51	Article 86 (new)	Added	<b><u>The nominations of directors and supervisors shall be submitted to the general meeting of shareholders for voting in the form of proposals.</u></b>
52	Article 92 (original Article 95)	The following matters shall be passed by ordinary resolution at a shareholders’ general meeting:	The following matters shall be passed by ordinary resolution at a shareholders’ general meeting:

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(1) the work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) plans for profit distribution and for making up of losses prepared by the Board of Directors;</p> <p>(3) appointment and removal of the members of the Board of Directors and the members of the Board of Supervisors and their remuneration and method of payment;</p> <p>(4) annual budget, statement of final accounts, balance sheet, profit and loss statement and other financial statements of the Bank;</p> <p>(5) appointment or removal of accounting firm;</p> <p>(6) other matters except those required by the laws, the administrative regulations or these Articles of Association to be passed by special resolution at a shareholders' general meeting.</p>	<p>(1) <b><u>Operational policies;</u></b></p> <p><del>(2)</del> the work reports of the Board of Directors and the Board of Supervisors;</p> <p><del>(3)</del><b>(3)</b> plans for profit distribution and for making up of losses prepared by the Board of Directors;</p> <p><del>(3)</del><b>(4)</b> <del>appointment and removal of the members of the Board of Directors and the members of the Board of Supervisors and their remuneration and method of payment</del> <b><u>election and replacement of directors, supervisors who are representatives of shareholders and external supervisors, and decisions on remunerations of directors and supervisors;</u></b></p> <p><del>(4)</del><b>(5)</b> annual budget, statement of final accounts, balance sheet, profit and loss statement and other financial statements of the Bank;</p> <p><b>(6) review and approval of any change to use of proceeds raised;</b></p> <p><del>(5)</del><b>(7)</b> appointment or removal of the accounting firm <b><u>that conducts periodic statutory audit of the financial reports of the Bank;</u></b></p> <p><del>(6)</del><b>(8)</b> other matters except those required by the laws, <del>the administrative</del> <b><u>regulatory rules</u></b> or these Articles of Association to be passed by special resolution at a shareholders' general meeting</p>
53	Article 93 (original Article 96)	<p>The following matters shall be passed by special resolution at the shareholders' general meeting:</p> <p>(1) an increase or reduction of the share capital of the Bank, or issuance of any class of shares, warrants and other similar securities;</p> <p>(2) an issuance of debentures by the Bank;</p>	<p>The following matters shall be passed by special resolution at the shareholders' general meeting:</p> <p>(1) an increase or reduction of the share capital of the Bank, or issuance of any class of shares, warrants and other similar securities;</p> <p>(2) an issuance of <b><u>corporate debentures</u></b> by the Bank <b><u>or listing of the Bank;</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(3) the merger, division, change in the form, dissolution and liquidation of the Bank;</p> <p>(4) amendments to these Articles of Association;</p> <p>(5) repurchase of the shares of the Bank;</p> <p>(6) any matter with respect to purchase or sale of any significant asset or the amount of deposit exceeding 30% of the most recently audited total assets of the Bank;</p> <p>(7) Equity incentive plan;</p> <p>(8) other matters which are resolved by ordinary resolutions in the shareholders’ general meeting to be of material effect to the Bank, which are to be passed by special resolutions.</p>	<p>(3) the merger, division, change in the form, dissolution and liquidation of the Bank;</p> <p>(4) amendments to these Articles of Association;</p> <p>(5) acquisition <del>repurchase</del> of the shares of the Bank;</p> <p>(6) <b><u>reviewing and approving or authorizing the board of directors to approve the establishment of the legal entities, major mergers and acquisitions, and major investment projects, major asset disposal and major guarantees provided to others etc. by the Bank; any matter with respect to purchase or sale of any significant asset or the amount of deposit exceeding 30% of the most recently audited total assets of the Bank;</u></b></p> <p>(7) <b><u>proposed</u></b> equity incentive plan;</p> <p>(8) <b><u>dismissal of independent directors;</u></b></p> <p>(9) other matters which are resolved by ordinary resolutions in the shareholders’ general meeting to be of material effect to the Bank <b><u>or stipulated in laws, regulations, regulatory rules and these articles of association;</u></b> which are to be passed by special resolutions.</p>
54	Article 94 (original Article 97)	An independent Director shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. The board of directors shall make a written response with respect to agreement or disagreement with convening such an extraordinary general meeting in accordance with the laws, administrative regulations and these Articles of Association within 10 days of receiving the request.	An independent Director shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. The board of directors shall make a written response with respect to agreement or disagreement with convening such an extraordinary general meeting in accordance with the laws, administrative regulations and these Articles of Association within 10 days of receiving the request.

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		Where the board of directors agrees to convene an extraordinary general meeting, it shall issue the notice of holding the general meeting within 5 days after the resolution of the board of directors is made. Where the board of directors disagrees to convene the extraordinary general meeting, it shall explain the reason concerned and issue the notice.	Where the board of directors agrees to convene an extraordinary general meeting, it shall issue the notice of holding the general meeting within 5 days after the resolution of the board of directors is made. Where the board of directors disagrees to convene the extraordinary general meeting, it shall explain the reason concerned and issue the notice.
55	Article 95 (original Article 98)	<p>Shareholders who request to convene an extraordinary general meeting or a class shareholders' general meeting shall follow the procedures set out below:</p> <p>(1) shareholders who individually or in aggregate hold more than 10% of the voting rights of all the shares having the right to vote in such a meeting may sign one or several written requisitions in the same form requesting the Board of Directors to convene an extraordinary general meeting or a class shareholders' general meeting, and the subject matter of the meeting shall be specified. The board of directors shall make a written response with respect to agreement or disagreement with holding that extraordinary general meeting within 10 days after receiving the request according to the laws, administrative regulations and the regulations of this document. The calculation of the number of shares held as aforesaid shall be made as at the date of the written requisitions.</p> <p>(2) If the board of directors agrees to convene such an extraordinary general meeting or a similar general meeting, it shall issue the notice of convening such meeting within 5 days after the resolution of the board is made. The</p>	<p>Shareholders who request to convene an extraordinary general meeting or a class shareholders' general meeting shall follow the procedures set out below:</p> <p>(1) shareholders who individually or in aggregate hold more than 10% of the voting rights of all the shares having the right to vote in such a meeting may sign one or several written requisitions in the same form requesting the Board of Directors to convene an extraordinary general meeting or a class shareholders' general meeting, and the subject matter of the meeting shall be specified. The board of directors shall make a written response with respect to agreement or disagreement with holding that extraordinary general meeting within 10 days after receiving the request according to the laws, administrative regulations and the regulations of this document. The calculation of the number of shares held as aforesaid shall be made as at the date of the written requisitions.</p> <p>(2) If the board of directors agrees to convene such an extraordinary general meeting or a similar general meeting, it shall issue the notice of convening such meeting within 5 days after the resolution of the board is made. The</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>modification with respect to the original request shall be approved by the shareholders concerned.</p> <p>(3) If the board of directors does not agree to convene such an extraordinary general meeting or a similar general meeting, or does not make a response within 10 days after receiving the request, shareholders individually or in aggregate holding more than 10% of the shares of the Bank have the right to request the board of supervisors to convene such meeting and shall submit a written request to the board of supervisors.</p> <p>(4) If the board of supervisors agrees to convene such an extraordinary general meeting or a similar general meeting, it shall issue the notice of convening such meeting within 5 days after receiving the request. The modification with respect to the original request shall be approved by the shareholders concerned.</p> <p>(5) Where the board of supervisors does not issue the notice of convening such an extraordinary general meeting within the term specified, it shall be deemed as not convene and preside such meeting. Shareholders who individually or in aggregate hold more than 10% of the shares of the Bank for more than 90 days continuously have the right to convene and preside such meeting.</p> <p>The Bank shall be liable to pay all reasonable compensation for the expenses incurred in convening and holding a meeting by the shareholders as a result of the failure of the Board of Directors to convene such meeting upon the aforesaid requisitions and such compensation shall be deducted</p>	<p>modification with respect to the original request shall be approved by the shareholders concerned.</p> <p>(3) If the board of directors does not agree to convene such an extraordinary general meeting or a similar general meeting, or does not make a response within 10 days after receiving the request, shareholders individually or in aggregate holding more than 10% of the shares of the Bank have the right to request the board of supervisors to convene such meeting and shall submit a written request to the board of supervisors.</p> <p>(4) If the board of supervisors agrees to convene such an extraordinary general meeting or a similar general meeting, it shall issue the notice of convening such meeting within 5 days after receiving the request. The modification with respect to the original request shall be approved by the shareholders concerned.</p> <p>(5) Where the board of supervisors does not issue the notice of convening such an extraordinary general meeting within the term specified, it shall be deemed as not convene and preside such meeting. Shareholders who individually or in aggregate hold more than 10% of the shares of the Bank for more than 90 days continuously have the right to convene and preside such meeting.</p> <p>The Bank shall be liable to pay all reasonable compensation for the expenses incurred in convening and holding a meeting by the shareholders as a result of the failure of the Board of Directors to convene such meeting upon the aforesaid requisitions and such compensation shall be deducted</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		from any payment payable to the Directors who are in default of their duties.	from any payment payable to the Directors who are in default of their duties.
56	Article 96 (original Article 99)	<p>The Supervisory Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall put forward its proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and these Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not within 10 days of the receipt of the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution of the Board of Directors is made. In the event of the notice making any change to the original motion, the consent of the Supervisory Committee shall be obtained.</p> <p>If the board of directors does not agree to convene such an extraordinary general meeting, or does not make a response within 10 days after receiving the written request, it shall be deemed as couldn't or doesn't execute the duty of convening such meeting and the board of supervisors has the right to convene and preside such meeting.</p>	<p>The Supervisory Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall put forward its proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and these Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not within 10 days of the receipt of the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution of the Board of Directors is made. In the event of the notice making any change to the original motion, the consent of the Supervisory Committee shall be obtained.</p> <p>If the board of directors does not agree to convene such an extraordinary general meeting, or does not make a response within 10 days after receiving the written request, it shall be deemed as couldn't or doesn't execute the duty of convening such meeting and the board of supervisors has the right to convene and preside such meeting.</p>
57	Article 97 (original Article 100)	If the board of supervisors or the shareholders decide to convene the general meeting, they shall give a written notice to the board of directors and file at local China Securities Regulatory Commission's Representative office. The proportion	If the board of supervisors or the shareholders decide to convene the general meeting, they shall give a written notice to the board of directors <del>and file at local China Securities Regulatory Commission's Representative office</del> and file with the

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>of shares in the possession of the convening shareholders shall be at least 10% before the resolution of shareholders' general meeting is declared.</p> <p>The convening shareholders shall submit the corresponding certificates to local China Securities Regulatory Commission's Representative office and the stock exchange when issuing the notice of convening a shareholders' general meeting and declaring the resolution of shareholders' general meeting.</p> <p>The Board of Directors and the Secretary of the Board shall be cooperative to the shareholders' general meeting convened by the shareholders and the board of supervisors in accordance with the regulations in this document. The board of directors shall provide the register of shareholders recorded on the date of record. The convener shall not use the register of shareholders for any purpose other than the shareholders' general meeting. The expenses required by the meeting will be paid by the Bank.</p>	<p>stock exchange in accordance with the relevant rules prevailing in the place of listing. The proportion of shares in the possession of the convening shareholders shall be at least 10% before the resolution of shareholders' general meeting is declared.</p> <p><u>The Board of Supervisor or</u> the convening shareholders shall submit the corresponding certificates to local <del>China Securities Regulatory Commission's Representative office</del> <u>and the</u> stock exchange when issuing the notice of convening a shareholders' general meeting and declaring the resolution of shareholders' general meeting.</p> <p>The Board of Directors and the Secretary of the Board shall be cooperative to the shareholders' general meeting convened by the <del>shareholders and</del> the board of supervisors <u>and the shareholders</u> in accordance with the <del>regulations in this document</del> <u>requirements of these Articles of Association</u>. The board of directors shall provide the register of shareholders recorded on the date of record. The convener shall not use the register of shareholders for any purpose other than the shareholders' general meeting. The expenses required by the meeting will be paid by the Bank.</p>
58	Article 100 (original Article 103)	<p>Before voting for the motions at the shareholders' general meeting, two shareholders' representatives shall be elected to participate in the vote counting and supervision. The shareholders and their proxies shall not participate in counting and supervising the voting for matters in relation to them.</p>	<p>Before voting for the motions at the shareholders' general meeting, two shareholders' representatives shall be elected to participate in the vote counting and supervision. The shareholders and their proxies shall not participate in counting and supervising the voting for matters in relation to them.</p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>The attorney, shareholders' representative and supervisors' representative shall count and supervise the voting for motions jointly and declare the result of voting at the shareholders' general meeting. The result of voting shall be recorded in the minutes of meeting.</p> <p>Other provisions upon scrutineer in the listing rules of the stock exchange shall be followed.</p> <p>The shareholders of the Bank or their proxies vote through network or other modes have the right to check the result of their votes via the corresponding voting system.</p>	<p>The attorney, shareholders' representative and supervisors' representative shall count and supervise the voting for motions jointly and declare the result of voting at the shareholders' general meeting. The result of voting shall be recorded in the minutes of meeting.</p> <p>Other provisions upon scrutineer in the listing rules of the stock exchange shall be followed.</p> <p>The shareholders of the Bank or their proxies vote through network or other modes have the right to check the result of their votes via the corresponding voting system.</p>
59	Article 102 (original Article 105)	<p>Shareholders who attend the general meeting shall declare one of the following opinions to the motion for voting: agreement, objection or waiver. If the vote is not filled in, incorrectly filled in, unidentifiably wrote, or not polled, the voter shall be deemed to waive the right to vote, and the voting result of the shares in his/her possession shall be deemed as "waiver".</p>	<p>Shareholders who attend the general meeting shall declare one of the following opinions to the motion for voting: agreement, objection or waiver, <b><u>except that securities registration and clearing institutions, as the nominee holders of stocks under the Stock Connect Scheme between the Mainland and Hong Kong stock markets, may make declarations according to the intention of the actual holders.</u></b></p> <p>If the vote is not filled in, incorrectly filled in, unidentifiably wrote, or not polled, the voter shall be deemed to waive the right to vote, and the voting result of the shares in his/her possession shall be deemed as "waiver".</p>
60	Original Article 108 (deleted)	<p>A shareholder shall be entitled to inspect copies of the minutes of the shareholders' general meeting(s) free of charge during office hours of the Bank. Upon the request of any shareholder for a copy of the relevant minutes of meeting, the Bank shall</p>	Deleted.

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		send out the copy of the minutes so requested within seven days of the receipt of reasonable payment thereafter	
61	Article 106 (original Article 110)	<p>The motion of the shareholders' general meeting shall comply with the following conditions:</p> <p>(1) the content shall not contradict to the requirement of the laws, the regulations and these Articles of Association and shall fall within the business scope of the Bank and the duties and powers of the shareholders' general meeting;</p> <p>(2) clear motions and detailed matters to be resolved shall be prepared.</p>	<p>The motion of the shareholders' general meeting shall comply with the following conditions:</p> <p>(1) the content shall not contradict to the requirement of the laws, the regulations and these Articles of Association and shall fall within the business scope of the Bank and the <del>duties and</del> powers of the shareholders' general meeting;</p> <p>(2) clear motions and detailed matters to be resolved shall be prepared.</p>
62	Article 107 (original Article 111)	<p>When the Bank holds a shareholders' general meeting, the Board of Directors, the Board of Supervisors and shareholders who individually or in aggregate hold more than 3% of the shares of the Bank have the right to submit the written motion to the Bank. The bank shall place the matters which are described in the motion and under the responsibility of the general meeting into the agenda of that meeting.</p> <p>Shareholders who individually or in aggregate hold more than 3% of the Bank's shares may submit the written provisional motion to the convener 10 days before the date of the shareholder's general meeting. The convener shall issue the supplementary notice of the shareholders' general meeting within 2 days after receiving the motion to declare the content of the motion.</p> <p>In addition to the situation aforementioned, the convener shall not amend the motion specified in the</p>	<p>When the Bank holds a shareholders' general meeting, the Board of Directors, the Board of Supervisors and shareholders who individually or in aggregate hold more than 3% of the shares of the Bank have the right to submit the written motion to the Bank. The bank shall place the matters which are described in the motion and under the responsibility of the general meeting into the agenda of that meeting.</p> <p>Shareholders who individually or in aggregate hold more than 3% of the Bank's shares may submit the written provisional motion to the convener 10 days before the date of the shareholder's general meeting. The convener shall issue the supplementary notice of the shareholders' general meeting within 2 days after receiving the motion to declare the content of the motion.</p> <p>In addition to the situation aforementioned, the convener shall not amend the motion specified in the</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>notice of general meeting or increase new motions after issuing the notice of the meeting.</p> <p>Any motion not specified in the notice of the general meeting or not in accordance with the provision in Article 110 of this document shall not be voted and determined at the shareholders' general meeting.</p>	<p>notice of general meeting or increase new motions after issuing the notice of the meeting.</p> <p>Any motion not specified in the notice of the general meeting or not in accordance with the provision in Article <del>110</del><b>106</b> of this document shall not be voted and determined at the shareholders' general meeting.</p>
63	Article 108 (original Article 112)	<p>In addition to the situation provided in Article 111 Paragraph 2, regarding the motion raised by shareholders in advance, the Board of Directors or other conveners shall act in the best interests of the Bank and shareholders and examine such in accordance with the requirement of Article 110. If such motion are deemed not to be included in the agenda of the shareholders' general meeting, the Board of Directors or other conveners shall forward an explanation in advance to the shareholder raising such motion.</p>	<p>In addition to the situation provided in Article <del>111</del><b>107</b> Paragraph 2, regarding the motion raised by shareholders in advance, the Board of Directors or other conveners shall act in the best interests of the Bank and shareholders and examine such in accordance with the requirement of Article <del>110</del><b>106</b>. If such motion are deemed not to be included in the agenda of the shareholders' general meeting, the Board of Directors or other conveners shall forward an explanation in advance to the shareholder raising such motion.</p>
64	Original Article 113 (deleted)	<p>The shareholders have the right to raise the query. The Board of Directors and the Board of Supervisors shall, at the request of the query of the shareholder, assign related members of the Board of Directors, the Board of Supervisors or Senior Management to answer the queries at the shareholders' general meeting. Save for the trade secrets of the Bank which may not be disclosed at the shareholders' general meeting, the Board of Directors and the Board of Supervisors shall give answers and explanation to the queries and recommendations of the shareholders.</p>	Deleted

Serial No.	Article No.	Pre-revision articles	Post-revision articles
65	Article 109 (original Article 114)	<p>Shareholders’ general meetings shall have minutes of meeting which shall be controlled by the secretary of the board of directors and record the following:</p> <p>(1) time, location and agenda of the meetings, and name of the convener;</p> <p>(2) chairman of the meeting, and names of directors, supervisors, bank president, and other senior management attending the meeting or attending the meeting as observers;</p> <p>(3) number of shareholders and their proxies attending the meeting, total number of voting shares in their possession, and proportion in the total shares of the Bank;</p> <p>(4) examination process, highlight of speaks, and voting result for each motion;</p> <p>(5) queries opinion or recommendation of shareholders and the corresponding responses or explanation;</p> <p>(6) names of attorney, vote counter and scrutineer;</p> <p>(7) other details deemed to be included in the minutes of meeting by the provisions in this document.</p> <p>The convener shall guarantee that the contents in the minutes of meeting are true, correct and complete. Directors, supervisors, secretary of the board of directors, convener or the proxy, and chairman of the meeting, who attend the meeting, shall sign their names on the minutes of the meeting. The minutes of meeting shall be stored permanently along with the signature book of the shareholders attending the meeting, the power of attorney for proxies and valid documentation of voting in the form of network or in other forms.</p>	<p>Shareholders’ general meetings shall have minutes of meeting which shall be controlled by the secretary of the board of directors and record the following:</p> <p>(1) time, location and agenda of the meetings, and name of the convener;</p> <p>(2) chairman of the meeting, and names of directors, supervisors, bank president, and other senior management attending the meeting or attending the meeting as observers;</p> <p>(3) number of shareholders and their proxies attending the meeting, total number of voting shares in their possession, and proportion in the total shares of the Bank;</p> <p>(4) examination process, highlight of speaks, and voting result for each motion;</p> <p>(5) queries opinion or recommendation of shareholders and the corresponding responses or explanation;</p> <p>(6) names of attorney, vote counter and scrutineer;</p> <p>(7) other details deemed to be included in the minutes of meeting by the provisions in this document.</p> <p>The convener shall guarantee that the contents in the minutes of meeting are true, correct and complete. Directors, supervisors, secretary of the board of directors, convener or the proxy, and chairman of the meeting, who attend the meeting, shall sign their names on the minutes of the meeting. The minutes of meeting shall be stored permanently along with the signature book of the shareholders attending the meeting, the power of attorney for proxies and valid documentation of voting in the form of network or in other forms.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		The Board of Directors shall submit and put on file minutes and resolutions of the shareholders' general meeting at the banking regulatory authority of the State Council.	The Board of Directors shall submit <del>and put on</del> file minutes and resolutions of the shareholders' general meeting at the banking regulatory authority of the State Council <b><u>in a timely manner.</u></b>
66	Original Article 118 (deleted)	If resolutions of the shareholders' general meeting violate the requirement of the laws, the regulations, the banking regulatory authority of the State Council and other authorized supervisory authorities, the Board of Directors are entitled to immediately correct such or make alterations according to the opinion of the banking regulatory authority of the State Council or other authorized supervisory authorities and shall report such to shareholders in the next shareholders' general meeting.	Deleted
67	Article 114 (original Article 120)	If the Bank proposes to vary or revoke the rights of the class shareholders, the same can only be implemented after it has been passed by a special resolution at a shareholders' general meeting and also by the class shareholders so affected at the shareholders' general meetings respectively convened in accordance with Articles 122 to 126 of these Articles of Association.	If the Bank proposes to vary or revoke the rights of the class shareholders, the same can only be implemented after it has been passed by a special resolution at a shareholders' general meeting and also by the class shareholders so affected at the shareholders' general meetings respectively convened in accordance with Articles <del>122</del> <b><u>116</u></b> to <del>126</del> <b><u>120</u></b> of these Articles of Association.
68	Article 116 (original Article 122)	Whether or not the class shareholders so affected have voting rights at the shareholders' general meeting, they shall have the right to vote at the meeting of class shareholders in respect of the matters mentioned in (2) to (8) and (11) to (12) of Article 121 of these Articles of Association provided that interested shareholders shall not have the right to vote at the meeting of the class shareholders.	Whether or not the class shareholders so affected have voting rights at the shareholders' general meeting, they shall have the right to vote at the meeting of class shareholders in respect of the matters mentioned in (2) to (8) and (11) to (12) of Article <del>121</del> <b><u>115</u></b> of these Articles of Association provided that interested shareholders shall not have the right to vote at the meeting of the class shareholders.

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>An interested shareholder mentioned in the preceding paragraph refers to:</p> <p>(1) in the case where the Bank makes a repurchase offer to all shareholders in a proportionate manner in accordance with the provisions of Article 33 of these Articles of Association or repurchases its shares on a stock exchange through public dealing on a stock exchange, “interested shareholder” shall mean the controlling shareholder as defined in Article 62 of these Articles of Association;</p> <p>(2) in the case where the Bank repurchases its shares by way of agreement other than through a stock exchange in accordance with the provisions of Article 33 of these Articles of Association, “interested shareholder” shall mean the holder of the relevant shares;</p> <p>(3) in the reorganization of the Bank, “interested shareholder” shall mean a shareholder who undertakes obligations to a lesser extent than other shareholders of the same class, or a shareholder who enjoys benefits which are different from those enjoyed by other shareholders of the same class.</p>	<p>An interested shareholder mentioned in the preceding paragraph refers to:</p> <p>(1) in the case where the Bank makes a repurchase offer to all shareholders in a proportionate manner in accordance with the provisions of Article 33 of these Articles of Association or repurchases its shares on a stock exchange through public dealing on a stock exchange, “interested shareholder” shall mean the controlling shareholder as defined in Article <del>62</del><u>59</u> of these Articles of Association;</p> <p>(2) in the case where the Bank repurchases its shares by way of agreement other than through a stock exchange in accordance with the provisions of Article 33 of these Articles of Association, “interested shareholder” shall mean the holder of the relevant shares;</p> <p>(3) in the reorganization of the Bank, “interested shareholder” shall mean a shareholder who undertakes obligations to a lesser extent than other shareholders of the same class, or a shareholder who enjoys benefits which are different from those enjoyed by other shareholders of the same class.</p>
69	Article 117 (original Article 123)	A resolution of the meeting of class shareholders shall be passed in accordance with Article 122 by more than two-thirds of the voting rights of the class shareholders present and having the right to vote in the meeting.	A resolution of the meeting of class shareholders shall be passed in accordance with Article <del>122</del> <u>116</u> by more than two-thirds of the voting rights of the class shareholders present and having the right to vote in the meeting.
70	Article 118 (original Article 124)	If the Bank convenes a meeting of class shareholders, it shall issue a written notice 45 days prior to the meeting to all shareholders of such class who are on the register of	If the Bank convenes a meeting of class shareholders, it shall issue a written notice <del>45 days prior to the meeting</del> <b>according to the notice period requirement of convening a</b>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>shareholders, specifying the business to be considered and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve on the Bank written replies of their intention to attend 20 days prior to the meeting.</p> <p>If the number of shares which carry the right to vote at such meeting held by those shareholders who intend to attend such meeting is more than one-half of the total number of that class of shares, the Bank may convene such meeting of class shareholders; if this cannot be attained, the Bank shall further notify the shareholders by way of announcement within 5 days thereof specifying the business to be considered and the date and place of the meeting. After the giving of such notice, the Bank may convene the meeting of class shareholders.</p>	<p><b><u>general meeting of shareholders which is stipulated in Article 69 of these Articles of Association</u></b> to all shareholders of such class who are on the register of shareholders, specifying the business to be considered and the date and place of the meeting. <del>The shareholders who intend to attend the meeting shall serve on the Bank written replies of their intention to attend 20 days prior to the meeting.</del></p> <p><del>If the number of shares which carry the right to vote at such meeting held by those shareholders who intend to attend such meeting is more than one half of the total number of that class of shares, the Bank may convene such meeting of class shareholders; if this cannot be attained, the Bank shall further notify the shareholders by way of announcement within 5 days thereof specifying the business to be considered and the date and place of the meeting. After the giving of such notice, the Bank may convene the meeting of class shareholders.</del></p> <p><b><u>Where the laws or regulations, or the rules of securities regulatory authority and stock exchange of the place where the Bank's shares are listed provide for otherwise on the convening of a meeting of class shareholders, such provisions shall prevail.</u></b></p>
71	Article 120 (original Article 126)	<p>The special voting procedures of class shareholders shall not apply in the following circumstances:</p> <p>(1) where, with the approval by a special resolution at a shareholders' general meeting, the Bank issues, either individually or concurrently, domestically held shares and overseas listed foreign held shares at an interval</p>	<p>The special voting procedures of class shareholders shall not apply in the following circumstances:</p> <p>(1) where, with the approval by a special resolution at a shareholders' general meeting, the Bank issues, either individually or concurrently, <del>domestically held</del> <u>A</u> shares and overseas listed foreign held shares at</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>of twelve months, and the number of domestically held shares and overseas listed foreign held shares proposed to be issued does not exceed 20% of the issued domestic shares and 20% of the issued overseas listed foreign held shares respectively; or</p> <p>(2) where the plan of the Bank to issue domestically held shares and overseas listed foreign held shares at the time of incorporation is implemented within fifteen months from the date of approval by the securities regulatory authority of the State Council.</p>	<p>an interval of twelve months, and the number of <del>domestically held</del> <b>A</b> shares and overseas listed foreign held shares proposed to be issued does not exceed 20% of the issued <del>domestic</del> <b>A</b> shares and 20% of the issued overseas listed foreign held shares respectively; or</p> <p>(2) where the plan of the Bank to issue <del>domestically held</del> <b>A</b> shares and overseas listed foreign held shares at the time of incorporation is implemented within fifteen months from the date of approval by the securities regulatory authority of the State Council.</p>
72	Article 121 (original Article 127)	<p>Directors of the Bank shall be natural persons. Directors shall be elected or replaced at the shareholders’ general meeting. The term of office shall be three years. Upon the expiration of the term, a Director shall be eligible for re-election and re-appointment.</p> <p>Directors of the Bank are composed of Executive Directors and Non-executive Directors (including Independent Directors). The term “Executive Director” shall refer to a director who holds senior managerial positions in addition to director in the Bank. The term “Non-executive Director” shall refer to a director who does not hold management positions in the Bank; The term “Independent Director” shall refer to directors who do not hold any positions in the Bank other than director, and have no relationship with the Bank or its major shareholders that may affect their independent and objective judgment.</p> <p>Directors need not hold any shares of the Bank.</p>	<p>Directors of the Bank shall be natural persons. Directors shall be elected or replaced at the shareholders’ general meeting. The term of office shall be three years. Upon the expiration of the term, a Director shall be eligible for re-election and re-appointment.</p> <p>Directors of the Bank are composed of Executive Directors and Non-executive Directors (including Independent Directors). <del>The term “Executive Director” shall refer to a director who holds senior managerial positions in addition to director in the Bank. The term “Non executive Director” shall refer to a director who does not hold management positions in the Bank. The term “Independent Director” shall refer to directors who do not hold any positions in the Bank other than director, and have no relationship with the Bank or its major shareholders that may affect their independent and objective judgment.</del> <b><u>Executive directors refer to directors who, in addition to serving as directors, also undertake the duties of senior management; non-executive</u></b></p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>The term of office of a director shall be counted from the date of accession to the expiration of the term of the board of directors. If a new director is not elected in time when the term of office of the original director is expired, the original director shall fulfill the director’s duty in accordance with the laws, administrative regulations, department rules and the regulations in this document before the new director takes the post.</p>	<p><b><u>directors refer to directors who do not hold other positions in the Bank other than directors and do not assume the duties of senior management.</u></b></p> <p>Directors need not hold any shares of the Bank.</p> <p>The term of office of a director shall be counted from the date of accession to the expiration of the term of the board of directors. If a new director is not elected in time when the term of office of the original director is expired, the original director shall fulfill the director’s duty in accordance with the laws, administrative regulations, department rules and the regulations in this document before the new director takes the post.</p>
73	Article 122 (original Article 128)	<p>The list of persons proposed for election as directors shall be submitted as a motion for the considering of shareholders’ general meetings.</p> <p>The nomination and election procedure for non-employee directors shall be as below:</p> <p>(1) Subject to the number of board members stipulated in the Articles of Association and according to the number of directors to be elected, the Personnel and Remuneration Committee of the Board of Directors may propose a list of director candidates; shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank could also propose candidates to the Board of Directors;</p> <p>(2) The Personnel and Remuneration Committee shall conduct preliminary review on the qualifications and eligibility of the candidates for</p>	<p>The list of persons proposed for election as directors shall be submitted as a motion for the considering of shareholders’ general meetings.</p> <p>The nomination and election procedure for non-employee directors shall be as below:</p> <p>(1) Subject to the number of board members stipulated in the Articles of Association and according to the number of directors to be elected, <del>the Personnel and Remuneration Committee of the Board of Directors may propose a list of director candidates; shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank could also propose candidates to the Board of Directors;</del> <b><u>shareholders who individually or jointly hold over three percent of the total voting shares of the Bank and the Personnel and Remuneration</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>directors, and qualified candidates shall be reviewed and approved by the Board of Directors. Upon approval, the Board of Directors shall submit a written proposal for the candidates of directors to the shareholders’ general meeting.</p> <p>(3) Any director candidate shall, prior to the convening of the shareholders’ general meeting, make written undertakings that he agrees to accept the nomination, undertakes that the publicly disclosed information is true and complete, and warrants that he will effectively perform his duties and functions as a director after he is elected.</p> <p>(4) The Board of Directors shall disclose to shareholders, in accordance with the laws, regulations and the Articles of Association of the Bank, detailed information of the director candidates before the shareholders’ general meeting is convened, so that the shareholders can have sufficient knowledge about the candidates before voting.</p> <p>(5) Each director candidate shall be voted on one by one basis at the shareholders’ general meeting.</p> <p>(6) In case of urgent need of filling vacant position for director, the Personnel and Remuneration Committee of the Board of Directors or shareholders who are eligible to make nominations shall propose candidates to the Board of Directors for review and approval, and the candidates shall be voted and elected at the shareholders’ general meeting.</p>	<p><b><u>Committee of the board of directors have the right to propose non-independent director candidates; shareholders who individually or jointly hold over one percent of the total voting shares of the Bank, the Personnel and Remuneration Committee of the board of directors and the board of supervisors may propose independent director candidates.</u></b></p> <p>(2) The Personnel and Remuneration Committee shall conduct preliminary review on the qualifications and eligibility of the candidates for directors, and qualified candidates shall be reviewed and approved by the Board of Directors. Upon approval, the Board of Directors shall submit a written proposal for the candidates of directors to the shareholders’ general meeting.</p> <p>(3) Any director candidate shall, prior to the convening of the shareholders’ general meeting, make written undertakings that he agrees to accept the nomination, undertakes that the publicly disclosed information is true and complete, and warrants that he will effectively perform his duties and functions as a director after he is elected.</p> <p>(4) The Board of Directors shall disclose to shareholders, in accordance with the laws, regulations and the Articles of Association of the Bank, detailed information of the director candidates before the shareholders’ general meeting is convened, so that the shareholders can have sufficient knowledge about the candidates before voting.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p>(5) Each director candidate shall be voted on one by one basis at the shareholders' general meeting;</p> <p>(6) In case of urgent need of filling vacant position for director, the Personnel and Remuneration Committee of the Board of Directors or shareholders who are eligible to make nominations shall propose candidates to the Board of Directors for review and approval, and the candidates shall be voted and elected at the shareholders' general meeting.</p>
74	Article 124 (original Article 130)	<p>If the matter with respect to director or supervisor election is proposed to be discussed at a shareholders' general meeting, the notice or circular letter of the meeting shall disclose the information of the director or supervisor candidate in detail. The contents below shall be included at least:</p> <p>(1) individual situation including education background, work experience and part-time experience etc.;</p> <p>(2) with or without relationship with the Bank or the controlling shareholder and actual controller of the Bank;</p> <p>(3) number of the Bank's shares in their possession;</p> <p>(4) whether being punished by China Securities Regulatory Commission, the stock exchange or other administrations concerned or not.</p>	<p>If the matter with respect to director or supervisor election is proposed to be discussed at a shareholders' general meeting, the notice or circular letter of the meeting shall disclose the information of the director or supervisor candidate in detail. The contents below shall be included at least:</p> <p>(1) individual situation including education background, work experience and part-time experience etc.;</p> <p>(2) with or without relationship with the Bank or the controlling shareholder and actual controller of the Bank;</p> <p>(3) number of the Bank's shares in their possession;</p> <p>(4) whether being punished by <del>China Securities Regulatory Committee</del> <u>the securities regulatory authority of the State Council</u>, the stock exchange or other administrations concerned or not;</p> <p><b><u>(5) other information to be disclosed as required by the stock exchange in the place where the Bank's shares are listed.</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
75	Article 126 (original Article 132)	<p>Shareholders alone or in aggregate hold more than 3% of the total number of voting shares of the Bank are entitled to offer motions with persons proposed for election as Directors in shareholders' general meetings. The details of such persons proposed for election shall be attached.</p> <p>The same shareholder and its related party filing motions with persons proposed for election as directors shall not file motions with persons proposed for supervisors to shareholders' general meetings. The same shareholder and its related party who proposed persons for election as directors (supervisors) and such persons are elected as such and before the expiration of the terms or replacement of such positions shall not propose other persons for election as supervisors (directors). The number of director candidates nominated by the same shareholder and its related party shall not exceed 1/3 of the total members of the Board of Directors, except as otherwise prescribed by the state.</p> <p>Shareholders offering to the Bank motions with persons proposed for election as directors shall submit such to the Bank at least 10 days before the shareholders' general meeting. Persons proposed who consent to such shall submit a written reply to the Bank at least seven days before the shareholders' general meeting.</p>	<p><del>Shareholders alone or in aggregate hold more than 3% of the total number of voting shares of the Bank</del> <b><u>Those who</u></b> are entitled to offer motions with persons proposed for election as Directors in shareholders' general meetings <b><u>according to Article 122 of these Articles of Association</u></b> shall attach details of such persons proposed for election to the proposal. <b><u>Shareholders shall submit their proposals for director nomination, if any, at least 10 days prior to holding of the general meeting.</u></b></p> <p><del>The same shareholder and its related party filing motions with persons proposed for election as directors shall not file motions with persons proposed for supervisors to shareholders' general meetings. The same shareholder and its related party who proposed persons for election as directors (supervisors) and such persons are elected as such and before the expiration of the terms or replacement of such positions shall not propose other persons for election as supervisors (directors). The number of director candidates nominated by the same shareholder and its related party shall not exceed 1/3 of the total members of the Board of Directors, except as otherwise prescribed by the state.</del></p> <p><b><u>Shareholders who have nominated non-independent directors and their affiliates may no longer nominate independent directors.</u></b></p> <p><del>Shareholders offering to the Bank motions with persons proposed for election as directors shall submit such to the Bank at least 10 days before the shareholders' general meeting. Persons</del></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<del>proposed who consent to such shall submit a written reply to the Bank at least seven days before the shareholders' general meeting.</del>
76	Article 127 (original Article 133)	Subject to complying with relevant laws and administrative regulations, the Bank in the shareholders' general meeting shall have the power by ordinary resolution to remove any Director before the expiration of his term of office (but without prejudice to any claim for damages under any contract).	Subject to complying with relevant laws and administrative regulations, the Bank in the shareholders' general meeting shall have the power by ordinary resolution <b><u>to remove or dismiss</u></b> any Director before the expiration of his term of office (but without prejudice to any claim for damages <b><u>by such director</u></b> under any contract). <b><u>Any provision on dismissal of independent directors in this Articles of Association shall take precedence over the above provision.</u></b>
77	Article 128 (original Article 134)	Prior to the stipulation by these Articles of Association or the legal authorization of the Board of Directors, no Director shall act on behalf of the Bank or the Board of Directors under his personal name. A Director acting under his personal name shall declare his stand and identity beforehand	Prior to the stipulation by these Articles of Association or the legal authorization of the Board of Directors, no Director shall act on behalf of the Bank or the Board of Directors under his personal name. A Director acting under his personal name shall declare his stand and identity beforehand <b><u>if a third party could reasonably believe that he is acting on behalf of the Bank or the board of directors.</u></b>
78	Original Art. 135 (deleted)	According to the laws, Directors are entitled to be informed of the operation and financial status of all business and to supervise the performance of duties of other Directors and members of the Senior Management.	Deleted.
79	Article 129 (original Article 136)	Directors of the Bank shall exercise the rights vested with due diligence to ensure: (1) the commercial behaviours of the Bank shall comply with the requirement of the relevant laws and	<del>Directors of the Bank shall exercise the rights vested with due diligence to ensure:</del> <b><u>Directors shall abide by laws, administrative rules and regulations, regulatory rules and</u></b>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>regulations and of each economy policy of the State. The commercial behaviours shall lie within the requirement of the laws and the approved business scope;</p> <p>(2) all shareholders shall be treated on an equal basis;</p> <p>(3) to read with due diligence of all business and financial reports of the Bank and understand with no delay the operation and management of business of the Bank;</p> <p>(4) to personally exercise the legal responsibilities to manage the company without being unduly influenced by others. Directors shall not transfer his management responsibilities to others prior to the informed approval by the shareholders' general meetings in accordance with relevant laws and regulations.</p> <p>(5) to accept legal supervision and reasonable recommendation from the Board of Supervisors on his performance of duties.</p>	<p><b><u>these Articles of Association, and assume the following duties and obligations towards the Bank:</u></b></p> <p>(1) <b><u>shall exercise the rights granted by the Bank prudently, conscientiously and diligently, to facilitate</u></b> that the commercial behaviours of the Bank shall comply with the requirement of the relevant laws and regulations and of each economy policy of the State. The commercial behaviours shall lie within the requirement of the laws and the approved business scope;</p> <p>(2) <b><u>to be responsible for the Bank and all shareholders when performing their duties,</u></b> and treat all shareholders equally;</p> <p>(3) to read with due diligence of all business and financial reports of the Bank and <del>understand</del> <b><u>continue to be concerned about</u></b> <del>with no delay</del> the operation and management of business of the Bank, <b><u>with right to require the senior management to provide relevant information reflecting the Bank's operation and management in a comprehensive, timely and accurate manner or to make explanations on relevant issues;</u></b></p> <p>(4) to personally exercise the legal responsibilities to manage the company without being unduly influenced by others. Directors shall not transfer his management responsibilities to others prior to the informed approval by the shareholders' general meetings in accordance with relevant laws and regulations;</p> <p>(5) to accept legal supervision and reasonable recommendation from the Board of Supervisors on his performance of duties, <b><u>provide</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>relevant information and materials to the board of supervisors truthfully, and shall not hinder the board of supervisors or the supervisors from exercising their functions and powers;</u></p> <p><u>(6) to participate in board meetings on time, fully reviewing matters considered by the board of directors, expressing opinions independently, professionally and objectively, and independently voting on the basis of prudent judgment;</u></p> <p><u>(7) to take responsibility for the resolutions of the board of directors; signing written confirmation opinions on the Bank's periodic reports to ensure that the information disclosed by the Bank is true, accurate and complete;</u></p> <p><u>(8) to supervise the implementation of the resolutions of the general meeting of shareholders and the board of directors by the senior management;</u></p> <p><u>(9) to actively participate in training organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory provisions, and always have the professional knowledge and capabilities required to perform their duties;</u></p> <p><u>(10) to implement high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><b><u>(11) to be faithful and diligent to the Bank, perform duties with due diligence and prudence, and ensure sufficient time and efforts are allocated to perform duties;</u></b></p> <p><b><u>(12) perform other duties or obligations stipulated by laws, regulations, regulatory rules and these Articles of Association.</u></b></p>
80	Article 130 (original Article 137)	Directors failing to attend in person two consecutive meetings without proper reasons and failing to appoint other Directors as their proxy to attend the meeting of the Board of Directors shall be deemed to be unable to perform duties. The Board of Directors shall propose a removal of such in shareholders' general meetings.	<p><b><u>Each year a director shall be present in person at no less than 2/3 physical meetings of the board of directors.</u></b></p> <p>Directors failing to attend in person two consecutive meetings <del>without proper reasons</del> and failing to appoint other Directors as their proxy to attend the meeting of the Board of Directors shall be deemed to be unable to perform duties. The Board of Directors shall propose a <del>removal</del> <b><u>dismissal</u></b> of such in shareholders' general meetings.</p> <p><b><u>“Attendance in person” as mentioned in these Articles of Association refers to attending the meeting in person by the relevant person; “attendance by proxy” refers to attending the meeting by a proxy authorized in writing if the relevant person cannot attend the meeting in person for some reason.</u></b></p>
81	Article 131 (original Article 138)	Directors may resign before the expiration of his/her term. Directors resigning shall submit a written resignation report to the Board of Directors. The Board of Directors shall disclose the relevant situation in accordance with the listing rules of the localities where the Bank's shares are listed. For Directors whose term has	Directors may resign before the expiration of his/her term. Directors resigning shall submit a written resignation report to the Board of Directors. The Board of Directors shall disclose the relevant situation in accordance with <del>the listing rules of the localities</del> <b><u>the laws and regulations and the rules of the securities regulator in the locality</u></b> where the Bank's shares are listed. <del>For Directors</del>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
		not been completed, they shall be liable for compensation if their unauthorized departure causes losses to the Bank.	<del>whose term has not been completed, they shall be liable for compensation if their unauthorized departure causes losses to the Bank.</del>
82	Article 132 (original Article 139)	<p>If the resignation of a Director causes the number of Directors of the Bank to fall below five, such Director shall continue to perform his/her duties as a Director in accordance with the requirements of the laws, administrative regulations and these Articles of Association before the election of the newly elected Director takes effect.</p> <p>Except as provided in the preceding paragraph, the resignation report shall take effect on the effective date as specified in such report. If the effective date has not been specified, the resignation report shall be effective when the same is delivered to the Board of Directors.</p>	<p>If the resignation of a Director causes the number of Directors of the Bank to fall below <del>five</del> <b><u>the minimum number allowed by the Company Law or 2/3 of the number prescribed by these Articles of Association</u></b>, such Director shall continue to perform his/her duties as a Director in accordance with the requirements of the laws, administrative regulations and these Articles of Association before the election of the newly elected Director takes effect. <b><u>In the event of a major risk disposal in the Bank, the directors of the Bank may not resign without the approval of the banking regulatory authority under the State Council.</u></b></p> <p>Except as provided in the preceding paragraph, the resignation report shall take effect <del>on the effective date as specified in such report. If the effective date has not been specified, the resignation report shall be effective</del> when the resignation report is delivered to the Board of Directors.</p> <p><b><u>When a director is removed by the general meeting of shareholders, or dies, or when an independent director loses his independence and resigns, or there are other situations where the director cannot perform his duties, so that the number of the board of directors is lower than the minimum number stipulated in the Company Law or the minimum number required for voting at the meeting of the board of directors, the power of the board of directors</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<u>should be exercised by the general meeting of shareholders until the number of board members meets the requirement.</u>
83	Article 133 (original Article 140)	<p>The Bank shall have Independent Directors. There shall not be any connection between Independent Directors and the Bank and its principal shareholders which shall influence their independent judgement. Independent Directors shall take notice on the interests of depositors and minority shareholders when performing duties.</p> <p>Unless stipulated by this Section, the requirement of Section 1 of this Chapter shall be applicable to Independent Directors.</p>	<p>The Bank shall have Independent Directors. Independent directors <del>There shall not be any connection between</del> <u>refer to those directors who do not hold other positions in the Bank and have no connection with</u> the Bank and its <del>principal</del> <u>and actual controllers</u> which shall influence their independent, <u>objective</u> judgement <u>on affairs of the Bank.</u> <del>Independent Directors shall take notice on the interests of depositors and minority shareholders when performing duties.</del> Unless stipulated by this Section, the requirement of Section 1 of this Chapter shall be applicable to Independent Directors.</p>
84	Article 134 (original Article 141)	<p>Independent Directors shall be proposed by shareholders or the Board of Directors for election at shareholders’ general meetings.</p> <p>The same shareholder may propose one person for election as an Independent Director and shall not propose persons for election as Independent Directors and External Supervisors at the same time.</p> <p>Prior to appointment, Independent Directors shall be approved by the banking regulatory authority of the State Council and the securities supervisory authority in the places of listing.</p>	<p>Independent Directors shall be proposed by <del>shareholders or the Board of Directors</del> <u>shareholders who individually or jointly hold more than one percent of the Bank’s total voting shares, the Personnel and Remuneration committee of the board of directors, and the Board of Supervisors</u> for election at shareholders’ general meetings.</p> <p>The same shareholder may propose one person for election as an Independent Director and shall not propose persons for election as Independent Directors and External Supervisors at the same time.</p> <p>Prior to appointment, Independent Directors shall be approved by the banking regulatory authority of the</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			State Council and the securities supervisory authority in the places of listing.
85	Article 135 (original Article 142)	<p>The following persons shall not be elected as Independent Directors:</p> <p>(1) holders or staff employed by shareholding units which hold more than 1% of the shares of the Bank;</p> <p>(2) staff employed by the Bank or enterprises held or effectively controlled by the Bank;</p> <p>(3) staff employed by the Bank or enterprises held or effectively controlled by the Bank in the previous three years from the appointment;</p> <p>(4) staff employed by organizations with business connection or having connection in interests with the Bank in providing advice on legal, accounting, auditing and management;</p> <p>(5) any other persons over whom the Bank may control or exercise undue influence through various means;</p> <p>(6) close relatives of persons aforesaid. Close relatives in these Articles of Association refer to spouses, parents, children, paternal grandparents, maternal grandparents and siblings;</p> <p>(7) Any persons who fail to comply with the requirements on Independent Directors of the securities supervisory authority of places of listing.</p> <p>Any person who has made false declaration on his appointment, has acted fraudulently and against honesty or has committed a serious breach of duties during the term or has been disqualified as an Independent Director by the banking regulatory authority of the State Council, shall not be appointed as Independent Directors of the Bank.</p>	<p>The following persons shall not be elected as Independent Directors:</p> <p>(1) holders or staff employed by shareholding units which hold more than 1% of the shares of the Bank;</p> <p>(2) staff employed by the Bank or enterprises held or effectively controlled by the Bank;</p> <p>(3) staff employed by the Bank or enterprises held or effectively controlled by the Bank in the previous three years from the appointment;</p> <p>(4) staff employed by organizations with business connection or having connection in interests with the Bank in providing advice on legal, accounting, auditing and management;</p> <p>(5) any other persons over whom the Bank may control or exercise undue influence through various means;</p> <p>(6) close relatives of persons aforesaid. Close relatives in these Articles of Association refer to spouses, parents, children, paternal grandparents, maternal grandparents and siblings;</p> <p>(7) Any persons who fail to comply with the requirements on Independent Directors of <b><u>the banking supervisory authority of the State Council</u></b>, the securities supervisory authority of place of listing <b><u>of the Bank's shares and other competent regulators</u></b>.</p> <p><del>Any person who has made false declaration on his appointment, has acted fraudulently and against honesty or has committed a serious breach of duties during the term or has been disqualified as an Independent Director by the banking regulatory authority of</del></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<del>the State Council, shall not be appointed as Independent Directors of the Bank.</del>
86	Article 136 (original Article 143)	<p>Independent Directors shall be of quality and profession and with good reputation and shall fulfil the following conditions:</p> <p>(1) a undergraduate degree (including a first degree) or higher or a job title at middle level or above in the related profession;</p> <p>(2) five years of working experience or above in legal, economic, financial settings or other experience, that is favourable in performing the duties of Independent Directors;</p> <p>(3) well versed in the laws and regulations related to the operation and management of commercial banks;</p> <p>(4) being able to read, understand and analyse statements on credit statistics and financial statements of commercial banks.</p> <p>Any Independent Director shall not concurrently hold positions in more than two commercial banks.</p>	<p>Independent Directors shall be of quality and profession and with good reputation and shall fulfil the following conditions:</p> <p><b><u>(1) Have the qualifications to serve as a director of a listed company in accordance with laws, administrative rules and regulations;</u></b></p> <p><b><u>(2) Perform duties independently, without being influenced by the Bank’s major shareholders, actual controllers or other entities or individuals with interests in the Bank;</u></b></p> <p><del>(3) (1) a undergraduate degree (including a first degree) or higher or a job title at middle level or above in the</del>  <b><u>Possess a bachelor’s degree or above or a senior technical title in a related profession major;</u></b></p> <p><b><u>(4) Possess the basic knowledge of the operation of listed companies, and be familiar with relevant laws, administrative rules and regulations;</u></b></p> <p><del>(2)(5) Have more than five-8 years of work experience in legal, economic, financial settings or other experience, that is favourable in law, economy,</del>  <b><u>finance, accounting or other fields that are conducive to performing the duties of an independent director;</u></b></p> <p><del>(3)(6) well versed in the laws and regulations related to</del>  <b><u>Be familiar with the operation and management of commercial banks and relevant laws, administrative rules and regulations;</u></b></p> <p><del>(4)(7) being</del>  <b><u>Be able to read, understand and analyse statements on credit statisticals and financial statements of commercial banks;</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><b><u>(8) Ensure sufficient time and energy to perform effectively and to commit to the obligations of integrity and diligence.</u></b></p> <p>An independent director <b><u>shall serve as an independent director in a maximum of five domestic and overseas enterprises at the same time, and</u></b> shall not <del>concurrently hold positions</del> <b><u>serve as an independent director</u></b> in more than two commercial banks at the same time. <b><u>If he concurrently serves as an independent director of a banking or insurance institution, such institutions shall not have an affiliated relationship and there shall be no conflict of interest.</u></b></p>
87	Article 137 (original Article 144)	Independent Directors may serve consecutive terms if re-elected upon the expiration of their term of office. The term of office of an Independent Director in the Bank shall not be more than six (6) years on an aggregated basis.	Independent Directors may serve consecutive terms if re-elected upon the expiration of their term of office. The term of office of an Independent Director in the Bank shall not be more than six (6) years on an aggregated basis.
88	Article 148 (original Article 145)	Prior to taking up the office, Independent Directors shall make a declaration to the Board of Directors to state that sufficient time and effort shall be dedicated to the performance of duties and to pledge to perform fiduciary duty with due diligence. The working days Independent Directors working in the bank in one year shall be no less than 15 days. Independent Directors in charge of the Audit Committee, the Risk Management and the Related Party Transactions Control Committee shall work in the Bank for at least twenty-five (25) working days per year.	Prior to taking up the office, Independent Directors shall make a declaration to the Board of Directors to state that sufficient time and effort shall be dedicated to the performance of duties and to pledge to perform fiduciary duty with due diligence. The working days Independent Directors working in the bank in one year shall be no less than 15 days. Independent Directors in charge of the Audit Committee, the Risk Management and the Related Party Transactions Control Committee shall work in the Bank for at least twenty-five (25) <del>five</del> <b><u>20</u></b> working days per year.

Serial No.	Article No.	Pre-revision articles	Post-revision articles
89	Article 139 (original Article 146)	<p>Independent Directors shall give independent views which are fair and objective on the matters discussed by the Board of Directors. Upon expressing opinions, Independent Directors shall keep in view the following:</p> <ol style="list-style-type: none"> <li>(1) the legitimacy and fairness of major related transactions;</li> <li>(2) plans for profit distribution;</li> <li>(3) the nomination, appointment and removal of the Directors;</li> <li>(4) the appointment and dismissal of members of the Senior Management;</li> <li>(5) remuneration of the Directors and Senior Management;</li> <li>(6) the appointment of external auditors;</li> <li>(7) matters which may lead to material loss of the Bank;</li> <li>(8) matters which may harm the interest of depositors or minority shareholders;</li> <li>(9) the influence of the issuance of preference share on the rights and interests of all kinds of shareholders;</li> <li>(10) other matters as provided by the laws, regulations or regulatory rules.</li> </ol> <p>The opinions of Independent Directors on the decision of the Bank shall be recorded in the minutes of meeting of the Board of Directors.</p>	<p>Independent Directors shall give independent views which are fair and objective on the matters <del>discussed</del> <b><u>deliberated</u></b> by <b><u>the general meeting of shareholders</u></b> and board of directors of <b><u>the Bank</u></b>. <del>Upon expressing opinions, Independent Directors shall keep in view</del> <b><u>particularly give views on the following issues to the general meeting of shareholders and board of director:</u></b></p> <ol style="list-style-type: none"> <li>(1) <del>the legitimacy and fairness of</del> major related transactions;</li> <li>(2) plans for profit distribution;</li> <li>(3) the nomination, appointment and removal of the Directors;</li> <li>(4) the appointment and dismissal of <del>members of the</del> Senior Management;</li> <li>(5) remuneration of the Directors and Senior Management;</li> <li>(6) the appointment <b><u>or dismissal</u></b> of the <b><u>accounting firms that conduct periodic statutory audit of the financial reports of the Bank;</u></b></li> <li>(7) matters which may lead to material loss of the Bank <b><u>in the opinion of the independent director;</u></b></li> <li>(8) <b><u>other</u></b> matters which may <b><u>harm significantly influence</u></b> the <b><u>lawful</u></b> interest of <del>depositors</del> <b><u>the Bank, minority shareholders or consumers;</u></b></li> <li>(9) <del>the influence of the issuance of preference share on the rights and interests of all kinds of shareholders;</del></li> <li><del>(10)</del> other matters as provided by the laws, regulations, regulatory rules <b><u>or these Articles of Association.</u></b></li> </ol> <p><del>The opinions of Independent Directors on the decision of the Bank shall be recorded in the minutes of meeting of the Board of Directors.</del></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
90	Article 147 (deleted)	When performing duties, Independent Directors who notice any violations of the laws, the regulations and these Articles of Association by the Board of Directors, Directors, members of the Senior Management or organizations and staff of the Bank shall timely require an rectification of those acts.	Deleted
91	Article 140 (added)	Added	<p><b><u>Independent Directors shall perform their duties in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the Bank, small and medium-sized shareholders and consumers, and shall not be influenced by shareholders, actual controllers, senior management personnel or other entities or individuals with material interests in the Bank.</u></b></p> <p><b><u>In the event of significant deficiencies or failures in the corporate governance mechanism of the Bank, Independent Directors shall promptly report the relevant situation to the supervisory authority. In addition to reporting the relevant situation to the supervisory authority in accordance with the regulations, Independent Directors shall keep the secrets of the Bank.</u></b></p>
92	Article 141 (original Article 148)	The Bank shall provide remuneration and allowance to Independent Directors. Provision of such compensation shall be arranged by the Board of Directors and examined and passed by the shareholders' general meeting. The proper expenses for Independent Directors performing duties shall be borne by the Bank.	<p><b><u>Independent Directors enjoy the same right to information as other directors. The Bank shall protect the right to information of Independent Directors, provide Independent Directors with the necessary information to participate in decision-making in a timely and complete manner, and provide the</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><b><u>necessary working conditions for Independent Directors to perform their duties.</u></b></p> <p>The Bank shall provide remuneration and allowance to Independent Directors. Provision of such compensation shall be arranged by the Board of Directors and examined and passed by the shareholders' general meeting. The proper expenses for Independent Directors performing duties shall be borne by the Bank.</p>
93	Article 142 (original Article 149)	<p>Independent Directors may resign before the expiration of the term.</p> <p>If the resignation of an Independent Director causes the number of Independent Directors in the Board of Directors to fall below two, the resignation report of such Independent Directors shall be deemed effective only when the vacancy of such Director is filled by the Independent Director of the next term.</p>	<p>Independent Directors may resign before the expiration of the term.</p> <p>If the resignation of an Independent Director causes the number of Independent Directors in the Board of Directors to <del>below two, the resignation report of such Independent Directors shall be deemed effective only when the vacancy of such Director is filled by the Independent Director of the next term.</del> <b><u>be less than one-third of the Board members, the Independent Director shall continue to perform his or her duties until a new Independent Director takes office, except in the case of resignation due to loss of independence or removal.</u></b></p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
94	Article 144 (original Article 151)	<p>Independent Directors shall be dismissed at the proposal of the Board of Supervisors to shareholders' general meetings because of the following:</p> <p>(1) serious breach of duties;</p> <p>(2) changes of duties which render such Independent Directors disqualified and the persons concerned have not filed resignation;</p> <p>(3) failing to attend in person two-thirds of the total number of meetings of the Board of Directors in one year;</p> <p>(4) other circumstances stipulated in the laws and regulations or in the laws and regulations of any supervisory authorities of any places of listing which render such Independent Directors unsuitable to continue with the appointment.</p> <p>The dismissal of Independent Directors requested by the Board of Supervisors shall be passed by two-thirds of the total number of Supervisors before such motion be submitted for approval by shareholders' general meetings.</p>	<p>Independent Directors shall be dismissed at the proposal of the <b><u>Board of Directors</u></b> or the Board of Supervisors to shareholders' general meetings because of the following:</p> <p>(1) serious breach of duties;</p> <p>(2) changes of duties which render such Independent Directors disqualified and the persons concerned have not filed resignation;</p> <p>(3) <b><u>failing to attend the meetings of the Board of Directors in person for three consecutive times, or failing to attend the meetings in person for two consecutive times without entrusting another Independent Director to attend the meeting, or</u></b> failing to attend in person two-thirds of the total number of meetings of the Board of Directors in one year.</p> <p>(4) other circumstances stipulated in the laws and regulations or in the laws and regulations of any supervisory authorities of any places of listing which render such Independent Directors unsuitable to continue with the appointment.</p> <p><del>The dismissal of Independent Directors requested by the Board of Supervisors shall be passed by two-thirds of the total number of Supervisors before such motion be submitted for approval by shareholders' general meetings.</del></p>
95	Article 145 (original Article 152)	<p>Written notice of the dismissal of Independent Directors by shareholders' general meetings requested by the Board of Supervisors shall be served on such Independent Directors within one month prior to the shareholders' general meeting. Such Independent Directors are entitled to present views in verbal or written form prior to vote and to report such views</p>	<p>Written notice of the dismissal of Independent Directors by shareholders' general meetings requested by <b><u>the Board of Directors</u></b> and the Board of Supervisors shall be served on such Independent Directors within one month prior to the shareholders' general meeting. Such Independent Directors are entitled to present views in verbal or written form</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		to the banking regulatory authority of the State Council no less than five days prior to the shareholders' general meeting. Prior to voting, shareholders shall consider the statement of such Independent Directors at the meeting.	prior to vote and to report such views to the banking regulatory authority of the State Council no less than five days prior to the shareholders' general meeting. Prior to voting, shareholders shall consider the statement of such Independent Directors at the meeting. <b><u>The dismissal of Independent Directors proposed by the Board of Supervisors shall be passed by two-thirds of the total number of Supervisors before such proposal is submitted to the shareholders' general meeting for approval.</u></b>
96	Article 146 (original Article 153)	The Bank shall have a Board of Directors. The Board of Directors shall comprise not less than five but no more than 19 Directors and the number of the Independent Non-executive Directors thereof shall not be less than one-third. The number of Directors who are Senior Management personnel and employee representatives shall not be more than one half of the total number of the Board of Directors members.	The Bank shall have a Board of Directors <b><u>which shall be responsible to the shareholders' general meeting.</u></b> <del>The Board of Directors shall comprise not less than five but no more than 19 Directors and</del> <b><u>The Board of Directors of the Bank shall consist of 5 to 19 Directors, the number of which shall be determined by the shareholders' general meeting.</u></b> The number of the Independent Non-executive Directors thereof shall not be less than one-third. The number of Directors who are Senior Management personnel and employee representatives shall not be more than one half of the total number of the Board of Directors members.
97	Article 147 (original Article 154)	The Board of Directors shall be accountable to the shareholders' general meeting and shall have the following duties and powers: (1) to convene shareholders' general meeting and to make a work report to the meeting; (2) to implement the resolutions passed at the shareholders' general meeting; (3) to determine the business plans and investment proposals of the Bank;	The Board of Directors <del>shall be accountable to the shareholders' general meeting and</del> shall have the following duties and powers: (1) to convene shareholders' general meeting and to make a work report to the shareholders' general meeting; (2) to implement the resolutions passed at the shareholders' general meeting; (3) to determine the business plans and investment proposals of the Bank, and

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(4) to prepare the annual financial budget and final accounts of the Bank;</p> <p>(5) to prepare the plans for profit distribution and plans for making up losses of the Bank;</p> <p>(6) to prepare proposals for the increase or reduction of the registered capital of the Bank and proposals for the issuance of debentures or other securities or the listing of the Bank;</p> <p>(7) to prepare proposals for repurchase of shares, merger, division, change in the form, or dissolution of the Bank;</p> <p>(8) within the scope of authorization by shareholders’ general meetings, the matters of requiring the examination or approval of the Board of Directors in relation to the establishment of a legal entity by the Bank, substantial equity investment, substantial investment on bonds, substantial asset purchasing, substantial asset disposal, substantial asset write off, substantial mortgage of assets and the provision of other guarantee unrelated to commercial banking business are determined;</p> <p>(9) to determine the establishment of the internal management structure of the Bank;</p> <p>(10) to appoint or dismiss the President and the Secretary of the Board of Directors of the Bank and according to the nomination by the President, to appoint or dismiss the Vice-president, Chief Financial Officer and other members of the Senior Management and to determine matters relating to their remuneration;</p> <p>(11) to establish the basic management system of the Bank;</p>	<p><b><u>prepare development strategy and supervise the implementation of the strategy;</u></b></p> <p>(4) to prepare the annual financial budget and final accounts of the Bank;</p> <p>(5) to prepare the plans for profit distribution and plans for making up losses of the Bank;</p> <p>(6) to prepare proposals for the increase or reduction of the registered capital of the Bank and proposals for the issuance of debentures or other securities or the listing of the Bank, <b><u>capital replenishment plans, and financial restructuring plans;</u></b></p> <p>(7) to prepare proposals for <b><u>the Bank’s major acquisitions</u></b>, purchase of shares of the Bank, merger, division, change in the form, or dissolution of the Bank;</p> <p>(8) <b><u>to prepare the capital planning of the Bank and assume ultimate responsibility for capital or solvency management;</u></b></p> <p><del>(8)</del><b>(9)</b> within the scope of authorization by shareholders’ general meetings, <b><u>to consider and approve</u></b> the Bank’s equity investment, investment on bonds, asset purchasing, asset disposal, asset write off, mortgage of assets and the provision of other guarantee unrelated to commercial banking business, <b><u>external donations and data governance;</u></b></p> <p><b><u>(10)</u></b> to determine the establishment of the <b><u>internal functional departments and the establishment of domestic first-tier branches, overseas branches and domestic and overseas subsidiaries</u></b> of the Bank;</p> <p><del>(10)</del><b>(11)</b> to appoint or dismiss the President and the Secretary of the Board of Directors of the Bank and <b><u>determine their remunerations,</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(12) to draw up proposals for the amendment of these Articles of Association;</p> <p>(13) to disclose material information of the Bank;</p> <p>(14) to propose at the shareholders' general meetings the appointment or changes of accounting firm conducting auditing work for the Bank;</p> <p>(15) to be informed of working reports of the President and to examine the work of the President;</p> <p>(16) to perform other duties and powers as stipulated in the laws, the regulations and these Articles of Association and as authorized by shareholders' general meetings.</p> <p>The resolutions in relation to the matters mentioned in (5), (6), (7), (10), and (12) above as well as significant investment, substantial asset disposal plans, material change in equity, financial restructuring and other material matters shall be passed by a majority of not less than two-thirds of the Directors. The resolutions in relation to other matters shall be passed by more than half of the Directors.</p> <p>Before making decisions on material issues of the Bank, the Board of Directors shall consult with the Party Committee for their opinions.</p>	<p><b><u>rewards and punishments; identify the chairman and members of the special committees of the Board of Directors;</u></b></p> <p><b><u>(12) according to the nominations of the President, to appoint or dismiss the Vice-president, Chief Financial Officer, Chief Risk Officer, Chief Information Officer, Chief Business Officer and other Senior Management personnel and determine their remunerations, rewards and punishments;</u></b></p> <p><del>(11)</del><b><u>(13) to establish the basic management system of the Bank; prepare these Articles of Association, the procedural rules of shareholders' general meeting, procedural rules of the Board of Directors, consider and approve the Code of Practice of the special committees of the Board of Directors and the Code of Practice of the Senior Management of the Bank.</u></b></p> <p><b><u>(14) to prepare equity incentive plans and employee stock plans;</u></b></p> <p><del>(13)</del><b><u>(15) to be informed of working reports of the President and to examine the work of the President; to be responsible for the information disclosure by the Bank and assume ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of financial accounting reports;</u></b></p> <p><del>(14)</del><b><u>(16) to propose to the shareholders' general meetings the appointment or dismissal of accounting firms that conduct periodic statutory audit of the financial reports for the Bank;</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><del>(15) to be informed of working reports of the President and to examine the work of the President;</del></p> <p><b><u>(17) to establish the Bank’s policies and basic management systems for risk appetite (including risk tolerance), risk management and internal control and others, supervise the implementation of the systems and assume ultimate responsibility for overall risk management;</u></b></p> <p><b><u>(18) to establish and implement a clear line of responsibility and accountability system throughout the Bank, and regularly evaluate and improve the Bank’s corporate governance;</u></b></p> <p><b><u>(19) to consider and approve the Bank’s internal audit charter, medium and long term audit plan and annual work plan, and inspect, supervise, review and assess the internal audit work;</u></b></p> <p><b><u>(20) to establish the management system of connected transactions and to consider and approve or authorize the Related Party Transaction Control Committee to approve connected transactions (except those that should be considered and approved by the shareholders’ general meeting in accordance with the law); to the shareholders’ general meeting on the implementation of the connected transaction management system and the connected transactions;</u></b></p> <p><b><u>(21) to consider and approve the proposals made by the special committees of the Board of Directors;</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>(22) to hear reports given by the President and other members of the Senior Management of the Bank and supervise and ensure the effective performance of the management responsibilities of the President and other members of the Senior Management;</u></p> <p><u>(23) to consider the Bank’s policy objectives on environmental, social and governance (ESG) responsibility and related matters; to prepare the Bank’s eco-friendly finance strategy, supervise and assess the implementation of the strategy;</u></p> <p><u>(24) to consider the Bank’s strategic development plan, basic management system, annual operation plan and assessment and evaluation methods for the Bank’s inclusive finance business;</u></p> <p><u>(25) to determine the Bank’s strategies, policies and objectives for consumer rights protection and safeguard the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(26) to establish mechanisms for the identification, review and management of conflicts of interest between the Bank and its shareholders, especially major shareholders;</u></p> <p><u>(27) to assume responsibility for the management of shareholders’ affairs;</u></p> <p><u>(28) to establish and implement an accountability system for the performance of duties by senior management and to determine specific ways to hold them accountable for dereliction of duty and improper performance of duties;</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>(29) to assume ultimate responsibility for the management of consolidated statements, establish the Bank’s consolidated statement management policy and supervise the implementation of the policy, examine and approve major issues related to the consolidated statement management, review the status of the consolidated statement management of the Bank;</u></p> <p>(30) to perform other duties and powers as stipulated in the laws, <u>regulations, regulatory rules</u> and these Articles of Association and as authorized by shareholders’ general meetings.</p> <p><del>The resolutions in relation to the matters mentioned in (5), (6), (7), (10), and (12) above as well as significant investment, substantial asset disposal plans, material change in equity, financial restructuring and other material matters shall be passed by a majority of not less than two-thirds of the Directors. The resolutions in relation to other matters shall be passed by more than half of the Directors.</del></p> <p><del>Before making decisions on material issues of the Bank, the Board of Directors shall consult with the Party Committee for their opinions.</del></p>
98	Original Article 157 (deleted)	The purchase of fixed assets involved in daily business activities shall be performed by the President according to related amounts approved in the annual budget within the scope of Board of Directors’ authorization.	Deleted

Serial No.	Article No.	Pre-revision articles	Post-revision articles
99	Article 153 (original Article 161)	The Office of the Board of Directors shall be established under the Board of Directors, responsible for preparation for shareholders' general meeting, meetings of the Board of Directors and its special committees, disclosure of information and other daily business of the Board of Directors and its special committees.	The Office of the Board of Directors shall be established under the Board of Directors, responsible for preparation for shareholders' general meeting, meetings of the Board of Directors and its special committees, disclosure of information and other daily business of the Board of Directors and its special committees, <b><u>and shall undertake the equity management (including but not limited to the collection, arrangement and submission of equity pledge information) and other daily assignments.</u></b>
100	Article 154 (original Article 162)	The regular meetings of the Board of Directors shall be held at least once a quarter, and shall be convened and conducted by the Chairman of the Board of Directors. The Office of the Board of Directors shall serve a written notice of meeting to all Directors and Supervisors no later than 10 days prior to the meeting.	<del>The regular meetings of the Board of Directors shall be held at least once a quarter, and shall be convened and conducted by the Chairman of the Board of Directors.</del> <b><u>The meetings of the Board of Directors include regular meetings and extraordinary meetings. The Board of Directors shall notify the Supervisors of any meeting of the Board of Directors. Regular meetings shall be held at least four times a year.</u></b> The Office of the Board of Directors shall serve a written notice of meeting to all Directors and Supervisors no later than <del>10</del> <b>14</b> days prior to the meeting.
101	Article 155 (original Article 163)	An extraordinary general meeting of the Board of Directors may be convened under one of the following conditions: (1) upon requisition by shareholders representing more than one-tenth of the right to vote; (2) the Chairman of the Board of Directors deems it necessary; (3) upon requisition by one-third or more of the Directors of the Bank;	An extraordinary general meeting of the Board of Directors shall be convened <b><u>and presided by the Chairman within ten (10) days</u></b> under one of the following conditions: (1) upon requisition by shareholders representing more than one-tenth of the right to vote; (2) the Chairman of the Board of Directors deems it necessary;



Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(4) upon requisition by the Board of Supervisors;</p> <p>(5) upon requisition by the President.</p>	<p>(3) upon requisition by one-third or more of the Directors of the Bank;</p> <p>(4) <b><u>upon proposal by two or more Independent Directors;</u></b></p> <p><del>(4)</del>(5) upon requisition by the Board of Supervisors;</p> <p><del>(5)</del>(6) upon requisition by the President.</p> <p><b><u>Notice of an extraordinary meeting of the Board of Directors shall be given within a reasonable period of time.</u></b></p>
102	Original Article 164 (deleted)	<p>If the circumstances in (1), (3), (4) and (5) of Article 163 in these Articles of Association exist, the Chairman of the Board of Directors shall convene and hold the extraordinary general meeting of the Board of Directors.</p> <p>If the Chairman of the Board of Directors is incapable of fulfilling or does not fulfil such duty as convening meetings, the vice chairman of the Board of Directors shall convene the extraordinary general meeting of the Board of Directors (the Vice Chairman of the Board of Directors elected by more than half of the directors shall convene such a meeting in case of there are two vice chairmen in the Bank). If the Vice Chairman of the Board of Directors is incapable of fulfilling or does not fulfil such duty as convening meetings, a director elected by more than half of the directors shall convene such a meeting.</p>	Deleted
103	Article 156 (original Article 165)	<p>Notices of meeting or extraordinary general meeting of the Board of Directors shall cover the following:</p> <p>(1) the date and venue of meetings;</p> <p>(2) period of meeting;</p> <p>(3) reasons and matters to be considered;</p>	<p>Notices of meeting <del>or extraordinary general meeting</del> of the Board of Directors shall cover the following:</p> <p>(1) the date and venue of meetings;</p> <p>(2) period of meeting;</p> <p>(3) reasons and matters to be considered;</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		(4) the date the notice is issued; (5) the contact person of meetings and his contacts.	(4) the date the notice is issued; (5) the contact person of meetings and his contacts.
104	Article 157 (original Article 166)	<p>Meetings of the Board of Directors shall only be held if more than half of the Directors are present at the meeting.</p> <p>Each Director shall have one vote. The resolutions of the Board of Directors shall be passed by a simple majority of the Directors. If there is a relationship between a director and the enterprise involved in the matter to be determined by the Board of Directors, such director shall neither execute the right to vote in such resolution nor execute the right to vote on behalf of other directors. Such general meeting of the Board of Directors can be held if more than half of the uninterested directors attend, and the resolution made at such meeting shall be approved by more than half of the uninterested directors. If the number of uninterested directors attending such meeting is less than 3, such matter shall be submitted to the shareholders' general meeting for examination.</p>	<p>Meetings of the Board of Directors shall only be held if more than half of the Directors are present at the meeting.</p> <p><del>Each Director shall have one vote. The resolutions of the Board of Directors shall be passed by a simple majority of the Directors.</del> If there is a relationship between a director and the enterprise involved in the matter to be determined by the Board of Directors, such director shall neither execute the right to vote in such resolution nor execute the right to vote on behalf of other directors. Such general meeting of the Board of Directors can be held if more than half of the uninterested directors attend, and the resolution made at such meeting shall be approved by more than <del>half</del> <b>two-thirds</b> of the uninterested directors. If the number of uninterested directors attending such meeting is less than 3, such matter shall be submitted to the shareholders' general meeting for examination.</p>
105	Article 158 (original Article 167)	<p>To ensure that Directors may fully express opinions in the extraordinary general meetings of the Board of Directors, such meetings may be conducted and resolutions be made through telecommunication means. The period of notice may be not limited by the requirement of giving notice 10 days prior to meetings whereas it shall be ensured that such notices be served effectively on Directors and Supervisors with no delay. The Board of Supervisors shall be served with notices of the</p>	<p><del>To ensure that Directors may fully express opinions in the extraordinary general meetings of the Board of Directors, such meetings may be conducted and resolutions be made through telecommunication means. The period of notice may be not limited by the requirement of giving notice 10 days prior to meetings whereas it shall be ensured that such notices be served effectively on Directors and Supervisors with no delay. The Board of Supervisors shall be served with notices of the</del></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>resolutions and voting results of the extraordinary general meetings in which votes are made by means of telecommunication.</p> <p>Material issues such as profit distribution plans, significant investment, substantial asset disposal plans, appointment or dismissal of senior management, capital replenish plans, material changes in equity, financial restructuring and other material issues shall not be voted by means of telecommunication.</p>	<p><del>resolutions and voting results of the extraordinary general meetings in which votes are made by means of telecommunication.</del></p> <p><b><u>Resolutions of the Board of Directors may be made by voting at onsite meetings (including physical meetings, video conferences, teleconferences which ensure immediate communication and discussion among the participants) or by adoption of written resolution (by means of separate delivery or circulation of proposals for consideration).</u></b></p> <p><del>Material issues such as profit distribution plans, significant investment, substantial asset disposal plans, appointment or dismissal of senior management, capital replenish plans, material changes in equity, financial restructuring and other material issues shall not be voted by means of telecommunication.</del></p>
106	Article 159 (added)	Added	<p><b><u>Resolutions of the Board of Directors shall be approved and adopted by more than half (1/2) of all Directors, but for the following matters, the resolution shall be approved and adopted by more than two-thirds (2/3) of all Directors, and the meetings of the Board of Directors should not be held by adoption of written resolutions:</u></b></p> <p><b><u>(1) preparation of the annual financial budget and final accounts of the Bank;</u></b></p> <p><b><u>(2) profit distribution plans or deficiency coverage plans;</u></b></p> <p><b><u>(3) capital replenishment plan;</u></b></p> <p><b><u>(4) plans for the increase or decrease of registered capital;</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>(5) plans for merger, division, dissolution and change of corporate form;</u></p> <p><u>(6) plans for issuance of corporate bonds or other securities and public listing;</u></p> <p><u>(7) plans for purchase of the shares of the Bank;</u></p> <p><u>(8) amendments to these Articles of Association;</u></p> <p><u>(9) the establishment of important legal entities, material merger and acquisition, material investment and material asset disposal;</u></p> <p><u>(10) financial restructuring plan;</u></p> <p><u>(11) compensation plans for directors or senior management personnel;</u></p> <p><u>(12) appointment or dismissal of Senior Management personnel and deciding on their rewards and punishments;</u></p> <p><u>(13) proposal to the shareholders' general meeting of the appointment or dismissal of the accounting firms that conduct periodic statutory audit of the financial reports for the Bank;</u></p> <p><u>(14) other matters that more than half (1/2) of all Directors consider will have a material effect on the Bank and shall be adopted by more than two-thirds (2/3) of all Directors.</u></p>
107	Article 160 (original Article 168)	Meeting of the Board of Directors shall be attended by the Directors in person. If any Director is unable to attend a meeting for whatever reason, he may appoint another Director with the same class by a written power of attorney to attend the meeting of the Board of Directors on his behalf. The power of attorney shall set out the name of attorney, the scope of authority	Meeting of the Board of Directors shall be attended by the Directors in person. If any Director is unable to attend a meeting for whatever reason, he may appoint another Director <del>with the same class</del> by a written power of attorney to attend the meeting of the Board of Directors on his behalf. <b><u>However, Independent Directors shall not authorize non-independent directors to attend the meeting on their behalf.</u></b> The power of attorney shall set out the

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(matters and rights considered and exercised) and shall be signed or sealed by such Director.</p> <p>A Director appointed to attend the meeting on behalf of another Director shall exercise the rights of a Director within his scope of authority. If a Director is unable to attend a meeting of the Board of Directors and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his rights to vote at that meeting.</p> <p>Directors shall attend in person at least two thirds of the meetings of the Board of Directors each year.</p>	<p>name of attorney, <del>the scope of authority</del> <b><u>scope of authority and term of validity, as well as such Director's personal opinion and voting intention on the proposals</u></b> and shall be signed or sealed by such Director.</p> <p><b><u>One Director may in principle be authorized by at most two Directors who are not present at a meeting in person. When deliberating a connected transaction, a non-connected Director shall not authorize a connected Director to be present on his behalf.</u></b></p> <p>A Director appointed to attend the meeting on behalf of another Director shall exercise the rights of a Director within his scope of authority. If a Director is unable to attend a meeting of the Board of Directors and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his rights to vote at that meeting.</p> <p><del>Directors shall attend in person at least two thirds of the meetings of the Board of Directors each year.</del></p>
108	Article 161 (original Article 169)	The manner of voting of the Board resolution shall be open ballot or a show of hands.	The manner of voting of the Board resolution shall be open ballot or a show of hands. <b><u>Each Director shall have one vote.</u></b>
109	Article 163 (original Article 171)	<p>The Board of Directors shall cause the matters resolved at the meeting to be recorded in the minutes of the meeting. The Directors present at the meeting and the person recording the minutes shall sign on such minutes.</p> <p>The minutes of the meeting of the Board of Directors shall include the following:</p>	<p>The Board of Directors shall cause the matters resolved at the meeting to be recorded in the minutes of the meeting. The Directors present at the meeting and the person recording the minutes shall sign on such minutes. <b><u>If any Director has different opinions on the minutes of the meeting, he may provide a statement of explanation when signing the minutes.</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(1) the date and venue of meetings and the name of the convenor;</p> <p>(2) the name of Directors attending meetings and of Directors (attorney) attending the meetings on behalf of other Directors;</p> <p>(3) agenda of meetings;</p> <p>(4) main points of the speech of Directors;</p> <p>(5) The manner of voting and results (results of voting shall state the number of votes in favour of, against or of abstention) of each matter considered.</p> <p>The minutes of meeting of the Board of Directors shall be perpetually kept as files of the Bank.</p>	<p>The minutes of the meeting of the Board of Directors shall include the following:</p> <p>(1) the date and venue of meetings and the name of the convenor;</p> <p>(2) the name of Directors attending meetings and of Directors (attorney) attending the meetings on behalf of other Directors;</p> <p>(3) agenda of meetings;</p> <p><b><u>(4) the proposing party of each issue on the agenda;</u></b></p> <p><del>(4)(5)</del> main points of the speech of Directors <b><u>or Supervisors;</u></b></p> <p><del>(5)(6)</del> The manner of voting and results (results of voting shall state the number of votes in favour of, against or of abstention) of each matter considered;</p> <p><b><u>(7) other matters that the Board of Directors considers should be recorded.</u></b></p> <p><b><u>The Bank shall record the onsite meetings of the Board of Directors by means of audio and video recording.</u></b> The minutes of meeting of the Board of Directors shall be perpetually kept as files of the Bank.</p>
110	Original Article 172 (deleted)	The Board of Directors shall in accordance with the relevant requirements of the banking regulatory authority of the State Council and the requirements of stock exchange of places where the Bank is listed, formulate principles, manners, channels and so on to disclose information, and, in a timely fashion, establishing a sound system for the Bank to disclose information.	Deleted
111	Original Article 173 (deleted)	The Board of Directors shall accept the supervision of the Board of Supervisors and shall not hinder or hamper activities like examining and auditing	Deleted

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		which are in accordance with the duties and powers of the Board of Supervisors.	
112	Original Article 174 (deleted)	Directors and the Chairman of the Board shall perform duties and powers stipulated in the requirement of the laws, the regulations and these Articles of Association and shall not violate the rules of discussion and the procedures of decision and shall not interfere beyond the scope of authorization with the operation and management activities of the Senior Management of the Bank.	Deleted
113	Article 164 (original Article 175)	<p>In case where vacancies resulted from the resignation or departure of Directors cause the number of Directors of the Bank to fall below the number of Directors serving on or being appointed to the Board at the time after the second last shareholders’ general meeting, the activities of the Board of Directors in the period between the occurrence of vacancies and the next shareholders’ general meeting are still in effect, unless there are significant vacancies in the Board of Directors stated in paragraph 2 of this Article. When the quorum and valid number of votes of the Board of Directors are considered in accordance with Article 166, the total number of Directors on the Board shall be reduced by the number of vacancies.</p> <p>When the number of persons of the Board of Directors of the Bank falls below one-half of the number of persons required in these Articles of Association, this shall be deemed as significant vacancies. The Board of Directors shall immediately convene an extraordinary general meeting for</p>	<p>In case where vacancies resulted from the resignation or departure of Directors cause the number of Directors of the Bank to fall below the number of Directors serving on or being appointed to the Board at the time after the second last shareholders’ general meeting, the activities of the Board of Directors in the period between the occurrence of vacancies and the next shareholders’ general meeting are still in effect, unless there are significant vacancies in the Board of Directors stated in paragraph 2 of this Article. When the quorum and valid number of votes of the Board of Directors are considered in accordance with Article <del>166</del><u>157</u>, the total number of Directors on the Board shall be reduced by the number of vacancies.</p> <p>When the number of persons of the Board of Directors of the Bank falls below one-half of the number of persons required in these Articles of Association, this shall be deemed as significant vacancies. The Board of Directors shall immediately convene an extraordinary general meeting for</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		the by-election. The powers of the Board of Directors prior to by-election shall be limited to implementing the matters resolved before the occurrence of significant vacancies (except those means employed by the Board of Directors for the protection of the interest of the Bank in case of emergency).	the by-election. The powers of the Board of Directors prior to by-election shall be limited to implementing the matters resolved before the occurrence of significant vacancies (except those means employed by the Board of Directors for the protection of the interest of the Bank in case of emergency).
114		Added	<b><u>Section 4 Special Committees of the Board of Directors</u></b>
115	Article 165 (original Article 176)	<p>The Board of Directors shall establish a strategic committee (inclusive finance development committee), an audit committee, a risk management and the related party transactions control committee, a personnel and remuneration committee, a social responsibility and consumer interest protection committee and other special committees in accordance with its needs.</p> <p>Special committees shall commence work according to the authorization of the Board of Directors and shall be held accountable to the Board of Directors. The rules of procedure and job duties of each committee shall be formulated and assigned by the Board of Directors. Each committee shall devise annual working plans and convene meetings on a regular basis.</p>	<p>The Board of Directors of <b><u>the Bank</u></b> has a strategic committee (inclusive finance development committee), an audit committee, a risk management and the related party transactions control committee, a personnel and remuneration committee, a social responsibility (<b><u>ESG</u></b>) and consumer interest protection committee <del>and other special committees in accordance with its needs.</del></p> <p><b><u>The Strategy Committee and the Inclusive Finance Development Committee combine their duties; the Risk Management and Related Party Transactions Control Committee assume the duties of the Risk Management Committee of America; the Personnel and Remuneration Committee has the right of nomination and decision of remuneration. The Board of Directors may establish other special committees and adjust existing special committees as needed.</u></b></p> <p><del>Special committees shall commence work according to the authorization of the Board of Directors and shall be held accountable to the Board of Directors. The rules of procedure and</del></p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<del>job duties of each committee shall be formulated and assigned by the Board of Directors. Each committee shall devise annual working plans and convene meetings on a regular basis.</del>
116	Original Article 177 (deleted)	Directors shall serve as chairperson of each committee. Members of the committee shall be no less than three persons. The chairperson of the Audit Committee, the Risk Management and the Related Party Transactions Control Committee, and the Personnel and Remuneration Committee shall be held by an Independent Director. More than a half of members of the committees shall be Independent Directors.	Deleted
117	Article 166 (added)	Added	<b><u>The special committees of the Board of Directors are responsible to the Board of Directors and report to the Board of Directors. In accordance with these Articles of Association and the authorization of the Board of Directors, the special committees shall provide professional opinions to the Board of Directors or make decisions on professional issues. The special committees may engage intermediaries to issue professional opinions, and the Bank shall bear the costs to the extent they are reasonable.</u></b> <b><u>Each special committee shall consist of not less than three Directors who shall have professional knowledge or work experience appropriate for the duties of the special committee. The Audit Committee, Risk Management and Related Party Transactions Control Committee, and Personnel and Remuneration Committee shall</u></b>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>have a majority of Independent Directors and the chairman of each of these special committees shall be an Independent Director.</u></p> <p><u>The members of the Audit Committee shall have professional knowledge and work experience in finance, auditing, accounting or law.</u></p>
118	Article 167 (added)	Added	<p><u>The Strategy Committee (Inclusive Finance Development Committee) shall exercise the following functions and duties:</u></p> <p><u>(I) Strategy Committee</u></p> <ol style="list-style-type: none"> <li><u>1. conducting research and providing comments on the Bank's business objectives and medium- and long-term development plans; regularly reviewing and revising the development strategies to keep the Bank's development strategies basically consistent with changes in business conditions and market environment;</u></li> <li><u>2. regularly analyzing and assessing the Bank's capital management, conducting research on capital planning and capital replenishment plans and making suggestions;</u></li> <li><u>3. conducting research and making suggestions on the Bank's major equity investment proposals;</u></li> <li><u>4. considering and effecting or authorizing the senior management or its authorized representatives to effect the preliminary communication, negotiation and preparation of the bid for M&amp; A projects for which the Bank is required to participate in the bidding;</u></li> </ol>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>5. regularly examining, supervising and assessing the implementation of the Bank's business development plan and the implementation of major investment programs;</u></p> <p><u>6. examining and supervising the implementation of the Bank's annual business plan;</u></p> <p><u>7. examining and assessing the implementation of the corporate governance system and making recommendations to the Board of Directors for the formulation and improvement of corporate governance policies and systems;</u></p> <p><u>8. other matters required by laws, regulations and regulatory rules and as may be authorized by the Board of Directors.</u></p> <p><u>(II) Inclusive Finance Development Committee</u></p> <p><u>1. preparing and considering strategic planning for the development of inclusive finance business, business operation plans, basic policies and systems, risk strategic planning and assessment and evaluation methods, and regularly evaluating the effectiveness of inclusive finance business development, risk control results and internal control;</u></p> <p><u>2. other matters required by laws, regulations and regulatory rules, and as may be authorized by the Board of Directors.</u></p>
119	Article 168 (added)	Added	<p><u>The Audit Committee shall exercise the following functions and duties:</u></p> <p><u>(1) proposing the appointment, renewal or dismissal of accounting firms that conduct periodic statutory audit of the financial reports for the Bank and responsible for specific</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>implementation matters, and reviewing relevant audit expenses and terms of appointment;</u></p> <p><u>(2) supervising and assessing the relationship between the Bank and the external auditors as well as the work of the external auditors;</u></p> <p><u>(3) guiding, reviewing and assessing the internal audit work, as well as the internal audit system and the implementation of the system; the internal audit assessment results shall be reported to the Board of Supervisors in a timely manner;</u></p> <p><u>(4) coordinating the communication between the Bank’s Senior Management, internal audit department and related departments and external auditors to ensure that the internal audit department is adequately resourced to operate and has appropriate status within the Bank;</u></p> <p><u>(5) examining financial information and disclosures of the Bank, examining accounting policies and practices, monitoring financial position and financial reporting procedures and issuing opinions on the financial reports;</u></p> <p><u>(6) supervising and assessing the effectiveness of the Bank’s internal controls, and inspecting the internal control system (including financial control) and the implementation of the system;</u></p> <p><u>(7) other matters required by laws, regulations and regulatory rules, and as may be authorized by the Board of Directors.</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
120	Article 169 (added)	Added	<p><b><u>The Risk Management and Related Party Transactions Control Committee shall exercise the following functions and duties:</u></b></p> <p><b><u>(1) supervising and assessing the risk control and management of the credit, market, operation, compliance, prevention against violations, money laundering and terrorist financing and other aspects of the Bank;</u></b></p> <p><b><u>(2) regularly assessing the risk management of the Bank;</u></b></p> <p><b><u>(3) regularly assessing the risk tolerance and level of the Bank;</u></b></p> <p><b><u>(4) supervising and assessing the risk management of Bank’s U.S.-related operations;</u></b></p> <p><b><u>(5) examining the Bank’s major connected transactions;</u></b></p> <p><b><u>(6) examining major fixed asset investments, asset disposals, asset pledges or external guarantees;</u></b></p> <p><b><u>(7) making suggestions to the Board of Directors for improving the Bank’s risk management and internal controls;</u></b></p> <p><b><u>(8) establishing the objectives of building a money-laundering risk management culture, reviewing and finalizing money-laundering risk management strategies, approving policies and procedures for money laundering risk management, regularly reviewing anti-money laundering work reports, keeping abreast of major money laundering risk events and treatment, assessing the Bank’s anti-money laundering risk management status, and making suggestions to the Board of</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>Directors for improving the Bank's anti-money laundering risk management and internal controls;</u>  <u>(9) other matters required by laws, regulations and regulatory rules, and as may be authorized by the Board of Directors.</u></p>
121	Article 170 (added)	Added	<p><u>The Personnel and Remuneration Committee shall exercise the following functions and duties:</u>  <u>(1) providing the Board of Directors with proposals on the size and structure of the Board of Directors in accordance with the business operation, asset scale and equity structure of the Bank;</u>  <u>(2) approving and revising the diverse membership of the Board of Directors and assessing the result of policy pursuit;</u>  <u>(3) developing criteria and procedures for the appointment of directors and senior officers, conducting the initial examinations on the qualification and condition for the directors and senior officers of the Bank and providing the Board of Directors with proposals in this regard;</u>  <u>(4) reviewing the independence of the independent directors;</u>  <u>(5) reviewing the fundamental system and policy of the Bank in remuneration management;</u>  <u>(6) developing set of performance assessment standards for the directors and senior officers, conducting performance assessment according to the actual situation of the Bank and providing Board of Directors with proposals in this regard;</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>(7) developing salary and incentive plans for directors and senior officers according to the strategic planning and business objectives determined by the Board of Directors, providing the Board of Directors with proposals on salary plans and supervising the implementation of the plans; and;</u></p> <p><u>(8) other matters required by laws, regulations and regulatory rules, and as may be authorized by the Board of Directors.</u></p>
122	Article 171 (added)	Added	<p><u>The Social Responsibility (ESG) and Consumer Rights Protection Committee of the Board of Directors shall exercise the following functions and duties:</u></p> <p><u>(1) preparing social responsibility strategies and policies applicable to the Bank, as well as plans and measures for fulfillment of social responsibility, regularly reviewing the achievement of social responsibility work objectives, and submitting annual social responsibility reports to the Board of Directors;</u></p> <p><u>(2) conducting research, preparing and assessing measures for improving the Bank’s ESG performance, and promoting ESG information disclosure;</u></p> <p><u>(3) reviewing the strategies, policies and objectives of consumer protection work, and submitting consumer protection work reports and annual reports to the Board of Directors; carrying out work as authorized by the Board of Directors, conducting research on major issues and important policies concerning consumer rights</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>protection; supervising the completeness, timeliness and effectiveness of the work of the senior management and consumer rights protection department;</u>  <u>(4) reviewing credit policies involving the environment and sustainable development;</u>  <u>(5) approving external donations as authorized by the Board of Directors;</u>  <u>(6) supervising, inspecting and assessing the implementation of social responsibility, ESG and consumer protection strategies, policies, plans and measures, and making suggestions to the Board of Directors;</u>  <u>(7) other matters required by laws, regulations and regulatory rules, and as may be authorized by the Board of Directors.</u></p>
123	Article 172 (added)	Added	<p><u>The procedural rules and working procedures of the special committees of the Board of Directors shall be established by the Board of Directors. Each special committee may prepare annual work plans and hold regular meetings.</u></p>
124		<b>Chapter 12 Board Secretary</b>	<del>Chapter 12</del> <b>Section 5 Board Secretary</b>
125	Article 173 (original Article 178)	The Bank shall have a Board Secretary. The position is nominated by the Chairman of the Board and appointed or dismissed by the Board of Directors. As a Senior Manager of the Bank, the Board Secretary shall be held accountable to the Board of Directors. The Board Secretary shall have the necessary professional knowledge and experience, and shall possess the	The Bank shall have a Board Secretary <u>who shall be responsible to the Board of Directors</u> . The position is nominated by the Chairman of the Board and appointed or dismissed by the Board of Directors. <u>The Board Secretary is a Senior Manager of the Bank.</u> <del>As a Senior Manager of the Bank, the Board Secretary shall be held accountable to the Board of Directors. The Board</del>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>qualification as required by domestic and foreign regulatory bodies and relevant listing rules.</p> <p>The term of office of the Board Secretary shall be three years, renewable upon re-election and re-appointment.</p>	<p><del>Secretary shall have the necessary professional knowledge and experience, and shall possess the qualification as required by domestic and foreign regulatory bodies and relevant listing rules.</del> The term of office of the Board Secretary shall be three years, renewable upon re-election and re-appointment.</p>
126	Article 174 (original Article 179)	<p>The Board Secretary shall meet the following requirements:</p> <p>(1) to possess qualification above undergraduate degree, with extensive working experience in serving as secretary and management and shareholding issues.</p> <p>(2) well-versed in accounting, taxation, law, finance and corporate governance, with excellent personal conduct and professional ethics; to abide by the laws and execute duties with honesty; to possess strong communication skills and be flexible in handling issues.</p> <p>(3) to meet the qualifications as required by regulatory bodies in all places of listing.</p> <p>Directors or other members of the Senior Management of the Bank may concurrently hold the office of the Board Secretary. Supervisors of the Bank shall not hold the office of the Board Secretary. Both accountants of the accounting firm and lawyers of the law firm appointed by the Bank shall not hold the office of the Board Secretary. Board Secretary shall not accept any part-time job from other companies.</p> <p>If a Director acts as the Board Secretary and an act is required to be done by a Director and the Board Secretary separately, such person who</p>	<p>The Board Secretary shall meet the following requirements:</p> <p>(1) to possess qualification above undergraduate degree, with extensive working experience in serving as secretary and management and shareholding issues.</p> <p>(2) well-versed in accounting, taxation, law, finance and corporate governance, with excellent personal conduct and professional ethics; to abide by the laws and execute duties with honesty; to possess strong communication skills and be flexible in handling issues.</p> <p>(3) to meet the qualifications as required by regulatory bodies in all places of listing.</p> <p><del>Directors or other members of the Senior Management of the Bank may concurrently hold the office of the Board Secretary. Supervisors of the Bank shall not hold the office of the Board Secretary. Both accountants of the accounting firm and lawyers of the law firm appointed by the Bank shall not hold the office of the Board Secretary. Board Secretary shall not accept any part time job from other companies.</del></p> <p><del>If a Director acts as the Board Secretary and an act is required to be done by a Director and the Board Secretary separately, such person who</del></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		is at the same time a Director and the Board Secretary shall not perform such act in both capacities.	<del>is at the same time a Director and the Board Secretary shall not perform such act in both capacities.</del>
127	Article 175 (original Article 180)	<p>The principal duties of the Board Secretary are:</p> <p>(1) to ensure that the Bank has complete organization document and records;</p> <p>(2) to ensure that the Bank prepares and submits the required reports and documents to relevant authorities;</p> <p>(3) to ensure that the register of shareholders is properly maintained, and that the persons entitled to obtain the relevant records and documents of the Bank may receive these records and documents with no delay;</p> <p>(4) to be responsible for the information disclosure for the Bank, and to ensure that the disclosures are timely, accurate, legal, true and complete.</p> <p>(5) to organize meetings of the Board of Directors and shareholders’ general meetings, and be to responsible for documentation, and the safeguarding of documents and minutes of such.</p> <p>(6) to perform other duties as stipulated in these Articles of Association and relevant laws and regulations.</p>	<p>The principal duties of the Board Secretary are:</p> <p><del>(1) to ensure that the Bank has complete organization document and records;</del></p> <p><del>(2) to ensure that the Bank prepares and submits the required reports and documents to relevant authorities;</del></p> <p><del>(3) to ensure that the register of shareholders is properly maintained, and that the persons entitled to obtain the relevant records and documents of the Bank may receive these records and documents with no delay;</del></p> <p><del>(4) to be responsible for the information disclosure for the Bank, and to ensure that the disclosures are timely, accurate, legal, true and complete.</del></p> <p><del>(5) to organize meetings of the Board of Directors and shareholders’ general meetings, and be to responsible for documentation, and the safeguarding of documents and minutes of such.</del></p> <p><del>(6) to perform other duties as stipulated in these Articles of Association and relevant laws and regulations.</del></p> <p><b><u>(1) assisting Directors with the daily work of the Board of Directors, providing to Directors, reminding Directors and ensuring that Directors understand the regulations, policies and requirements of the relevant regulatory authorities in respect of the operations of the Bank, and assisting Directors and the President of the Bank in abiding by laws, administrative regulations, rules, relevant provisions of the securities</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>regulatory authority at the place where the shares of the Bank are listed, these Articles and other applicable provisions;</u></p> <p><u>(2) organizing and preparing the meetings of the Board of Directors and the Shareholders’ General Meetings, being responsible for making the minutes of Board meetings and the signing of the minutes, keeping the resolutions, records and other important documents of the Shareholders’ General Meetings and the Board of Directors, ensuring that the decisions of the meetings comply with legal procedures, following up the implementation of relevant resolutions, and reporting to the Board of Directors on a regular basis or from to time; reporting to the Board of Directors and making suggestions on major issues in the process of implementation in a timely manner;</u></p> <p><u>(3) ensuring that major matters decided by the Board of Directors are carried out in strict accordance with the relevant procedures; participating in the consultation and analysis of matters to be decided by the Board of Directors as required by the Board of Directors, giving opinions and suggestions, undertaking daily work authorized by the Board of Directors and the special committees;</u></p> <p><u>(4) as the liaison person between the Bank and the relevant regulatory authorities, is responsible for organizing, preparing and submitting the documents required by the relevant regulatory</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>authorities, accepting the tasks assigned by the relevant regulatory authorities and organizing the completion of the tasks;</u></p> <p><u>(5) being responsible for organizing and coordinating the Bank's information disclosure, establishing and improving the Bank's information disclosure management system, and urging the Bank and the relevant information disclosure obligors to abide by the relevant regulations on information disclosure; being responsible for the confidentiality of sensitive information concerning the Bank's shares, reporting and disclosing to the securities regulatory authority where the Bank's shares are listed in the event of unauthorized disclosure of major information;</u></p> <p><u>(6) coordinating public relations, being responsible for investor relations management, and coordinating information communications between the Bank and the relevant regulatory authorities, investors, securities service providers, and media;</u></p> <p><u>(7) being responsible for the securities management of the Bank, ensuring the proper management and preservation of the register of shareholders of the Bank and the list of bondholders issued by the Bank, maintaining the documents evidencing the shares held by Directors, Supervisors, Senior Management personnel and controlling shareholders of the Bank and their directors, supervisors and senior management personnel, and being responsible for disclosing</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>changes in the shareholding of the Directors, Supervisors and Senior Management personnel of the Bank in accordance with the requirements of the relevant regulatory authorities;</u></p> <p><u>(8) organizing Directors, Supervisors and Senior Management personnel of the Bank to attend the trainings on laws, administrative regulations, rules, relevant provisions of the securities regulatory authority at the place where the shares of the Bank are listed, and assisting the abovementioned personnel in understanding their respective duties in information disclosure;</u></p> <p><u>(9) perform other matters authorized by the Board of Directors and exercise other functions and duties required by the securities regulatory authority at the place where the shares of the Bank are listed.</u></p>
128	Article 176 (added)	Added	<p><u>Directors or other members of the Senior Management of the Bank may concurrently serve as the Board Secretary (except otherwise prohibited by laws, administrative rules and regulations), provided that they have sufficient energy and time to undertake the duties of the secretary of the Board of Directors.</u></p>
129	Article 177 (added)	Added	<p><u>If a Director acts as the Board Secretary concurrently and an act is required to be done by a Director and the Board Secretary separately, the Director who concurrently acts as the Board Secretary shall not perform such act in dual capacities.</u></p>
130		Chapter 13 Senior Management	Chapter <del>13</del> <u>12</u> Senior Management

Serial No.	Article No.	Pre-revision articles	Post-revision articles
131	Article 178 (original Article 181)	Senior Management consists of the President, Vice-president, Chief Financial Officer, Chief Risk Officer and Chief Information Officer and other members as decided by the Board of Directors.	Senior Management consists of the President, Vice-president, Chief Financial Officer, Chief Risk Officer, Chief Information Officer, <b>Chief Business Officer</b> and other members as decided by the Board of Directors.
132	Article 179 (original Article 182)	<p>The Bank shall have one President and several Executive Vice-presidents. The President shall be appointed or dismissed by the Board of Directors. Executive Vice-presidents, Chief Financial Officer, Chief Risk Officer and Chief Information Officer shall be nominated by the president, and appointed or dismissed by the Board of Directors.</p> <p>The term of office of the President, Executive Vice-president, Chief Financial Officer, Chief Risk Officer and Chief Information Officer shall be three years, renewable upon re-election and re-appointment.</p>	<p>The Bank shall have one President and several Executive Vice-presidents. The President shall be appointed or dismissed by the Board of Directors. Executive Vice-presidents, Chief Financial Officer, Chief Risk Officer, Chief Information Officer and <b>Chief Business Officer</b> shall be nominated by the president, and appointed or dismissed by the Board of Directors.</p> <p><del>The term of office of the President, Executive Vice president, Chief Financial Officer, Chief Risk Officer and Chief Information Officer shall be three years, renewable upon re election and re appointment.</del></p> <p><b><u>The Bank shall select and appoint Senior Management personnel in strict accordance with relevant laws and regulations, regulatory provisions and these Articles of Association. The Senior Management personnel shall have a term of office of three (3) years and may be re-appointed as the Senior Management personnel upon expiry of the term. The Bank’s controlling shareholders, actual controllers and their affiliates shall not interfere with the normal selection and appointment procedures for the Senior Management personnel or bypass the Board of Directors to directly appoint or dismiss the Senior Management personnel.</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
133	Article 180 (original Article 183)	The Bank shall implement the President-in-Charge system. Under the leadership of the Board of Directors, the President shall be accountable to the Board of Directors while all functional departments, branch offices and other members of the Senior Management shall be accountable to the president.	<del>The Bank shall implement the President in Charge system.</del> The President shall be accountable to the Board of Directors <b><u>and accept the supervision of the Board of Supervisors,</u></b> and all functional departments, branch offices and other members of the Senior Management shall be accountable to the president.
134	Article 182 (original Article 184)	The President has the right to organize and develop business and management activities, in accordance with the laws, the regulations, and these Articles of Association and under the authorization of the Board of Directors. The President shall perform the following duties and powers: (1) to be in charge of the regular business and management of the Bank and shall make regular reports on those management activities to the Board of Directors; (2) implement resolutions of shareholders’ general meeting and the Board of Directors; (3) to draft annual business plans and investment plan, and to implement such plans after the approval of the Board of Directors or shareholders’ general meetings; (4) to draft the annual financial budget, final accounts, plans for profit distribution, recovery of losses, increase or reduction registered capital, issuance of debentures or other securities and listing of the Bank; (5) to draft plans for the establishment of an internal management structure of the Bank; (6) to draft the basic management system of the Bank; (7) to formulate basic policies and procedures of the Bank;	<del>The President has the right to organize and develop business and management activities, in accordance with the laws, the regulations, and these Articles of Association and under the authorization of the Board of Directors.</del> The President shall perform the following duties and powers: (1) to be in charge of the regular business and management of the Bank and shall <b><u>implement resolutions of shareholders’ general meeting and the Board of Directors,</u></b> <del>make regular reports on those management activities to the Board of Directors;</del> (2) <del>implement resolutions of shareholders’ general meeting and the Board of Directors;</del> <b><u>to report on operation and management activities to the Board of Directors in a timely, accurate and complete manner;</u></b> draft annual business plans and investment plan, and to implement such plans after the approval of the Board of Directors or shareholders’ general meetings; <del>(4)</del> <b><u>(3)</u></b> to draft the annual financial budget, final accounts, plans for profit distribution, recovery of losses, increase or reduction registered capital, issuance of debentures or other securities and listing of the Bank, and <b><u>make suggestions to the Board of Directors;</u></b>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(8) to propose the appointment and dismissal of other members of the Senior Management to the Board of Directors;</p> <p>(9) to appoint or dismiss internal management personnel of all functional departments and branch offices other than those required to be appointed or dismissed by the Board of Directors;</p> <p>(10) to authorize members of the Senior Management, the management personnel of all functional departments and branch offices to conduct business activities;</p> <p>(11) to draft the measures for salary, welfare, award and penalty for the staff and workers of the Bank and to decide the appointment and dismissal of the staff and workers of the Bank.</p> <p>(12) to adopt emergency measures and report immediately to the banking regulatory authority of the State Council, the Board of Directors and the Board of Supervisors in the event of an emergency situations such as bank run;</p> <p>(13) to propose to call extraordinary general meetings of the Board of Directors;</p> <p>(14) to exercise other powers conferred by these Articles of Association or the Board of Directors.</p>	<p><del>(5) to draft plans for the establishment of an internal management structure of the Bank;</del> <b><u>(4) to draft plans for the establishment of the Bank’s internal functional departments and the establishment of domestic and overseas primary branches, direct branches and other direct subsidiaries, and overseas institutions, and make suggestions to the Board of Directors;</u></b></p> <p><del>(6)</del><b><u>(5) to draft the basic management system of the Bank;</u></b></p> <p><del>(7)</del><b><u>(6) to formulate basic policies and procedures of the Bank;</u></b></p> <p><del>(8) to propose the appointment and dismissal of other members of the Senior Management to the Board of Directors;</del></p> <p><b><u>(7) to propose to the Board of Directors the appointment and dismissal of the Vice President and other Senior Management personnel (except the secretary of the Board of Directors) required to be appointed or dismissed by the Board of Directors in accordance with laws and regulations;</u></b></p> <p><del>(9)</del><b><u>(8) to appoint or dismiss internal management personnel of all functional departments and branch offices other than those required to be appointed or dismissed by the Board of Directors;</u></b></p> <p><del>(10)</del><b><u>(9) within the authority granted by the Board of Directors, to authorize members of the Senior Management, the management personnel of all functional departments and branch offices to conduct business activities;</u></b></p> <p><del>(11)</del><b><u>(10) to prepare remuneration packages and performance review plans for the heads of the Bank’s</u></b></p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>internal departments and branches (except the head of the internal audit department), and assess their remuneration levels and conduct performance reviews, and</u> to draft the measures for salary, welfare, award and penalty for the staff and workers of the Bank and to decide the appointment and dismissal of the staff and workers of the Bank.</p> <p><b>(11) to propose the convening of the extraordinary meeting of the Board of Directors;</b></p> <p>(12) to adopt emergency measures <u>in the interest of the Bank in the event of any major emergency or other emergent circumstances of the Bank</u> and report immediately to <del>the banking regulatory authority of the State Council, the Board of Directors, the Board of Supervisors and</del> <u>the banking regulatory authority of the State Council in the event of an emergency situations such as bank run;</u></p> <p>(13) to propose to call extraordinary general meetings of the Board of Directors;</p> <p>(13) to exercise other powers conferred by these Articles of Association or the Board of Directors <u>other functions and powers exercised by the President in accordance with laws, regulations, regulatory rules, and these Articles of Association, as well as the decisions of the shareholders' general meeting and the Board of Directors.</u></p> <p><u>If the President is unable to exercise his or her functions and powers, the Executive Director, Vice President or other Senior Management personnel</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<b><u>designated by the Board of Directors shall exercise such functions and powers on his or her behalf.</u></b>
135	Article 183 (original Article 186)	The President and members of the Senior Management shall act with honesty, transparency, accountability, and diligence in accordance with the laws, the administrative regulations and these Articles of Association.	The President and members of the Senior Management shall act with honesty, transparency, accountability, and diligence in accordance with the laws, <del>the administrative</del> regulations, <b><u>regulatory rules</u></b> and these Articles of Association, <b><u>engage in proper professional conduct, abide by high standards of professional ethics, have obligations of loyalty and diligence to the Bank, perform duties in good faith, dutifully, and prudentially, and guarantee that he or she has sufficient time and energy to perform duties, and shall not be slack in performing duties or perform duties beyond the scope of authority.</u></b>
136	Article 186 (original Article 189)	Senior Management shall, in accordance with the business activities of the Bank, establish and enhance the internal control mechanism, in which the major components are internal rules and regulations, risk control systems and a credit approval system.	Senior Management shall, in accordance with the business activities of the Bank, establish and enhance the internal control mechanism, in which the major components are internal rules and regulations, risk control systems and a credit approval system. <b><u>The President shall not be a member of the Credit Review Committee, however, the President has the right to veto any credit decisions made by the committee.</u></b>
137	Original Article 190 (deleted)	The President shall not be a member of the credit review committee, however, the President has the right to veto any credit decisions made by the committee.	The content of this article is incorporated into Article 186 of the amended Articles of Association.
138		<b>Chapter 14 Board of Supervisors</b>	<b>Chapter 14<del>3</del> Board of Supervisors</b>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
139	Article 190 (original Article 194)	<p>The Board of Supervisors shall consist of nine to thirteen members, including Supervisors representing shareholders, External Supervisors, and Supervisors representing staff and workers. The number of Supervisors representing staff and workers as well as the number of External Supervisors shall not be less than one-third of the total number of Supervisors.</p> <p>Supervisors representing shareholders and External Supervisors shall be elected, removed or replaced by shareholders' general meetings. Supervisors representing staff and workers shall be nominated by the Board of Supervisors and the Labor Union, and be elected, removed or replaced democratically by staff and workers through a staff representative conference.</p> <p>The term of office of Supervisors shall be three years, renewable upon re-election and re-appointment. If a new supervisor is not elected betimes when the former supervisor's term of office is expired, or a supervisor resigns during his/her term of office, as a result of which the number of members on the Board of Supervisors is less than three, the former supervisor shall fulfill his/her duties in accordance with the laws, administrative regulations and the regulations in this Articles of Association before the new supervisor elected takes his/her post.</p>	<p><del>The Board of Supervisors shall consist of nine three to thirteen members, including Supervisors shall include Supervisors representing shareholders, Supervisors representing External Supervisors, and Supervisors representing staff and workers. The number of Supervisors representing staff and workers as well as the number of External Supervisors shall not be less than one-third of the total number of Supervisors.</del></p> <p><del>Supervisors representing shareholders and External Supervisors shall be elected, removed or replaced by shareholders' general meetings. Supervisors representing staff and workers shall be nominated by the Board of Supervisors and the Labor Union, and be elected, removed or replaced democratically by staff and workers through a staff representative conference.</del></p> <p><del>The term of office of Supervisors shall be three years, renewable upon re-election and re-appointment. If a new supervisor is not elected betimes when the former supervisor's term of office is expired, or a supervisor resigns during his/her term of office, as a result of which the number of members on the Board of Supervisors is less than three the quorum, the former supervisor shall fulfill his/her duties in accordance with the laws, administrative regulations and the regulations in this Articles of Association before the new supervisor elected takes his/her post.</del></p>
140	Article 191 (added)	Added	<p><b><u>Supervisors representing shareholders shall be nominated by the Board of Supervisors, shareholders who individually or</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>collectively hold more than three percent (3%) of the Bank's voting shares.</u></p> <p><u>In principle, the same shareholder may nominate only one candidate for External Supervisors, unless otherwise prescribed by the state.</u></p> <p><u>Supervisors representing staff and workers shall be nominated by the Board of Directors and the Bank's labor union.</u></p>
141	Article 192 (added)	Added	<p><u>Supervisors representing shareholders and External Supervisors shall be elected, removed or replaced by shareholders' general meetings.</u></p> <p><u>Supervisors representing staff and workers shall be nominated by the Board of Supervisors and the Labor Union, and be elected, removed or replaced democratically by staff and workers through a staff representative conference.</u></p>
142	Article 193 (added)	Added	<p><u>The term of office of Supervisors shall be three years, renewable upon re-election and re-appointment. If a new supervisor is not timely elected when the former supervisor's term of office is expired, or a supervisor resigns during his/her term of office, as a result of which the number of members on the Board of Supervisors is less than three, the former supervisor shall fulfill his/her duties in accordance with the laws, administrative regulations and the regulations in this Articles of Association before the new supervisor elected takes his/her post.</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
143	Article 194 (original Article 196)	Unless it is stipulated otherwise in these Articles of Association, the election, term of office, dismissal, resignation of Supervisors shall proceed in accordance with Articles 128, 130 to 133 and 137 to 139.	Unless it is stipulated otherwise in these Articles of Association, the <b><u>nomination</u></b> , election, term of office, dismissal, resignation of Supervisors shall proceed in accordance with Articles <del>128</del> <b><u>2</u></b> , <del>130</del> <b><u>24</u></b> to <del>133</del> <b><u>26</u></b> and <del>137</del> <b><u>0</u></b> to <del>139</del> <b><u>2</u></b> .
144	Article 196 (original Article 197)	<p>Supervisors may be in attendance in meetings of the Board of Directors, meetings of special committees of the Board of Directors and Senior Management meetings.</p> <p>Supervisors in attendance in the meetings of Board of Directors shall be entitled to raise inquiries or suggestions on the resolution matters, but shall have no voting right at the meetings. Such Supervisors shall be entitled to have their expressed opinions recorded in the minutes of the Board of Directors and shall sign on the minutes of meetings of the Board of Directors.</p> <p>Supervisors in attendance in the meetings of Board of Directors shall report the meetings to the Board of Supervisors.</p>	<p><del>Supervisors may be in attendance in meetings of the Board of Directors, meetings of special committees of the Board of Directors and Senior Management meetings.</del></p> <p><del>Supervisors in attendance in the meetings of Board of Directors shall be entitled to raise inquiries or suggestions on the resolution matters, but shall have no voting right at the meetings. Such Supervisors shall be entitled to have their expressed opinions recorded in the minutes of the Board of Directors and shall sign on the minutes of meetings of the Board of Directors.</del></p> <p><del>Supervisors in attendance in the meetings of Board of Directors shall report the meetings to the Board of Supervisors.</del></p> <p><b><u>Supervisors shall perform the following duties and obligations:</u></b></p> <p><b><u>(1) may attend the meetings of the Board of Directors, meetings of special committees of the Board of Directors and meetings of the Senior Management, and ask questions or make suggestions on matters to be resolved at the meeting;</u></b></p> <p><b><u>(2) participating in the meetings of the Board of Supervisors on time, sufficiently examining matters to be decided by the Board of Supervisors, giving opinions independently,</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>professionally, and objectively, and voting independently based on prudential judgment;</u></p> <p><u>(3) assuming responsibility for the resolutions of the Board of Supervisors;</u></p> <p><u>(4) actively participating in trainings organized by the Bank and the regulatory authorities, understanding the rights and obligations of supervisors, being familiar with relevant laws and regulations, and continuing to have the professional knowledge and capabilities required to perform duties;</u></p> <p><u>(5) undertaking a duty of loyalty and diligence to the Bank, performing duties dutifully and prudentially, and ensuring sufficient time and energy to perform duties;</u></p> <p><u>(6) actively participating in the supervision and inspection activities organized by the Board of Supervisors, conducting independent investigations and evidence collection in accordance with the law, asking questions and giving supervisory opinions based on facts;</u></p> <p><u>(7) complying with laws, regulations, regulatory provisions, and these Articles of Association.</u></p>
145	Original Article 198 (deleted)	Supervisors shall act, in performing their supervisory duties, in honest and diligence and in accordance with the laws, the administrative regulations and these Articles of Association.	Deleted
146	Article 197 (original Article 199)	When a Supervisor fails to attend in person two consecutive meetings of the Board of Supervisors, or not authorize other supervisors to attend the above meetings on behalf of him, or fails to	<u>Supervisors shall attend at least two thirds (2/3) of the on-site meetings of the Board of Supervisors in person each year. If a Supervisor is unable to attend the meeting in person for</u>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>attend in person at least two thirds of the meetings of the Board of Supervisors each year, he shall be deemed unable to perform duties. The Board of Supervisors shall propose a replacement at the shareholders' general meeting or the staff representative conferences.</p> <p>Supervisors representing shareholders and External Supervisors shall work in the Bank for not less than 15 working days each year.</p> <p>Supervisors representing staff and workers shall be entitled to participate in formulation of the Bank's rules and regulations related to the employees' interests, and actively supervise and check the implementation of these rules and regulations.</p>	<p><b><u>certain reason, the Supervisor may entrust another Supervisor with a written power of attorney to attend the meeting on his/her behalf. The power of attorney shall contain the name of the proxy, matters authorized, scope of authority and period of validity of the proxy, as well as the personal opinion and voting intention of the entrusting Supervisor on the proposal and shall be signed or sealed by the entrusting Supervisor. External Supervisors shall not entrust non-External Supervisors to attend the meeting on their behalf.</u></b></p> <p>When a Supervisor fails to attend in person two consecutive meetings of the Board of Supervisors, or not authorize other supervisors to attend the above meetings on behalf of him, or fails to attend in person at least two thirds of the meetings of the Board of Supervisors each year, he shall be deemed unable to perform duties. The Board of Supervisors shall propose a replacement at the shareholders' general meeting or the staff representative conferences.</p> <p>Supervisors representing shareholders and External Supervisors shall work in the Bank for not less than 15 working days each year.</p> <p>Supervisors representing staff and workers shall be entitled to participate in formulation of the Bank's rules and regulations related to the employees' interests, and actively supervise and check the implementation of these rules and regulations.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
147	Article 198 (original Article 200)	<p>The Bank shall have External Supervisors. External Supervisors and principal shareholders shall not have a relationship with each other that may hamper their independent judgment. External Supervisors shall take notice on the overall interests of depositors and the Bank when performing his duties.</p> <p>Unless it is stipulated otherwise in this article, the regulations as stated in Section 1 of this Chapter is applicable to External Supervisors.</p>	<p>The Bank shall have External Supervisors. External Supervisors <del>and principal shareholders shall not have a relationship with each other</del> <b><u>are supervisors who do not hold any position other than Supervisor in the Bank and who do not have any relationship with the Bank, principal shareholders or actual controllers</u></b> that <del>may affect</del> <b><u>may affect</u></b> <del>hamper</del> their independent <b><u>and objective</u></b> judgment. <del>and principal shareholders shall not have a relationship with each other that may hamper their independent judgment.</del></p> <p>Unless it is stipulated otherwise in this article, the regulations as stated in Section 1 of this Chapter is applicable to External Supervisors.</p>
148	Article 199 (added)	Added	<b><u>External Supervisors shall be nominated by the Board of Supervisors, shareholders who individually or collectively hold more than one percent (1%) of the Bank's voting shares.</u></b>
149	Article 200	<p>Articles 140 to 144 are applicable to the appointment of External Supervisors.</p> <p>Article 145 is applicable to the performance of External Supervisors in due diligence.</p> <p>Article 148 is applicable to remuneration of External Supervisors and the reasonable expenses incurred in performing duties.</p> <p>The Articles 151 and 152 are applicable to the dismissal of External Supervisors.</p>	<p><b><u>The aggregate term of office of an External Supervisor in the Bank shall not exceed six years.</u></b></p> <p>Articles <del>140 to 144</del> <b><u>133 to 136</u></b> are applicable to the appointment of External Supervisors.</p> <p>Article <del>145</del> <b><u>138</u></b> is applicable to the performance of External Supervisors in due diligence.</p> <p>Article <del>148</del> <b><u>141</u></b> is applicable to remuneration of External Supervisors and the reasonable expenses incurred in performing duties.</p> <p>The Articles <del>151 and 152</del> <b><u>144 and 145</u></b> are applicable to the dismissal of External Supervisors.</p>
150		Added	



Serial No.	Article No.	Pre-revision articles	Post-revision articles
	Article 202 (added)		<b><u>The Bank shall establish a Board of Supervisors consisting of three to thirteen members. The Board of Supervisors is the supervisory body of the Bank and is accountable to the shareholders’ general meeting.</u></b>
151	Article 203	<p>The Bank shall establish a Board of Supervisors. The Board of Supervisors shall be the supervisory authority of the Bank, accountable to the shareholders’ general meeting, and shall perform the following duties and powers in accordance with the laws:</p> <p>(1) to supervise the Board of Directors to establish solid and stable business values, principles and formulate development strategies suitable to the Bank’s actual conditions;</p> <p>(2) to inspect the financial position of the Bank, supervise and inspect the Bank’s business decisions, risk management and internal control, and urge rectification;</p> <p>(3) to supervise the acts of the Directors, President and other Senior Managers in discharging their duties, to supervise the selection and appointment procedures for Directors and other important positions, to comprehensively review the performance of Directors, Supervisors, and members of the Senior Management, and to propose the motion of removing the Directors, the President, and other Senior Managers who contravene the laws, the administrative regulations, these Articles of Association, or the resolution of Shareholders’ General Meetings;</p>	<p>The Bank shall establish a Board of Supervisors. The Board of Supervisors shall be the supervisory authority of the Bank, accountable to the shareholders’ general meeting, and shall perform the following duties and powers in accordance with the laws:</p> <p>(1) to supervise the Board of Directors to establish solid and stable business values, principles and formulate development strategies suitable to the Bank’s actual conditions;</p> <p><b><u>(2) to evaluate the scientificity, reasonableness and soundness of the Bank’s development strategies and to form evaluation reports;</u></b></p> <p><b><u>(3) to establish evaluation methods for the performance of the Board of Directors, the Senior Management and its members and Supervisors, and to supervise and review the performance of the Board of Directors, the Senior Management and its members and Supervisors;</u></b></p> <p><del>(4) to require the Directors, President and other Senior Managers to rectify their acts which have prejudiced the interests of the Bank;</del> <b><u>to supervise the acts of the Directors, President and other Senior Managers in discharging their duties. When the above-mentioned personnel act in a manner detrimental to the Bank’s interests, to request the above-mentioned personnel to rectify the situation, and recommend that the responsible personnel be held</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(4) to require the Directors, President and other Senior Managers to rectify their acts which have prejudiced the interests of the Bank;</p> <p>(5) to review financial information such as financial reports, business reports and profit distribution proposal to be submitted by the Board of Directors to shareholders’ general meetings; if any queries arise, the Supervisors may appoint certified public accountants or practicing auditors, in the name of the Bank, to assist in the re-examination of the same;</p> <p>(6) to supervise the scientificity and rationality of the Bank’s performance appraisal system, remuneration management rules and policies and remuneration packages for senior management personnel, to propose the compensation or allowance plans for Supervisors and submit to the Shareholders’ General Meetings for review and approval;</p> <p>(7) to propose the convening of an extraordinary general meeting, and to convene and hold the shareholders’ general meetings when the Board of Directors does not fulfil its duty as convening and holding the shareholders’ general meetings in accordance with the corporate law;</p> <p>(8) to propose motions to the shareholders’ general meetings;</p> <p>(9) to deal with the directors and senior managers on behalf of the Bank, and to lodge a complaint against the directors and senior managers in accordance with the regulations in the Corporate Law;</p>	<p><u>accountable; and, if necessary, report to the regulatory authority; to require the Directors, President and other Senior Managers to rectify their acts which have prejudiced the interests of the Bank;</u></p> <p><del>(5)(3) to supervise the acts of the Directors, President and other Senior Managers in discharging their duties to</del> supervise the selection and appointment procedures for Directors and other important positions, to comprehensively review the performance of Directors, Supervisors, and members of the Senior Management, and to propose the motion of removing the Directors, the President, and other Senior Managers who contravene the laws, the administrative regulations, these Articles of Association, or the resolution of Shareholders’ General Meetings; <del>to review financial information such as financial reports, business reports and profit distribution proposal to be submitted by the Board of Directors to shareholders’ general meetings; if any queries arise, the Supervisors may appoint certified public accountants or practicing auditors, in the name of the Bank, to assist in the re-examination of the same;</del></p> <p><del>(9)(6)</del> to deal with the directors and senior managers on behalf of the Bank, and to lodge a complaint against the directors and senior managers in accordance with the regulations in the Corporate Law;</p> <p><del>(2)(7)</del> to inspect <u>and supervise</u> the financial <u>activities</u> of the Bank;</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(10) to carry out an investigation when discovering any abnormality in the operation of the Bank;</p> <p>(11) other powers provided in these Articles of Association.</p>	<p><del>(3)</del><b>(8)</b> to supervise and inspect the Bank’s business decisions, risk management and internal control, and urge rectification;</p> <p><del>(5)</del><b>(9) to review the Bank’s periodic reports, and provide written audit opinions on the authenticity, accuracy and completeness of the reports; review the Bank’s profit distribution plan, and issue opinions on the compliance and rationality of the profit distribution plan;</b> to review financial information such as financial reports, business reports and profit distribution proposal to be submitted by the Board of Directors to shareholders’ general meetings; if any queries arise, the Supervisors may appoint certified public accountants or practicing auditors, in the name of the Bank, to assist in the re-examination of the same;</p> <p><b>(10) to provide guidance for and supervise the internal audit work, actively guide the internal audit department in fulfilling its functions of internal audit and supervision independently, and effectively manage the internal audit department and make evaluations and assessment. Having the right to request the Board of Directors and the Senior Management to provide the relevant information in respect of audit;</b></p> <p><b>(11) to supervise the compliance of the engagement, dismissal and renewal of the external auditor, the fairness of the terms of engagement and remuneration, and the independence and effectiveness of the external audit work;</b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><del>(6)</del>(12) to supervise the scientificity and rationality of the Bank's performance appraisal system, remuneration management rules and policies and remuneration packages for senior management personnel, to propose the compensation or allowance plans for Supervisors and submit to the Shareholders' General Meetings for review and approval;</p> <p><del>(7)</del>(13) to propose the convening of an extraordinary general meeting, and to convene and hold the shareholders' general meetings when the Board of Directors does not fulfil its duty as convening and holding the shareholders' general meetings in accordance with the Company Law;</p> <p><del>(8)</del>(14) to propose motions to the shareholders' general meetings;</p> <p><del>(40)</del>(15) to <b><u>use all management information systems of the Bank</u></b> for investigation <b><u>as needed to perform its duties</u></b> when discovering any abnormality in the operation of the Bank and, <b><u>if necessary, to engage lawyers, accountants and other professionals to assist. Reasonable expenses incurred in this regard shall be borne by the Bank;</u></b></p> <p><del>(44)</del>(16) other powers and functions <b><u>provided by laws and regulations, regulatory provisions and</u></b> these Articles of Association, <b><u>as well as granted by the shareholders' general meeting.</u></b></p>
152	Article 204	The Bank shall have a Chairman of the Board of Supervisors, who shall perform the following duties: (1) convening and presiding over the meetings of the Board of Supervisors;	The Bank shall have a Chairman of the Board of Supervisors, who shall perform the following duties: (1) convening and presiding over the meetings of the Board of Supervisors;

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(2) organizing the performance of duties and powers of the Board of Supervisors;</p> <p>(3) signing the reports and other important documents of the Board of Supervisors;</p> <p>(4) reporting on the work of the Board of Supervisors to the Shareholders' General Meeting;</p> <p>(5) other duties and powers prescribed by laws, regulations, rules or these Articles or Association.</p> <p>When the Chairman of the Board of Supervisors is incapable of discharging or does not discharge his duties, a supervisor elected by more than half of the supervisors shall convene and preside over such meetings.</p> <p>The election, appointment and removal of the Chairman of the Board of Supervisor shall be determined by two-thirds of the members of the Board of Supervisors.</p> <p>The Chairman of the Board of Supervisors shall at least possess one area of professional knowledge and working experience such as accounting, auditing, finance and laws.</p>	<p>(2) organizing the performance of duties and powers of the Board of Supervisors;</p> <p>(3) signing the reports and other important documents of the Board of Supervisors;</p> <p>(4) reporting on the work of the Board of Supervisors to the Shareholders' General Meeting;</p> <p>(5) other duties and powers prescribed by laws, regulations, rules or these Articles or Association.</p> <p>When the Chairman of the Board of Supervisors is incapable of discharging or does not discharge his duties, a supervisor elected by more than half of the supervisors shall convene and preside over such meetings.</p> <p>The election, appointment and removal of the Chairman of the Board of Supervisor shall be determined by two-thirds of the members of the Board of Supervisors.</p> <p><del>The Chairman of the Board of Supervisors shall at least possess one area of professional knowledge and working experience such as accounting, auditing, finance and laws.</del></p>
153	Original Article 206 (deleted)	<p>The Board of Supervisors shall establish the special committees including the due diligence supervising committee, nominating committee, and supervising committee for finance and internal control.</p> <p>The due diligence supervising committee shall be responsible for supervising the duty performance and due diligence of the Board of Directors, the Board of Supervisors, senior management and its members of the Company, conducting comprehensive evaluation and reporting to the Board of Supervisors.</p>	Deleted

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>The main emphasis on the supervision of the Board of Directors, Senior Management and the members includes supervising the Board of Directors in establishing solid and stable business values, principles and formulate development strategies suitable to the Bank's actual conditions.</p> <p>The nominating committee shall be in charge by an External Supervisor, and be responsible for drafting the procedures and standard for electing and appointing Supervisors, examining preliminarily the qualifications of the candidates for Supervisors, and proposing to the Board of Supervisors; overseeing the selection and appointment procedures for Directors and other important positions; drafting and preliminarily examining the compensation plans for Supervisors, and proposing recommendations to the Board of Supervisors; supervising the scientificity and rationality of the Bank's performance appraisal system, remuneration management rules and policies and remuneration packages for senior management personnel.</p> <p>The supervising committee for finance and internal control shall be in charge by an External Supervisor, who is responsible for drafting supervisory plans for the Bank's financial activities as well as the information disclosure, and conducting related inspections, supervising the capital and finance, internal control, risk management and compliance management.</p>	

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>The special committees shall be authorized by the Board of Supervisors to discharge their duties and held accountable to the Board of Supervisors. The working rules of the committees shall be determined by the Board of Supervisors.</p>	
154	Original Article 207 (deleted)	<p>The Board of Supervisors shall review the profit distribution plan of the Bank, make recommendations for the compliance and rationality of the profit distribution plan.</p> <p>The Board of Supervisors shall review periodic reports of the Bank and make written confirmation for the authenticity, accuracy and integrity.</p> <p>The Board of Supervisors shall oversee the compliance of the appointment, dismissal or continuation of appointment of accounting firms by the Bank, the fairness of terms of engagement and remuneration, the independence and effectiveness of the external auditing.</p>	Deleted
155	Original Article 208 (deleted)	<p>The Board of Supervisors shall oversee the establishment and improvement of the Bank's internal control framework and the comprehensive risk management framework, as well as the allocation of responsibilities and performance review of the relevant parties.</p> <p>The Board of Supervisors shall review the internal control report and the self-assessment report. In case of problems detecting from the internal control or self-assessment report, the Board of Supervisors shall ask the Board of Directors and Senior Management to rectify in specified period, and track the rectification results.</p>	Deleted

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>The Board of Supervisors shall oversee the Bank's compliance with risk control standards as required by authorities. When the Bank's risk control standards cannot meet the requirements, or the Board of Directors or Senior Management fail to take timely measures to rectify, the Board of Supervisors shall make risk warnings and propose rectification requirement.</p> <p>The Board of Supervisors shall actively guide the internal audit department in fulfilling its functions of internal audit and supervision independently, and effectively manage the internal audit department and make evaluations and assessment.</p>	
156	Article 206 (original Article 209)	<p>In performing its duties and powers, the Board of Supervisors shall have the right to clarify the situation with relevant staff and departments of the Bank who shall be cooperative and not obstruct the Board of Supervisors or the Supervisors from executing their powers of office.</p> <p>In performing its duties and powers, the Board of Supervisors shall be entitled to access all business management information system of the Bank based on the need of performing its duties and responsibilities. And may seek assistance from professionals like lawyers and accountants whenever it is necessary. The reasonable expenses incurred in engaging such professionals shall be borne by the Bank.</p>	<p>In performing its duties and powers, the Board of Supervisors shall have the right to clarify the situation with relevant staff and departments of the Bank who shall be cooperative and not obstruct the Board of Supervisors or the Supervisors from executing their powers of office.</p> <p><del>In performing its duties and powers, the Board of Supervisors shall be entitled to access all business management information system of the Bank based on the need of performing its duties and responsibilities. And may seek assistance from professionals like lawyers and accountants whenever it is necessary. The reasonable expenses incurred in engaging such professionals shall be borne by the Bank.</del></p>
157	Original Article 210 (deleted)	The Board of Supervisors shall demand the Board of Directors and the Senior Management and its members to rectify the problems arising from the process	Deleted



<b>Serial No.</b>	<b>Article No.</b>	<b>Pre-revision articles</b>	<b>Post-revision articles</b>
		of making and implementing important financial decisions. Whenever it is necessary, the Board of Supervisors could report to the authorized supervisory authorities.	
158	Original Article 211 (deleted)	The Board of Supervisors shall, on notice that the Board of Directors and the Senior Management and its members have acted in contradiction with the laws, the regulations, administrative rules and these Articles of Association, require to rectify in a timely manner, and suggest that any responsible persons shall be penalized.	Deleted

Serial No.	Article No.	Pre-revision articles	Post-revision articles
159	Article 207 (original Article 212)	The Supervisory Committee shall convene at least one regular meeting for each quarter. Any Supervisor may propose to convene an extraordinary meeting of the Supervisory Committee. The resolutions and minutes of meetings of the Supervisory Committee shall be filed with the banking regulatory authority of the State Council.	The Supervisory Committee shall convene at least <del>one</del> <b>four</b> regular meetings for each <del>quarter-year</del> . Any Supervisor may propose to convene an extraordinary meeting of the Supervisory Committee. <del>The resolutions and minutes of meetings of the Supervisory Committee shall be filed with the banking regulatory authority of the State Council.</del>
160	Article 209 (original Article 214)	The meetings of the Board of Supervisors shall be convened only if more than one-half of the total number of Supervisors attending the meetings. At the meetings of the Board of Supervisors, a resolution shall be decided by open ballot or on a show of hands. Each Supervisor shall have one vote. To pass a resolution, votes representing more than two-thirds of Supervisors shall be exercised in favour of the resolution.	The meetings of the Board of Supervisors shall be convened only if <del>one-half</del> <b>more than half</b> of the total number of Supervisors attending the meetings. <del>At the meetings of the Board of Supervisors, a resolution shall be decided by open ballot or on a show of hands. Each Supervisor shall have one vote. To pass a resolution, votes representing more than two-thirds of Supervisors shall be exercised in favour of the resolution.</del>
161	Article 210 (added)	Added.	<b><u>The resolution of the meetings of the Board of Supervisors may be made in two manners: a vote at an on-site meeting and a vote by written consent Each Supervisor shall have one vote. The resolution of the Board of Supervisors must be adopted by more than two thirds of all Supervisors.</u></b>
162	Article 211 (original Article 215)	Minutes of the meetings of the Board of Supervisors shall be maintained. The Supervisors attending the meetings shall sign on the minutes of meetings. Supervisors shall have the right to demand to record, on the minutes of meetings, a certain kind of clarification on the remarks he made during the	Minutes of the meetings of the Board of Supervisors shall be maintained. The Supervisors attending the meetings shall sign on the minutes of meetings. Supervisors shall have the right to demand to record, on the minutes of meetings, a certain kind of clarification on the remarks he made during the meetings.

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		meetings. The minutes of meetings of the Board of Supervisors shall be put on file permanently by the Bank.	<b><u>The minutes, resolutions and other documents of the meetings of the Board of Supervisors shall be submitted to the banking regulatory authority under the State Council in a timely manner.</u></b> The minutes of meetings of the Board of Supervisors shall be put on file permanently by the Bank.
163		Added	<b><u>Section 4 Special Committees of the Board of Supervisors</u></b>
164	Article 212 (added)	Added	<b><u>The Board of Supervisors shall establish special committees including the Performance and Due Diligence Committee, Nomination Committee, Financial and Internal Control Supervision Committee. Each special committee shall consist of Supervisors and shall have no less than three (3) members. The Board of Directors may establish other special committees and adjust existing special committees as needed.</u></b>
165	Article 213 (added)	Added	<b><u>The Performance and Due Diligence Committee shall be responsible for supervising the duty performance and due diligence of the Board of Directors, the Board of Supervisors, the Senior Management and their members, conducting comprehensive evaluation and reporting to the Board of Supervisors.</u></b>
166	Article 214 (added)	Added	<b><u>The Nomination Committee shall be headed by an External Supervisor, and shall be responsible for drafting the procedures and standards for the selection and appointment of Supervisors, conducting preliminary examination of the qualifications of candidates for Supervisors, and</u></b>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<u>making recommendations to the Board of Supervisors; supervising the procedures for the selection and appointment of Directors and other important personnel; supervising the scientificity and reasonableness of the Bank-wide performance appraisal system, remuneration management system and policies and remuneration packages of the senior management personnel, and other functions and powers granted by the Board of Supervisors.</u>
167	Article 215 (added)	Added	<u>The Finance and Internal Control Supervision Committee shall be headed by an External Supervisor and shall be responsible for drafting supervisory plans for the Bank's financial activities and information disclosure and conducting relevant inspections, supervising the capital and finance, internal control, risk management and compliance management of the Bank.</u>
168	Article 216 (added)	Added	<u>The special committees carry out work based on the authorization of the Board of Supervisors and shall be responsible to the Board of Supervisors. The Code of Practice of the committees shall be established by the Board of Supervisors.</u>
169		<b>Chapter 15 Qualifications and Obligations of the Directors, Supervisors, President and other Senior Managers of the Bank</b>	<b>Chapter 15<del>4</del> Qualifications and Obligations of the Directors, Supervisors, President and other Senior Managers of the Bank</b>
170	Article 218 (original Article 217)	A person shall not serve as Directors, Supervisors, President or other Senior Managers if any of the following circumstances applies:	A person shall not serve as Directors, Supervisors, President or other Senior Managers if any of the following circumstances applies:

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(1) the person who is incapable or with limited capabilities under the law to perform duties and responsibilities of this position;</p> <p>(2) the person has been convicted of an offence of corruption, bribery, misappropriation of embezzlement of properties or violating social and economic order, and less than five years have elapsed since the expiration of the enforcement period; or the person has been deprived of political rights due to conviction and less than five years have elapsed since the expiration of the enforcement period;</p> <p>(3) the person is a former director or factory manager or manager of a company or an enterprise which has become insolvent as a result of improper operation and management and such person is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;</p> <p>(4) the person was the legal representative of a company or a representative of a company or an enterprise whose business licence has been revoked as a result of the violation of the laws and who is personally liable, where less than three years have elapsed since the date of revocation of the business licence of such company or enterprise;</p> <p>(5) the person who was formerly dismissed by other commercial banks or organizations due to breach of</p>	<p>(1) the person who is incapable or with limited capabilities under the law to perform duties and responsibilities of this position;</p> <p>(2) the person has been convicted of an offence of corruption, bribery, misappropriation of embezzlement of properties or violating social and economic order, and less than five years have elapsed since the expiration of the enforcement period; or the person has been deprived of political rights due to conviction and less than five years have elapsed since the expiration of the enforcement period;</p> <p>(3) the person is a former director or factory manager or manager of a company or an enterprise which has become insolvent as a result of improper operation and management and such person is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;</p> <p>(4) the person was the legal representative of a company or a representative of a company or an enterprise whose business licence has been revoked as a result of the violation of the laws and who is personally liable, where less than three years have elapsed since the date of revocation of the business licence of such company or enterprise;</p> <p>(5) the person who was formerly dismissed by other commercial banks or organizations due to breach of</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>fiduciary duty, and inability to act honestly and diligently in discharging his duties;</p> <p>(6) the person who was the principal person-in-charge of a licensed financial institution that had suffered involuntary closure or loss of assets, and is unable to present evidence to prove that he was not liable for the above-said situations;</p> <p>(7) the shareholder or a staff of shareholder who has loan from the Bank (not including the loan guarantee by certificate of deposit or national bond pledge) that exceed the amount of audited net assets value of the previous year;</p> <p>(8) the person who has loan personally from the Bank or person who works for the enterprise which has loan from the Bank, and the loan is due and outstanding;</p> <p>(9) the person has a relatively large amount of personal indebtedness which is overdue and outstanding;</p> <p>(10) the person is under criminal investigation by the judicial authorities due to possible violation of criminal laws, where such investigation is still pending;</p> <p>(11) the person is prohibited by the laws or administrative regulations from acting as a leader of an enterprise;</p> <p>(12) the person is a non-natural person;</p> <p>(13) the person who is banned from the market and the person whose ban has not been lifted by the China Securities Regulatory Commission; and the person who has been convicted of violation of the relevant securities regulations, which involved fraud and dishonest acts, by a relevant supervisory authority at the place of</p>	<p>fiduciary duty, and inability to act honestly and diligently in discharging his duties;</p> <p>(6) the person who was the principal person-in-charge of a licensed financial institution that had suffered involuntary closure or loss of assets, and is unable to present evidence to prove that he was not liable for the above-said situations;</p> <p>(7) the shareholder or a staff of shareholder who has loan from the Bank (not including the loan guarantee by certificate of deposit or national bond pledge) that exceed the amount of audited net assets value of the previous year;</p> <p>(8) the person who has loan personally from the Bank or person who works for the enterprise which has loan from the Bank, and the loan is due and outstanding;</p> <p>(9) the person has a relatively large amount of personal indebtedness which is overdue and outstanding;</p> <p>(10) the person is under criminal investigation by the judicial authorities due to possible violation of criminal laws, where such investigation is still pending;</p> <p>(11) the person is prohibited by the laws or administrative regulations from acting as a leader of an enterprise;</p> <p>(12) the person is a non-natural person;</p> <p>(13) the person who is banned from the market and the person whose ban has not been lifted by <del>the China Securities Regulatory Commission</del> <u>the securities regulatory authority of the State Council</u>; and the person who has been convicted of violation of the relevant securities regulations, which involved fraud and dishonest acts, by a</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>overseas listing, and where less than five years have elapsed since the day of such conviction;</p> <p>(14) other situations stipulated in the laws and administrative regulations, and by the supervision institutions.</p> <p>The Directors and Supervisors of the Bank shall, when the circumstances of (7) and (8) of this Article apply, bypass considering the transactions of those enterprises which have outstanding loans from the Bank.</p> <p>If serving Directors experience circumstances stated in the Company Law which prohibit them from acting as directors and are banned from the market by the China Securities Regulatory Commission, the Board of Directors of the Bank shall cause such Directors to cease performing duties from the date they are informed of such circumstances and shall propose a replacement according to relevant procedures at the shareholders' general meeting.</p> <p>If serving Supervisors experience circumstances stated in the Company Law which prohibit them from acting as supervisors and are banned from the market by the China Securities Regulatory Commission, the Board of Supervisors of the Bank shall cause such Supervisors to cease performing duties from the date they are informed of such circumstances and shall propose a replacement according to relevant procedures at the shareholders' general meeting.</p> <p>If serving Senior Executives experience circumstances stated in the Company Law which prohibit them from acting as senior executives and are banned from the market by the China</p>	<p>relevant supervisory authority at the place of overseas listing, and where less than five years have elapsed since the day of such conviction;</p> <p>(14) other situations stipulated in the laws and administrative regulations, and by the supervision institutions.</p> <p>The Directors and Supervisors of the Bank shall, when the circumstances of (7) and (8) of this Article apply, bypass considering the transactions of those enterprises which have outstanding loans from the Bank.</p> <p>If serving Directors experience circumstances stated in the Company Law which prohibit them from acting as directors and are banned from the market by <del>the China Securities Regulatory Commission</del> <b><u>the securities regulatory authority of the State Council</u></b>, the Board of Directors of the Bank shall cause such Directors to cease performing duties from the date they are informed of such circumstances and shall propose a replacement according to relevant procedures at the shareholders' general meeting.</p> <p>If serving Supervisors experience circumstances stated in the Company Law which prohibit them from acting as supervisors and are banned from the market by <del>the China Securities Regulatory Commission</del> <b><u>the securities regulatory authority of the State Council</u></b>, the Board of Supervisors of the Bank shall cause such Supervisors to cease performing duties from the date they are informed of such circumstances and shall propose a replacement according to relevant</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		Securities Regulatory Commission, the Board of Directors of the Bank shall cause such Presidents to cease performing duties from the date they are informed of such circumstances and shall propose a replacement according to relevant procedures at the shareholders' general meeting.	procedures at the shareholders' general meeting <b>and the meeting of employee representatives</b> . If serving President's experience circumstances stated in the Company Law which prohibit them from acting as senior executives and are banned from the market by <del>the China Securities Regulatory Commission</del> <b>the securities regulatory authority of the State Council</b> , the Board of Directors of the Bank shall cause such Presidents to cease performing duties from the date they are informed of such circumstances and shall propose a replacement according to relevant procedures at the shareholders' general meeting.
171	Article 225 (original Article 224)	The liabilities of Directors, Supervisors, President and other Senior Managers of the Bank in respect of the breach of certain substantive obligations may be discharged with the informed consent by shareholders' general meeting except for the circumstances provided for in Article 61 of these Articles of Association.	The liabilities of Directors, Supervisors, President and other Senior Managers of the Bank in respect of the breach of certain substantive obligations may be discharged with the informed consent by shareholders' general meeting except for the circumstances provided for in Article <del>61</del> <b>58</b> of these Articles of Association.
172	Article 226 (original Article 225)	In an event that the Directors, Supervisors, President and other Senior Managers of the Bank are interested materially, directly or indirectly, in a contract, transaction or arrangement made or proposed to be made with the Bank (except for the service contract of the Directors, Supervisors, President and other Senior Managers of the Bank), they shall disclose to the Board of Directors the nature and extent of their interest at the earliest opportunity, whether or not	In an event that the Directors, Supervisors, President and other Senior Managers of the Bank are interested materially, directly or indirectly, in a contract, transaction or arrangement made or proposed to be made with the Bank (except for the service contract of the Directors, Supervisors, President and other Senior Managers of the Bank), they shall disclose to the Board of Directors the nature and extent of their interest at the earliest opportunity, whether or not



Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>the relevant matters are subject to the approval by the Board of Directors in normal circumstances.</p> <p>If any connected person of Directors, Supervisors, President and other Senior Managers of the Bank is interested in certain contracts, transactions or arrangements, such Directors, Supervisors, President and other Senior Managers shall also be deemed as interested in the same.</p> <p>Unless the Directors, Supervisors, President and other Senior Managers of the Bank so interested has disclosed such interest to the Board of Directors as required in this Article and the Board of Directors has approved the same in meeting in which he has not been counted in the quorum and has refrained from voting, the Bank shall have the right to revoke such contracts, transactions or arrangements except as against a bona fide party without notice of the breach of the duty by the Directors, Supervisors, President and other Senior Managers concerned.</p> <p>Directors shall refrain from voting on contracts, transactions or arrangements which they or their related persons have material interest and shall not be counted in the quorum of meetings convened for examining such unless provisions are made for such and other recommendations in Note 1 of Addendum 3 of “Listing Rules of the Stock Exchange of Hong Kong Limited” and its stipulations. The definition of “associate” as stipulated in the “the Listing Rules of the Stock Exchange of Hong Kong Limited” shall apply to the “connected person” in this Article.</p>	<p>the relevant matters are subject to the approval by the Board of Directors in normal circumstances.</p> <p>If any connected person of Directors, Supervisors, President and other Senior Managers of the Bank is interested in certain contracts, transactions or arrangements, such Directors, Supervisors, President and other Senior Managers shall also be deemed as interested in the same.</p> <p>Unless the Directors, Supervisors, President and other Senior Managers of the Bank so interested has disclosed such interest to the Board of Directors as required in this Article and the Board of Directors has approved the same in meeting in which he has not been counted in the quorum and has refrained from voting, the Bank shall have the right to revoke such contracts, transactions or arrangements except as against a bona fide party without notice of the breach of the duty by the Directors, Supervisors, President and other Senior Managers concerned.</p> <p><del>Directors shall refrain from voting on contracts, transactions or arrangements which they or their related persons have material interest and shall not be counted in the quorum of meetings convened for examining such unless provisions are made for such and other recommendations in Note 1 of Addendum 3 of “Listing Rules of the Stock Exchange of Hong Kong Limited” and its stipulations. The definition of “associate” as stipulated in the “the Listing Rules of the Stock Exchange of Hong Kong Limited” shall apply to the “connected person” in this Article.</del></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
173	Article 230 (original Article 229)	<p>Guarantees for loans provided by the Bank in breach of the provisions of Article 228 of these Articles of Association shall be unenforceable against the Bank except under the following situations:</p> <p>(1) at the time when the loans were made to the related persons of the Directors, Supervisors, Manager and other Senior Managers of the Bank or those of its parent company, the lender has no knowledge of the circumstances;</p> <p>(2) the security provided by the Bank has been legally sold by the lender to a bona fide purchaser.</p>	<p>Guarantees for loans provided by the Bank in breach of the provisions of Article 229 of these Articles of Association shall be unenforceable against the Bank except under the following situations:</p> <p>(1) at the time when the loans were made to the related persons of the Directors, Supervisors, <del>Manager</del> <b>President</b> and other Senior Managers of the Bank or those of its parent company, the lender has no knowledge of the circumstances;</p> <p>(2) the security provided by the Bank has been legally sold by the lender to a bona fide purchaser.</p>
174	Article 234 (original Article 233)	<p>There shall be a provision in the contract in relation to remuneration made between the Bank and Directors or Supervisors of the Bank that the Directors or the Supervisors of the Bank shall be entitled to the compensation or other payments as a result of loss of office or retirement when the Bank is to be taken over, provided that prior approval shall have been obtained at a shareholders' general meeting. A takeover of the Bank referred to above shall mean one of the following situations:</p> <p>(1) a takeover offer to all shareholders has been made by any person;</p> <p>(2) a takeover offer has been made by any person to enable the offer or to become the controlling shareholder. The meaning of "controlling shareholder" is the same as that defined in Article 62 of these Articles of Association.</p> <p>In the event that the relevant Directors or Supervisors do not comply with the provisions of this Article, any monies received by them shall belong to the</p>	<p>There shall be a provision in the contract in relation to remuneration made between the Bank and Directors or Supervisors of the Bank that the Directors or the Supervisors of the Bank shall be entitled to the compensation or other payments as a result of loss of office or retirement when the Bank is to be taken over, provided that prior approval shall have been obtained at a shareholders' general meeting. A takeover of the Bank referred to above shall mean one of the following situations:</p> <p>(1) a takeover offer to all shareholders has been made by any person;</p> <p>(2) a takeover offer has been made by any person to enable the offer or to become the controlling shareholder. The meaning of "controlling shareholder" is the same as that defined in Article <del>62</del><b>59</b> of these Articles of Association.</p> <p>In the event that the relevant Directors or Supervisors do not comply with the provisions of this Article, any monies received by them shall belong to the</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		persons who sold their shares as a result of the offer made and the expenses incurred as a result of pro rata distribution of such monies shall be borne by such Directors or Supervisors and such expenses shall not be deducted from such monies.	persons who sold their shares as a result of the offer made and the expenses incurred as a result of pro rata distribution of such monies shall be borne by such Directors or Supervisors and such expenses shall not be deducted from such monies.
175		Chapter 16 Financial Accounting System, Distribution of Profits and Audit	<b>Chapter 16</b> <del>Financial Accounting System,</del> <b>and</b> Distribution of Profits
176		Section 1 Financial and Accounting System	<del>Section 1 Financial and Accounting System</del> <b>(The heading is deleted and no separate section is set for this Chapter)</b>
177	Article 235 (original Article 234)	Bank shall establish a financial and accounting system of the Bank in accordance with the laws, the administrative regulations and the PRC accounting system and provisions of the accounting standards formulated by the financial supervisory authorities of the State Council.	The Bank shall establish a financial and accounting system of the Bank in accordance with the laws, the administrative regulations and the PRC accounting system and provisions of the accounting standards formulated by the financial supervisory authorities of the State Council. <b><u>The head office of the Bank shall implement a financial system of unified auditing, unified fund appropriation and hierarchical management for its branches.</u></b>
178	Article 238 (original Article 237)	The financial report prepared by the Bank in accordance with the relevant laws, the administrative regulations and regulatory documents issued by local government or supervisory authorities shall be submitted by the Board of Directors of the Bank to every shareholders' annual meeting.	The financial report prepared by the Bank in accordance with the relevant laws, the administrative regulations and regulatory documents issued by local government or supervisory authorities shall be submitted by the Board of Directors of the Bank to <del>every shareholders' annual meeting</del> <b><u>each annual general meeting.</u></b>
179	Article 240 (original Article 239)	The Bank shall submit its annual financial and accounting report to China Securities Regulatory Commission and the stock exchange of the place where the Bank's shares	<del>The Bank shall submit its annual financial and accounting report to China Securities Regulatory Commission and the stock exchange of the place where the Bank's shares</del>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>are listed within 4 months after the end of each accounting year; submit the interim financial and accounting report to the branch of China Securities Regulatory Commission, and to the stock exchange in accordance with the relevant regulatory requirements of the place where the Bank’s shares are listed, within 2 months after the end of the first 6 months of each accounting year; submit the quarterly financial and accounting report to the branch of China Securities Regulatory Commission, and to the stock exchange in accordance with the relevant regulatory requirements of the place where the Bank’s shares are listed, within 1 months after the end of the first 3 months and the end of the first 9 months, of each accounting year.</p> <p>The interim results or financial information published or disclosed by the Bank shall be prepared in accordance with PRC accounting standards and legal regulations, as well as international accounting standards or the accounting standards of the place where the shares of the Bank are listed.</p>	<p><del>are listed within 4 months after the end of each accounting year; submit the interim financial and accounting report to the branch of China Securities Regulatory Commission, and to the stock exchange in accordance with the relevant regulatory requirements of the place where the Bank’s shares are listed, within 2 months after the end of the first 6 months of each accounting year; submit the quarterly financial and accounting report to the branch of China Securities Regulatory Commission, and to the stock exchange in accordance with the relevant regulatory requirements of the place where the Bank’s shares are listed, within 1 months after the end of the first 3 months and the end of the first 9 months, of each accounting year.</del></p> <p><b><u>The Bank publishes financial reports twice each fiscal year. Specifically, an interim financial report shall be published within 60 days after the end of the first six months of the fiscal year, and an annual financial report shall be published within 120 days after the end of the fiscal year. If there are other provisions of the securities regulatory authority in the place where the Bank’s shares are listed, such provisions shall prevail.</u></b></p> <p>The interim results or financial information published or disclosed by the Bank shall be prepared in accordance with PRC accounting standards and legal regulations, as well as international accounting standards or the accounting standards of the place where the shares of the Bank are listed.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
180	Article 242 (added)	Added	<b><u>The Bank establishes and improves a scientific and reasonable compensation management mechanism, deferred payment and recovery of performance compensation mechanism, and a medium and long-term incentive mechanism compatible with the development strategy, risk management, overall benefits, job responsibilities, social responsibilities, and corporate culture of the Bank.</u></b>
181	Article 248 (original Article 246)	After distributing share dividends, the Bank shall exercise power to forfeit any unclaimed dividends of H shares after an expiration date as applicable.	After distributing share dividends, the Bank shall exercise power to forfeit any unclaimed dividends of H shares after an expiration date as applicable. <b><u>For holders of H shares that the Bank has not been able to contact, the Bank will deal with the relevant matters in the following ways:</u></b> <b><u>(1) Regarding the exercise of the right to cease sending dividend warrants by post, if such dividend warrants have not been cashed, the right shall be exercised only after such warrants have been uncashed on two consecutive occasions. However, such right may also be exercised when the dividend warrants are returned after they fail to reach the addressees for the first time.</u></b> <b><u>(2) The Bank shall have the right to sell the shares of the holders of H shares that the Bank has not been able to contact in such a manner as the Board of Directors may deem fit, subject to the following conditions:</u></b> <b><u>(a) the Bank has distributed dividends for such shares at least three times within 12 years and no one claims the dividend during such</u></b>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>period; and (b) the Bank advertises on one or more newspapers in the place where the Bank’s shares are listed upon the expiration of the 12-year period, stating the Bank’s intention to sell the shares, and notifies the Stock Exchange of Hong Kong.</u></p>
182		Section 2 Internal Audit	<p><del>Section 2 Internal Audit (The heading is deleted and no separate section is set for this Chapter)</del></p>
183		Added chapters and sections	<p><b><u>Chapter 16 Internal Audit, Internal Control and Risk Management</u></b></p>
184	Article 249 (original Article 247)	<p>The Bank shall implement an internal audit system and have internal audit staff, for the carrying out of internal audit and supervision on the financial matters and economic activities of the Bank.</p> <p>The internal audit system and the duties of the internal audit staff shall be implemented after the approval by the Board of Directors. The internal audit department shall have independent and vertical management, with the principal person being appointed and removed by the Board of Directors. The internal audit department shall be accountable to the Board of Directors and the Audit Committee of the Board of Directors and regularly report to the Board of Directors, the Audit Committee of the Board of Directors and the Board of Supervisors with notifying the Senior Management.</p>	<p>The Bank shall implement an internal audit system and have internal audit staff, <del>for the carrying out of internal audit and supervision on the financial matters and economic activities of the Bank,</del> who shall conduct an <b><u>independent and objective supervision, inspection and assessment of the Bank’s financial revenues and expenditures, operating activities, risk profile, internal control and corporate governance effectiveness.</u></b></p> <p><del>The internal audit system and the duties of the internal audit staff shall be implemented after the approval by the Board of Directors. The internal audit department shall have independent and vertical management, with the principal person being appointed and removed by the Board of Directors. The internal audit department shall be accountable to the Board of Directors and the Audit Committee of the Board of Directors and regularly report to the Board of Directors, the Audit Committee of the</del></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<del>Board of Directors and the Board of Supervisors with notifying the Senior Management.</del>
185	Article 250 (added)	Added	<p><b><u>The internal audit department of the Bank implements independent and vertical management of internal audit, and the internal audit work shall be independent of business operations, risk management, and internal control compliance. The Board of Directors shall assume ultimate responsibility for the independence and effectiveness of internal audit, and shall be responsible for approving the internal audit charter, the medium and long-term audit plans, and the annual audit plan. The person in charge of audit is responsible to the Board of Directors, and shall be appointed and dismissed by the Board of Directors, report to the Board of Directors and its Audit Committee and the Board of Supervisors on a regular basis and inform the Senior Management. The Senior Management of the Bank shall ensure and support the implementation of the Bank's internal audit system and the performance of the auditors' duties, provide the internal audit department with materials and information in respect of the Bank's financial position, risk profile and internal control status in a timely manner based on the needs of internal audit, and shall not obstruct or hinder the audit activities carried out by the internal audit department in accordance with its duties.</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
186	Article 251 (added)	Added	<u>The Bank shall establish a sound internal control system, clarify internal control responsibilities, improve internal control measures, strengthen internal control safeguards, and continuously carry out internal control evaluation and supervision.</u>
187	Article 252 (added)	Added	<u>The Board of Directors of the Bank shall continuously focus on the status of internal controls, establish a good internal control culture, and conduct regular research and assessment on the soundness, reasonableness and effectiveness of internal controls.</u>
188	Article 251 (added)	Added	<u>The Bank shall establish a comprehensive risk management system that covers all business processes and operational aspects and is proportional to the risk condition of the Bank, and shall establish corresponding loss-absorbing and risk-prevention mechanisms in the event of major risks.</u>
189		Added	<u>Chapter 18 Information Disclosure and Notice</u>
190	Article 262 (added)	Added	<u>The Board of Directors of the Bank shall establish an information disclosure system in accordance with laws, regulations, rules, relevant provisions of the securities regulatory authority at the place where the shares of the Bank are listed as well as these Articles of Association.</u>
191	Article 263 (added)	Added	<u>The Bank and other information disclosure obligors provided by laws, regulations and the securities regulatory authorities of the State Council shall fulfill information</u>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>disclosure obligations in a timely manner and in accordance with the law. The Bank shall disclose basic corporate information, financial and accounting reports, risk management information, corporate governance information and information on major issues in the annual information disclosure report. The Bank shall disclose any major issues in respect of the Bank's corporate governance in a timely manner.</u></p> <p><u>The information disclosed by the Bank shall be true, accurate, complete, concise, clear and easy to understand, and shall not contain false records, misleading statements or material omissions.</u></p>
192	Article 264 (added)	Added	<p><u>The Directors and the Senior Management personnel of the Bank shall sign written confirmation opinions regarding the securities offering documents and periodical reports.</u></p> <p><u>The Board of Supervisors of the Bank shall review the securities offering documents and periodical reports prepared by the Board of Directors, and issue written examination opinions. Supervisors shall sign written confirmation opinions.</u></p> <p><u>The Directors, Supervisors and Senior Management personnel of the Bank shall ensure that the Bank discloses information in a timely and fair manner and that the information disclosed is true, accurate and complete.</u></p> <p><u>Directors, Supervisors, and Senior Management personnel who are unable to ensure the authenticity, accuracy and completeness of the</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<u>content of securities offering documents and periodical reports or have raised any objections shall express their opinions and state reasons in the written confirmation opinions, which shall be disclosed by the Bank. If the Bank fails to make such disclosure, the Directors, Supervisors, and Senior Management personnel may directly apply for disclosure.</u>
193	Article 265 (added)	Added	<u>Any public undertakings made by the Bank and the controlling shareholders, actual controllers, Directors, Supervisors and Senior Management personnel of the Bank shall be disclosed.</u>
194	Article 266 (added)	Added	<u>In addition to the information required to be disclosed in accordance with the law, the Bank may voluntarily disclose information relating to the value judgments and investment decisions made by investors, provided that such information does not conflict with the information disclosed in accordance with the law and does not mislead investors.</u>
195	Article 267 (original Article 256)	Notices of the Bank shall be given in the following manners: (1) by pre-paid mail; (2) by announcement; (3) by personal delivery; (4) under the precondition of being in conformity with the law, administrative regulations, and the listing rules of the relevant supervisory authorities where the securities are listed, by method of issuance on the websites of the Bank and the stock exchange where the securities are listed;	Notices of the Bank shall be given in the following manners: (1) by pre-paid mail; (2) by announcement; (3) by personal delivery; (4) under the precondition of being in conformity with the law, administrative regulations, and the listing rules of the relevant supervisory authorities where the securities are listed, by method of issuance on the websites of the Bank and the stock exchange where the securities are listed;

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(5) by the methods agreed in advance by the Bank and the notice recipient or other methods recognized by notice recipient after receiving the notice;</p> <p>(6) by method of notice which are recognized by the relevant supervisory authorities where the securities are listed.</p> <p>The “other methods” as stated in the preceding provision (4) shall include but not limited to transmission methods such as electronic mails or facsimile.</p> <p>Unless the manner of notice is stipulated by these Articles of Association, the Bank shall normally serve the notice to shareholders and debenture holders in the manner as stated in preceding provisions (1) and (2); if the circumstances stated in preceding provision (5) exist, the notice shall be served in accordance with (5).</p> <p>The notice to Directors and Supervisors shall normally be served in accordance with the manner as stated in preceding provision (5). The manners as stated in provisions (1) and (3) may also be adopted depending on the circumstances.</p> <p>Notwithstanding that the manner of issuance or notice for any document, announcement or other communication is otherwise specified in the Articles of Association, the Bank may, under the precondition that the listing rules of the relevant supervisory authorities where the securities are listed are complied with, issue the corporate communications by adopting the manner of notice as specified in the fourth provision, the first paragraph, to replace the sending of written documents by personal delivery or</p>	<p>(5) by the methods agreed in advance by the Bank and the notice recipient or other methods recognized by notice recipient after receiving the notice;</p> <p>(6) by method of notice which are recognized by the relevant supervisory authorities where the securities are listed.</p> <p>The “other methods” as stated in the preceding provision (4) shall include but not limited to transmission methods such as electronic mails or facsimile.</p> <p><del>Unless the manner of notice is stipulated by these Articles of Association, the Bank shall normally serve the notice to shareholders and debenture holders in the manner as stated in preceding provisions (1) and (2); if the circumstances stated in preceding provision (5) exist, the notice shall be served in accordance with (5).</del></p> <p><b><u>Unless otherwise stipulated in the Articles of Association, the various forms of notices provided in the preceding paragraph shall also apply to notices given by the Bank to directors and supervisors. The notice to Directors and Supervisors shall normally be served in accordance with the manner as stated in preceding provision (5). The manners as stated in provisions (1) and (3) may also be adopted depending on the circumstances.</u></b></p> <p>Notwithstanding that the manner of issuance or notice for any document, announcement or other communication is otherwise specified in the Articles of Association, the Bank may, under the precondition that the listing rules of the relevant supervisory authorities where the securities are listed are complied</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>pre-paid mail to the H-share holders of the Bank. The corporate communication as mentioned above refers to any document sent or to be sent by the Bank for the shareholders to make reference or take action, including but not limited to annual report (including annual financial report), interim report (including interim financial report), notice for shareholders' general meeting, circular as well as other communications.</p> <p>The notice given to domestic shareholders by the Bank shall be published in the newspaper, which shall be distributed throughout the country, designated by the securities regulatory authority of the State Council. Once the notice is published, all domestic shareholders are deemed to have received the relevant notice.</p> <p>Unless it is provided otherwise, any notice or reports which are given out in form of announcement as required in accordance with rules or as approved, shall be published in one or several newspaper(s) as designated by the securities regulatory authority of the State Council, and simultaneously disclosed by the means as designated by the Hong Kong Stock Exchange.</p>	<p>with, issue the corporate communications by adopting the manner of notice as specified in the fourth provision, the first paragraph, to replace the sending of written documents by personal delivery or pre-paid mail to the H-share holders of the Bank. The corporate communication as mentioned above refers to any document sent or to be sent by the Bank for the shareholders to make reference or take action, including but not limited to annual report (including annual financial report), interim report (including interim financial report), notice for shareholders' general meeting, circular as well as other communications.</p> <p><del>The notice given to domestic shareholders by the Bank shall be published in the newspaper, which shall be distributed throughout the country, designated by the securities regulatory authority of the State Council. Once the notice is published, all domestic shareholders are deemed to have received the relevant notice.</del></p> <p><del>Unless it is provided otherwise, any notice or reports which are given out in form of announcement as required in accordance with rules or as approved, shall be published in one or several newspaper(s) as designated by the securities regulatory authority of the State Council, and simultaneously disclosed by the means as designated by the Hong Kong Stock Exchange.</del></p>
196	Original Article 259 (deleted)	Regarding the holders of H shares who cannot be contacted by the Bank, the Bank shall apply the following measures:	The content of this article is incorporated into Article 248 of the amended Articles of Association.

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>(1) Regarding the exercise of right to terminate delivering dividend warrant in way of mail, if such dividend warrant has not been withdrawn, such right may be exercised if the dividend warrant is not withdrawn for two consecutive times. However, such right may be exercised if the dividend warrant is returned without reaching the recipient in the first time.</p> <p>(2) Regarding the exercise of right to sell the shares of the shareholders who cannot be contacted, such right shall not be exercised unless all the following provisions are met:</p> <p>(a) Dividends were distributed to the relevant shares at least three times within 12 years. No one claims the dividend during such period; and</p> <p>(b) The Bank advertises on newspaper on the expiration of the 12-year limitation period stating the intention to sell the shares, and notify the Stock Exchange of Hong Kong Limited accordingly.</p>	
197		Added	<b><u>Chapter 19 Employees Management and Social Responsibilities</u></b>
198	Article 270 (added)	Added	<b><u>The Bank shall comply with national laws and administrative regulations on employment, labor protection and social security, implement the national labor protection and social insurance system, and shall be obliged to respect and protect the legitimate rights and interests of the employees of the Bank.</u></b>
199	Article 271 (added)	Added	<b><u>The Bank shall strengthen the protection of employees' rights and interests, ensure that employees enjoy an equal environment for promotion and development, and provide necessary conditions for the</u></b>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>employee representative congress and labor unions to perform their duties in accordance with the law.</u></p> <p><u>The Bank shall actively encourage and support employees to participate in corporate governance and encourage employees to report to the Board of Directors, the Board of Supervisors or regulatory authorities through legal channels regarding violations of laws, regulations and professional ethical codes.</u></p>
200	Article 272 (added)	Added	<p><u>The Bank shall establish and improve the system of employee representative congress under the leadership of the Party Committee.</u></p> <p><u>The employee representative congress is the basic form of democratic management of the Bank, and it is the organization for employees to exercise democratic management power. The opinions of the employees shall be considered in making major decisions, and major issues concerning the interests of the employees shall be deliberated by the employee representative congress.</u></p> <p><u>The labor union of the Bank shall undertake the daily work of the employee representative congress.</u></p>
201	Article 273 (added)	Added	<p><u>The Bank implements the labor contract system for all employees.</u></p> <p><u>The Bank shall have the right to decide at its sole discretion the criteria and number of employees to be recruited, the time and the form of recruitment and the form of employment in accordance with the relevant state regulations.</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<b><u>The Bank shall implement an employee remuneration system with strong incentives and effective constraints and reasonably determine the level of remunerations of all employees.</u></b>
202	Article 274 (added)	Added	<b><u>The Bank shall establish internal regulations for employee rewards and punishments in accordance with the law, reward employees with outstanding contributions, and hold employees accountable for violations of rules and regulations.</u></b>
203	Article 275 (added)	Added	<b><u>Labor disputes between the Bank and its employees shall be dealt with in accordance with the relevant state laws and regulations and the Bank's regulations with regard to the treatment of labor disputes.</u></b>
204	Article 276 (added)	Added	<b><u>The Bank shall respect the legitimate rights and interests of financial consumers, employees, suppliers, creditors, communities and other stakeholders, improve the mechanism to protect the legitimate rights and interests of financial consumers, and regularly disclose social responsibility (ESG) reports to the public.</u></b>
205		Original Chapter 19 Merger and Division	<b><u>Chapter <del>19</del>20 Merger, Division, Dissolution and Liquidation</u></b>
206		Original contents of Chapter 19	<b><u>Section 1 Merger and Division</u></b>
207		Original contents of Chapter 20	<b><u>Section 2 Dissolution and Liquidation</u></b>
208		Original Chapter 21 Procedures for Amending the Articles of Association	This chapter is changed to be Chapter 23 of the amended Articles of Association
209			

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		Original Chapter 22 Dispute Resolutions Involving Holders of H shares	<b>Chapter <del>22</del> 21 Dispute Resolutions Involving <u>Shareholders</u> <del>Holder</del> of H shares</b>
210	Article 295	Article 59 of the original Articles Association is moved here.	<b><u>The Bank shall protect the legitimate rights and interests of the shareholders and shall treat all shareholders fairly.</u></b> <b><u>If the content of any resolution of the shareholders' general meeting or the Board of Directors violates laws or administrative regulations, the shareholders shall have the right to request the people's court to declare such content null and void. If the convening procedures or voting method of the shareholders' general meeting or the Board of Directors violates laws or administrative regulations or these Articles of Association, or the content of any resolution conflicts with these Articles of Association, the shareholders shall have the right to request the people's court to dismiss the resolution within 60 days from the date of adoption of such resolution.</u></b> <b><u>If Directors or Senior Management personnel violate laws, administrative regulations or these Articles of Association during the performance of their duties and cause losses to the Bank, the shareholders holding individually or in aggregate over 1% of the shares in the Bank for consecutive 180 days shall have the right to request in writing the Board of Supervisors to initiate legal proceedings in the people's court. If Supervisors violate laws, administrative regulations or these Articles of Association during the performance</u></b>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>of their duties and cause losses to the Bank, the shareholders may request in writing the Board of Directors to initiate legal proceedings in the people’s court.</u></p> <p><u>If the Board of Supervisors or the Board of Directors refuses to initiate legal proceedings after receipt of the written request of the shareholders set forth in the preceding paragraph, or fails to initiate legal proceedings within 30 days after the date of receipt of the request, or where any failure to immediately initiate legal proceedings will result in irreparable damage to the interests of the Bank in the case of an emergency, the shareholders set forth in the preceding paragraph shall, for the benefit of the Bank and in their own name, have the right to directly initiate legal proceedings in the people’s court.</u></p> <p><u>If others infringe on the legitimate rights and interests of the Bank and cause losses to the Bank, the shareholders set forth in the third paragraph of this Article may initiate legal proceedings in the people’s court in accordance with the provisions of the third and fourth paragraph.</u></p> <p><u>If Directors or Senior Management personnel violate laws, administrative regulations or these Articles of Association and harm the interests of the shareholders, the shareholders may initiate legal proceedings in the people’s court.</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
211		Chapter 23 Special Provisions on Preference Shares	<b>Chapter <del>23</del><u>22</u> Special Provisions on Preference Shares</b>
212	Article 301 (original Article 285)	Preference shareholders of the Bank shall enjoy the following rights: (1) to payment of dividends in priority to ordinary shareholders; (2) to distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders; (3) upon the occurrence of the circumstances provided in Article 287, to attend and vote at shareholders' general meetings; (4) upon the occurrence of the circumstances provided in Article 288, to have its voting rights restored in accordance with the requirements of that Article; (5) to make proposals or inquiries in relation to the business operations and activities of the Bank; (6) to inspect the Bank's Articles of Association, register of shareholders, record of bondholders, minutes of shareholders' general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors and financial reports; and (7) other rights conferred to preference shareholders by laws, administrative regulations, department rules and these Articles of Association.	Preference shareholders of the Bank shall enjoy the following rights: (1) to payment of dividends in priority to ordinary shareholders; (2) to distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders; (3) upon the occurrence of the circumstances provided in Article <del>287</del> <b>303</b> , to attend and vote at shareholders' general meetings; (4) upon the occurrence of the circumstances provided in Article <del>288</del> <b>304</b> , to have its voting rights restored in accordance with the requirements of that Article; (5) to make proposals or inquiries in relation to the business operations and activities of the Bank; (6) to inspect the Bank's Articles of Association, register of shareholders, record of bondholders, minutes of shareholders' general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors and financial reports; and (7) other rights conferred to preference shareholders by laws, administrative regulations, department rules and these Articles of Association.
213	Article 306 (original Article 290)	In the event of liquidation of the Bank as a result of dissolution, bankruptcy or other reasons, the remaining assets of the Bank after liquidation in accordance with laws, administrative regulations, departmental rules and paragraph (1) to (5) under Article 274 shall be distributed first to the preference shareholders. Preference shareholders shall be entitled to an	In the event of liquidation of the Bank as a result of dissolution, bankruptcy or other reasons, the remaining assets of the Bank after liquidation in accordance with laws, administrative regulations, departmental rules and paragraph (1) to (5) under Article <del>274</del> <b>91</b> shall be distributed first to the preference shareholders. Preference shareholders shall be entitled to an

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		amount equal to the total value of the then issued and outstanding preference shares plus any declared but unpaid dividends for the current period. If there are insufficient residual assets, the distribution shall be made on a pro rata basis to the domestic preference shareholders and offshore preference shareholders.	amount equal to the total value of the then issued and outstanding preference shares plus any declared but unpaid dividends for the current period. If there are insufficient residual assets, the distribution shall be made on a pro rata basis to the domestic preference shareholders and offshore preference shareholders.
214		Original Chapter 21 Procedures for Amending the Articles of Association	<b>Chapter 23 Procedures for Amending the Articles of Association</b>
215	Article 307 (original Article 278)	<p>The Bank may amend these Articles of Association pursuant to the laws, the administrative regulations and the provisions of these Articles of Association.</p> <p>If any of the following circumstances applies, these Articles of Association shall be amended:</p> <p>(1) After the amendment of Company Law or relevant laws and regulations, the provisions of these Articles of Association are in contradiction with the amended laws and regulations;</p> <p>(2) The situation of the Bank has changed in such a way that it is not in compliance with the situation of these Articles and needs amendment;</p> <p>(3) Amendment decided by the shareholders' general meeting</p>	<p><del>The Bank shall amend these Articles of Association under any of the following circumstances applies:</del></p> <p>If any of the following circumstances applies, <b>the Bank</b> shall amend these Articles of Association:</p> <p>(1) After the amendment of Company Law or relevant laws and regulations, the provisions of these Articles of Association are in contradiction with the amended laws and regulations;</p> <p>(2) The situation of the Bank has changed in such a way that it is not <del>in compliance</del> <b>consistent</b> with the matters stated in situation of these Articles of Association;</p> <p><del>(3) Amendment decided by the shareholders' general meeting</del></p> <p><b>(3) The shareholders' general meeting decides to amend the Articles of Association.</b></p>
216	Original Article 279 (deleted)	Those amendments to these Articles of Association decided by resolutions passed in shareholders' general meeting shall be submitted for the approval of the ministry of banking supervision and regulatory of the State Council. The amendments to these Articles of Association which involve the contents of the Mandatory Provisions for the Articles of	Deleted

Serial No.	Article No.	Pre-revision articles	Post-revision articles
		<p>Association of Companies to be Listed Overseas shall be submitted to and approved by the vetting authority authorized by the State Council and the securities regulatory authority of the State Council. If the amendments involve the registered items of the Bank, the Bank shall apply for registration of changes in the registered items in accordance with the laws.</p> <p>The Board of Directors shall amend these Articles of Association in accordance with the authorization given by resolutions of the shareholders' general meeting, the opinions of relevant competent authorities upon examination and approval, and the regulations of supervisory authorities and rules of the stock exchange.</p>	
217	Article 308 (added)	Added	<p><b><u>The Bank may amend these Articles of Association as needed, and such amendments shall not conflict with laws, administrative rules and regulations and the relevant provisions of the securities regulatory authorities where the Bank's shares are listed. The Board of Directors may amend these Articles of Association in accordance with the resolution and authorization of the shareholders' general meeting to amend the Articles of Association.</u></b></p>
218	Article 309 (added)	Added	<p><b><u>If the amendments to these Articles of Association adopted by resolution of the shareholders' general meeting are subject to the approval of the relevant authorities, such amendments shall be submitted to the relevant authorities for approval.</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<b><u>If the amendments involve the registered items of the Bank, the Bank shall apply for registration of changes in the registered items in accordance with the laws.</u></b>
219			The relevant chapters and articles of the Articles of Association and the serial numbers of the cross-references are adjusted accordingly according to the above, and errors in certain wordings and punctuations have been corrected.

**APPENDIX II                      PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE SHAREHOLDERS’ GENERAL MEETING**

Proposed amendments to the Procedural Rules of the Shareholders’ General Meeting are as follows (amendments are shown in underlines and strikethroughs):

No.	Article No.	Before Amendment	After Amendment
1	Article 1	In order to improve the corporate management structure of the Bank of Communications Co., Ltd (the “Bank”), ensure that the shareholders legally exercise the shareholders’ rights, and guarantee the efficient, smooth, organised and regulated operation of the shareholders’ general meeting, these Procedural Rules are formulated in accordance with the provisions of the Company Law of PRC, Commercial Bank Law of PRC, Guidance on the Management of Joint-stock Commercial Bank, Standards for the Governance of Listed Companies, Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules for Shareholders’ General Meeting of Listed Companies and the Articles of Association of Bank of Communications Co., Ltd (“Articles of Association”) and on the basis of the actual condition of the Bank.	In order to improve the corporate management structure of the Bank of Communications Co., Ltd (the “Bank”), ensure that the shareholders legally exercise the shareholders’ rights and that <b><u>the shareholders’ general meeting exercises its functions and powers in accordance with the law</u></b> , and guarantee the efficient, smooth, organised and regulated operation of the shareholders’ general meeting, these Procedural Rules are formulated in accordance with the provisions of the <del>Company Law of PRC, Commercial Bank Law of PRC, Guidance on the Management of Joint stock Commercial Bank</del> , Standards for the Governance of Listed Companies, <del>Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas</del> , the Rules for Shareholders’ General Meeting of Listed Companies, <del>and</del> the Articles of Association of Bank of Communications Co., Ltd. and other applicable regulations (“ <b><u>the Bank’s</u></b> Articles of Association”) and on the basis of the actual condition of the Bank.
2	Article 4	The shareholders’ general meeting shall exercise its functions and powers within the scope specified by the Company Law of the PRC and the Articles of Association. The Board of Directors shall be responsible for the implementation of all preparation work for the convening of the shareholders’ general meeting. The Board of Directors may establish secretariat for the shareholders’ general meeting which shall be responsible for specific organization and implementation of the meeting under the leadership of the Secretary of the Board of Directors.	The shareholders’ general meeting shall exercise its functions and powers within the scope specified by <b><u>laws and regulations, regulatory rules</u></b> , <del>the Company Law of the PRC and the Bank’s</del> Articles of Association <b><u>and these Procedural Rules</u></b> . The Board of Directors shall be responsible for the implementation of all preparation work for the convening of the shareholders’ general meeting. <del>The Board of Directors may establish secretariat for the shareholders’ general meeting which shall be under the leadership of the Secretary</del> <b><u>Office</u></b> of the

**APPENDIX II                      PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE SHAREHOLDERS’ GENERAL MEETING**

No.	Article No.	Before Amendment	After Amendment
			Board of Directors shall be responsible for specific organization and implementation of the meeting.
3	Chapter 2 (Added)	Added	<b><u>Powers and Authority of the Shareholders’ General Meeting</u></b>
4	Article 10 (Added)	Added	<p><b><u>The shareholders’ general meeting is the governing body of the Bank and shall exercise the following powers in accordance with laws, regulations, regulatory rules and requirements and the Bank’s Articles of Association:</u></b></p> <p><b><u>(1) to determine the business policies and investment plans of the Bank;</u></b></p> <p><b><u>(2) to elect <del>and</del>, replace and dismiss the Directors and Supervisors (other than those who are staff representatives) and to determine the remuneration of the relevant Directors and Supervisors;</u></b></p> <p><b><u>(3) to examine and to approve the report of the Board of Directors;</u></b></p> <p><b><u>(4) to examine and to approve the report of the Board of Supervisors;</u></b></p> <p><b><u>(5) to examine and to approve the annual financial budgets and final accounts of the Bank;</u></b></p> <p><b><u>(6) to examine and to approve the plans for profit distribution and making up of losses of the Bank;</u></b></p> <p><b><u>(7) to arrive at the resolution on the increase or reduction in the registered capital of the Bank;</u></b></p> <p><b><u>(8) to arrive at the resolution on the issuance of debentures or other securities by and the listing plan of the Bank;</u></b></p> <p><b><u>(9) to arrive at the resolution on matters like merger, division, dissolution, liquidation or change in the form of the Bank;</u></b></p> <p><b><u>(10) to amend these Articles of Association and to review and adopt procedural rules of shareholders’ general meeting.</u></b></p>

No.	Article No.	Before Amendment	After Amendment
			<p><u>procedural rules of the board of directors and procedural rules of the board of supervisors;</u></p> <p><u>(11) to arrive at the resolution on the appointment or dismissal of appointment of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</u></p> <p><u>(12) to examine any motion put forward by shareholders representing more than 3% of the Bank's total voting shares;</u></p> <p><u>(13) to examine and approve the matters of the establishment of a legal entity by the Bank, equity investment, investment on bonds, asset purchasing, asset disposal, asset write off, mortgage of assets and the provision of other guarantee unrelated to commercial banking business;</u></p> <p><u>(14) to examine and approve the matter in relation to altering the purpose of raised capital;</u></p> <p><u>(15) to consider share incentive schemes and employee share ownership plan;</u></p> <p><u>(16) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and dividends distribution;</u></p> <p><u>(17) to resolve on acquisition by the Bank of its own shares in accordance with the laws;</u></p> <p><u>(18) to arrive at resolution on other matters in the shareholders' general meeting in accordance with the requirement of the pertinent laws, the administrative rules and regulations, regulatory rules and these Articles of Association.</u></p>



**APPENDIX II                      PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE SHAREHOLDERS' GENERAL MEETING**

No.	Article No.	Before Amendment	After Amendment
			<u>The Party Committee's research and discussion as preliminary procedure shall be performed before making decisions on major business and management matters at the general meeting of shareholders.</u>
5	Article 11 (Added)	Added	<u>The matters within the scope of shareholders' general meeting shall be examined and determined by shareholders' general meeting. In necessary, reasonable and legal and compliant cases, these matters can be determined by the Board of Directors according to the authorization of shareholders' general meeting. The contents of authorization shall be specific and concrete. For the matters of authorization belonging to that shall be approved by ordinary resolution of shareholders' general meeting stipulated in the Bank's Articles of Association, majority of voting power of shareholders (including shareholder's agents) are required; if the matters of authorization belonging to that shall be approved by special resolution of shareholders' general meeting stipulated in the Bank's Articles of Association, 2/3 of voting power of shareholders (including shareholder's agents) are required.</u>
6	Article 12 (Added)	Added	<u>The shareholders' general meetings can be convened by the Board of Directors, the Board of Supervisors and the ordinary shareholders who individually or collectively hold more than 10% of the Bank's shares for more than 90 consecutive days (including the preferred shareholders whose voting rights have been restored).</u>
7	Article 16 (original Article 13)	Shareholder(s) individually or in aggregate holding over 10% of the voting rights of the shares having the right to vote in such a	Shareholder(s) <u>(including the preferred shareholders whose voting rights have been restored)</u> individually or in aggregate

No.	Article No.	Before Amendment	After Amendment
		<p>meeting may sign one or several written requests in the same form requesting the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not within 10 days of the receipt of the written requests.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within 5 days after the resolution of the Board of Directors is made. In the event of the notice making any change to the original requests, the consent of the relevant shareholders shall be obtained.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give a reply within 10 days of receipt of the requests, shareholder(s) individually or in aggregate holding over 10% of the shares in the Bank are entitled to propose to the Supervisory Committee to convene an extraordinary general meeting. Such proposal shall be made in writing.</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within 5 days upon receipt of the proposal. In the event of the notice making any change to the original motion, the consent of the relevant shareholders shall be obtained.</p> <p>If the Supervisory Committee fails to give notice of general meeting within the requisite period, the Supervisory Committee shall be deemed to have failed to convene and preside over the general meeting, and shareholder(s) individually or in aggregate holding over 10% of the shares in the Bank for over 90 consecutive days may convene and preside</p>	<p>holding over 10% of the voting rights of the shares having the right to vote in such a meeting may sign one or several written requests in the same form requesting the Board of Directors to convene an extraordinary general <b>meeting</b>. The Board of Directors shall, in accordance with the laws and <del>administrative</del> regulations, <b>regulatory rules</b> and <b>the Bank's</b> Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not within 10 days of the receipt of the written requests.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within 5 days after the resolution of the Board of Directors is made. In the event of the notice making any change to the original requests, the consent of the relevant shareholders shall be obtained.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give a reply within 10 days of receipt of the requests, shareholder(s) <b>(including the preferred shareholders whose voting rights have been restored)</b> individually or in aggregate holding over 10% of the shares in the Bank are entitled to propose to the Supervisory Committee to convene an extraordinary general meeting. Such proposal shall be made in writing.</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within 5 days upon receipt of the proposal. In the event of the notice making any change to the original motion, the consent of the relevant shareholders shall be obtained.</p> <p>If the Supervisory Committee fails to give notice of general meeting within the requisite period, the Supervisory Committee shall be</p>

No.	Article No.	Before Amendment	After Amendment
		<p>over the general meeting on their own accord. The procedures for convening such shareholders’ general meeting shall follow those shareholders’ general meeting convened by Directors as much as possible.</p> <p>All expenses necessary for convening shareholders’ general meeting by the shareholders as a result of the Directors’ failure to convene a meeting at shareholders’ request shall be borne by the Bank, and the Bank shall be entitled to obtain indemnification from the defaulting Directors.</p>	<p>deemed to have failed to convene and preside over the general meeting, and shareholder(s) <b><u>(including the preferred shareholders whose voting rights have been restored)</u></b> individually or in aggregate holding over 10% of the shares in the Bank for over 90 consecutive days may convene and preside over the general meeting on their own accord. The procedures for convening such shareholders’ general meeting shall follow those shareholders’ general meeting convened by Directors as much as possible.</p> <p>All expenses necessary for convening shareholders’ general meeting by the shareholders as a result of the Directors’ failure to convene a meeting at shareholders’ request shall be borne by the Bank, <b><u>and deducted from the amount payable by</u></b> <del>to</del> the Bank <del>shall be entitled to obtain indemnification from</del> to the defaulting Directors.</p>
8	Article 17 (original Article 14)	<p>In the event that the Supervisory Committee or the shareholders intend to convene a shareholders’ general meeting, the Supervisory Committee or the shareholders concerned shall issue a written notice to the Board of Directors and, at the same time, notify the relevant regulatory authorities and the Stock Exchange.</p> <p>Before announcing the decision to convene the shareholders’ general meeting, the shareholding of those shareholders who convened the meeting shall not be less than 10%.</p> <p>The Supervisory Committee and the shareholders convening the shareholders’ general meeting shall, at the time of issuing the notice of shareholders’ general meeting and the announcement to convene the shareholders’ general meeting, submit relevant materials to the representative</p>	<p><b><u>If the board of supervisors or the</u></b> <del>In the event that the Supervisory Committee or the shareholders</del> <b><u>decide intend</u></b> to convene a shareholders’ general meeting, <b><u>they the</u></b> <del>Supervisory Committee or the shareholders concerned</del> shall <b><u>give issue</u></b> a written notice to the Board of Directors and, at the same time, file with <del>notify the relevant regulatory authorities and</del> the Stock Exchange <b><u>in accordance with the relevant rules prevailing in the place of listing</u></b> <del>regulations applicable at the place where the shares are listed.</del></p> <p><b><u>The proportion of shares in the possession of the convening shareholders shall be at least 10% before the resolution of shareholders’ general meeting is declared</u></b> <del>Before announcing the decision to convene the shareholders’ general meeting, the shareholding of those shareholders who</del></p>

No.	Article No.	Before Amendment	After Amendment
		organisations of the Chinese securities regulator in the Bank's locality and the Stock Exchange.	<del>convened the meeting shall not be less than 40% (including the preferred shareholders whose voting rights have been restored). The Board of Supervisor</del> <del>The Supervisory Committee and or</del> <u>the shareholders shall submit the corresponding certificates to local stock exchange when issuing the notice of convening a shareholders' general meeting and declaring the resolution of shareholders' general meeting.</u> <del>convening the shareholders' general meeting shall, at the time of issuing the notice of shareholders' general meeting and the announcement to convene the shareholders' general meeting, submit relevant materials to the representative organisations of the Chinese securities regulator in the Bank's locality and the Stock Exchange.</del>
9	Article 18 (original Article 15)	With regard to the shareholders' general meeting convened by the Supervisory Committee or shareholders on its/their own initiative, the Board of Directors and its secretary shall offer cooperation. The Board of Directors shall provide the register of shareholders as of the shareholding record date. If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for other purposes except for the shareholders' general meeting.	The Board of Directors and the Secretary of the Board shall be cooperative <del>With regard to</del> the shareholders' general meeting convened by the Board of Supervisors <del>Supervisory Committee and the</del> <u>or</u> shareholders on its/their own initiative <u>in accordance with the Bank's Articles of Association and these Procedural Rules</u> , the Board of Directors and its secretary shall offer cooperation. The Board of Directors shall provide the register of shareholders <u>recorded on the date of record</u> <del>as of the shareholding record date</del> . If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the shareholders' general meeting. <u>The convener shall not use the register of shareholders for any purpose other than the shareholders' general meeting.</u> <del>The register of shareholders</del>

**APPENDIX II**

**PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE SHAREHOLDERS' GENERAL MEETING**

No.	Article No.	Before Amendment	After Amendment
			<del>obtained by the convener shall not be used for other purposes except for the shareholders' general meeting.</del>
10	Article 20 (original Article 17)	The convener shall, 45 days prior to the meeting, notify all registered shareholders in writing of issues to be considered as well as date and place of the meeting. Directors intending to attend the shareholders' general meeting shall, 20 days prior to the meeting, send to the Bank a written reply with regard to their intention of attending the meeting.	A shareholders' general meeting shall be convened by a written notice served on the shareholders registered as such in the register of shareholders prior to the meeting specifying the matters to be considered and the time and place of the meeting. <del>The convener shall, 45 days prior to the meeting, notify all registered shareholders in writing of issues to be considered as well as date and place of the meeting. Directors intending to attend the shareholders' general meeting shall, 20 days prior to the meeting, send to the Bank a written reply with regard to their intention of attending the meeting.</del> <b><u>When the Bank is to convene an annual general meeting, written notice of the meeting shall be given 20 days before the date of the meeting, and when the Bank is to convene an extraordinary general meeting, written notice of the meeting shall be given 15 days before the date of the meeting. If the securities regulatory authority in the place where the Bank's shares are listed has a longer time limit for the notice period of the general meeting of shareholders, such stipulation shall prevail.</u></b>
11	Deleted (original Article 18)	The number of shares with voting rights represented by shareholders intending to attend the meeting shall be computed on the basis of the written reply received 20 days before the shareholders' general meeting. If the number of shares with voting rights represented by shareholders intending to attend the meeting represent over 1/2 of the shares with voting rights of the Bank, the Bank may hold the shareholders' general meeting; failing that, the Bank shall, within 5 days, notify shareholders in a announcement	Deleted

**APPENDIX II                      PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE SHAREHOLDERS’ GENERAL MEETING**

No.	Article No.	Before Amendment	After Amendment
		of the matters to be considered as well as the date and place of the meeting, and the Bank may hold a shareholders’ general meeting after the issuance of the announcement.	
12	Article 21 (original Article 19)	Content of the notice of the meeting shall conform to regulations of Articles of Association and it shall thoroughly and completely disclose the specific contents of all proposals, as well as all the information or explanations which are necessary for the shareholders to make a reasonable judgment in respect of the matters to be discussed. In the event that Independent Directors are required to express their views on the matters to be discussed, the notice of the meeting (or any supplemental notice) shall also disclose the views of the Independent Directors and the reasons for forming such views.	<p>Content of the notice of the meeting shall conform to regulations of Articles of Association and it shall thoroughly and completely disclose the specific contents of all proposals, as well as all the information or explanations which are necessary for the shareholders to make a reasonable judgment in respect of the matters to be discussed. <del>In the event that Independent Directors are required to express their views on the matters to be discussed, the notice of the meeting (or any supplemental notice) shall also disclose the views of the Independent Directors and the reasons for forming such views.</del></p> <p><b><u>The convener shall disclose information necessary to assist shareholders in making reasonable decisions on the matters to be discussed 5 days prior to the convening of the general meeting (or such longer period as required by the rules applicable at the place where the shares are listed). If the relevant proposal requires the opinion of Independent Directors, the Board of Supervisors, intermediaries, etc., such proposal shall be disclosed as part of the meeting materials.</u></b></p> <p><b><u>With respect to the proposals to be voted on at the shareholders’ general meeting, if the effectiveness of a proposal is a prerequisite for the other proposals becoming effective, the convener shall explicitly disclose the relevant prerequisite in the notice of the shareholders’ general meeting and provide a special reminder that the</u></b></p>

**APPENDIX II                      PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE SHAREHOLDERS’ GENERAL MEETING**

No.	Article No.	Before Amendment	After Amendment
			<b><u>adoption of such proposal is a prerequisite for the voting result of subsequent proposals becoming effective.</u></b>
13	Article 22 (original Article 20)	<p>If the election of Directors or Supervisors is proposed to be discussed at a shareholders’ general meetings, the notice of such meeting shall fully disclose detailed information of the Director candidates or Supervisor candidates, which shall at least include:</p> <p>(i) personal particulars, such as educational background, working experiences, and concurrent positions;</p> <p>(ii) whether such candidates are connected with the Bank, its controlling shareholders or its factual controllers;</p> <p>(iii) the number of shares of the Bank held by such candidates; and</p> <p>(iv) whether such candidates have been subjected to the punishment of China Securities Regulatory Commission or any other relevant department or the reprimand of the stock exchange.</p>	<p>If the election of Directors or Supervisors is proposed to be discussed at a shareholders’ general meetings, the notice of such meeting shall fully disclose detailed information of the Director candidates or Supervisor candidates, which shall at least include:</p> <p>(i) personal particulars, such as educational background, working experiences, and concurrent positions;</p> <p>(ii) whether such candidates are connected with the Bank, its controlling shareholders or its factual controllers;</p> <p>(iii) the number of shares of the Bank held by such candidates; and</p> <p>(iv) whether such candidates have been subjected to the punishment of <b><u>the securities regulatory authority under the State Council</u></b> <del>China Securities Regulatory Commission</del> or any other relevant department or the reprimand of the stock exchange.</p> <p><b><u>(v) other information required to be disclosed by the stock exchange.</u></b></p>
14	Article 23 (original Article 21)	<p>Notice of the meeting shall be sent to shareholders (whether or not having voting rights at the shareholders’ general meeting) in person, or by mail with postage prepaid. Addresses of the receiver shall be those as registered on the register of shareholders. For domestic shareholders, notice of the shareholders’ general meeting may also be given by way of an announcement.</p> <p>The announcement as specified in the preceding paragraph shall, within the period of 45 to 50 days before the meeting, be published in one or more newspapers as designated by the securities regulatory organization of the State Council. All domestic shareholders shall be deemed as</p>	<p><b><u>For holders of A shares, notice of the shareholders’ general meeting shall be given by way of announcement, and at the time of such announcement, all holders of A shares are deemed to have received the notice of the relevant shareholders’ meeting. For holders of H shares, notice of the shareholders’ general meeting shall be sent to shareholders (whether or not having voting rights at the shareholders’ general meeting) in person, or by mail with postage prepaid. Addresses of the receiver shall be those as registered on the register of shareholders. For domestic shareholders, Subject to the laws and regulations and the relevant listing rules applicable at the</u></b></p>

No.	Article No.	Before Amendment	After Amendment
		having received notice with regard to the shareholders' general meeting upon the publication of the announcement.	<u>place where the Bank's shares are listed</u> , notice of the shareholders' general meeting may also be given <u>by other means set forth in Article 267 of the Bank's Articles of Association.</u> <del>by way of an announcement</del> <del>The announcement as specified in the preceding paragraph shall, within the period of 45 to 50 days before the meeting, be published in one or more newspapers as designated by the securities regulatory organization of the State Council. All domestic shareholders shall be deemed as having received notice with regard to the shareholders' general meeting upon the publication of the announcement.</del>
15	Article 24 (original Article 22)	If, by accident or omission, notice of the meeting is not sent to persons entitled to the notice or such persons fail to receive the notice, the meeting and resolution adopted at the meeting shall not be rendered void therefor.	If, by accident or omission, notice of the meeting is not sent to persons entitled to the notice or <u>relevant</u> <del>such</del> persons fail to receive the notice, the meeting and resolution adopted at the meeting shall not be rendered void therefor.
16	Article 26 (original Article 24)	Following the issue of the notice of shareholders' general meeting, such meeting shall not be postponed or cancelled and the motions set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make an announcement stating the reasons therefor at least 2 working days prior to the date on which the meeting is originally scheduled. If the shareholders' general meeting needs to be rescheduled because of force majeure, the shareholding record date shall not for this reason be changed. Those shareholders (or their proxies) who registered their attendance at the original meeting shall not be required to re-register their attendance and their attendance shall remain valid.	Following the issue of the notice of shareholders' general meeting, such meeting shall not be postponed or cancelled and the motions set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the <u>shareholders' general meeting or cancellation of motions</u> , the convener shall make an announcement stating the reasons therefor at least 2 working days prior to the date on which the meeting is originally scheduled. <u>In the case of postponement of the shareholders' general meeting, the date of the postponed meeting shall also be disclosed.</u> If the shareholders' general meeting needs to be rescheduled because of force majeure <u>or other justifiable reasons</u> , the shareholding record date shall not for this reason be changed. Those shareholders (or their



No.	Article No.	Before Amendment	After Amendment
			proxies) who registered their attendance at the original meeting shall not be required to re-register their attendance and their attendance shall remain valid.
17	Article 28 (original Article 26)	<p>Shareholders shall present the following documents at the time of registering their attendance:</p> <p>(1) Individual shareholders shall present their identity cards and proof of shareholding; in case of attendance by proxies, the proxies shall present their own identity cards, proxy forms and proof of shareholding.</p> <p>(2) In case of legal representatives of legal person shareholders attending the meeting, they shall show their own identity cards, effective proof of their capacity of legal representative and proof of shareholding and, in case of attendance by proxies, the proxies shall show their own identity cards, proxy forms duly signed by legal representatives of the legal person shareholder and proof of shareholding. Such proxies shall be natural person with full civil capacity.</p>	<p>Shareholders shall present the following documents at the time of registering their attendance:</p> <p>(1) Individual shareholders <b><u>attending the meeting in person</u></b> shall present their identity cards <b><u>or other valid documents or certificates showing their identities, stock account card or share certificates</u></b> <del>and proof of shareholding</del>; in case of attendance by proxies, the proxies shall present their <b><u>valid personal identity documents, the instruments appointing a proxy by the shareholder</u></b>, own identity cards <b><u>and written authorization letters</u></b>, <del>proxy forms and proof of shareholding</del>.</p> <p>(2) <del>In case of legal representatives of</del> Legal person shareholders shall <b><u>attend attending the meeting through the legal representative or the proxy assigned by the legal representative</u></b>. <b><u>Legal representatives attending the meeting shall show their personal identity documents, valid proof of their status as the legal representative</u></b> <del>their own identity cards, and effective proof of their capacity of legal representative and proof of shareholding</del> and, in case of attendance by proxies, the proxies shall show <b><u>personal identity documents, proxies in writing issued</u></b> <del>their own identity cards, proxy forms duly signed by legal representatives of the legal person shareholder</del> <b><u>in accordance with relevant laws</u></b> <del>and proof of shareholding</del>. <del>Such proxies shall be natural person with full civil capacity.</del></p>

**APPENDIX II**

**PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE SHAREHOLDERS’ GENERAL MEETING**

No.	Article No.	Before Amendment	After Amendment
18	Article 32 (original Article 30)	The contents of the proposals for the shareholders’ general meeting shall fall within the responsibilities of the shareholders’ general meeting. The proposals shall specify the matters for discussion and consideration and such proposals shall comply with the relevant requirements under the laws, administrative regulations and the Articles of Association.	The contents of the proposals for the shareholders’ general meeting shall fall within <u>the business scope of the Bank and powers of the shareholders’ general meeting</u> <del>the responsibilities of the shareholders’ general meeting</del> . The proposals shall specify the matters for discussion and consideration and such proposals shall <u>not contradict</u> <del>comply with the relevant requirements under the laws, administrative regulations</del> <u>the laws, regulations, the regulatory rules,</u> and the <u>Bank’s</u> Articles of Association.
19	Article 33 (original Article 31)	Where the Bank convenes a shareholders’ general meeting, the Board of Directors, the Supervisory Committee and shareholder(s) individually or in aggregate holding over 3% of the Bank’s shares shall have the right to propose motions to the Bank. Shareholder(s) individually or in aggregate holding over 3% of the shares in the Bank may propose extraordinary motions and submit the same in writing to the convener 10 days prior to the holding of the shareholders’ general meeting. The convener shall issue a supplementary notice of the shareholders’ general meeting with 2 days of the receipt of the motion and announce the contents of the extraordinary motions. Except as provided in the preceding paragraph, the convener shall not amend the proposals already specified in the notice of the general meeting or add new proposals after issuing the notice of the general meeting.	Where the Bank convenes a shareholders’ general meeting, the Board of Directors, the Supervisory Committee and shareholder(s) <u>(including the preferred shareholders whose voting rights have been restored)</u> individually or in aggregate holding over 3% of the Bank’s shares shall have the right to propose motions to the Bank <u>in written form. The Bank shall include in the agenda of the meeting proposed matters that fall within the responsibility of the shareholders’ general meeting.</u> Shareholder(s) <u>(including the preferred shareholders whose voting rights have been restored)</u> individually or in aggregate holding over 3% of the shares in the Bank may propose extraordinary motions and submit the same in writing to the convener 10 days prior to the holding of the shareholders’ general meeting. <u>If qualified shareholders make an extraordinary motion before the convening of the shareholders’ general meeting, such shareholder(s) shall hold no less than 3% of the Bank’s shares from the date of the notice of the proposal to the announcement of the meeting resolution. Shareholders proposing extraordinary motions shall provide a written document to the</u>

No.	Article No.	Before Amendment	After Amendment
			<p><u>convener certifying the holding of 3% or more of the Bank's shares. If shareholders make a joint motion by proxies, the shareholder(s) shall issue a written authorization letter to the proxies. If the shareholders proposing motions genuinely meet the eligibility requirement, and the relevant motions meet the requirements of the Company Law, the convener shall submit the proposal to the shareholders' general meeting for consideration and issue a supplementary notice of the shareholders' general meeting within the specified time limit. If the extraordinary motions meet the conditions set forth in the Bank's Articles of Association, the convener shall issue a supplementary notice of the shareholders' general meeting within 2 days after receipt of the motion, disclosing the name or names of the shareholders proposing the extraordinary motion, the shareholding percentage and the content of the new motions. If the convener is required by applicable regulations to supplement or correct the disclosed content of the motion, the convener must not materially amend the motion, and shall issue the relevant supplementary or correction announcement within the specified time limit to announce the content of the extraordinary motion. The legal opinion issued by legal counselor with respect to the resolution of the shareholders' general meeting shall contain a clear opinion as to whether the supplement or correction of the disclosed content of the motion constitutes a substantial amendment to the motion. In the case of substantial amendment, the relevant amendment</u></p>

No.	Article No.	Before Amendment	After Amendment
			<p><u>shall be considered as a new motion and shall not be put to vote at the upcoming shareholders' general meeting.</u></p> <p>Except as provided in the preceding paragraph, the convener shall not amend the proposals already specified in the notice of the general meeting or add new proposals after issuing the notice of the general meeting.</p>
20	Article 34 (original Article 32)	<p>Except under the circumstances as stated in the second paragraph of Article 31, the convener shall review the motions raised by shareholders on the basis of the best interest of the Bank and the shareholders and in accordance with the Articles of Association. If the convener considers that such motions shall not be included into the agenda of shareholders' general meeting, the convener shall give prior explanation to shareholders from whom such motions were raised.</p> <p>Motions that are not specified in the notice of shareholders' general meeting or do not comply with the requirements of Article 30 herein shall not be put to vote at the shareholders' general meeting.</p>	<p>Except under the circumstances as stated in the second paragraph of Article <b>33 of these Procedural Rules</b> <del>31</del>, the convener shall review the motions raised by shareholders on the basis of the best interest of the Bank and the shareholders and in accordance with <b>Article 32 of these Procedural Rules</b> <del>the Articles of Association</del>. If the convener considers that such motions shall not be included into the agenda of shareholders' general meeting, the convener shall give prior explanation to shareholders from whom such motions were raised.</p> <p><del>Motions that are not specified in the notice of shareholders' general meeting or do not comply with the requirements of Article 30 herein shall not be put to vote at the shareholders' general meeting.</del></p>
21	Article 36 (original Article 34)	<p>Shareholders' general meetings of the Bank shall be held at the Bank's legal address. A venue shall be set aside for the convening of physical shareholders' general meetings. The Bank may provide assistance to shareholders in their participation of shareholders' general meeting by the provision of on line voting and other means provided the legality and validity of the shareholders' general meetings can be assured. Attendance of shareholders' general meeting by the aforesaid methods shall be treated as valid.</p>	<p>Shareholders' general meetings of the Bank shall be held at the Bank's legal address. A venue shall be set aside for the convening of physical shareholders' general meetings. The Bank <del>may</del> <b>shall provide modern information technology means such as online voting platform, video conference and online meeting through various ways and means to facilitate shareholders, especially small and medium-sized shareholders, to participate in shareholders' general meetings provided the Bank ensures the legality and validity of the shareholders' general meeting.</b></p>

No.	Article No.	Before Amendment	After Amendment
		<p>If the shareholders’ general meeting can be attended online or other methods, the notice of shareholders’ general meeting shall clearly specify the time of voting and the procedures for voting for attendance on line or through other methods.</p>	<p><del>assistance to shareholders in their participation of shareholders’ general meeting by the provision of on line voting and other means provided the legality and validity of the shareholders’ general meetings can be assured.</del> Attendance of shareholders’ general meeting by the aforesaid methods shall be treated as valid.</p> <p>If the shareholders’ general meeting can be attended online or other methods, the notice of shareholders’ general meeting shall clearly specify the time of voting and the procedures for voting for attendance on line or through other methods.</p>
22	Article 42 (original Article 40)	<p>Shareholders attending the shareholders’ general meeting may request to speak at the meeting. Speech and inquiries made by the shareholders shall relate to the subjects of the meeting and shall conform to the following:</p> <p>(1) shareholders requesting to speak at the meeting shall be registered before the meeting or, while the meeting is in progress, before the voting. The number of persons registered to make a speech shall not exceed 10, and the sequence of the speech shall be arranged in the order of the time of registration.</p> <p>(2) if shareholders intend to make inquiries on the relevant issues while they are being considered, the chairman of the meeting shall make arrangement for his/her speech depending on the actual situation. Shareholders who intend to make enquiries shall make themselves known by raising their hands, and may present their questions upon approval by the chairman of the meeting. Where requests to make inquiries have been made by multiple shareholders, the shareholder who make himself/herself known first by raising his/her hand shall be entitled to make the first inquiry and, if the order of such requests cannot be clearly</p>	<p>Shareholders attending the shareholders’ general meeting may request to speak at the meeting. Speech and inquiries made by the shareholders shall relate to the subjects of the meeting and shall conform to the following:</p> <p>(1) shareholders requesting to speak at the meeting shall be registered before the meeting or, while the meeting is in progress, before the voting. <b><u>The chairman of the meeting shall decide the number of speakers and the length of time for the speech based on the actual situation of the meeting</u></b> <del>number of persons registered to make a speech shall not exceed 10,</del> and the sequence of the speech shall be arranged in the order of the time of registration.</p> <p>(2) if shareholders intend to make inquiries on the relevant issues while they are being considered, the chairman of the meeting shall make arrangement for his/her speech depending on the actual situation. Shareholders who intend to make enquiries shall make themselves known by raising their hands, and may present their questions upon approval by the chairman of the meeting. Where requests to make inquiries have been made by multiple shareholders, the shareholder who make himself/herself</p>

No.	Article No.	Before Amendment	After Amendment
		<p>determined, the chairman of the meeting shall be entitled to determine which shareholder may make inquiries;</p> <p>(3) before speaking and making inquiries at the meeting, shareholders shall first report their names or the names of the corporations that they represent and the number of shares held;</p> <p>(4) shareholders requesting to speak and make inquiries at the meeting shall not interrupt the report being made by any person or statement being made by other shareholders;</p> <p>(5) each shareholder shall not make more than two speeches at the meeting and the time for each speech shall not exceed 5 minutes.</p> <p>In case that the shareholders violate the above, the chairman of the meeting may reject or stop them from making speeches.</p>	<p>known first by raising his/her hand shall be entitled to make the first inquiry and, if the order of such requests cannot be clearly determined, the chairman of the meeting shall be entitled to determine which shareholder may make inquiries;</p> <p>(3) before speaking and making inquiries at the meeting, shareholders shall first <b>state</b> <del>report</del> their names or, the names of the <b>individual shareholders or legal person shareholders</b> <del>corporations</del> that they represent <del>and the number of shares held</del>;</p> <p>(4) shareholders requesting to speak and make inquiries at the meeting shall not interrupt the report being made by any person or statement being made by other shareholders;</p> <p><del>(5) each shareholder shall not make more than two speeches at the meeting and the time for each speech shall not exceed 5 minutes.</del></p> <p>In case that the shareholders violate the above, <b>the chairman of the meeting</b> may reject or stop them from making speeches.</p>
23	Article 45	<p>The convener shall ensure that the shareholders' meeting is held continuously until a final resolution is formed. The chairman of the meeting shall have the right to declare a temporary adjournment of the meeting in accordance with the agenda and time schedule of the meeting. If the shareholders' meeting is suspended or no resolution can be made due to force majeure and other special reasons, the necessary measures shall be taken to resume the shareholders' meeting as soon as possible or to terminate this shareholders' meeting directly and announce it in a timely manner. At the same time, the convener shall report to the dispatching authority of the securities</p>	<p>The convener shall ensure that the shareholders' meeting is held continuously until a final resolution is formed. The chairman of the meeting shall have the right to declare a temporary adjournment of the meeting in accordance with the agenda and time schedule of the meeting. If the shareholders' meeting is suspended or no resolution can be made due to force majeure and other special reasons, the necessary measures shall be taken to resume the shareholders' meeting as soon as possible or to terminate this shareholders' meeting directly and announce it in a timely manner. At the same time, the convener shall report to the dispatching authority of the securities</p>

**APPENDIX II                      PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE SHAREHOLDERS’ GENERAL MEETING**

No.	Article No.	Before Amendment	After Amendment
		regulatory authority of the State Council where the Bank is located and to the stock exchange where the shares are listed.	regulatory authority of the State Council where the Bank is located and to the stock exchange <del>where the shares are listed.</del>
24	Article 46 (Added)	Added	<b><u>Motions that are not specified in the notice of shareholders’ general meeting or do not comply with the requirements of Article 32 of these Procedural Rules shall not be put to vote and no resolution shall be made at the shareholders’ general meeting.</u></b>
25	Article 48 (original Article 45)	<p>Votes of shareholders shall be taken by open ballot.</p> <p>Shareholders shall exercise their voting rights on the basis of the number of shares held by them with voting rights, and one vote will be given for every share held. Insofar as a particular resolution is concerned, a shareholder shall only cast its vote in one of the following ways: physically, on line or by other method as stipulated. In the event of multiple votes being cast by the same shareholder on the same resolution, the vote that was cast in the first instance shall prevail.</p> <p>Shares of the Bank held by the Bank shall carry no voting rights and such shares shall be excluded from the total number of voting shares represented by the shareholders at the meeting.</p> <p>When the shareholders’ general meeting considers major issues concerning the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of the separate vote counting shall be disclosed in a public and timely manner.</p> <p>The Board of Directors, Independent Directors and shareholders who meet the relevant conditions may solicit shareholders’ voting rights. In soliciting shareholders’ voting rights, the proxy solicitor shall fully disclose the specific voting intention and</p>	<p>Votes of shareholders shall be taken by open ballot.</p> <p>Shareholders <b><u>(including proxies) voting at the shareholders’ general meeting</u></b> shall exercise their voting rights on the basis of the number of shares held by them with voting rights, and one vote will be given for every share held.</p> <p><b><u>All motions shall be put to vote on a case-by-case basis at the shareholders’ general meeting. Shareholders or their proxies shall not vote in favor of mutually exclusive motions at the shareholders’ general meeting at the same time.</u></b> Insofar as a particular resolution is concerned, a shareholder shall only cast its vote in one of the following ways: physically, on line or by other method as stipulated. In the event of multiple votes being cast by the same shareholder on the same resolution, the vote that was cast in the first instance shall prevail.</p> <p><b><u>The number of voting rights exercisable by a shareholder holding multiple shareholder accounts shall be the sum of the number of ordinary shares of the same class and preferred shares of the same variety held in all shareholder accounts in the name of such shareholder.</u></b></p> <p><b><u>Shareholders holding multiple shareholder accounts who participate in the online voting at the shareholders’ general</u></b></p>

No.	Article No.	Before Amendment	After Amendment
		<p>other information to the proxies. It is prohibited to solicit voting rights from shareholders with direct or indirect compensations. The Bank shall not impose any minimum shareholding restriction on the solicitation of voting rights.</p>	<p><u>meeting through the online voting system of the Shanghai Stock Exchange may participate through any of their shareholder accounts. After the voting, the ordinary shares of the same class and preferred shares of the same variety under all shareholder accounts shall be deemed to have cast votes of the same opinion respectively.</u></p> <p><u>If a shareholder holding multiple shareholder accounts votes repeatedly through multiple shareholder accounts, the voting opinions of the ordinary shares of the same class and preferred shares of the same variety under all shareholder accounts shall be subject to the first voting results of each class and variety of shares respectively.</u></p> <p><u>Shareholders voting online on only some of the motions of the shareholders' general meeting shall be deemed to be present at the shareholders' general meeting, and the number of voting rights shall count towards the voting rights of the shareholders present at the shareholders' general meeting. If the shareholder fails to vote or does not meet the online voting requirements of the Shanghai Stock Exchange, the number of voting rights held by the shareholder shall be treated as abstention.</u></p> <p>Shares of the Bank held by the Bank shall carry no voting rights and such shares shall be excluded from the total number of voting shares represented by the shareholders at the meeting.</p> <p>When the shareholders' general meeting considers major issues concerning the interests of small and medium-sized investors, the votes of small and medium-</p>



No.	Article No.	Before Amendment	After Amendment
			<p>sized investors shall be counted separately. The results of the separate vote counting shall be disclosed in a public and timely manner. The Board of Directors, Independent Directors and shareholders <b><u>holding more than 1% of shares with voting rights or investor protection agencies established in accordance with laws, administrative regulations or the regulations of the securities regulatory authority under the State Council</u></b> <del>meet the relevant conditions</del> may <b><u>publicly</u></b> solicit shareholders' voting rights. In soliciting shareholders' voting rights, the proxy solicitor shall fully disclose the specific voting intention and other information to the proxies. It is prohibited to solicit voting rights from shareholders with direct or indirect compensations. <b><u>Except for the statutory conditions,</u></b> <del>the</del> Bank shall not impose any minimum shareholding restriction on the solicitation of voting rights. <b><u>The proxy solicitor shall prepare and disclose the solicitation announcement and relevant solicitation documents pursuant to the requirements of the announcement format, and shall disclose the progress and results of the solicitation as required, in which case the Bank shall provide cooperation. The proxy solicitor may publicly solicit shareholders' rights by electronic means to facilitate the proxy solicitation, in which case the Bank shall provide cooperation.</u></b></p>
26	Article 49 (Added)	Added	<b><u>Article 49 The nominations of directors and supervisors shall be submitted to the general meeting of shareholders for voting in the form of a motion.</u></b>
27	Article 50	The annual shareholders' general meeting shall vote on all proposals on the agenda on a case-by-case basis, and shall not set aside	The <del>annual</del> shareholders' general meeting shall vote on all proposals on the agenda on a case-by-case basis, and shall not set aside

No.	Article No.	Before Amendment	After Amendment
		<p>or refrain from voting for whatever reason. If there are different proposals for the same matter at the annual general meeting, voting shall be conducted in the chronological order in which the proposals are made. When considering proposals for the election of directors and supervisors, each candidate for director or supervisor shall be voted on individually.</p> <p>When considering the issuance of preferred shares at the annual general meeting, a vote shall be taken on each of the following matters:</p> <ol style="list-style-type: none"> <li>(1) the type and number of preferred shares to be issued;</li> <li>(2) the method of issuance, the targeted recipients of shares and the arrangements for allotment to original shareholders;</li> <li>(3) the nominal value, issue price or pricing range and the determination principles;</li> <li>(4) the ways which the preferred shareholders shall participate in the distribution of profits, including the dividend yield and its determination principle, the conditions for dividend payment, the dividend payment method, whether the dividends are cumulative, and whether they can participate in the distribution of the remaining profits, etc.;</li> <li>(5) buyback terms, including the repurchase conditions, period, price and its determination principles, the entity exercising of repurchase option, etc. (if any);</li> <li>(6) the purpose of the raised funds;</li> <li>(7) the share subscription contract with conditional effectiveness signed between the Bank and the corresponding issuer;</li> <li>(8) the validity period of the resolution;</li> <li>(9) proposed amendments to the Articles of Association of the Bank regarding the profit distribution policy for preferred shareholders and common shareholders;</li> </ol>	<p>or refrain from voting for whatever reason. If there are different proposals for the same matter at the <del>annual</del> general meeting, voting shall be conducted in the chronological order in which the proposals are made. When considering proposals for the election of directors and supervisors, each candidate for director or supervisor shall be voted on individually.</p> <p>When considering the issuance of preferred shares at the annual general meeting, a vote shall be taken on each of the following matters:</p> <ol style="list-style-type: none"> <li>(1) the type and number of preferred shares to be issued;</li> <li>(2) the method of issuance, the targeted recipients of shares and the arrangements for allotment to original shareholders;</li> <li>(3) the nominal value, issue price or pricing range and the determination principles;</li> <li>(4) the ways which the preferred shareholders shall participate in the distribution of profits, including the dividend yield and its determination principle, the conditions for dividend payment, the dividend payment method, whether the dividends are cumulative, and whether they can participate in the distribution of the remaining profits, etc.;</li> <li>(5) buyback terms, including the repurchase conditions, period, price and its determination principles, the entity exercising of repurchase option, etc. (if any);</li> <li>(6) the purpose of the raised funds;</li> <li>(7) the share subscription contract with conditional effectiveness signed between the Bank and the corresponding issuer;</li> <li>(8) the validity period of the resolution;</li> <li>(9) proposed amendments to the Articles of Association of the Bank regarding the profit distribution policy for preferred shareholders and common shareholders;</li> </ol>

No.	Article No.	Before Amendment	After Amendment
		(10) the authorization of the Board of Directors to handle specific issuing matters; (xi) other matters. For procedural issues, other convenient methods may be adopted for voting provided that no objection thereto is raised.	(10) the authorization of the Board of Directors to handle specific issuing matters; (xi) other matters. For procedural issues, other convenient methods may be adopted for voting provided that no objection thereto is raised.
28	Article 56 (original Article 52)	When related party transactions are being resolved in the shareholders' general meeting, all shareholders who are involved in the related party transactions shall abstain from voting. The votes of the aforesaid shareholders shall not be included into the total number of votes attached to the shares held by shareholders present at the shareholders' general meeting. The announcement of the resolutions of the shareholders' general meeting shall sufficiently disclose the votes cast by shareholders who are not related to such transactions.	When related party transactions are being resolved in the shareholders' general meeting, all shareholders who are involved in the related party transactions shall abstain from voting. The votes of the aforesaid shareholders shall not be included into the total number of votes attached to the shares held by shareholders present at the shareholders' general meeting. The announcement of the resolutions of the shareholders' general meeting shall sufficiently disclose the votes cast by shareholders who are not related to such transactions. <b><u>If any shareholder is required under the Hong Kong Stock Exchange Listing Rules to abstain from voting on a particular proposal or any shareholder can only vote for or against a particular proposal, then the votes cast by such shareholder or his or her proxies in violation of such requirement or restriction shall not be counted towards the number of valid votes cast.</u></b>
29	Article 58 (original Article 54)	Shareholders attending the shareholders' general meeting shall vote for, against or abstain from voting on the resolutions put forward for voting. For voting slips that are left blank, incorrectly completed, illegible or not cast, the voter shall be deemed to have waived his voting rights, and the votes in respect of the number of shares held by him shall be counted as "abstention".	Shareholders attending the shareholders' general meeting shall vote for, against or abstain from voting on the resolutions put forward for voting, <b><u>except that securities registration and clearing institutions, as the nominee holders of stocks under the Stock Connect Scheme between the Mainland and Hong Kong stock markets, may make declarations according to the intention of the actual holders.</u></b>

No.	Article No.	Before Amendment	After Amendment
			For voting slips that are left blank, incorrectly completed, illegible or not cast, the voter shall be deemed to have waived his voting rights, and the votes in respect of the number of shares held by him shall be counted as "abstention".
30	Article 62 (original Article 58)	Resolutions of the shareholders' general meeting shall be announced promptly. The number of shareholders and proxies attending the meeting, the total number of voting shares they represented and the percentage of the total number of the voting shares of the Bank they represented, the voting methods, the voting result for each motion and details of each of the resolutions passed shall be stated clearly in the announcement. In the case of voting on the circumstances listed in the third paragraph of Article 23 of these Rules, the attendance and voting of common shareholders (including preferred shareholders whose voting rights have been restored) and preferred shareholders (excluding preferred shareholders whose voting rights have been restored) shall be counted and announced separately.	Resolutions of the shareholders' general meeting shall be announced promptly. The number of shareholders and proxies attending the meeting, the total number of voting shares they represented and the percentage of the total number of the voting shares of the Bank they represented, the voting methods, the voting result for each motion and details of each of the resolutions passed shall be stated clearly in the announcement. <b><u>In case of vetoed motions, unusual or unexpected circumstances or failure to form a resolution on significant issues of major concern to investors, the Bank shall make an announcement on the day of the meeting.</u></b> In the case of voting on the circumstances listed in the third paragraph of Article <del>25</del> <del>23</del> of these <b><u>Procedural</u></b> Rules, the attendance and voting of common shareholders (including preferred shareholders whose voting rights have been restored) and preferred shareholders (excluding preferred shareholders whose voting rights have been restored) shall be counted and announced separately.
31	Article 68 (Added)	Added	<b>Unless otherwise specified, the terms used in these Rules of Procedure shall have the same meaning as those used in the Bank's Articles of Association.</b>
32	Article 69 (original Article 65)	In case of inconsistency between the provisions of these Rules of Procedure and the provisions of the Bank's Articles of Association, the Articles of Association shall prevail. Matters not covered by these	<del>In case of inconsistency between the provisions of these Rules of Procedure and the provisions of the Bank's Articles of Association, the Articles of Association shall prevail.</del> Matters not covered by these

No.	Article No.	Before Amendment	After Amendment
		Rules of Procedure shall be carried out in accordance with the relevant laws and regulations and the requirements of the Bank's Articles of Association.	Rules of Procedure shall be carried out in accordance with <u>the laws and regulations, the regulations of the securities regulatory authorities and stock exchanges where the Bank's shares are listed, the Bank's Articles of Association and the actual situation of the Bank. In the event of any conflict between these Rules of Procedure and the newly promulgated laws and regulations or the regulations of the securities regulatory authorities and stock exchanges where the Bank's shares are listed, the newly promulgated laws and regulations or the regulations of the securities regulatory authorities and stock exchanges where the Bank is listed shall prevail.</u> <del>the relevant laws and regulations and the requirements of the Bank's Articles of Association.</del>
33	Article 70 (original Article 64)	Terms "over" and "within" shall include the number itself and the terms "exceed" and "less than" shall not include the number itself.	Terms "over" and "within" shall include the number itself and the terms "exceed" and "less than" shall not include the number itself. <u>Unless otherwise provided herein, the announcement or notice referred to in these Procedural Rules refers to the publication of the relevant information disclosure in the media and/or on the website of the stock exchange that meets the conditions set forth by the securities regulatory authority under the State Council.</u>
34	Article 71 (original Article 66)	These Rules of Procedure shall come into effect on the date the A shares of the Bank are listed for trading on the Shanghai Stock Exchange after being approved by the General Meeting.	These Rules of Procedure shall <u>be made and amended by the board of directors and shall</u> come into effect on the date <del>the A shares of the Bank are listed for trading on the Shanghai Stock Exchange</del> after being approved by the General Meeting.
35			References to "these Rules for Procedure" or "these Rules" herein shall be expressed as "these Procedural Rules".

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**APPENDIX II                      PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE SHAREHOLDERS' GENERAL MEETING**

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<b>No.</b>	<b>Article No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
36			Reference to “China Securities Regulatory Commission” in the original Procedural Rules shall be expressed as “the securities regulatory authority under the State Council” in the amended Procedural Rules.
37			References to laws and regulations in these Procedural Rules shall be expressed as “laws and regulations, regulatory rules, the Bank’s Articles of Association and these Rules” or “laws and regulations, regulatory rules and/or the Bank’s Articles of Association”.
38			References to “the place of listing” in these Procedural Rules shall be expressed as “the place where the shares are listed”.
39			The relevant article number and the number of article cited shall be adjusted according to the content of the articles.

Proposed amendments to the Procedural Rules of the Board are as follows (amendments are shown in underlines and strikethroughs):

Serial No.	Article No.	Original Provisions	Amended Provisions
1	Article 1	In order to improve the corporate management structure of Bank of Communications Co., Ltd (the “Bank”), ensure that the Board legally, independently and effectively exercises its decision making power, and guarantee the efficiency of the Board, in accordance with relevant laws and regulations and regulatory documents such as the Company Law of the PRC, the Commercial Bank Law of the PRC, Mandatory Provisions of the Articles of Association of Companies to be Listed Overseas, Guidance on the Articles of Association of Listed Companies, etc. as well as the Articles of Association of the Bank of Communications Co., Ltd (“Articles of Association”), these Procedural Rules of the Board are hereby prepared.	In order to improve the corporate management structure of Bank of Communications Co., Ltd (the “Bank”), ensure that the Board legally, independently and effectively exercises its decision making power, and guarantee that <b><u>the Board works efficiently in compliance with rules and making scientific decisions</u></b> <del>the efficiency of the Board</del> , in accordance with relevant laws and regulations <del>and regulatory documents</del> such as the Company Law of the PRC ( <b><u>the “Company Law”</u></b> ), the Commercial Bank Law of the PRC( <b><u>the “Commercial Bank Law”</u></b> ), <b><u>the Securities Law of the PRC (“Securities Law”)</u></b> <del>Mandatory Provisions of the Articles of Association of Companies to be Listed Overseas, Guidance on the Articles of Association of Listed Companies, etc.</del> as well as the Articles of Association of the Bank of Communications Co., Ltd (“Articles of Association”) <b><u>and based on the reality of the Bank</u></b> , these Procedural Rules of the Board are hereby prepared.
2	Article 2	The Board is the permanent decision-making body of the Bank, is responsible to the Shareholders; exercises its powers to the extent as empowered by the laws, regulations and the General Meetings, and protects legal rights of the Bank and the Shareholders.	The Board is the <del>permanent</del> decision-making body of the Bank, is responsible to the Shareholders; exercises its powers to the extent as empowered by the laws, regulations and the General Meetings, and protects legal rights of the Bank and the Shareholders.
3	Deleted (original Article 3)	The Board has a secretary that is responsible to the Board. The Secretary to the Board performs his/her duty of information disclosure and meeting preparation, etc. in accordance with relevant laws and regulations and the Articles of Association of the Bank.	Deleted

Serial No.	Article No.	Original Provisions	Amended Provisions
4	Article 3 (New)	New	<p><u>The board of directors of the Bank shall comprise five to nineteen members, the number of which shall be determined by the General Meeting of Shareholders. Independent directors on the board of directors thereof shall not be less than one-third. The number of directors who are senior management personnel and employee representatives shall not be more than one-half of the total number of the Board of Directors members.</u></p> <p><u>Eligible Party committee members of the Bank could be elected as the board of directors through legal procedures; eligible Party members among board members could be elected as the Party committee subject to relevant rules and procedures.</u></p>
5	Article 4 (New)	New	<p><u>The board of directors shall have one chairman and one or two vice-chairmen. The chairman and vice chairmen shall be elected and removed by a majority of directors.</u></p> <p><u>The chairman and the president of the Bank shall be served by different people.</u></p>
6	Article 5 (New)	New	<p><u>Committees are established under the board of directors, and they are responsible to the board of directors and perform their duties in accordance with the Articles of Association and the authorizations of the board of directors. The Bank's Board of Directors has a Strategy Committee (Inclusive Finance Development Committee), an Audit Committee, a Risk Management and Related Party Transaction Control Committee, a Personnel and Remuneration Committee, and a Social Responsibility (ESG) and Consumer Rights Protection Committee. Among them: the Strategy Committee and the Financial Inclusion Development</u></p>



Serial No.	Article No.	Original Provisions	Amended Provisions
			<p><u>Committee combine their duties; the Risk Management and Related Party Transactions Control Committee assume the duties of the US Risk Management Committee; the Personnel and Remuneration Committee has the right of nomination and decision of remuneration. The members of each special committee of the board of directors shall be composed of directors, and the number of members shall not be less than three. The board of directors may establish other special committees and adjust existing committees as needed. The working rules of each committee shall be formulated by the board of directors.</u></p>
7	Article 6 (New)	New	<p><u>The Bank has a Board secretary who shall be responsible to the board of directors, nominated by the chairman of the board, and appointed or dismissed by the board of directors. The Board secretary is a senior manager of the Bank.</u></p>
8	Article 7 (New)	New	<p><u>The Office of the Board of Directors shall be established under the Board of Directors, responsible for the preparation for the shareholders' general meeting, meetings of the Board of Directors and its special committees, disclosure of information and other daily business of the Board of Directors and its special committees, and shall undertake the equity management (including but not limited to the collection, sorting and reporting of pledge information) and other daily assignments.</u></p>
9	Article 8 (New)	New	<p><u>The board of directors shall exercise the following functions and powers: (1) to convene shareholders' general meeting and to make a work report to the meeting;</u></p>

Serial No.	Article No.	Original Provisions	Amended Provisions
			<p><u>(2) to implement the resolutions passed at the shareholders' general meeting;</u></p> <p><u>(3) to determine the business plans and investment proposals of the Bank, prepare development strategies and supervise the implementation of strategies;</u></p> <p><u>(4) to prepare the Bank's annual financial budget and final accounts;</u></p> <p><u>(5) to prepare the plans for profit distribution and plans for making up losses of the Bank;</u></p> <p><u>(6) to prepare proposals for the increase or decrease of registered capital of the Bank, and proposals for the issuance of debentures or other securities or the listing of the Bank, capital replenishment plans, and financial restructuring plans of the Bank;</u></p> <p><u>(7) to prepare proposals for the Bank's major acquisitions, purchase of shares of the Bank, or merger, division, change in the form or dissolution of the Bank;</u></p> <p><u>(8) to prepare the Bank's capital planning, and assume the ultimate responsibility for capital or solvency management;</u></p> <p><u>(9) within the scope of authorization by shareholders' general meetings, to examine and approve the equity investments of the Bank, investment on bonds, asset purchases, asset disposals, asset write-offs, mortgage of assets, and the provision of other guarantees unrelated to commercial banking business are determined, major external donations and data governance;</u></p> <p><u>(10) to decide on the establishment of the internal functional departments of the Bank and the establishment of domestic tier-one branches, overseas branches and domestic and overseas subsidiaries;</u></p> <p><u>(11) to appoint or dismiss the president and the secretary of the board of directors of the Bank and determine their</u></p>

Serial No.	Article No.	Original Provisions	Amended Provisions
			<p><u>remuneration, rewards and punishments; identify on the chairmen and members of the committees of the board of directors; (12) according to the nomination by the President, to appoint or dismiss the vice-president, chief financial officer, chief risk officer, chief information officer, chief business officer and other members of the Senior Management and to determine matters relating to their remuneration, rewards and punishments;</u></p> <p><u>(13) to establish the basic management system of the Bank; formulate the Articles of Association, prepare the procedural rules of shareholders' general meeting and the amendments of the procedural rules of the board of directors; consider and approve the Code of Practice of the special committees of the board of directors and the working rules of the senior management.</u></p> <p><u>(14) to prepare equity incentive plans and employee stock ownership plans;</u></p> <p><u>(15) to be responsible for information disclosure by the Bank, and assume ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the financial and accounting reports;</u></p> <p><u>(16) to propose at the shareholders' general meeting to engage or dismiss the accounting firms that conduct periodic statutory audits of the financial reports for the Bank;</u></p> <p><u>(17) to establish the Bank's policies and basic management systems such as risk appetite (including risk tolerance), risk management and internal control, supervise the implementation of the policies and systems, and assume the ultimate responsibility for overall risk management;</u></p>

Serial No.	Article No.	Original Provisions	Amended Provisions
			<p><u>(18) to establish and implement a clear line of responsibility and accountability, and regularly evaluate and improve the Bank’s corporate governance;</u></p> <p><u>(19) to approve the Bank’s internal audit charter, medium and long-term audit plans and annual work plan, and internal audit system and inspect, supervise, assess and evaluate internal audit work;</u></p> <p><u>(20) to establish the management system of connected transactions and to consider and approve or authorize the related party transaction control committee to approve connected transactions (except those that should be considered and approved by the general meeting of shareholders according to law); to report to the shareholders’ general meeting on the implementation of the connected transaction management system and the connected transactions;</u></p> <p><u>(21) to consider and approve the proposals made by the special committees of the board of directors;</u></p> <p><u>(22) to hear reports given by the President and other members of the Senior Management of the Bank; and supervise and ensure the effective performance of the management responsibilities of the President and other members of the Senior Management;</u></p> <p><u>(23) to consider the Bank’s policy objectives and related matters in fulfilling its social responsibilities in terms of environment, social and governance (ESG); formulate the Bank’s eco-friendly finance strategy, supervise and evaluate its implementation;</u></p> <p><u>(24) to consider the Bank’s strategic development plan, basic management system, annual operation plan and assessment and evaluation methods for the Bank’s inclusive finance business;</u></p>

Serial No.	Article No.	Original Provisions	Amended Provisions
			<p><u>(25) determine the Bank’s strategies, policies and objectives for consumer rights protection, and safeguard the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(26) to establish mechanisms for the identification, review and management of conflicts of interest between the Bank and its shareholders, especially major shareholders;</u></p> <p><u>(27) to assume responsibilities for the management of shareholders’ affairs;</u></p> <p><u>(28) to establish and implement an accountability system for the performance of duties by the senior management, and to determine the specific ways to hold them accountable for dereliction of duty and improper performance of duties;</u></p> <p><u>(29) to assume the ultimate responsibility for consolidated management, responsible for formulating and supervising the implementation of the Bank’s management policies, approving major matters related to the management of the Bank’s consolidated statements, and reviewing the status of the Bank’s consolidated statements;</u></p> <p><u>(30) to perform other duties and powers as stipulated in the laws and regulations, regulatory provisions and the Articles of Association of the Bank, and as authorized by shareholders’ general meetings.</u></p> <p><u>The Party Committee’s research and discussion as preliminary procedure shall be performed before the board of directors makes a decision on major business or management matters in accordance with its powers and the prescribed procedures.</u></p>
10	Article 9 (New)	New	<p><u>The board of directors shall collectively exercise its functions and powers. In principle, the functions and powers of the board of directors stipulated in the</u></p>

Serial No.	Article No.	Original Provisions	Amended Provisions
			<u>Company Law shall not be delegated to the chairman of the board, any director or other institutions and individuals. If it is indeed necessary to grant authority for certain decision-making matters, it shall be carried out in accordance with the law through resolutions of the board of directors. The authorization shall be granted on a case-by-case basis, and the powers of the board of directors shall not be generally or permanently delegated to other institutions or individuals.</u>
11	Article 10 (New)	New	<u>The board of directors shall determine the authority for matters such as equity investment, bond investment, related transactions, asset purchase, asset disposal, asset write-off, asset mortgage and other non-commercial banking business guarantees, and establish strict review and decision-making procedures; as for major investments, relevant experts and professionals shall be organized to conduct review, and the matters that need to be reported to the general meeting of shareholders shall be so reported for approval in accordance with the Articles of Association of the Bank.</u>
12	Article 11 (original Article 4)	Board meeting is convened and chaired by the Chairman of the Board. In case that the Chairman cannot or does not perform his/her duty, the Vice Chairman shall convene or chair the Board meeting on behalf of the Chairman (in the case where the Bank has two Vice Chairmen, the Vice Chairman jointly elected by over half of all Directors shall convene or chair the Board meeting). If the Vice Chairman cannot or does not perform his/her duty, over 1/2 of the directors may elect one director to convene and chair the meeting.	Board meeting is convened and chaired by the Chairman of the Board. In case that the Chairman cannot or does not perform his/her duty, the Vice Chairman shall convene or chair the Board meeting <del>on behalf of the Chairman</del> (in the case where the Bank has two Vice Chairmen, the Vice Chairman jointly elected by over half of all Directors shall convene or chair the Board meeting). If the Vice Chairman cannot or does not perform his/her duty, over 1/2 of the directors may elect one director to convene and chair the meeting.

Serial No.	Article No.	Original Provisions	Amended Provisions
13	Article 12 (original Article 5)	Board meetings are divided into routine meetings and temporary meetings. The Board shall at least have 1 routine meetings every year.	Board meetings are divided into <del>routine</del> <b>regular</b> meetings and temporary meetings. The Board shall at least have <del>1</del> <b>4</b> <del>routine</del> <b>regular</b> meetings every year.
14	Deleted (original Article 6)	When convening routine Board meetings, the Secretary to the Board shall send written notice of meeting to all directors and supervisors 10 days in advance of the meeting and the documents for the meeting shall be delivered to all directors and supervisors at least 3 days in advance of the meeting.	Deleted
15	Deleted (original Article 7)	Documents for the meeting shall include relevant background materials of the items on the agenda of the meeting as well as information and data beneficial to the Director's understanding of the operations of the Bank.	Deleted
16	Article 13 (original Article 8)	In the event of any of the following, a temporary Board meeting may be convened: (1) As suggested by shareholders holding over 10% of the Bank's voting rights; (2) The Chairman deems necessary; (3) As requested by over 1/3 of the directors; (4) As suggested by the Supervisory Committee; (5) As proposed by the President of the Bank.	In the event of any of the following, <b><u>the chairman of board shall convene and preside over</u></b> a temporary Board meeting <b><u>within 10 days</u></b> <del>may be convened:</del> (1) As suggested by shareholders holding over 10% of the Bank's voting rights; (2) The Chairman deems necessary; (3) As requested by over 1/3 of the directors; (4) <b><u>As requested by two or more independent directors;</u></b> ( <del>5</del> ) As suggested by the Supervisory Committee; ( <del>6</del> ) As proposed by the President of the Bank.
17	Article 14 (original Article 9)	If a temporary Board meeting is convened as a result of an event set out in paragraphs (1), (3), (4) or (5) above, the person requesting the meeting shall submit his written request to the Chairman either directly or through the Secretary to the Board. The written notice shall set out the following matters:	If a temporary Board meeting is convened as a result of an event set out in paragraphs (1), (3), (4) <del>or (5)</del> <b><u>or (6)</u></b> above, the person requesting the meeting shall submit his written request to the Chairman either directly or through the Secretary to the Board. The written notice shall set out the following matters:

Serial No.	Article No.	Original Provisions	Amended Provisions
		<p>(1) the name of the person requesting the meeting;</p> <p>(2) the reasons for the request or the objective circumstances justifying the request;</p> <p>(3) the time for convening the requested meeting or the time period within which the requested meeting is to be convened, the venue and the means of conducting the meeting;</p> <p>(4) precise and clear motions to be proposed;</p> <p>(5) contact details of the person requesting the meeting and the date of the request notice.</p> <p>The proposed motions are classified as matters within the terms of reference of the Board as regulated under the Bank’s Articles of Association and accordingly, shall be submitted together with relating and relevant information.</p>	<p>(1) the name of the person requesting the meeting;</p> <p>(2) the reasons for the request or the objective circumstances justifying the request;</p> <p>(3) the time for convening the requested meeting or the time period within which the requested meeting is to be convened, the venue and the means of conducting the meeting;</p> <p>(4) precise and clear motions to be proposed;</p> <p>(5) contact details of the person requesting the meeting and the date of the request notice.</p> <p><del>The proposed motions are classified as matters within the terms of reference of the Board as regulated under the Bank’s Articles of Association and accordingly, shall be submitted together with relating and relevant information.</del></p>
18	Article 15 (original Article 10)	The Secretary to the Board shall, upon receipt of the request for a temporary meeting, report to the Chairman of the Board within 2 working days, and shall, in case the Chairman cannot be contacted, report to the Vice Chairman or other directors.	The Secretary to the Board shall, upon receipt of the request for a temporary meeting <b>of the board of directors</b> , report to the Chairman of the Board within 2 working days, and shall, in case the Chairman cannot be contacted, report to the Vice Chairman or other directors.
19	Article 16 (New)	New	<p><b><u>The following persons or institutions may submit proposals to the board of directors:</u></b></p> <p><b><u>(1) shareholders representing more than one-tenth of all votes;</u></b></p> <p><b><u>(2) the chairman of the board;</u></b></p> <p><b><u>(3) more than one-third of the directors;</u></b></p> <p><b><u>(4) two or more independent directors;</u></b></p> <p><b><u>(5) a committee of the board of directors;</u></b></p> <p><b><u>(6) the board of supervisors;</u></b></p> <p><b><u>(7) The President.</u></b></p> <p><b><u>Under the circumstances of (1), (3), (4), (5), (6), and (7) above, the proposal is to be prepared and submitted by the proposer.</u></b></p>



Serial No.	Article No.	Original Provisions	Amended Provisions
			<u>and the chairman may determine and add or delete issues to be discussed at meeting according to the request of the proposer.</u>
20	Article 17 (New)	New	<u>When a regular meeting of the board of directors is to be held, the secretary of the board of directors (or board office instructed by him) is responsible for collecting the proposals for the matters to be discussed at the meeting. All relevant proposers shall submit proposals and supporting materials 20 days before the meeting. After sorting out the relevant information, the secretary of the board of directors submits it to the chairman, indicating the venue, time and agenda of the board meeting.</u>
21	Article 18 (New)	New	<u>The proposer shall cooperate with the Office of the Board of Directors, submitting relevant proposals within the prescribed time limit, being responsible for the legality, accuracy and completeness of the proposals in strict accordance with the requirements of relevant laws, administrative regulations, rules and the Articles of Association and being responsible for interpreting relevant proposals.</u>
22	Article 19 (New)	New	<u>To hold a regular meeting of the board of directors, the board office shall send a notice of the meeting to all directors and supervisors in writing 14 days before the meeting, and the meeting documents shall be sent to all directors and supervisors at least 3 days in advance.</u>
23	Article 20 (original Article 11)	When convening a temporary meeting of the Board, the Secretary to the Board shall send written notice of the meeting to all directors and supervisors 5 days in advance of the meeting and the documents for the meeting	When convening a temporary meeting of the Board, <del>the Board Office</del> <u>the Secretary to the Board</u> shall send written notice of the meeting to all directors and supervisors 5 days in advance of the meeting and the

Serial No.	Article No.	Original Provisions	Amended Provisions
		<p>shall be delivered to all directors and supervisors at least 3 days in advance of the meeting.</p> <p>In an extreme emergency situation, the notice period and the timing requirements for delivering documents for a temporary Board meeting as set out in the previous paragraph need not be complied with. However, it should be ensured that the notice and the documents are effectively delivered to directors and supervisors before the meeting.</p>	<p>documents for the meeting shall be delivered to all directors and supervisors at least 3 days in advance of the meeting.</p> <p>In an extreme emergency situation, the notice period and the timing requirements for delivering documents for a temporary Board meeting as set out in the previous paragraph need not be complied with. However, it should be ensured that the notice and the documents are effectively delivered to directors and supervisors before the meeting.</p>
24	Article 21 (New)	New	<p><b><u>The documents of the board of directors provided shall be sufficient and comprehensive, including relevant background materials concerning the agenda of the meeting, prior approval of independent directors (if any), and all other information, data and materials required for the directors to vote on the proposal. For the inquiries raised by the directors before the meeting, the relevant meeting materials shall be supplemented according to the requirements of the directors before the meeting.</u></b></p>
25	Article 22 (original Article 25)	Original Article 25	<p><b><u>The agenda of a regular meeting of the board of directors shall be determined by the chairman and written into the meeting notice to be issued. If an extraordinary meeting of the board of directors is proposed by the chairman, the chairman shall determine the agenda of the extraordinary meeting.</u></b></p>
26	Article 24 (original Article 12)	<p>Notice of the Board meeting shall be served in the following manner:</p> <p>(1) If by mail (generally registered mail), deemed served on the 5th working day after the mail is posted;</p> <p>(2) If by email, deemed served on the date of its transmission;</p> <p>(3) If by fax, deemed served on the date of transmission;</p>	This clause is renumbered as Article 24.

Serial No.	Article No.	Original Provisions	Amended Provisions
		(4) If by personal delivery, deemed served on the date when the receiver of the notice or his/her authorised proxy signs on the receipt; (5) Other forms as stipulated in the Articles of Association or as agreed with the recipient of the notice.	
27	Article 23 (original Article 13)	Notice of the Board meeting shall include the following: (1) Date and place of the meeting; (2) Duration of the meeting; (3) Cause and agenda; (4) Date of the issuance of notice; (5) Contact person for the meeting and his/her contact details.	Notice of the Board meeting shall include the following: (1) Date and place of the meeting; (2) Duration of the meeting; (3) Cause and agenda; (4) Date of the issuance of notice; (5) Contact person for the meeting and his/her contact details.
28	Article 24 (original Article 12)	Original Article 12	<p><b><u>Notice of the Board meeting shall be deemed served:</u></b>  <b><u>(1) on the 5th working day after the mail is posted if sent by mail (generally refers to registered mail);</u></b>  <b><u>(2) on the date of transmission if by email;</u></b>  <b><u>(3) on the date of transmission if by fax;</u></b>  <b><u>(4) on the date when the receiver of the notice or his/her authorised proxy signs on the receipt if by personal delivery;</u></b>  <b><u>(5) as otherwise stipulated in the Articles of Association or as agreed with the recipient of the notice.</u></b></p>
29	Article 25 (New)	New	<p><b><u>After receiving the notice of the meeting of the board of directors, all persons who should attend the meeting shall inform the secretary of the board of directors or the contact designated in the meeting notice whether they would attend the meeting or not as soon as possible. If a director has attended the meeting and has not raised any objection that he has not received the notice of the meeting before or at the meeting, he shall be deemed to have been given the notice.</u></b></p>

Serial No.	Article No.	Original Provisions	Amended Provisions
30	Article 26 (original Article 14)	The Board meeting may be held at a time prior to the time of meeting as stipulated in the aforesaid notice of meeting upon approval by all Directors of the Board. The Board meeting may be held at a place other than the place of meeting as stipulated in the notice of meeting upon approval of all Directors of the Board. Any changes to the details of the Board meeting shall be notified to the Directors, the supervisors and other attendees in writing 48 hours in advance of the meeting.	The Board meeting may be held at a time prior to the time of meeting as stipulated in the <del>aforesaid</del> notice of meeting upon approval by all Directors of the Board. The Board meeting may be held at a place other than the place of meeting as stipulated in the notice of meeting upon approval of all Directors of the Board. Any changes to the details of the Board meeting shall be notified to the Directors, the supervisors and other attendees in writing 48 hours in advance of the meeting.
31	Article 27 (original Article 15)	Notice of the Board meeting shall, in accordance with the instructions of the person convening the Board meeting, be sent out in the manner specified herein. In case the Secretary to the Board fails to perform his/her duty of sending out a notice of the Board meeting, the person convening the Board meeting shall have the right to send out a notice of the meeting in the manner as specified herein.	Notice of the Board meeting shall, in accordance with the instructions of the person convening the Board meeting, be sent out in the manner specified herein. In case the Secretary to the Board fails to perform his/her duty of sending out a notice of the Board meeting, the person convening the Board meeting shall have the right to send out a notice of the meeting in the manner as specified herein.
32	Article 28 (New)	New	<b><u>Before the notice of the meeting of the board of directors is issued, the secretary of the board of directors (or office of the board of directors instructed by him) shall be responsible for or organize and arrange communication and liaison with all directors, especially independent directors, and obtain directors' opinions and suggestions on relevant proposals and timely convey the same to the proposers, and the proposer shall promptly improve the proposal he has put forward. The secretary of the board of directors shall also arrange supplementary materials in a timely manner for directors to make decisions on the proposals under discussion, including relevant background</u></b>

Serial No.	Article No.	Original Provisions	Amended Provisions
			<u>materials and other materials that are helpful for directors to make reasonable, prompt and prudent decisions.</u>
33	Article 29 (New)	New	<u>Before each board meeting, committees under the board of directors shall hold meetings in advance according to their working rules to fully discuss and deliberate on their respective issues. Regarding the issues within the scope of responsibility of the committees of the board of directors, the chairman of the committee shall form written opinions after the meeting, and report the opinions at the board meeting.</u>
34	Article 30 (original Article 16)	The quorum for a Board meeting shall be over 1/2 of the directors.	The quorum for a Board meeting shall be over 1/2 of the directors.
35	Article 31 (original Article 17)	<p>Board meetings shall be attended by the directors in person. If for some reason a director cannot attend a meeting, he/she may appoint another director to attend on his/her behalf, and an independent director shall appoint another independent director to attend on his/her behalf. Directors who appoint other directors to attend on their behalf shall be deemed as having attended the meeting. If a director fails to attend the Board meeting, and fails also to appoint another director to attend on his/her behalf, he/she shall be deemed as having abstained from voting at the meeting.</p> <p>The power of attorney shall specify the names of the appointing director and the director being appointed, matters of proxy, authority and term of validity of the power of attorney, and shall be signed or sealed by the appointing director. The original power of attorney shall be delivered to the Chairman of the meeting before the meeting. In special cases where the original power of attorney cannot be delivered to the Chairman of the</p>	<p>Meeting of the Board of Directors shall be attended by the directors in person. If any Director is unable to attend a meeting for whatever reason, he/she may appoint another director by a written power of attorney to attend the meeting of the Board of Directors on his/her behalf, and however an independent director shall not authorize <del>another</del> <u>non-</u> independent director to attend on his/her behalf. Directors who appoint other directors to attend on their behalf shall be deemed as having attended the meeting. <del>If a director fails to attend the Board meeting, and fails also to appoint another director to attend on his/her behalf, he/she shall be deemed as having abstained from voting at the meeting.</del></p> <p>The power of attorney shall <del>specify</del> <u>set out</u> the names of the <del>appointing director and the director being appointed</del> <u>attorney</u>, matters of <del>proxy entrusted, authority and term of validity</del> <u>rights considered and exercised and term of validity</u> <del>of the power of attorney,</del> <u>as well as Director's opinions</u></p>

Serial No.	Article No.	Original Provisions	Amended Provisions
		<p>meeting before the meeting, such power of attorney shall be faxed to the Chairman of the meeting before the meeting. And after the Board meeting, the original power of attorney shall be delivered to the Secretary to the Board as soon as possible.</p>	<p><b><u>and voting intentions on the proposals</u></b>, and shall be signed or sealed by the appointing director. The original power of attorney shall be delivered to the Chairman of the meeting before the meeting. In special cases where the original power of attorney cannot be delivered to the Chairman of the meeting before the meeting, such power of attorney shall be faxed <b><u>or emailed</u></b> to the Chairman of the meeting before the meeting. And after the Board meeting, the original power of attorney shall be delivered to the Secretary to the Board as soon as possible.</p>
36	Article 32 (original Article 18)	<p>Directors appointed by other directors to attend a meeting shall, in addition to his/her own right to act as a director, be entitled to exercise the right of the appointing director within the scope of authorization.</p>	<p><del>Directors appointed by other directors to attend a meeting shall, in addition to his/her own right to act as a director, be entitled to exercise the right of the appointing director within the scope of authorization.</del> <b><u>One Director may in principle be authorized by at most two Directors who are not present at a meeting in person. When deliberating a connected transaction, non-connected directors shall not authorize a connected director to be present on his behalf.</u></b>  <b><u>A director attending the meeting on others' behalf shall exercise the rights of a director within the scope of authorization. If a director fails to attend a board meeting or appoint a proxy to attend, it shall be deemed to have waived the right to vote at the meeting.</u></b></p>
37	Article 33 (New)	New	<p><b><u>Directors shall attend at least two-thirds of the on-site meetings of the board of directors in person each year.</u></b>  <b><u>A director who fails to attend two board meetings in person in a row and does not entrust other directors to attend the board meeting shall be deemed to be unable to perform his duties, and the board of directors shall make recommendation to</u></b></p>

Serial No.	Article No.	Original Provisions	Amended Provisions
			<p><u>the general meeting of shareholders to remove him. An independent director who fails to attend three board meetings in person in a row shall be deemed to have failed to perform his duties, and the Bank shall convene a general meeting of shareholders within three months to remove him from his position and elect a new independent director.</u></p> <p><u>Attendance in person as mentioned in these Rules refers to the way of attending the meeting in person by the relevant attendees; attendance by proxy refers to the participation in the meeting by authorizing other persons to attend the meeting in writing if the relevant attendee cannot attend the meeting in person for some reason.</u></p>
38	Article 34 (original Article 19)	<p>If due to some reason a director attending a Board meeting leaves the meeting, he/she shall explain to the Chairman of the meeting and apply for leave. He/she may appoint other directors in writing with his/her voting directions to vote on his/her behalf in respect of the remaining items on the agenda. Where there is no such appointment, the director shall be deemed as having abstained from voting in respect of the remaining items on the agenda.</p> <p>If a director leaves a Board meeting after the Chairman declares the meeting open, for the resolutions that have already been put to vote, the votes cast by such director may, after soliciting his/her view, be counted.</p>	<p>If due to some reason a director attending a Board meeting leaves the meeting, he/she shall explain to the Chairman of the meeting and apply for leave. He/she may appoint other directors in writing with his/her voting directions to vote on his/her behalf in respect of the remaining items on the agenda. Where there is no such appointment, the director shall be deemed as having abstained from voting in respect of the remaining items on the agenda.</p> <p>If a director leaves a Board meeting after the <del>C</del>chairman <b>of the meeting</b> declares the meeting open, for the resolutions that have already been put to vote, the votes cast by such director may, after soliciting his/her view, be counted.</p>
39	Article 35 (original Article 20)	Where Supervisors and non-director senior management members attend a Board meeting, they may give their opinion on relevant subjects, and shall have the right to	Where Supervisors and non-director senior management members attend a Board meeting, they may give their opinion on relevant subjects, and shall have the right to

Serial No.	Article No.	Original Provisions	Amended Provisions
		require his/her views be recorded in the minutes of the Board meeting. However, they may not vote.	require his/her views be recorded in the minutes of the Board meeting. However, they may not vote.
40	Deleted (original Article 21)	Where issues concerning employee welfare such as remuneration, benefits, safety and production, labor protection and insurance of employees, are discussed at Board meetings, the Board shall first listen to the views of the trade union and employees of the Bank, and shall invite representatives of the trade union or employees to attend the relevant meeting.	Deleted
41	Article 36 (original Article 22)	If due to some reason a supervisor cannot attend a Board meeting, he/she may appoint other supervisors to attend the meeting to present his/her views. In case a supervisor fails to attend a Board meeting after due notification by the person convening the Board meeting, the holding of the Board meeting shall not be affected. Minutes of the Board meeting shall record the attendance of the supervisors.	If due to some reason a supervisor cannot attend a Board meeting, he/she may appoint other supervisors to attend the meeting to present his/her views. In case a supervisor fails to attend a Board meeting after due notification by the person convening the Board meeting, the holding of the Board meeting shall not be affected. Minutes of the Board meeting shall record the attendance of the supervisors.
42	Article 37 (original Article 23)	For matters that have been included in the agenda of the Board meeting and where the Board needs to understand the key points and the process of the subject matters to be discussed, the Board may request personnel relevant to the subject matter to attend the meeting to provide explanation of issues relating to the subject matter.	For matters that have been included in the agenda of the Board meeting and where the Board needs to understand the key points and the process of the subject matters to be discussed, the Board may request personnel relevant to the subject matter to attend the meeting to provide explanation of issues relating to the subject matter.
43	Deleted (original Article 24)	In the holding of routine or temporary Board meetings, written form, telephone, fax or communication equipment by which all directors may communicate with each other may be adopted, provided that the directors can fully express their opinion.	Deleted
44	Article 22 (original Article 25)	The agenda of a routine Board meeting shall, after being determined by the Chairman of the Board, be written into the notice of the meeting for printing and distribution. In case of a temporary meeting convened at the	This clause is renumbered as Article 22



Serial No.	Article No.	Original Provisions	Amended Provisions
		suggestion of the Chairman of the Board, the Chairman of the Board shall determine the agenda of the temporary meeting.	
45	Deleted (original Article 26)	If a temporary Board meeting is to be convened at the request of shareholders holding over 10% of the Bank's voting rights, or over 1/3 the directors, or the Supervisory Committee or President of the Bank, the agenda of the meeting shall be prepared and presented by the person requesting the meeting, where Chairman of the Board may, in accordance with the requirement of the person requesting the meeting, determine, extend or limit the agenda of the meeting	Deleted
46	Article 47 (original Article 27)	Generally, the Board shall only consider and vote on the subject matters stated in the notice of the meeting, with the exception of supplements, amendments or modifications to subject matters already included in the agenda.	renumbered as Article 47
47	Article 48 (original Article 28)	For subject matters concerning key matters of the Bank that have not be specified in the notice of the meeting, the Chairman of the meeting shall put the question of whether to table the subject matters at the Board meeting for consideration to vote. The subject matters can only be considered if over half of the directors attending the meeting agree. In case a resolution is needed, the votes of directors attending as proxy shall not be counted as valid votes for subject matters in respect of which no prior directions were given by the appointing director, unless the appointing director has, in the power of attorney, already authorised the proxy to vote on his/her behalf on any new subject matters raised at the meeting.	renumbered as Article 48

Serial No.	Article No.	Original Provisions	Amended Provisions
48	Article 38 (original Article 29)	The right of all attending directors and supervisors to present their views and recommendations shall be ensured at every Board meeting.	The right of all attending directors and supervisors to present their views and recommendations shall be ensured at every Board meeting. <b><u>Each director and supervisor shall practice high standards of professional ethics, be responsible to the Bank and all shareholders, and express opinions and suggestions independently, professionally and objectively on matters reviewed by the board of directors.</u></b>
49	Article 39 (New)	New	<b><u>Resolutions of the board of directors made by voting at onsite meeting (including physical meetings, video conferences, teleconferences which ensure instant communication and discussion among participants) or by adoption of written documents (by means of separate delivery or circulation of proposals for consideration).</u></b>
50	Article 40 (New)	New	<b><u>Each director shall have one vote for each resolution to be adopted by the board. Resolutions of the board of directors shall be approved and adopted by more than half of (1/2) all the directors; but for the following matters, the resolution shall be approved and adopted by more than two-thirds (2/3) of the directors and the meetings of the Board of Directors should not be held by adoption of written resolutions:</u></b> <b><u>(1) preparation of drafting annual financial budget and final accounts of the Bank;</u></b> <b><u>(2) profit distribution plan and deficiency recovery plan;</u></b> <b><u>(3) capital replenishment plan;</u></b> <b><u>(4) plans for the increase or decrease of registered capital;</u></b> <b><u>(5) plans for merger, division, dissolution and change of corporate form of the Bank;</u></b>

Serial No.	Article No.	Original Provisions	Amended Provisions
			<p><u>(6) plans for issuance of corporate bonds or other securities and public listing;</u>  <u>(7) plans to purchase the shares of the Bank;</u>  <u>(8) amendments to the Articles of Association;</u>  <u>(9) the establishment of important legal entities, material merger and acquisition, material investment and material asset disposal;</u>  <u>(10) financial restructuring plan;</u>  <u>(11) compensation plans for directors or senior management personnel;</u>  <u>(12) appointment or dismissal of senior Management personnel, and deciding on their rewards and punishments;</u>  <u>(13) submitting to the shareholders' general meeting the engagement or dismissal of the accounting firm that conducts periodic statutory audits of the Bank's financial reports;</u>  <u>(14) Other matters that more than half (1/2) of all the directors of the board of directors consider will have a material effect on the Bank and shall be adopted by more than two-thirds (2/3) of the directors.</u></p>
51	Article 41 (original Article 30)	Board meetings adopt the principle of voting on an item-by-item basis by means of votes bearing names or voting by show of hands for matters under consideration. The votes are divided into “For”, “Against” and “Abstained”. Each director shall have one vote. The Board shall, on the basis of the voting results, pass the resolutions of the meeting.	Board meetings adopt the principle of voting on an item-by-item basis by means of votes bearing names or voting by show of hands for matters under consideration. The votes are divided into “For”, “Against” and “Abstained”. <del>Each director shall have one vote.</del> The Board shall, on the basis of the voting results, pass the resolutions of the meeting.
52	Deleted (original Article 31)	Board meetings may adopt fax or other means for voting. The duration of the validity of the votes shall be stipulated in case of voting by means other than in person.	Deleted

Serial No.	Article No.	Original Provisions	Amended Provisions
		<p>Directors who fail to express their views within a stipulated period of time shall be deemed as having waived his/her right.</p> <p>Means of voting by communication shall not be adopted for the consideration of material matters such as profit distribution plans, major investment and major assets disposal plans and employment or dismissal of senior management members.</p>	
53	Article 42 (original Article 32)	<p>Voting by the Board on any subject matter must be agreed upon by over half of all directors, unless otherwise stipulated in laws, administrative regulations and the Articles of Association.</p> <p>If in the discussion of key issues there are major differences among the directors, the Chairman shall have the right to postpone the vote, and with the consent of over half of the directors attending the meeting, the vote may be postponed.</p>	<p><del>Voting by the Board on any subject matter must be agreed upon by over half of all directors, unless otherwise stipulated in laws, administrative regulations and the Articles of Association.</del></p> <p>If in the discussion of key issues there are major differences among the directors, the Chairman shall have the right to postpone the vote, and with the consent of over half of the directors attending the meeting, the vote may be postponed.</p>
54	Article 43 (original Article 33)	<p>Once a subject matter is put to vote, the votes shall be counted by the staff of the meeting, and the Chairman of the meeting shall announce the result at the meeting, and the result shall be put on record. The votes cast on the subject matter by each director, whether for, against or abstained, shall be recorded in the minutes. Minutes of the Board meeting shall be signed by attending directors for record.</p>	<p>Once a subject matter <b>of a board meeting</b> is put to vote, the votes shall be counted by the staff of the meeting, and the Chairman of the meeting shall announce the result at the meeting, and the result shall be put on record. The votes cast on the subject matter by each director, whether for, against or abstained, shall be recorded in the minutes. Minutes of the Board meeting shall be signed by attending directors for record.</p>
55	Article 44 (original Article 34)	<p>Directors attending a Board meeting as proxy shall exercise their power within their scope of authorisation. Where the appointing director has expressed in writing his voting directions, the appointed director can only vote in accordance with such directions. Any votes cast contrary to such directions shall not be counted. If the appointing director has not expressed his views, the appointed director may vote at his/her discretion.</p>	<p>Directors attending a Board meeting as proxy shall exercise their power within their scope of authorisation. Where the appointing director has expressed in writing his voting directions, the appointed director can only vote in accordance with such directions. Any votes cast contrary to such directions shall not be counted. If the appointing director has not expressed his views, the appointed director may vote at his/her discretion.</p>

Serial No.	Article No.	Original Provisions	Amended Provisions
56	Article 45 (original Article 35)	If a director is connected with a corporation which is the subject of the agenda or has an interest in an item on the agenda of a meeting, the director shall abstain from voting and shall not vote on behalf of other Directors. The Board meeting can be held when over half of the unconnected directors attend the meeting and resolutions shall be passed by over half of the unconnected directors. If there are less than 3 unconnected directors attending the meeting, the relevant resolution shall be proposed at a shareholders meeting for consideration.	If a director is connected with a corporation which is the subject of the agenda <del>or has an interest in an item on the agenda</del> of a meeting <b><u>of the board of directors</u></b> , the director shall abstain from voting and shall not vote on behalf of other Directors. <del>The Board meeting can be held when over half of the unconnected directors attend the meeting and resolutions shall be passed by over half of the unconnected directors.</del> <b><u>General related party transactions are reviewed in accordance with the Bank's internal management system and authorization procedures, and reported to the Risk Management and Related Party Transactions Control Committee of the Board of Directors for the record. Significant related transactions are reviewed by the Risk Management and Related Transaction Control Committee of the Board of Directors and submitted to the Board of Directors for approval. Resolutions made at board meetings must be approved by more than two-thirds of non-related directors.</u></b> If there are less than 3 unconnected directors attending the meeting, the relevant resolution shall be proposed at a shareholders meeting for consideration.
57	Article 46 (original Article 36)	The directors shall sign against the resolutions of the Board meetings, and shall bear responsibility for the resolutions of the Board. In case the resolutions of the Board breach the laws, administrative regulations and resolutions of the Shareholders at General Meeting, resulting in the Bank suffering loss, directors who voted shall be responsible for compensating the Bank. However, directors as recorded that have expressed different views at the time of voting shall be exempted.	The directors shall sign against the resolutions of the Board meetings, and shall bear responsibility for the resolutions of the Board. In case the resolutions of the Board breach the laws, administrative regulations and resolutions of the Shareholders at General Meeting, resulting in the Bank suffering loss, directors who voted shall be responsible for compensating the Bank. However, directors as recorded that have expressed different views at the time of voting shall be exempted.

Serial No.	Article No.	Original Provisions	Amended Provisions
58	Deleted (original Article 37)	Resolutions of the Board shall be implemented by the operational management of the Bank. The Office of the Board shall be responsible for the supervision of the implementation of the resolutions of the Board. The Directors shall have the right to make enquiries with relevant people with regard to the implementation of the resolutions of the Board.	Deleted
59	Article 47 (original Article 27)	Original Article 27	<u>Generally, the Board shall only consider and vote on the subject matters stated in the notice of the meeting, with the exception of supplements, amendments or modifications to subject matters already included in the agenda.</u>
60	Article 48 (original Article 28)	Original Article 28	<u>For subject matters concerning key matters of the Bank that have not been specified in the notice of the meeting, the Chairman of the meeting shall put the question of whether to table the subject matters at the Board meeting for consideration to vote. The subject matters can only be considered if over half of the directors attending the meeting agree. In case a resolution is needed, the votes of directors attending as proxy shall not be counted as valid votes for subject matters in respect of which no prior directions were given by the appointing director, unless the appointing director has, in the power of attorney, already authorised the proxy to vote on his/her behalf on any new subject matters raised at the meeting.</u>
61	Article 49 (original Article 38)	Minutes of Board meetings shall be kept by personnel designated by the Secretary to the Board.	<del>Minutes of Board meetings shall be kept by personnel designated by the Secretary to the Board.</del> <u>The Board shall have its secretary designate the board office to take charge of preparing minutes of physical board meetings recording resolutions adopted.</u>

Serial No.	Article No.	Original Provisions	Amended Provisions
62	Article 50 (original Article 39)	<p>Minutes of Board meetings shall be complete, shall accurately record the factual situation of the meeting, as well as the views and suggestions of directors and supervisors attending the meeting, and shall include at least the following:</p> <p>(1) Date, place of the meeting as well as name of the person convening the meeting;</p> <p>(2) Name of directors attending the meeting, as well as names of directors (proxies) attending the Board meeting as appointed by others;</p> <p>(3) Agenda;</p> <p>(4) Sponsor of each proposal;</p> <p>(5) Key points of the remarks of the supervisors;</p> <p>(6) Manner and voting results of each item (the voting result shall specify the number of votes for, against or abstained);</p> <p>(7) Other matters that the Board deems necessary to be recorded.</p>	<p>Minutes of Board meetings shall be complete, shall accurately record the factual situation of the meeting, as well as the views and suggestions of directors and supervisors attending the meeting, and shall include at least the following:</p> <p>(1) Date, place of the meeting as well as name of the person convening the meeting;</p> <p>(2) Name of directors attending the meeting, as well as names of directors (proxies) attending the Board meeting as appointed by others;</p> <p>(3) Agenda;</p> <p>(4) Sponsor of each proposal;</p> <p>(5) Key points of the remarks of the supervisors;</p> <p>(6) Manner and voting results of each item (the voting result shall specify the number of votes for, against or abstained);</p> <p>(7) Other matters that the Board deems necessary to be recorded.</p>
63	Article 51 (original Article 40)	<p>Directors (including proxies) attending the meeting, the Secretary to the Board and clerks attending the meeting shall sign on the minutes of the meeting, and shall bear responsibility for the resolutions of the Board. The result of the votes bearing names shall be recorded. Directors attending the meeting shall have the right to request his/her remarks made at the meeting be recorded in the minutes.</p>	<p>Directors (including proxies) attending the meeting, the Secretary to the Board and clerks attending the meeting shall sign on the minutes of the meeting, and shall bear responsibility for the resolutions of the Board. The result of the votes bearing names shall be <b>descriptive</b> recorded. Directors attending the meeting shall have the right to request his/her remarks made at the meeting be recorded in the <b>meeting minutes. <u>If the directors dissent to the minutes of the meeting, they may add an explanation when signing.</u></b></p>
64	Article 52 (original Article 41)	<p>Minutes, powers of attorney of directors appointing others to attend a meeting, votes of the resolutions, and the resolutions of the meeting (as archives of the Bank), together with the signature book of the directors shall be kept by the Secretary to the Board.</p>	<p><del>Minutes, powers of attorney of directors appointing others to attend a meeting, votes of the resolutions, and the resolutions of the meeting (as archives of the Bank), together with the signature book of the directors shall be kept by the Secretary to the Board.</del></p>

Serial No.	Article No.	Original Provisions	Amended Provisions
		Decisions, resolutions of the Board and minutes of a Board meeting shall be reported by the Secretary to the Board to regulatory authorities for filing within 10 days after the meeting.	<del>Decisions, Resolutions</del> of the Board and minutes of a Board meeting shall be reported by the Secretary to the Board to regulatory authorities <del>for filing within 10 days</del> after the meeting.
65	Article 53 (New)	New	<b><u>The Bank shall record the physical meeting of the board of directors by means of audio and video recording. Minutes of board meetings are kept permanently in the Bank's archives.</u></b>
66	Article 54 (New)	New	<b><u>If the Bank convenes a board meeting, it shall submit the resolutions of the board of directors (including resolutions in which all proposals are vetoed) to the stock exchange where the shares of the Bank are listed according to the requirements of the stock exchange after the meeting. If the stock exchange requires the provision of the minutes of the board meeting, the Bank shall provide it as required.</u></b>
67	Article 55 (New)	New	<b><u>If the resolutions of the board of directors involve matters subject to voting at the general meeting of shareholders, or major matters that need to be disclosed according to the rules of the stock exchange, the Bank shall disclose them in a timely manner; and also disclose as resolutions of the board of directors involving other matters if the stock exchange deems necessary. If the resolutions of the board of directors involve major matters that need to be disclosed in accordance with the rules of the stock exchange and need to be announced in accordance with the relevant regulations of the China Securities Regulatory Commission or the announcement format guidelines formulated by the stock exchange, the Bank shall separately make</u></b>



Serial No.	Article No.	Original Provisions	Amended Provisions
			<u>announcements of the resolution of the board of directors and of relevant major matters separately.</u>
68	Article 56 (New)	New	<u>The resolutions of the board of directors shall be implemented by the senior management of the Bank. The chairman of the board shall urge the secretary of the board of directors to check and supervise the implementation of the resolutions. The implementation of the resolutions of the board of directors shall be regularly reported to the board of directors, and directors have the right to raise questions on the implementation of the resolutions to the relevant persons who have implemented the resolutions.</u>
69	Deleted (original Article 42)	Article 42 These Procedural Rules are to be implemented on the day when the same are approved by the Shareholders at General Meeting.	Deleted
70	Article 57 (New)	New	<u>Unless stated otherwise in these Procedural Rules, the terms used here shall have the same meaning as they do in the Articles of Association of the Bank.</u>
71	Article 58 (original Article 43)	In case of difference between the stipulations of these Procedural Rules and the Articles of Association, the Articles of Association shall prevail. For matters not included herein, relevant laws and regulations and the requirement of the Articles of Association shall govern	<del>In case of difference between the stipulations of these Procedural Rules and the Articles of Association, the Articles of Association shall prevail. For matters not included herein, relevant laws and regulations and the requirement of the Articles of Association shall govern.</del> <u>Any matters not covered by these rules shall be dealt with in accordance with the laws and regulations, the regulations of the securities regulatory authorities and the stock exchange where the Bank's shares are listed, the Bank's Articles of Association and the actual situation of the Bank.</u>

Serial No.	Article No.	Original Provisions	Amended Provisions
			<p><u>In the event of any conflict between these Rules of Procedure and the newly promulgated and implemented laws and regulations or the regulations of the securities regulatory authorities and stock exchanges in the places of listing, the newly promulgated and implemented laws and regulations or the regulations of the securities regulatory authorities and stock exchanges in the places of listing shall prevail.</u></p>
72	Article 59 (original Article 44)	“Over” a number as used in this Procedural Rules shall include the number itself and “exceeding” a number shall not include that number.	<p><u>Unless otherwise provided for in these Procedural Rules,</u> “Over” a number as used in this Procedural Rules shall include the number itself and “exceeding” a number shall not include that number.</p>
73	Article 60 (New)	New	<p><u>These Procedural Rules shall be formulated and revised by the board of directors, and shall come into force on the date of approval by the general meeting of shareholders.</u></p>
74	Article 61 (original Article 45)	These Procedural Rules are to be interpreted by the Board.	These Procedural Rules are to be interpreted by the Board.

**APPENDIX IV                      PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE BOARD OF SUPERVISORS**

Proposed amendments to the Procedural Rules of the Board of Supervisors are as follows (amendments are shown in underlines and strikethroughs):

Serial No.	Article No.	Pre-revision articles	Post-revision articles
1	Article 1	<p>In order to improve the corporate management structure of Bank of Communications Co., Ltd (the “<b>Bank</b>”), ensure that the Supervisory Committee legally exercises its supervisory rights, and guarantee the efficiency of the Supervisory Committee and its scientific decision-making, in accordance with relevant laws and regulations and regulatory documents including the Company Law of the PRC, the Commercial Bank Law of the PRC, Mandatory Provisions of the Articles of Association of Companies to be Listed Overseas, Guidance on the Articles of Association of Listed Corporations, etc. and the Articles of Association of Bank of Communications Co., Ltd (“<b>Articles of Association</b>”), these Procedural Rules are hereby prepared.</p>	<p>In order to improve the corporate <del>management structure</del><b>governance</b> of Bank of Communications Co., Ltd (the “<b>Bank</b>”), ensure that <del>the Supervisory Committee</del><b>the Board of Supervisors</b> <del>legally exercises its supervisory rights</del><b>perform its supervisory duties in accordance with the applicable laws and regulations,</b> and <del>guarantee the efficiency of the Supervisory Committee and its scientific decision-making,</del> in accordance with relevant laws and regulations and regulatory documents including the Company Law of the PRC (<b><u>the “Company Law”</u></b>), <b><u>the Securities Law of the PRC, the Commercial Bank Law of the PRC, the Code of Corporate Governance for Listed Companies, the Guidelines for the Articles of Association of Listed Companies, the Code of Corporate Governance of Banking and Insurance Institutions, the Guidelines for the Work of the Board of Supervisors of Commercial Banks and the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation)</u></b>, the listing rules of the stock exchange where the Bank’s shares are listed, and the Articles of Association of Bank of Communications Co., Ltd (“<b>Articles of Association</b>”), these Procedural Rules are hereby prepared <b>with reference to the reality of the Bank.</b></p>

**APPENDIX IV                      PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE BOARD OF SUPERVISORS**

Serial No.	Article No.	Pre-revision articles	Post-revision articles
2	Article 2	The Supervisory Committee is the supervisory organization of the Bank. It is responsible to the Shareholders at General Meeting. It exercises supervisory right within its power empowered by laws, regulations, the Articles of Association and the Shareholders at General Meeting, and maintains the legal rights and interests of the Bank and the Shareholders.	<del>The Supervisory Committee</del> <b><u>The Board of Supervisors</u></b> is the supervisory organization of the Bank. It is responsible to the Shareholders at General Meeting. It exercises <del>supervisory right within</del> its power empowered by laws, regulations, the Articles of Association and the Shareholders at General Meeting, and maintains the legal rights and interests of the Bank and the Shareholders.
3	Article 3	New	<b><u>These Procedural Rules mainly regulate the composition and powers of the Board of Supervisors, the procedures for convening meetings of the Board of Supervisors, etc.</u></b>
4	Chapter 2 (New)	New	<b><u>Composition of the Board of Supervisors</u></b>
5	Article 4 (New)	New	<b><u>The Bank's the Board of Supervisors consists of three to thirteen members. Supervisors include shareholder supervisors, employee supervisors and external supervisors. The proportion of employee supervisors and external supervisors shall not be less than one-third.</u></b> <b><u>The term of each supervisor is three years and may be renewed upon re-election. The cumulative term of office of an external supervisor in the Bank shall not exceed six years.</u></b> <b><u>Eligible Party Committee members of the Bank can join the Board of Supervisors through legal procedures; qualified Party members in the Board of Supervisors can join the Party Committee in accordance with relevant regulations and procedures.</u></b>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
6	Article 5 (New)	New	<u>The Bank has one chairman of the Board of Supervisors. The election and removal of the chairman of the Board of Supervisors shall be approved by more than two-thirds of all the supervisors.</u>
7	Article 6 (New)	New	<u>There are sub-committees under the Board of Supervisors, which carry out work according to the authorization of the Board of Supervisors and report to the Board of Supervisors. the Board of Supervisors has sub-committees as follows: Performance and Due Diligence Supervision Committee, Nomination Committee, and Finance and Internal Control Supervision Committee. Each sub-committee shall be composed of at least three supervisors. the Board of Supervisors may establish other sub-committees and adjust existing sub-committees as needed. The working rules of each sub-committee shall be formulated by the Board of Supervisors.</u>
8	Article 7 (New)	New	<u>An office of the Board of Supervisors is set up as the administrative body of the Board of Supervisors.</u>
9	Chapter 3 (New)	New	<u>Chapter 3 Functions and Powers of the Board of Supervisors</u>
10	Article 8 (New)	New	<u>The Board of Supervisors exercises the following functions and powers in accordance with the law:</u> <u>(1) Supervising the Board of Directors in establishing solid and stable business values and principles and formulating development strategies suitable to the Bank's actual conditions;</u> <u>(2) Evaluating the scientificity, reasonableness and soundness of the Bank's development strategies, and forming evaluation reports;</u>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>(3) Establishing evaluation methods for the performance of the board of directors, the senior management and its members and supervisors, and supervising and reviewing the performance of the board of directors, the senior management and its members and Supervisors;</u></p> <p><u>(4) Supervising the acts of the Bank’s directors, President and other senior managers in discharging their duties, and when the above-mentioned personnel’s behaviors act in a manner detrimental to the Bank’s interests, requesting the above-mentioned personnel to rectify the situation; and recommend that the responsible personnel be held accountable; and, if necessary, report to the regulatory authority;</u></p> <p><u>(5) Supervising the selection and appointment procedures of directors and other important officers; comprehensively evaluating the performance of directors, supervisors and senior management; making proposals for dismissal of any directors, the President or other officers who have violated laws or regulations, the Articles of Association or resolutions of the general meeting of shareholders;</u></p> <p><u>(6) Negotiating with directors and senior executives on behalf of the Bank, and filing lawsuits against directors and senior executives in accordance with the provisions of the Company Law;</u></p> <p><u>(7) Inspecting and supervising the financial activities of the Bank;</u></p> <p><u>(8) Supervising and inspecting the Bank’s business decisions, risk management and internal controls, and urging rectifications;</u></p> <p><u>(9) Reviewing the Bank’s periodic reports, and providing written audit opinions on the authenticity, accuracy and completeness of the reports; reviewing the</u></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>Bank's profit distribution plan, and issuing opinions on the compliance with laws and regulations and rationality of the profit distribution plan; reviewing financial information such as financial reports, business reports and profit distribution plans to be submitted by the board of directors to the general meeting of shareholders. If any doubts are found, the Bank may entrust a certified public accountant or a practicing auditor to assist in the review;</u></p> <p><u>(10) Guiding and supervising the internal audit work, actively guiding the internal audit department in fulfilling its functions of internal audit and supervision independently, and effectively managing the internal audit department and making evaluations and assessments. The Board of Supervisors has the right to request the Board of Directors and the Senior Management to provide the relevant information in respect of the audit;</u></p> <p><u>(11) Supervising the compliance of the engagement, dismissal and renewal of external auditors with laws and regulations; the fairness of engagement terms and remunerations; and the independence and effectiveness of external audit work;</u></p> <p><u>(12) Supervising the scientificity and rationality of the performance appraisal system, the remuneration management rules and policies and the remuneration packages for senior management personnel; proposing compensation (or allowance) plans for supervisors and submitting them to the general meeting of shareholders for review and approval;</u></p>

**APPENDIX IV                      PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE BOARD OF SUPERVISORS**

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>(13) Proposing the convening of an extraordinary general meeting of shareholders, and convening and holding general meetings of shareholders when the board of directors fails to perform the duties of convening and holding the general meetings of shareholders as stipulated in the Company Law;</u></p> <p><u>(14) Proposing motions to the general meeting of shareholders;</u></p> <p><u>(15) Using all management information systems of the Bank for investigation as needed to perform its duties when discovering any abnormality in the operation of the Bank and, if necessary, to engage lawyers, accountants and other professionals to assist. Reasonable expenses incurred in this regard shall be borne by the Bank;</u></p> <p><u>(16) other functions and powers provided by laws and regulations, regulatory provisions and the Articles of Association or granted by the general meeting of shareholders.</u></p> <p><u>Before deliberating on major matters, the Board of Supervisors must first perform the procedures for research and discussion by the Party Committee.</u></p>
11	Article 9 (New)	New	<p><u>The chairman of the Board of Supervisors shall perform the following duties:</u></p> <p><u>(1) Convening and presiding over the meetings of the Board of Supervisors;</u></p> <p><u>(2) Organizing the performance of the duties and powers of the Board of Supervisors;</u></p> <p><u>(3) Signing the report of the Board of Supervisors and other important documents;</u></p> <p><u>(4) Reporting to the general meeting of shareholders on behalf of the Board of Supervisors;</u></p>



Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<u>(5) Other duties and powers prescribed by laws and regulations and the Articles of Association.</u>
12	Chapter 4 (Original Chapter 2, Chapter 3, Chapter 4, Chapter 5)	Chapter 2 Convening and Notification of Meetings of Supervisory Committee Chapter 3 Holding of Meetings of Supervisory Committee Chapter 4 Deliberation and Voting at Meetings of Supervisory Committee Chapter 5 Meeting Documents and Minutes of Supervisory Committee	<del>Chapter 2 Convening and Notification of Meetings of Supervisory Committee</del> <del>Chapter 3 Holding of Meetings of Supervisory Committee</del> <del>Chapter 4 Deliberation and Voting at Meetings of Supervisory Committee</del> <del>Chapter 5 Meeting Documents and Minutes of Supervisory Committee</del> <u>Chapter 4 Procedures for Convening Meetings of the Board of Supervisors</u>
13	Section 1 (New)	New	<u>Section 1 Forms of Meeting</u>
14	Article 10 (original Article 3)	Supervisory Committee meeting can be divided into routine meetings and temporary meetings. The Supervisory Committee shall hold at least 4 routine meetings every year, with at least one meeting every six months. Supervisors may convene temporary Supervisory Committee meetings.	<del>Supervisory Committee</del> <u>The Board of Supervisors</u> meeting can be divided into routine meetings and temporary meetings. <del>The Supervisory Committee</del> <u>The Board of Supervisors</u> shall hold at least 4 routine meetings every year, <del>with at least one meeting every six months</del> . Supervisors may convene <u>temporary</u> <del>Supervisory Committee</del> <u>the Board of Supervisors</u> meetings <u>according to the specific situation.</u>
15	Article 11 (original Article 4)	The Supervisory Committee shall have a Chairman. The Chairman is responsible for convening and chairing Supervisory Committee meetings. In case the Chairman of the Supervisory Committee cannot or does not perform his/her duty, over 1/2 of the supervisors may jointly elect a supervisor to convene the meeting.	<del>The Supervisory Committee shall have a Chairman.</del> The Chairman <u>of the Board of Supervisors</u> is responsible for convening and chairing <del>Supervisory Committee</del> <u>the Board of Supervisors</u> meetings. In case the Chairman of <del>the Supervisory Committee</del> <u>the Board of Supervisors</u> cannot or does not perform his/her duty, over 1/2 of the supervisors may jointly elect a supervisor to convene <u>and chair</u> the meeting.
16	Section 2 (New)	New	<u>Section 2 Notice of Meeting and Pre-Meeting Communications</u>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
17	Article 12 (original Article 5)	<p>When convening routine meetings of the Supervisory Committee, written notice of the meeting shall be sent to all supervisors 10 days in advance of the meeting and the documents for the meeting shall be delivered to all supervisors at least 3 days in advance of the meeting.</p> <p>When convening temporary meetings of the Supervisory Committee, written notice of and documents for the meeting shall be delivered to all supervisors at least 3 days in advance of the meeting.</p>	<p>When convening routine meetings of <del>the Supervisory Committee</del><u>the Board of Supervisors</u>, written notice of the meeting shall be sent to all supervisors <del>ten</del><u>10</u> days in advance of the meeting and the documents for the meeting shall be delivered to all supervisors at least <del>three</del><u>3</u> days in advance of the meeting.</p> <p>When convening temporary meetings of <del>the Supervisory Committee</del><u>the Board of Supervisors</u>, written notice of and documents for the meeting shall be delivered to all supervisors at least <del>three</del><u>3</u> days in advance of the meeting.</p> <p><b><u>In exceptionally urgent cases, the service of notice and documents of extraordinary meeting of the Board of Supervisors may be exempt from the time limit in the preceding paragraph, provided however in any event such documents must be effectively served with the supervisors before the meeting is convened.</u></b></p>
18	Article 14 (original Article 7)	<p>Notice of the Supervisory Committee meeting shall be served in the following manner:</p> <p>(1) If by mail (generally registered mail), deemed served on the 5th working day after the mail is posted;</p> <p>(2) If by email, deemed served on the date of its transmission;</p> <p>(3) If by fax, deemed served on the date of transmission, which shall be the date as shown on the report sheet of the fax machine;</p> <p>(4) If by personal delivery, deemed served on the date when the recipient of the notice or his/her authorised proxy signs the receipt;</p> <p>(5) Other forms as stipulated in the Articles of Association or as agreed with the recipient of the notice.</p>	<p>Notice of the Supervisory Committee meeting shall be served in the following manner:</p> <p>(1) If by mail (generally registered mail), deemed served on the 5th working day after the mail is posted;</p> <p>(2) If by email, deemed served on the date of its transmission;</p> <p>(3) If by fax, deemed served on the date of transmission, which shall be the date as shown on the report sheet of the fax machine;</p> <p>(4) If by personal delivery, deemed served on the date when the recipient of the notice or <del>the supervisor his/her</del> <b><u>by him/her</u></b> proxy signs the receipt;</p> <p>(5) Other forms as stipulated in the Articles of Association or as agreed with the recipient of the notice.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
19	Article 16 (New)	New	<u>Before each meeting of the Board of Supervisors, the sub-committees under the Board of Supervisors shall conduct a discussion according to their working rules, fully preparing for the relevant topics, and providing the supervisors with necessary materials or information. Regarding the issues within the scope of duties of a sub-committee of the Board of Supervisors, the chairman of the sub-committee will formulate written opinions on the topics within its functions after the discussion, and report them at the meeting of the Board of Supervisors.</u>
20	Section 3 (New)	New	<u>Section 3 Holding of Meetings</u>
21	Article 17 (original Article 9)	The quorum for a Supervisory Committee meeting shall be over 1/2 of the supervisors.	The quorum for a <del>Supervisory Committee</del> <u>the Board of Supervisors</u> meeting shall be <del>over</del> <u>1/2 a majority</u> of the supervisors.
22	Article 18 (original Article 10, Article 11)	Supervisory Committee meetings shall be attended by the supervisors in person. If for some reason a supervisor cannot attend a meeting, he/she may appoint another supervisor to attend on his/her behalf, and the external supervisor shall appoint another external supervisor to attend on his/her behalf. The power of attorney shall specify the name of the appointing supervisor, matters of proxy, authority and term of validity of the power of attorney, and shall be signed by the appointing supervisor. If a supervisor fails to attend the Supervisory Committee meeting, and fails also to appoint another supervisor to attend on his/her behalf, he/she shall be deemed as having abstained from voting at the meeting. A supervisor attending the meeting on behalf of another supervisor shall exercise rights within his scope of authorization.	<u>Each year supervisors shall attend in person at least two-thirds of the live</u> <del>Supervisory Committee</del> <u>the Board of Supervisors</u> meetings <del>shall be attended by the supervisors in person.</del> If for some reason a supervisor cannot attend a meeting <u>in person</u> , he/she may appoint another supervisor to attend on his/her behalf, <u>however, a supervisor shall not accept the appointment of more than two supervisors at one the Board of Supervisors meeting. Supervisors attending the meeting on behalf of others shall exercise their rights within the scope of authorization.</u> <del>and the</del> <del>e</del> External supervisors shall <u>not</u> appoint <del>another a non-</del> external supervisor to attend on his/her behalf. <del>The power of attorney shall specify the name of the appointing supervisor, matters of proxy, authority and term of validity of the power of attorney, and shall be signed by the appointing supervisor.</del>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p>If a supervisor fails to attend <del>the Supervisory Committee</del> <b><u>the Board of Supervisors</u></b> meeting, and fails also to appoint another supervisor to attend on his/her behalf, he/she shall be deemed as having abstained from voting at the meeting.</p>
23	Article 19 (original Article 10)	<p>Supervisory Committee meetings shall be attended by the supervisors in person. If for some reason a supervisor cannot attend a meeting, he/she may appoint another supervisor to attend on his/her behalf, and the external supervisor shall appoint another external supervisor to attend on his/her behalf. The power of attorney shall specify the name of the appointing supervisor, matters of proxy, authority and term of validity of the power of attorney, and shall be signed by the appointing supervisor.</p> <p>If a supervisor fails to attend the Supervisory Committee meeting, and fails also to appoint another supervisor to attend on his/her behalf, he/she shall be deemed as having abstained from voting at the meeting.</p>	<p><del>Supervisory Committee meetings shall be attended by the supervisors in person. If for some reason a supervisor cannot attend a meeting, he/she may appoint another supervisor to attend on his/her behalf, and the external supervisor shall appoint another external supervisor to attend on his/her behalf.</del> The power of attorney shall specify the name of the appointing supervisor, matters of proxy, authority, <del>and</del> term of validity of the power of attorney, <b><u>the appointing supervisor's opinions and voting intentions on the proposals,</u></b> and shall be signed by the appointing supervisor.</p> <p><del>If a supervisor fails to attend the Supervisory Committee meeting, and fails also to appoint another supervisor to attend on his/her behalf, he/she shall be deemed as having abstained from voting at the meeting.</del> <b><u>The original power of attorney should be sent to the chairman of the meeting before the meeting; if under special circumstances the original power of attorney cannot be sent to the chairman of the meeting before the meeting, the power of attorney should be sent to the chairman of the meeting by email or fax before meeting.</u></b></p>
24	Article 20 (New)	New	<p><b><u>Supervisors attending a meeting of the Board of Supervisors who would drop out for any reason shall explain the reasons to the chairperson of the meeting and ask for approval. For issues that have been voted on, his votes shall be counted in the total votes; for issues that have not yet been voted on, the supervisor may authorize</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><u>other supervisors in writing to exercise voting rights on his behalf; If he fails to authorize other supervisors, he shall be deemed to have abstained from voting on such issues.</u></p> <p><u>If a supervisor attends the meeting of the Board of Supervisors midway, his opinion may be sought on the issues that have already been put to the vote, and his votes may be included in the total number of votes on such issues.</u></p>
25	Article 21 (original Article 12)	<p>If a supervisor fails to attend Supervisory Committee meetings for 2 successive occasions and also fails to appoint another supervisor to attend the meeting on his/her behalf, he/she shall be deemed as being unable to perform his/her duty, and the Supervisory Committee shall recommend removal of such supervisor.</p> <p>If during any year an external supervisor fails to attend 2/3 of the Supervisory Committee meetings held, the Supervisory Committee shall apply to the Shareholders' General Meeting for removal of such supervisor.</p>	<p>If a supervisor fails to attend <del>Supervisory Committee</del><u>the Board of Supervisors</u> meetings for 2 successive occasions and also fails to appoint another supervisor to attend the meeting on his/her behalf, <u>or fails to attend in person at least two-thirds of the Board of Supervisors meetings each year</u>, he/she shall be deemed as being unable to perform his/her duty, and <del>the Supervisory Committee</del><u>the Board of Supervisors</u> shall recommend removal of such supervisor <u>to the general meeting, workers congress, etc.</u></p> <p><del>If during any year an external supervisor fails to attend 2/3 of the Supervisory Committee meetings held, the Supervisory Committee shall apply to the Shareholders' General Meeting for removal of such supervisor.</del></p>
26	Article 22 (original Article 14)	<p>In performing its powers given under the Articles of Association, the Supervisory Committee may, if necessary, employ professional institutions such as law firms or accounting firms to provide assistance, and the expenses incurred in connection therewith shall be borne by the Bank.</p>	<p>In performing its powers given under the Articles of Association, the Supervisory Committee may, if necessary, employ professional institutions such as law firms or accounting firms to provide assistance, and the expenses incurred in connection therewith shall be borne by the Bank.</p>
27	Section 4 (New)	New	<u>Section 4 Deliberation, Voting and Resolution by Meeting</u>
28	Article 24 (New)	New	

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<u>The Board of Supervisors shall review the Bank’s profit distribution plan, and express opinions on compliance with laws and regulations and rationality of the plan.</u>
29	Article 25 (New)	New	<u>The Board of Supervisors shall review the Bank’s periodic reports and provide written opinions on the truthfulness, accuracy and completeness of the periodic reports.</u>
30	Article 26 (New)	New	<u>The Board of Supervisors shall review reports on examination and self-evaluation of internal controls of the Bank.</u>
31	Article 27 (New)	New	<u>The Board of Supervisors may also deliberate on or review other important matters relating to its supervisory roles according to the reality.</u>
32	Article 30 (original Article 15 and Article 18)	<p>Where necessary, Supervisory Committee meetings can be held in person, via video conference, in written form or by fax. Voting and passing of resolutions by means of other communications may be adopted provided that all supervisors can fully express their views, and the resolutions shall be signed by supervisors attending the meeting. The validity period for voting by means of other communications should be prescribed, and supervisors failing to express their views during the prescribed period shall be deemed as having waived their rights.</p> <p>Voting by means of other communication shall not be adopted for the consideration of material matters such as annual reports and profit distribution plans.</p>	<p><del>Where necessary, Resolutions of the Board of Supervisors</del><u>Supervisory Committee meetings</u> can be <u>adopted</u> held in person, via video conference, in written form or by fax <u>by voting at live meetings or by written sign-off. Live meetings refer to meetings held on the spot, or by video, telephone, etc. that can ensure instant communication and discussion among participants. Written sign-off refers to serving or circulating the proposals for deliberation and adoption.</u></p> <p><del>Voting and passing of resolutions by means of other communications may be adopted provided that all supervisors can fully express their views, and the resolutions shall be signed by supervisors attending the meeting.</del> The validity period for voting by means of <del>other communications</del> <u>written sign-off</u> should be prescribed, and supervisors failing to express their views during the prescribed period shall be deemed as having waived their rights.</p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			Voting by means of <del>written sign-off</del> <del>other communication</del> shall not be adopted for the consideration of material matters such as <del>annual reports</del> profit distribution plans, <b><u>periodic reports, reports on internal controls examination and self-evaluation.</u></b>
33	Article 31 (original 19)	Voting at the Supervisory Committee meetings may be conducted by show of hands, votes bearing names, or other means of communication. The resolution and the adoption of the report shall be announced on the basis of the result of the vote, and the voting results shall be recorded in the minutes of the meeting.	Voting at <del>the Supervisory Committee</del> <b><u>the Board of Supervisors</u></b> meetings may be conducted by <del>show of hands</del> , votes bearing names or show of hands, <del>or other means of communication</del> . <b><u>Votes are divided into affirmative votes, negative votes and abstentions.</u></b> The resolution <b><u>shall be adopted and reported</u></b> <del>and the adoption of the report shall be announced</del> on the basis of the result of the votes, and the voting results shall be recorded in the minutes of the meeting.
34	Article 32 (original Article 20)	Resolutions of the Supervisory Committee shall only be carried when passed by over 2/3 of the supervisors.	Resolutions of <del>the Supervisory Committee</del> <b><u>the Board of Supervisors must</u></b> <del>shall only</del> be carried when passed by over <b><u>two-thirds</u></b> <del>2/3</del> of the supervisors. <b><u>If any supervisor is related to or have a major interest in the matters discussed at the Board of Supervisors meeting, the resolution must be approved by more than two-thirds of the supervisors who are not related to or have a major interest. If the number of supervisors present at a the Board of Supervisors meeting who are unrelated to or not materially interested in the matter discussed is less than three, the matter shall be submitted to the shareholders' general meeting for deliberation.</u></b>
35	Article 33 (original Article 21)	The supervisors shall sign against the resolutions of the Supervisory Committee, and shall bear responsibility for the resolutions of the Supervisory Committee.	<b><u>Resolutions shall be adopted at meetings of the Board of Supervisors,</u></b> and the supervisors <b><u>who attended the meeting</u></b> (including entrusted supervisors) shall sign against the resolutions of the <del>Supervisor Committee</del> <b><u>the Board of Supervisors,</u></b> and shall bear liability for the resolutions of <del>the</del>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<p><del>Supervisory Committee</del><u>the Board of Supervisors. If it is proved that a supervisor has expressed his dissent during the voting and the same was recorded in the minutes of the meeting, the supervisor may be exempted from liability. The resolutions of the meeting shall record the voting by the supervisors attending the meeting completely and accurately, and include at least the following information:</u></p> <p><u>(1) The date, place and means of meeting; the name of the convener and host of the meeting, and a statement on whether the meeting complies with relevant laws, regulations, departmental rules, normative documents and the Articles of Association;</u></p> <p><u>(2) The attendance of the supervisors, the number and names of supervisors who entrust others to attend and those who are absent, the reasons for their absence, and the names of the entrusted supervisors;</u></p> <p><u>(3) The specific matters to be deliberated;</u></p> <p><u>(4) The voting result of each matter to be resolved (indicating the number of votes in favor or against or abstaining from proposal, and the reasons for the supervisors' objection or abstention);</u></p> <p><u>(5) Other matters that shall be recorded in the opinion of the Board of Supervisors. The Board of Supervisors shall facilitate the implementation of or implement the resolutions adopted and give feedback in accordance with relevant regulations to ensure that the resolutions are actually implemented.</u></p>
36	Section 5 (New)	New	<u>Section 5 Meeting Minutes and Information Disclosure</u>
37			



Serial No.	Article No.	Pre-revision articles	Post-revision articles
	<p>Article 34 (original Article 22 and Article 23)</p>	<p>Minutes of Supervisory Committee meetings shall be kept, which shall be complete and shall accurately record the factual situation of the meeting, as well as the views and suggestions of supervisors attending the meeting, and shall include at least the following:</p> <p>(1) Date, place of the meeting as well as name of the person convening the meeting;</p> <p>(2) Name of supervisors attending the meeting, as well as name of supervisors (proxies) attending the Supervisory Committee meeting as appointed by others;</p> <p>(3) Agenda;</p> <p>(4) Key points of the remarks of the supervisors;</p> <p>(5) Manner and voting results of each item (the voting result shall specify the number of votes for, against or abstained);</p> <p>(6) Other matters that the Supervisory Committee deems necessary to be recorded. Supervisors (including proxies) attending the meeting shall sign on the minutes of the meeting, and the result of the votes bearing names shall be recorded. Supervisors attending the meeting shall have the right to request his/her remarks be recorded in the minutes.</p>	<p><b><u>The Board of Supervisors shall prepare minutes of its live meetings recording the decisions on matters discussed at the meeting, and the supervisors (including entrusted supervisors) attending the meeting shall sign the minutes.</u></b> Minutes of <del>Supervisory Committee</del><b><u>the Board of Supervisors</u></b> meetings shall be kept, which shall be complete and shall accurately record the factual situation of the meeting, as well as the views and suggestions of supervisors attending the meeting, and shall include at least the following:</p> <p>(1) Date, place of the meeting as well as name of the person convening <b><u>and presiding over</u></b> the meeting;</p> <p>(2) Name of supervisors attending the meeting, as well as name of supervisors (<del>proxies</del> <b><u>entrusted supervisors</u></b>) attending <del>the Supervisory Committee</del><b><u>the Board of Supervisors</u></b> meeting as appointed by others;</p> <p>(3) Agenda;</p> <p>(4) Key points of the remarks of the supervisors;</p> <p>(5) Manner and voting results of each item (the voting result shall specify the number of votes for, against or abstained);</p> <p>(6) <b><u>Explanatory remarks on the speech of any supervisor attending the meeting recorded as required by him;</u></b></p> <p>(67) Other matters that <del>the Supervisory Committee</del><b><u>the Board of Supervisors</u></b> deems necessary to be recorded. <del>Supervisors (including proxies) attending the meeting shall sign on the minutes of the meeting, and the result of the votes bearing names shall be recorded. Supervisors attending the meeting shall have the right to request his/her remarks be recorded in the minutes.</del></p>
38			

Serial No.	Article No.	Pre-revision articles	Post-revision articles
	Article 35 (original Article 24)	<p>Minutes, powers of attorney of supervisors appointing others to attend a meeting, votes of the resolutions, and the resolutions of the meeting, together with the signature book of the supervisors, being records of the Bank, shall be kept by the Office of the Supervisory Committee.</p> <p>Decisions, resolutions of the Supervisory Committee and minutes of the Supervisory Committee meetings shall be reported by the Office of the Supervisory Committee to the State Council regulatory authority for the banking industry for filing after the meeting. The Bank shall file the resolutions of the Supervisory Committee with the stock exchange and make announcements in relation to such resolutions in accordance with the requirements of the listing rules of the places of which the shares of the Bank are listed.</p>	<p><del>Minutes, powers of attorney of supervisors appointing others to attend a meeting, votes of the resolutions, and the resolutions of the meeting, together with the signature book of the supervisors, being records of the Bank, shall be kept by the Office of the Supervisory Committee.</del></p> <p><del>Decisions, resolutions of the Supervisory Committee and minutes of the Supervisory Committee meetings shall be reported by the Office of the Supervisory Committee to the State Council regulatory authority for the banking industry for filing after the meeting.</del></p> <p><b><u>After the meeting, the Bank shall file the resolutions of the Supervisory Committee Board of Supervisors with the stock exchange where the shares of the Bank are listed and make announcements in relation to such resolutions in accordance with the requirements of the listing rules of the such stock exchange places of which the shares of the Bank are listed.</u></b></p> <p><b><u>If the resolutions of the Board of Supervisors involve matters subject to voting at the general meeting of shareholders or major matters that need to be disclosed according to the rules of the stock exchange, the Bank shall disclose them in a timely manner; for resolutions of the Board of Supervisors involving other matters, if the stock exchange deems necessary, the Bank shall also promptly disclose them. If the resolutions of the Board of Supervisors involve major matters that need to be disclosed in accordance with the rules of the stock exchange and need to be announced in accordance with the relevant regulations of the CSRC or the guidelines for the announcement format formulated by the stock exchange, the Bank shall separately</u></b></p>

Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<u>make announcements on the resolutions of the Board of Supervisors and on the relevant major matters.</u>
39	Article 36 (original Article 24)	<p>Minutes, powers of attorney of supervisors appointing others to attend a meeting, votes of the resolutions, and the resolutions of the meeting, together with the signature book of the supervisors, being records of the Bank, shall be kept by the Office of the Supervisory Committee.</p> <p>Decisions, resolutions of the Supervisory Committee and minutes of the Supervisory Committee meetings shall be reported by the Office of the Supervisory Committee to the State Council regulatory authority for the banking industry for filing after the meeting. The Bank shall file the resolutions of the Supervisory Committee with the stock exchange and make announcements in relation to such resolutions in accordance with the requirements of the listing rules of the places of which the shares of the Bank are listed.</p>	<p><del>Decisions, resolutions of the Supervisory Committee and Documents such as minutes and resolutions of the Supervisory Committee</del> <u>the Board of Supervisors</u> meetings shall be reported by the Office of the Supervisory Committee to the State Council regulatory authority for the banking industry for filing <u>promptly</u> after the meeting. Minutes, powers of attorney of supervisors appointing others to attend a meeting, votes of the resolutions <u>(if any)</u>, and the resolutions of the meeting, <del>together with the signature book of the supervisors,</del> being records of the Bank, shall be kept by the Office of <del>the Supervisory Committee</del> <u>the Board of Supervisors, among them the meeting minutes shall be kept permanently.</u></p> <p><del>The Bank shall file the resolutions of the Supervisory Committee with the stock exchange and make announcements in relation to such resolutions in accordance with the requirements of the listing rules of the places of which the shares of the Bank are listed.</del></p>
40	Article 37 (original Article 25)	<p>These Procedural Rules are adopted by resolution passed at a Supervisory Committee meeting, and become effective from the date they are approved by the Shareholders in General Meeting.</p>	<p>These Procedural Rules are <u>formulated and revised by the Board of Supervisors</u> <del>the supervisory committee and adopted by resolution passed at a Supervisory Committee meeting,</del> and become effective from the date they are approved <u>and adopted</u> by the Shareholders in General Meeting.</p>
41	Article 38 (original 26)	<p>In case of a difference between the stipulations of these Procedural Rules and the Articles of Association, the Articles of Association shall prevail. For matters not included herein, relevant laws and regulations and the requirement of the Articles of Association shall govern.</p>	<p><u>For matters not addressed herein or in</u> case of a difference between the stipulations of these Procedural Rules and <u>laws and regulations, departmental rules or</u> the Articles of Association, the <del>latter</del> <u>Articles of Association</u> shall prevail. <del>For matters not</del></p>

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**APPENDIX IV                      PROPOSED AMENDMENTS TO PROCEDURAL RULES  
OF THE BOARD OF SUPERVISORS**

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Serial No.	Article No.	Pre-revision articles	Post-revision articles
			<del>included herein, relevant laws and regulations and the requirement of the Articles of Association shall govern</del>
42	Article 39 (original Article 27)	“Over” a number as used in these Procedural Rules shall include the number itself.	<b><u>Unless otherwise provided for herein,</u></b> “ <del>O</del> ver” a number as used in these Procedural Rules shall include the number itself and <b><u>“more than” a number shall not include the number itself.</u></b>

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## NOTICE OF EGM

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# 交通銀行股份有限公司 Bank of Communications Co., Ltd.

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

**(Stock Code: 03328)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Bank of Communications Co., Ltd. (the “Bank”) will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the People's Republic of China (the “PRC”) at 9:30 a.m. on Thursday, 25 August 2022, for the purpose of passing the following resolutions:

### As Special Resolutions

1. To consider and, if thought fit, to approve the proposed amendments to the articles of association of the Bank (the “Articles of Association”) (details of which are set out in Appendix I to the circular of the Bank dated 8 July 2022) and authorize the board of directors of the Bank (the “Board”) to delegate authority to the Chairman, to make necessary and appropriate amendments to the Articles of Association in accordance with the opinions or requirements of the regulatory authorities, the stock exchanges where the Bank's shares are listed and the relevant departments, and to deal with the approval of the amendments to the Articles of Association and the filing with the market supervision authorities and other matters;
2. To consider and, if thought fit, to approve the proposed amendments to the Procedural Rules of the Shareholders' General Meeting of the Bank (details of which are set out in Appendix II to the circular of the Bank dated 8 July 2022) and authorize the Board to delegate authority to the Chairman to amend such rules correspondingly in the event that the relevant provisions of the Procedural Rules of the Shareholders' General Meeting are involved in the subsequent amendments to the Articles of Association in accordance with the regulatory requirements;
3. To consider and, if thought fit, to approve the proposed amendments to the Procedural Rules of the Board of the Bank (details of which are set out in Appendix III to the circular of the Bank dated 8 July 2022) and authorize the Board to delegate authority to the Chairman to amend such rules correspondingly in the event that the relevant provisions of the Procedural Rules of the Board are involved in the subsequent amendments to the Articles of Association in accordance with the regulatory requirements;
4. To consider and, if thought fit, to approve the proposed amendments to the Procedural Rules of the Board of Supervisors of the Bank (details of which are set out in Appendix IV to the circular of the Bank dated 8 July 2022) and authorize the board of supervisors of the Bank (the “Board of Supervisors”) to delegate authority to the Chairman of the Board of Supervisors to

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## NOTICE OF EGM

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amend such rules correspondingly in the event that the relevant provisions of the Procedural Rules of the Board of Supervisors are involved in the subsequent amendments to the Articles of Association in accordance with the regulatory requirements.

By order of the Board of  
**Bank of Communications Co., Ltd.**  
**Gu Sheng**  
*Company Secretary*

Shanghai, the PRC  
8 July 2022

*Notes:*

**1. Closure of register of members for H Shares and eligibilities for attending the EGM**

The shareholders whose names appear on the register of members for H Shares of the Bank at the close of business on Monday, 25 July 2022 are entitled to attend the EGM with their passports or other identity papers.

The register of members for H Shares of the Bank will be closed from Tuesday, 26 July 2022 to Thursday, 25 August 2022 (both days inclusive), during which period no transfer of the H Shares will be registered.

Holders of the H Shares intending to attend the EGM shall lodge all the transfer documents for H Shares together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Bank in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 25 July 2022.

**2. Proxy**

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

A proxy of a shareholder who has appointed more than one proxy may only vote on a poll in respect of the shares actually held. The instrument appointing a proxy must be in writing under the hand of the appointer or his/her attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.

To be valid, the notarially certified power of attorney, or other documents of authorisation, and the proxy form must be delivered to the Bank's H share registrar by hand, post or fax as soon as possible and in any event not less than 24 hours before the time appointed for the EGM or any adjournment thereof. The Bank's H share registrar is Computershare Hong Kong Investor Services Limited, whose address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

**3. Reply slip**

Shareholders intending to attend the EGM should return the reply slip (which will be despatched to the shareholders together with this notice) to the Board Office of the Bank or Computershare Hong Kong Investor Services Limited on or before Thursday, 4 August 2022 by hand, post or fax. Failure to return the reply slip will not affect a shareholder's right to attend the EGM or any adjournment thereof in person. The Board Office of the Bank is located at No. 188 Yin Cheng Zhong Lu, Pudong New District, Shanghai, the PRC (Tel: (8621) 5876 6688, Fax: (8621) 5879 8398, Postcode:

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## NOTICE OF EGM

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200120). The contact persons are Mr. Pan and Mr. Yang. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

#### 4. Method of voting at the EGM

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to the proposed resolutions at the EGM.

#### 5. Other issues

The EGM (on-site meeting) is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents and the authorisation documents mentioned above. A photocopy of such identity documents and authorization documents should also be provided. For photocopies of documents for an individual shareholder, the photocopies shall be signed by the individual. For photocopies of documents for a corporate shareholder, the photocopies shall be stamped with the corporate chop.

*As at the date of this notice, the directors of the Bank are Mr. Ren Deqi, Mr. Liu Jun, Mr. Li Longcheng\*, Mr. Wang Linping\*, Mr. Chang Baosheng\*, Mr. Liao, Yi Chien David\*, Mr. Chan Siu Chung\*, Mr. Chen Junkui\*, Mr. Woo Chin Wan, Raymond<sup>#</sup>, Mr. Cai Haoyi<sup>#</sup>, Mr. Shi Lei<sup>#</sup>, Mr. Zhang Xiangdong<sup>#</sup> and Ms. Li Xiaohui<sup>#</sup>.*

\* *Non-executive directors*

# *Independent non-executive directors*

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## NOTICE OF H SHAREHOLDERS CLASS MEETING

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# 交通銀行股份有限公司 Bank of Communications Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 03328)

## NOTICE OF H SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the H shareholders class meeting (the “**H Shareholders Class Meeting**”) of Bank of Communications Co., Ltd. (the “**Bank**”) will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the People's Republic of China (the “**PRC**”) at 9:30 a.m. on Thursday, 25 August 2022, for the purpose of passing the following resolution:

### As Special Resolution

1. To consider and, if thought fit, to approve the proposed amendments to the articles of association of the Bank (the “**Articles of Association**”) (details of which are set out in Appendix I to the circular of the Bank dated 8 July 2022) and authorize the board of directors of the Bank (the “**Board**”) to delegate authority to the Chairman, to make necessary and appropriate amendments to the Articles of Association in accordance with the opinions or requirements of the regulatory authorities, the stock exchanges where the Bank's shares are listed and the relevant departments, and to deal with the approval of the amendments to the Articles of Association and the filing with the market supervision authorities and other matters.

By order of the Board of  
**Bank of Communications Co., Ltd.**  
**Gu Sheng**  
*Company Secretary*

Shanghai, the PRC  
8 July 2022

*Notes:*

**1. Closure of register of members for H Shares and eligibilities for attending the H Shareholders Class Meeting**

The shareholders whose names appear on the register of members for H Shares of the Bank at the close of business on Monday, 25 July 2022 are entitled to attend the H Shareholders Class Meeting with their passports or other identity papers.

The register of members for H Shares of the Bank will be closed from Tuesday, 26 July 2022 to Thursday, 25 August 2022 (both days inclusive), during which period no transfer of the H Shares will be registered.



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## NOTICE OF H SHAREHOLDERS CLASS MEETING

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Holders of the H Shares intending to attend the H Shareholders Class Meeting shall lodge all the transfer documents for H Shares together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Bank in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 25 July 2022.

### **2. Proxy**

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

A proxy of a H Share(s) shareholder who has appointed more than one proxy may only vote on a poll in respect of the shares actually held. The instrument appointing a proxy must be in writing under the hand of the appointer or his/her attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.

To be valid, the notarially certified power of attorney, or other documents of authorisation, and the proxy form must be delivered to the Bank's H share registrar by hand, post or fax as soon as possible and in any event not less than 24 hours before the time appointed for the H Shareholders Class Meeting or any adjournment thereof. The Bank's H share registrar is Computershare Hong Kong Investor Services Limited, whose address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax:(852) 2865 0990).

### **3. Reply slip**

Shareholders intending to attend the H Shareholders Class Meeting should return the reply slip (which will be despatched to the shareholders together with this notice) to the Board Office of the Bank or Computershare Hong Kong Investor Services Limited on or before Thursday, 4 August 2022 by hand, post or fax. Failure to return the reply slip will not affect a shareholder's right to attend the H Shareholders Class Meeting or any adjournment thereof in person. The Board Office of the Bank is located at No. 188 Yin Cheng Zhong Lu, Pudong New District, Shanghai, the PRC (Tel: (8621) 5876 6688, Fax: (8621) 5879 8398, Postcode: 200120). The contact persons are Mr. Pan and Mr. Yang. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

### **4. Method of voting at the H Shareholders Class Meeting**

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the H Shareholders Class Meeting will demand a poll in relation to the proposed resolution at the H Shareholders Class Meeting.

### **5. Other issues**

The H Shareholders Class Meeting (on-site meeting) is expected to last for half a day. Shareholders (in person or by proxy) attending the H Shareholders Class Meeting shall be responsible for their own travelling and accommodation expenses. H Shareholders or their proxies attending the H Shareholders Class Meeting shall produce their identity documents and the authorisation documents mentioned above. A photocopy of such identity documents and authorization documents should also be provided by H Share(s) Shareholders or their proxies. For photocopies of documents for an individual shareholder, the photocopies shall be signed by the individual. For photocopies of documents for a corporate shareholder, the photocopies shall be stamped with the corporate chop.

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## NOTICE OF H SHAREHOLDERS CLASS MEETING

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*As at the date of this notice, the directors of the Bank are Mr. Ren Deqi, Mr. Liu Jun, Mr. Li Longcheng\*, Mr. Wang Linping\*, Mr. Chang Baosheng\*, Mr. Liao, Yi Chien David\*, Mr. Chan Siu Chung\*, Mr. Chen Junkui\*, Mr. Woo Chin Wan, Raymond#, Mr. Cai Haoyi#, Mr. Shi Lei#, Mr. Zhang Xiangdong# and Ms. Li Xiaohui#.*

\* *Non-executive directors*

# *Independent non-executive directors*