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DRC Bank

Dongguan Rural Commercial Bank Co., Ltd.*
東莞農村商業銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 9889)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETING, THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS;**
- (3) DISCLOSEABLE TRANSACTION IN RELATION TO PARTICIPATION IN USING SPECIAL BONDS TO REPLENISH CAPITAL OF PUNING RCB;**
- (4) CLOSURE OF H SHARES REGISTER OF MEMBERS; AND**
- (5) POSTPONED RE-ELECTION OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS**

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further improve the Company's corporate governance mechanism, improve the quality and efficiency of corporate governance and promote the steady and sustainable development of the Bank, the Board considered and approved certain Proposed Amendments to the Articles in accordance with the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》) and other requirements of the regulatory systems promulgated by the China Banking and Insurance Regulatory Commission, and taking into account the actual circumstances of the Bank. Details of the Proposed Amendments to the Articles are set out in Appendix I to this announcement. The Bank will propose the above resolution at the shareholders' general meeting for consideration by the Shareholders.

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

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETING, THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS, AND THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS

In view of the Proposed Amendments to the Articles and taking into account the actual circumstances of the Bank, the Bank also proposed to make corresponding amendments to the rules of procedure for shareholders' general meeting, the rules of procedure of the board of directors, and the rules of procedure of the board of supervisors of the Bank. The Bank will propose the above resolutions at the shareholders' general meeting for consideration by the Shareholders.

DISCLOSEABLE TRANSACTION IN RELATION TO PARTICIPATION IN USING SPECIAL BONDS TO REPLENISH CAPITAL OF PUNING RCB

In order to implement the overall arrangement for deepening reformation of rural cooperative financial institutions in Guangdong Province, the Board hereby announces that the Bank intends to work together with Utrust Holdings in using the small and medium banks development supporting special bonds issued by Guangdong Provincial Government to replenish capital of Puning RCB. The Bank will enter into cooperative framework agreement and relevant agreements prescribing specific arrangements with Utrust Holdings, pursuant to which the Bank will acquire Subject Beneficial Interest and Subject Shares from Utrust Holdings.

Based on the estimation of the upper limit of the total consideration payable to Utrust Holdings under the Cooperative Framework Agreement, one or more of the applicable percentage ratios under the Cooperative Framework Agreement exceed 5% but all are less than 25%, therefore the Cooperative Framework Agreement and the transactions contemplated thereunder constitute a discloseable transaction of the Bank under the Listing Rules, and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

In accordance with the requirement of the Articles, the Cooperative Framework Agreement is subject to the approval of the shareholders' general meeting. The Bank will propose the above resolution at the shareholders' general meeting for consideration by the Shareholders.

CLOSURE OF H SHARES REGISTER OF MEMBERS

The Board hereby announces that the Bank intends to convene the 2022 First EGM on 19 December 2022 (Monday). A circular containing, among other things, further details of (i) proposed amendments to the Articles; (ii) proposed amendments to the rules of procedure for shareholders' general meeting, the rules of procedure of the board of directors, and the rules of procedure of the board of supervisors; (iii) participation in using special bonds to replenish the capital of Puning RCB will be despatched to the H Shareholders in due course. In order to determine the list of H shareholders of the Bank entitled to attend the 2022 First EGM, the H shares register of members of the Bank will be closed from 19 November 2022 (Saturday) to 19 December 2022 (Monday) (both days inclusive), during which period no transfer of H shares will be registered. H Shareholders whose names appear on the H share register of members of the Bank on 19 December 2022 (Monday) are entitled to attend and vote at the 2022 First EGM.

POSTPONED RE-ELECTION OF THE BOARD AND THE BOARD OF SUPERVISORS

The terms of the fourth session of the Board and the fourth session of the Board of Supervisors have expired recently. As the re-election of the Board and the Board of Supervisors is still in preparation, the re-election of the Board and the Board of Supervisors will be postponed. In order to ensure the continuity of the work of the Board and the Board of Supervisors, in accordance with the requirement of the Articles, the terms of each of the Directors and Supervisors of the fourth session of the Board and the Board of Supervisors will be extended to the date when the fifth session of the Board and the Board of Supervisors are elected at the shareholders' general meeting or the employee representative assembly of the Bank and officially perform their duties, except for those who resign or are removed during the term. The terms of each special committee of the Board and the Board of Supervisors will be extended accordingly. The current senior management of the Bank will continue to perform their duties until the fifth session of the Board and the Board of Supervisors officially perform their duties.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further improve the Company's corporate governance mechanism, improve the quality and efficiency of corporate governance and promote the steady and sustainable development of Dongguan Rural Commercial Bank Co., Ltd. (the "**Bank**"), the board of directors of the Bank (the "**Board**") considered and approved certain proposed amendments to the articles of association of the Bank (the "**Articles**") (the "**Proposed Amendments to the Articles**") in accordance with the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》) and other requirements of the regulatory systems promulgated by the China Banking and Insurance Regulatory Commission, and taking into account the actual circumstances of the Bank. Details of the Proposed Amendments to the Articles are set out in Appendix I to this announcement.

The Bank will propose the above resolution at the shareholders' general meeting for consideration by the shareholders of the Bank (the "**Shareholders**"). The Proposed Amendments to the Articles are subject to the approval of the Shareholders by way of a special resolution at the shareholders' general meeting and shall take effect from the date of approval by the Dongguan Branch of China Banking and Insurance Regulatory Commission (the "**CBIRC Dongguan Office**").

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETING, THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS, AND THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS

In view of the Proposed Amendments to the Articles and taking into account the actual circumstances of the Bank, the Bank also proposed to make corresponding amendments to the rules of procedure for shareholders' general meeting, the rules of procedure of the board of directors, and the rules of procedure of the board of supervisors of the Bank (collectively, the "**Proposed Amendments to the Rules of Procedures**").

The Bank will propose the above resolutions at the shareholders' general meeting for consideration by the Shareholders. Proposed Amendments to the Rules of Procedures are subject to the approval of the Shareholders by way of ordinary resolutions at the shareholders' general meeting and shall take effect from the date of approval of the Proposed Amendments to the Articles by CBIRC Dongguan Office.

DISCLOSEABLE TRANSACTION

In order to implement the overall arrangement for deepening reformation of rural cooperative financial institutions in Guangdong Province (the "**Overall Arrangement for Reformation**"), the Board hereby announces that the Bank intends to work with Guangdong Utrust Investment Holdings Co., Ltd.# (廣東粵財投資控股有限公司) ("**Utrust Holdings**") on replenishment of capital of Guangdong Puning Rural Commercial Bank Co., Ltd.# (廣東普寧農村商業銀行股份有限公司) ("**Puning RCB**") through joint participation in using the small and medium banks development supporting special bonds issued by Guangdong Provincial Government ("**Capital Replenishment**").

BACKGROUND

Guangdong Provincial Government has issued the small and medium banks development supporting special bonds (the "**Special Bonds**") of a principal amount of RMB10 billion with a term of 10 years to support the replenishment of capital of small and medium rural banks in the province through Utrust Holdings, of which RMB3,700 million has been allocated to Puning RCB (the "**Special Bonds Fund**") with a 10-year interest in aggregate amounting to approximately RMB1,042 million (the "**Special Bonds Interest**", together with the Special Bonds Fund, collectively the "**Special Bonds Principal and Interest**") payable semi-annually during the terms of Special Bonds, and the Special Bonds Fund shall be repaid in equal amount at each year end of the sixth to tenth year.

Pursuant to the Overall Arrangement for Reformation, Utrust Holdings has utilised the aforesaid Special Bonds Fund, of which RMB312,236,286 was used to subscribe 312,236,286 shares newly issued by Puning RCB (the “**Subject Shares**”) and RMB3,387,763,714 was used to purchase 3,387,763,714 units of beneficial interest (the “**Subject Beneficial Interest**”) in the property trust (the “**Subject Trust**”) comprised of certain credit assets of Puning RCB (the “**Puning Credit Assets**”). Subject Shares has been accounted for 29.81% of the total share capital of Puning RCB upon the new issuance.

Upon the subscription of Subject Shares and Subject Beneficial Interest, Utrust Holdings shall repay the Special Bonds Principal and Interest according to the abovementioned schedule (the “**Repayment Obligation**”) by means of dividends of the Subject Shares prior to their transferral to the Bank, proceeds from recovery and disposal of Puning Credit Assets, proceeds from the transfer of Subject Shares and Subject Beneficial Interest and other funding resources (collectively, the “**Disposal Proceeds**”).

Pursuant to the Overall Arrangement for Reformation, Jieyang Municipal Government shall implement Puning RCB’s territorial responsibility for the disposal of non-performing assets and severely crack down on debt evasion to improve local financial eco-systems. Puning RCB shall perform the main responsibility for the recovery and conversion mechanism of Puning Credit Assets through recovery and disposal of Puning Credit Assets and improving the operating conditions at its best effort, in order to raise the amount of Disposal Proceeds and increase the funding resources for repayment of Special Bonds Principal and Interest.

The Bank shall, in accordance with the requirements of the Overall Arrangement for Reformation, work with Utrust Holdings on the Capital Replenishment. The Bank and Utrust Holdings will enter into a cooperation framework agreement (the “**Cooperation Framework Agreement**”) and the relevant agreements prescribing specific arrangements.

PRINCIPAL TERMS OF THE COOPERATION FRAMEWORK AGREEMENT

The principal terms of the Cooperation Framework Agreement are as follows:

- Parties:
- (1) The Bank
 - (2) Utrust Holdings
- Acquisition subjects:
- (1) Subject Beneficial Interest

From the effective date of the Subject Trust (inclusive) to the end of the term of Special Bonds, Utrust Holdings shall transfer all of its 3,387,763,714 units of the Subject Beneficial Interest to the Bank by tranches in accordance with the progress of repayment of the Special Bonds Principal and Interest.

(2) Subject Shares

After 5 years from the date of completion of the industrial and commercial registration for Subject Shares held by Utrust Holdings to the end of term of Special Bonds, Utrust Holdings shall transfer all of its 312,236,286 Subject Shares to the Bank in tranches in accordance with the progress of repayment of the Special Bonds Principal and Interest.

Transfer considerations and time point:

Pursuant to the Repayment Obligations as described in the paragraph headed "Background" in this announcement, Utrust Holdings shall use the Disposal Proceeds (i.e. Utrust Holdings shall repay by means of dividends of the Subject Shares prior to their transferral to the Bank, proceeds from recovery and disposal of Puning Credit Assets, proceeds from the transfer of Subject Shares and Subject Beneficial Interest and other funding resources) to repay the Special Bonds Principal and Interest in accordance with the schedule as agreed for the Special Bonds.

Subject to the agreements between the parties in the Cooperation Framework Agreement, the specific quantity, amount and time of each transfer for the Subject Beneficial Interest and the Subject Shares shall be determined in accordance with the progress of repayment of the Special Bonds Principal and Interest, and the amount of each transfer shall be capped at the Special Bonds Principal and Interest amount payable plus the corresponding taxes and fees, less the Disposal Proceeds received (excluding the transfer proceeds of the Subject Shares and the Subject Beneficial Interest) during the corresponding period, and shall be paid in cash, in order to ensure the full repayment of each tranche of the Special Bonds Principal and Interest. Each transaction arrangement will be notified to the Bank by Utrust Holdings through notice letter.

Under the Cooperation Framework Agreement, the total consideration payable by the Bank to Utrust Holdings for the acquisition of the Subject Beneficial Interest and the Subject Shares shall in any event be capped at the Special Bonds Principal and Interest (i.e approximately RMB4.742 billion) plus the corresponding taxes and fees, less the Disposal Proceeds received (excluding the transfer proceeds of the Subject Shares and the Subject Beneficial Interest).

Other terms:

Both parties will carry out this cooperation in compliance with laws, administrative regulations and regulatory requirements and subject to obtaining necessary internal and external approvals and authorizations.

REASONS AND BENEFITS OF PARTICIPATION IN CAPITAL REPLENISHMENT

The participation in Capital Replenishment is the execution by the Bank of the overall strategy of financial reform in the State and Guangdong province. The State now attaches great importance to the financial reform of small and medium-sized banks, innovatively supporting small and medium-sized banks with sustainable market-oriented operations to replenish capital using special bonds issued by local governments, reinforcing the capital strength and risk resilience among small and medium-sized banks. The Guangdong Provincial Government has effectively implemented the state policy on financial reform in small and medium-sized banks, developed the general strategy to enhance the reform of rural cooperative financial institutions, issued special bonds by local governments which replenished the capital of Puning RCB, coordinated the joint participation of Utrust Holdings and the Bank in Capital Replenishment, assisted Puning RCB in optimizing its governance system and transforming its operational mechanism, and better contributing to the local economic development.

Being a relatively large-scale local bank in Guangdong Province, the Bank was entrusted by the Dongguan Municipal Government to oversee Puning RCB. The participation in Capital Replenishment is essential in enhancing the reform of rural cooperative financial institutions in Guangdong Province, and indicating its practice of the ESG initiatives, fulfillment of social obligations, supports to local financial reform and contributions to a stable financial ecosystem and healthy development of the financial market. Therefore, the Bank and Utrust Holdings have jointly discussed the participation in the implementation scheme and Cooperation Framework Agreement for capital replenishment of Puning RCB through Special Bonds based on the principle of fair and reasonable to implement the Overall Arrangement for Reformation.

In addition, the participation in Capital Replenishment can help the Bank to enhance regional influence and expand capacity in business development. Puning RCB operates in Puning, a county located in the Shantou-Chaozhou-Jieyang metropolitan region in the southeast of Guangdong Province, a prominent commerce and trade city and the base for Big Health and garment-textile industries in eastern Guangdong Province. Puning has an active commerce and trade market, a sound industrial infrastructure, a congregation of domestic and foreign talents with a population among the biggest in all county-level cities, which is ideal for economic and financial development. Puning RCB is a banking financial institution with the largest asset scale in Puning county. As of the end of 2021, its deposits and loans amounted to RMB24.1 billion and RMB13.4 billion, respectively, and the number of branches reached 105, which accounted for over 25%, 30% and 50% market shares among all banking financial institutions in Puning county respectively, making it a long-time leading banking financial institution in Puning county. The “capital injection” in Puning RCB through the Special Bonds Fund, and the Bank’s “intelligence injection” and “system injection” in Puning RCB under the entrustment of the Dongguan Municipal Government, are beneficial to Puning RCB in terms of enhancing capital strength, resolving potential risks, improving operational conditions and raising market competitiveness, allowing it to grasp the opportunities arising from industrial and urban transformation and advancement of Puning county, and support local economic development. Meanwhile, Puning

county's geographical proximity to Dongguan city forms close personal and commercial ties, industries complement and cooperate with each other, and the clientele is highly interconnected. The above arrangement is beneficial in extending the Bank's regional influence, exploring more business opportunities with Puning RCB, and further expanding the Bank's business development.

In light of the above, the Board believes that the transaction is in line with long-term benefits to the Bank and our shareholders as a whole.

BACKGROUND OF PUNING RCB

The predecessor of Puning RCB is Puning Rural Credit Union# (普寧市農村信用合作聯社), which was restructured into Puning RCB in 2016. It mainly engages in the banking business in Puning county, Jieyang city, Guangdong province. The shareholding structure of Puning RCB is relatively fragmented. After reasonable inquiries made by the Bank, there is no single shareholder holding more than 30% of its shares. Influenced by multiple internal and external factors in recent years, the quality of credit assets of Puning RCB has declined and the profitability has been affected to a certain extent. In 2020, its audited net profit (before and after tax) was RMB-168 million. In 2021, its audited net profit (before and after tax) was RMB-261 million. Its unaudited net assets as of 31 October 2022 was RMB-4,787 million. In accordance with the Overall Arrangement for Reformation and under the support of various parties, through comprehensive initiatives such as replenishment of capital through subscription of shares by Utrust Holdings, disposal of non-performing assets, oversight by the Bank, Puning RCB expects to improve its financial situation, optimize operational and regulatory indicators and strives to resume profitability as soon as possible and enhance quality and efficiency in operational management.

As disclosed in the announcement of the Bank dated 16 February 2022, the Bank was entrusted by the Dongguan Municipal Government to assist in overseeing Puning RCB, help Puning RCB to improve its daily governance and operation management, and guide and supervise Puning RCB to improve its corporate governance mechanism continuously so as to promote its sustainable and sound development.

As of the date of this announcement, after reasonable inquiries made by the Bank, Puning RCB and its substantial shareholders are third parties independent of the Bank and its connected persons.

IMPACT OF TRANSACTIONS ON THE BANK

The consideration for the acquisition of the Subject Beneficial Interest and the Subject Shares is expected to be funded by the Bank's internal resources. According to the value analysis conducted by an independent asset appraisal company, the appraised corresponding asset values of Subject Beneficial Interest and the value of Subject Shares are approximately RMB2,700 million and RMB100 million, respectively. During the year when the Bank entered into the Cooperation Framework Agreement, if there is any shortfall in the discounted value of the future cash flows of Special Bonds Fund that shall be obliged to pay under the Cooperation Framework Agreement less the corresponding asset values of Subject Beneficial Interest and the value of Subject Shares, a current loss shall be recognized as required by relevant accounting standards. The Bank will track and analyse predicted changes for the above-mentioned values of Subject Beneficial Interest and Subject Shares, and process the analysis results in accordance with relevant regulations.

At the same time, the Bank will assist Puning RCB in clearing and disposing of trust beneficial interest subject assets and improve its operation and management efficiency through various measures such as deploying mentoring teams to Puning RCB, strengthening communication with local governments to combat debt evasion, etc., in order to increase the total amount of Disposal Proceeds, and reduce the consideration obliged to pay by the Bank under the Cooperation Framework Agreement.

Pursuant to the Cooperation Framework Agreement, the Subject Shares to be acquired are expected to account for 29.81% of the total share capital of Puning RCB (subject to the total share capital of Puning RCB at relevant time and the actual percentage of shares to be held at relevant time shall prevail), whereas Puning RCB will not become a subsidiary of the Bank as a result of the arrangement of the Cooperation Framework Agreement. If there are other circumstances that would result in the inclusion of Puning RCB as a subsidiary of the Bank, further disclosure will be made by the Bank in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") in due course.

BACKGROUND OF THE PARTIES

The Bank

The Bank, as an independent legal entity, is a headquarter-level local joint-stock commercial bank. The Bank's development history can be traced back to 1952. The Bank completed the reformation as unified legal person was completed in 2005, reformed as joint-stock company in 2009, and was listed on the Stock Exchange of Hong Kong Limited on 29 September 2021. The headquarter of the Bank is located in Dongguan City, Guangdong Province. We established four branches outside Dongguan City, including Nansha branch in Guangdong Pilot Free Trade Zone, Hengqin branch in Guangdong Pilot Free Trade Zone, Huizhou sub-branch and Qingxin sub-branch, as well as four county bank subsidiaries in Huizhou City, Yunfu City, Dongguan City, Guangdong Province and Hezhou City, Guangxi Zhuang Autonomous Region, and strategically became the controlling shareholder of Zhanjiang Rural Commercial Bank and Chaoyang Rural Commercial Bank. The Bank is mainly engaged in taking public deposits, offering short-term, medium-term and long-term loans, providing banking services such as domestic settlements, bill acceptance and discounting, etc.

Utrust Holdings

Guangdong Utrust Investment Holdings Co., Ltd. is a leading state-owned financial holding company managed by the State-owned Assets Supervision and Administration Commission of the People's Government of Guangdong Province# (廣東省人民政府國有資產監督管理委員會), mainly engaged in managing state-owned assets management, capital operation management, asset trustee management, and investment project management. To the best knowledge and belief of the Directors, and after making all reasonable inquiries, as of the date of this announcement, Utrust Holdings and its ultimate beneficial owners are independent third parties of the Bank and its connected persons.

LISTING RULES IMPLICATIONS

Based on the estimation of the upper limit of the total consideration to be paid to Utrust Holdings under the Cooperation Framework Agreement, one or more applicable percentages of the Cooperation Framework Agreement exceed 5% but all are less than 25%, therefore the Cooperation Framework Agreement and the transactions contemplated thereunder constitute a disclosable transaction of the Bank under the Listing Rules and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

VOTING REQUIREMENTS AT GENERAL MEETINGS UNDER THE ARTICLES OF ASSOCIATION

According to the requirements of the articles of association of the Bank, entering into the Cooperation Framework Agreement must seek approval from the shareholders at the Bank's general meeting. Therefore, the Bank will propose the above resolution at the shareholders' general meeting for shareholders' consideration.

After officially entering into the Cooperation Framework Agreement, the equity transfer agreement in relation to the transfer of the Subject Shares, and the trust beneficial interest transfer agreement in relation to the transfer of the Subject Beneficial Interest, the Bank will also publish announcement(s) to update the progress of the relevant transaction as required by the Listing Rules as and when appropriate.

CLOSURE OF H SHARES REGISTER OF MEMBERS

The Board hereby announces that the Bank intends to convene the 2022 first extraordinary general meeting of the Bank (the “**2022 First EGM**”) on 19 December 2022 (Monday). A circular containing, among other things, further details of (i) the Proposed Amendments to the Articles; (ii) the proposed amendments to the rules of procedure for shareholders' general meeting of the Bank, the rules of procedure of the board of directors of the Bank and the rules of procedure of the board of supervisors of the Bank; and (iii) the participation in using special bonds to replenish the capital of Puning RCB will be despatched to the H Shareholders in due course. In order to determine the list of H shareholders of the Bank (“**H Shareholders**”) entitled to attend the 2022 First EGM, the H shares register of members of the Bank will be closed from 19 November 2022 (Saturday) to 19 December 2022 (Monday) (both days inclusive), during which period no transfer of H shares will be registered. H Shareholders whose names appear on the H share register of members of the Bank on 19 December 2022 (Monday) are entitled to attend and vote at the 2022 First EGM.

In order to be eligible to attend and vote at the 2022 First EGM, all transfer documents of H shares of the Bank together with the relevant share certificate(s) must be lodged with the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 18 November 2022 (Friday).

POSTPONED RE-ELECTION OF THE BOARD AND THE BOARD OF SUPERVISORS

The terms of the fourth session of the Board and the fourth session of the Board of Supervisors of the Bank (the “**Board of Supervisors**”) have expired recently. As the re-election of the Board and the Board of Supervisors is still in preparation, the re-election of the Board and the Board of Supervisors will be postponed. In order to ensure the continuity of the work of the Board and the Board of Supervisors, in accordance with the requirement of the Articles, the terms of each of the Directors and Supervisors of the fourth session of the Board and the Board of Supervisors will be extended to the date when the fifth session of the Board and the Board of Supervisors are elected at the shareholders’ general meeting or the employee representative assembly of the Bank and officially perform their duties, except for those who resign or are removed during the term. The terms of each special committee of the Board and the Board of Supervisors will be extended accordingly. The current senior management of the Bank will continue to perform their duties until the fifth session of the Board and the Board of Supervisors officially perform their duties.

Prior to the completion of the re-election, all members of the fourth session of the Board, the Board of Supervisors and current senior management of the Bank will continue to perform their respective duties in accordance with relevant laws and regulations and the Articles to ensure the normal operation of the Bank’s various operational management. The Bank will make further announcement(s) on the re-election of the Board and the Board of Supervisors in accordance with the Listing Rules as and when appropriate.

Board of Directors
Dongguan Rural Commercial Bank Co., Ltd.

Dongguan City, Guangdong Province, the PRC

4 November 2022

As at the date of this announcement, the board of directors of the Bank comprises Mr. WANG Yaoqiu (Chairman), Mr. FU Qiang, Mr. YE Jianguang and Mr. CHEN Wei as executive Directors; Mr. LAI Chun Tung, Mr. WANG Junyang, Mr. CAI Guowei, Mr. YE Jinquan, Mr. CHEN Haitao, Mr. ZHANG Qingxiang, Mr. CHEN Weiliang and Mr. TANG Wencheng as non-executive Directors; Mr. ZENG Jianhua, Mr. YIP Tai Him, Mr. XU Zhi, Mr. TAN Fulong, Ms. LIU Yuou and Ms. XU Tingting as independent non-executive Directors.

For identification purposes only.

APPENDIX I

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES

Current Articles of Association	Amended Articles of Association
Chapter 1 General Provisions	
<p>Article 4 Domicile of the Bank: No.2, East Hongfu Road, Dongcheng District, Dongguan, Guangdong Province Postal code: 523123 Telephone number: (0769) 21383108 Facsimile number: (0769) 21383108</p>	<p>Article 4 Domicile of the Bank: No.2, East Hongfu Road, Dongcheng Street, Dongguan, Guangdong Province Postal code: 523123 Telephone number: (0769) 21383108 Facsimile number: (0769) 21383108</p>
<p>Article 11 The senior management referred to in the Articles of Association shall mean the president, vice presidents, assistants to president, secretary to the Board of Directors, financial officers of the Bank and other personnel as designated by the Board of Directors. Members of the Board of Directors, senior management of the Bank and other management personnel whose qualifications are subject to the approval of relevant regulatory departments shall have the qualifications as required by such regulatory departments. Their qualifications shall be approved by or filed with the regulatory departments.</p>	<p>Article 11 The senior management referred to in the Articles of Association shall mean the personnel in the head office subject to the approval of the regulatory system for qualifications of senior management of banking and insurance institutions, including but not limited to the president, vice presidents, assistants to president, secretary to the Board of Directors, financial officers of the Bank and other personnel as designated by the Board of Directors or qualified by regulatory departments. Members of the Board of Directors, senior management of the Bank and other management personnel whose qualifications are subject to the approval of relevant regulatory departments shall have the qualifications as required by such regulatory departments. Their qualifications shall be approved by or filed with the regulatory departments.</p>
Chapter 3 Registered Capital and Shares	
Section 1 Issuance of Shares	
<p>Article 24 The domestic shares issued by the Bank shall be held in central custody at China Securities Depository and Clearing Corporation Limited. The overseas listed shares of the Bank shall be held in custody mainly at the authorized depository companies under Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their names. The custodian organizations shall, in accordance with the agreements signed with the Bank, provide the Bank with safe and efficient equity custody services, and report the equity custody information of the Bank to the banking regulatory authority of the State Council in accordance with relevant regulations.</p>	<p>Article 24 The domestic shares issued by the Bank shall be held in central custody at China Securities Depository and Clearing Corporation Limited. The overseas listed shares of the Bank shall be held in custody mainly at the authorized depository companies under Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their names. The custodian organizations of the domestic shares shall, in accordance with the agreements signed with the Bank, provide the Bank with safe and efficient equity custody services, and report the equity custody information of the Bank to the banking regulatory authority of the State Council in accordance with relevant regulations. Aforementioned requirements shall not be applicable to the authorized depository companies for overseas listed shares.</p>

Current Articles of Association	Amended Articles of Association
Section 3 Transfer and Pledge of Shares	
<p>Article 40 The shares held by the shareholders of the Bank shall not be surrendered, but may be transferred, inherited and gifted in accordance with the relevant management rules of the Bank. The qualification and shareholding percentage of the holders (transferee) of the transferred shares of the Bank shall comply with the requirements of the banking regulatory authorities under the State Council regarding the investment in rural commercial banks, and the total shares held by them and the percentage and manner of their shareholding must comply with the relevant provisions of the Articles of Association. Substantial shareholders who intend to transfer the shares of the Bank shall inform the Board of Directors of the Bank in advance.</p> <p>Where a shareholder who has materially violated his/her fiduciary duties and caused imprudent operations in the Bank and its investees or subsidiaries, or directly or indirectly violated the regulations on the maximum shareholding, or whose qualification do not meet regulatory requirements, the Board of Directors shall be entitled to impose restriction on the rights of the shareholder or demand the shareholder to transfer his/her shares.</p>	<p>Article 40 The shares held by the shareholders of the Bank shall not be surrendered, but may be transferred, inherited and gifted in accordance with the relevant management rules of the Bank. The qualification and shareholding percentage of the holders (transferee) of the transferred shares of the Bank shall comply with the requirements of the banking regulatory authorities under the State Council regarding the investment in rural commercial banks, and the total shares held by them and the percentage and manner of their shareholding must comply with the relevant provisions of the Articles of Association. Substantial shareholders who intend to transfer the shares of the Bank shall inform the Board of Directors of the Bank in advance.</p> <p>Where a shareholder who has materially violated his/her fiduciary duties and caused imprudent operations in the Bank and its investees or subsidiaries, or directly or indirectly violated the regulations on the maximum shareholding, or whose qualification do not meet regulatory requirements, the Board of Directors shall be entitled to impose restriction on the rights of the shareholder or demand the shareholder to transfer his/her shares.</p>

Current Articles of Association	Amended Articles of Association
<p>Domestic shareholders intending to transfer their domestic shares shall report to the Board of Directors or the equity management institution for approval beforehand, and the relevant matters shall be approved by the regulatory authorities before formalizing with the transferee. The relevant matters shall be reported to the regulatory authorities in accordance with relevant requirements.</p> <p>When the people’s court orders the mandatory transfer of shares by shareholders of the Bank, the shareholders (including the successors of such shareholders) shall notify the Bank 30 days before the transfer or possible transfer, and the Bank will verify the transfer in accordance with the above regulations.</p>	<p>The Bank has established substantial shareholders commitment management system and substantial shareholders commitment file, regularly evaluates the performance of substantial shareholders’ commitments, and reports the results to the banking regulatory authority under the State Council or its local offices. The substantial shareholders shall, in accordance with the relevant laws, regulations and regulatory requirements, truthfully make undertakings, earnestly fulfill the undertakings, and actively cooperate with the Bank, the banking regulatory authority under the State Council or its local offices to carry out the management and evaluation of shareholders’ undertakings.</p> <p>The Board of Directors of the Bank is responsible for the management of the commitments made by substantial shareholders, and for determining the performance of the commitments made by substantial shareholders. For shareholders who breach their undertakings, the Board may take corresponding restrictive measures, which shall be implemented after being considered and approved at the general meeting, and the relevant shareholders or shareholder representatives shall abstain from voting. The restrictive measures include but not limited to the exercise of the right to request the convening of the general meeting, the right to vote, nominate, propose and dispose of by the relevant shareholders.</p>

Current Articles of Association	Amended Articles of Association
	<p>Domestic shareholders intending to transfer their domestic shares shall report to the Board of Directors or the equity management institution for approval beforehand, and the relevant matters shall be approved by the regulatory authorities before formalizing with the transferee. The relevant matters shall be reported to the regulatory authorities in accordance with relevant requirements.</p> <p>When the people's court orders the mandatory transfer of shares by shareholders of the Bank, the shareholders (including the successors of such shareholders) shall notify the Bank 30 days before the transfer or possible transfer, and the Bank will verify the transfer in accordance with the above regulations.</p>
<p>Chapter 5 Shares Certificate and Share Register</p>	
<p>Article 65 A shareholder of the Bank shall have the following obligations:</p> <p>(I) to abide by the laws, regulations, regulatory provisions and the Articles of Association;</p> <p>(II) to pay the share capital as determined by the number of shares subscribed for and by the method of capital contribution;</p> <p>(III) not to return the shares to the Bank except for the purpose of abiding by the requirements of the laws, regulations or regulatory provisions;</p> <p>(IV) to maintain the interests and reputation of the Bank and support the Bank to carry out various business activities according to the laws;</p> <p>(V) to comply with and implement any resolutions of a general meeting;</p> <p>(VI) in the case of a corporate shareholder of the Bank, to report in writing to the Board in a timely, truthful and complete manner information about its related party relationship with other shareholders and its shareholdings in other commercial banks;</p> <p>(VII) in the case of a corporate shareholder of the Bank, if there have been any material changes with respect to the legal representative, company name, registered address, business scope or affiliation of such company or if the company is dissolved, deregistered, consolidated with or merged into another company, such corporate shareholder shall inform the Bank in writing within 30 days;</p>	<p>Article 65 A shareholder of the Bank shall have the following obligations:</p> <p>(I) to abide by the laws, regulations, regulatory provisions and the Articles of Association;</p> <p>(II) to pay the share capital as determined by the number of shares subscribed for and by the method of capital contribution;</p> <p>(III) not to return the shares to the Bank except for the purpose of abiding by the requirements of the laws, regulations or regulatory provisions;</p> <p>(IV) to maintain the interests and reputation of the Bank and support the Bank to carry out various business activities according to the laws;</p> <p>(V) to comply with and implement any resolutions of a general meeting;</p> <p>(VI) to invest in the Bank with legitimate self-owned funds other than the non-self-owned funds such as entrusted funds and debt funds, unless otherwise provided by laws, regulations or regulatory systems;</p> <p>(VII) to truthfully inform the Bank of the information of financial information, shareholding structure, source of capital contribution, controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficiaries and investment in other financial institutions in accordance with laws, regulations and regulatory provisions. The proportion of shareholding and the number of shareholding institutions shall comply with the regulatory requirements, and shall not entrust others or accept entrust to hold the shares of the Bank, unless otherwise provided by laws, regulations or regulatory systems;</p>

Current Articles of Association	Amended Articles of Association
<p>(VIII) in the event that the capital adequacy ratio of the Bank is lower than the legal requirements or the lowest standard as required by the banking regulatory and administrative authorities under the State Council, the shareholder shall support the measures of increasing the capital adequacy ratio proposed by the Board of Directors;</p> <p>(IX) in case of liquidity difficulties encountered by the Banks, the shareholders who have borrowings from the Banks should immediately repay the borrowings which fall due and the outstanding borrowings in advance;</p> <p>(X) not to harm the interests of the Bank or its shareholders by abusing its rights as a shareholder; not to harm the interests of the creditors of the Bank by abusing the independence status of the legal entity of the Bank and the limited liabilities of the shareholders;</p>	<p>(VIII) if there is any change in the controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries of the shareholders, the relevant shareholders shall promptly notify the Bank in writing of such changes in accordance with the laws, regulations and regulatory requirements;</p> <p>(IX) in the event of a merger or division of shareholders, being ordered to suspend business for rectification, designated custody, takeover or cancellation, or the shareholders are in the process of dissolution, liquidation or bankruptcy, or there are changes in their legal representatives, company name, business premises, business scope and other material matters, they shall notify the Bank in writing in a timely manner in accordance with laws, regulations and regulatory requirements;</p> <p>(X) in the event that the capital adequacy ratio of the Bank is lower than the legal requirements or the lowest standard as required by the banking regulatory and administrative authorities under the State Council, the shareholder shall support the measures of increasing the capital adequacy ratio proposed by the Board of Directors;</p>

Current Articles of Association	Amended Articles of Association
<p>(XI) the major shareholders shall support the Board of Directors of the Bank to formulate reasonable capital planning, make long-term commitments of the capital replenishment to the Bank in writing, replenish capital for the Bank when necessary, and that commitments shall become a part of the capital planning of the Bank, so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, a capital replenishment plan shall be formulated, including increasing core capital, to meet the regulatory capital adequacy ratio within the time limit. Under such circumstances, substantial shareholders shall not obstruct the capital injection by other shareholders or the participation of new qualified shareholders;</p> <p>(XII) shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p>	<p>(XI) in case of liquidity difficulties encountered by the Banks, the shareholders who have borrowings from the Banks should immediately repay the borrowings which fall due and the outstanding borrowings in advance;</p> <p>(XII) the shareholders and their controlling shareholder and de facto controllers shall not harm the legitimate rights and interests of the Bank, other shareholders and stakeholders by abusing their rights or taking advantage of its affiliate relationship; shall not interfere with the decision-making power and management rights of the Board of Directors and senior management according to the Articles of Association, and shall not bypass the Board of Directors and senior management to directly interfere with the operation and management of the Bank;</p>

Current Articles of Association	Amended Articles of Association
<p>(XIII) for a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of the Bank, the banking regulatory authority of the State Council may restrict or prohibit connected transactions between the Bank and the shareholder, restrict the limit of equity held in Bank, and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>(XIV) other obligations as required by the laws, regulations and the Articles of Association.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.</p> <p>Liquidity difficulties mentioned in item (IX) of this Article shall be determined according to laws and regulations. In the event of the absence of relevant provisions in laws and regulations, it shall be determined by the Board of Directors.</p>	<p>(XIII) where the shares of the Bank held by shareholders are involved in litigation, arbitration, or subject to legal enforcement measures, pledges or pledges release, the shareholders shall inform the Bank in writing of the relevant information in a timely manner in accordance with the laws, regulations and regulatory requirements;</p> <p>(XIV) where shareholders who transfer or pledge their shares in the Bank or conduct related party transactions with the Bank, they shall comply with laws, regulations and regulatory requirements, and shall not prejudice the interests of other shareholders and the Bank;</p> <p>(XV) in case of risk events or major violations of the Bank, shareholders shall cooperate with the regulatory authorities to carry out investigation and risk disposal;</p> <p>(XVI) the major shareholders shall support the Board of Directors of the Bank to formulate reasonable capital planning, make long-term commitments of the capital replenishment to the Bank in writing, replenish capital for the Bank when necessary, and that commitments shall become a part of the capital planning of the Bank, so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, a capital replenishment plan shall be formulated, including increasing core capital, to meet the regulatory capital adequacy ratio within the time limit. Under such circumstances, substantial shareholders shall not obstruct the capital injection by other shareholders or the participation of new qualified shareholders;</p>

Current Articles of Association	Amended Articles of Association
	<p>(XVII) shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>(XVIII) for a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of the Bank, the banking regulatory authority of the State Council may restrict or prohibit connected transactions between the Bank and the shareholder, restrict the limit of equity held in Bank, and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>(XIX) other obligations as required by the laws and regulations, regulatory requirements and the Articles of Association.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.</p> <p>Liquidity difficulties mentioned in item (XI) of this Article shall be determined according to laws and regulations. In the event of the absence of relevant provisions in laws and regulations, it shall be determined by the Board of Directors.</p> <p>In the event of a major risk event of the Bank, the Bank will adopt an appropriate loss absorption and risk resistance mechanism in accordance with the provisions of relevant laws and regulations and the recovery and disposal plans formulated by the Bank, and shareholders shall actively support it.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 66 The shareholders (especially the substantial shareholders) shall be restricted from voting in shareholders' general meetings and meetings of the Board of Directors, respectively, if the credit extended by the Bank to the shareholders is overdue. The aforementioned situation shall be recorded in minutes of shareholders' general meetings and meetings of the Board of Directors.</p> <p>Where shareholders fail to repay the Bank any loans overdue, 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 liquidation process of the Bank shall also be used in priority for the repayment of the outstanding loans of the Bank.</p>	<p>Article 66 The shareholders (especially the substantial shareholders) shall be restricted from voting in shareholders' general meetings and Directors he/she nominated or appointed shall be restricted from voting in meetings of the Board of Directors when the Bank's credit facilities are overdue. The aforementioned situation shall be recorded in minutes of shareholders' general meetings and meetings of the Board of Directors.</p> <p>Where shareholders fail to repay the Bank any loans overdue, 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 liquidation process of the Bank shall also be used in priority for the repayment of the outstanding loans of the Bank.</p>
Chapter 6 Shareholders and Shareholders' General Meetings	
Section 2 General Provisions of the Shareholders' General Meetings	
<p>Article 72 The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(I) to decide on business policies and investment plans of the Bank;</p> <p>(II) to elect and replace non-employee directors and supervisors and decide the remuneration of relevant directors and supervisors;</p> <p>(III) to consider and approve reports prepared by the Board of Directors;</p> <p>(IV) to consider and approve reports prepared by the Board of Supervisors;</p> <p>(V) to consider and approve annual budgets and final accounts;</p> <p>(VI) to consider and approve profit distribution plans and plans for making up for losses of the Bank;</p> <p>(VII) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p> <p>(VIII) to adopt resolutions on the issuance of corporate bonds or other securities of the Bank and the listing thereof;</p> <p>(IX) to adopt resolutions on the merger, division, dissolution, liquidation or change of the form of the Bank;</p> <p>(X) to amend the Articles of Association;</p>	<p>Article 72 The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(I) to decide on business policies and investment plans of the Bank;</p> <p>(II) to elect and replace non-employee directors and supervisors and decide the remuneration of relevant directors and supervisors;</p> <p>(III) to consider and approve reports prepared by the Board of Directors;</p> <p>(IV) to consider and approve reports prepared by the Board of Supervisors;</p> <p>(V) to consider and approve annual budgets and final accounts;</p> <p>(VI) to consider and approve profit distribution plans and plans for making up for losses of the Bank;</p> <p>(VII) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p> <p>(VIII) to adopt resolutions on the issuance of corporate bonds or other securities of the Bank and the listing thereof;</p> <p>(IX) to adopt resolutions on the merger, division, dissolution, liquidation or change of the form of the Bank;</p> <p>(X) to amend the Articles of Association;</p>

Current Articles of Association	Amended Articles of Association
<p>(XI) to resolve the appointment, removal and non-reappointment of accounting firm of the Bank;</p> <p>(XII) to consider and approve the annual report of the Bank;</p> <p>(XIII) to consider the issues of fixed asset investment, guarantees, investment, acquisition or disposal of assets, asset mortgage, entrusting other bodies to manage capital or other assets of the Bank as required by the laws, regulations, regulatory provisions, the Article of Association and other internal regulations to be approved by a shareholders' general meeting, including a single purchase or sale of material assets in an amount exceeding 10% of the latest audited net asset value of the Bank, a single equity investment in an amount exceeding 5% of the net capital of the Bank, or any equity investment that would result in the balance of equity investment exceeding 20% of the net capital of the Bank;</p> <p>(XIV) to consider any proposals submitted by any shareholders who individually or jointly hold 3% or more of the total voting rights shares of the Bank;</p> <p>(XV) to consider and approve any other matters that have significant impacts on the Bank; and</p> <p>(XVI) to consider other matters required by the laws, regulations, regulatory provisions or the Articles of Association to be approved by a shareholders' general meeting.</p> <p>The matters mentioned above are within the scope of authority of the shareholders' general meeting and shall be considered and approved by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making for these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If the Articles of Association require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles of Association requires that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p>(XI) to resolve the appointment, removal and non-reappointment of accounting firm that conducts regular statutory audits of the Bank's financial reports;</p> <p>(XII) to consider and approve the annual report of the Bank;</p> <p>(XIII) to consider and approve the procedural rules of shareholders' general meetings, the meetings of Board of Directors and Board of Supervisors;</p> <p>(XIV) to consider and approve the share option incentive plan;</p> <p>(XV) to adopt resolutions on the acquisition of shares of the Bank in accordance with laws;</p> <p>(XVI) to consider the issues of fixed asset investment, guarantees, investment, acquisition, disposal or write-off of assets, asset mortgage, entrusting other bodies to manage capital or other assets of the Bank as required by the laws and regulations, regulatory provisions, the Article of Association and other internal regulations to be approved by a shareholders' general meeting, including a single purchase or sale of material assets in an amount exceeding 10% of the latest audited net asset value of the Bank, a single equity investment in an amount exceeding 5% of the net capital of the Bank, or any equity investment that would result in the balance of equity investment exceeding 20% of the net capital of the Bank;</p> <p>(XVII) to consider any proposals submitted by any shareholders who individually or jointly hold 3% or more of the total voting rights shares of the Bank;</p> <p>(XVIII) to consider and approve any other matters that have significant impacts on the Bank; and</p> <p>(XIX) to consider and approve other matters required by the laws and regulations, regulatory provisions or the Articles of Association to be approved by a shareholders' general meeting.</p> <p>The functions and powers of the general meeting prescribed by the Company Law and Article 18 of the Corporate Governance Standards for Banking and Insurance Institutions shall not be delegated to the Board, other institutions or individuals.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 73 A shareholders' general meeting shall be convened by the Board of Directors. Shareholders' general meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months from the end of the previous financial year. The decision to convene an extraordinary general meeting shall be reported in writing to the banking regulatory authority under the State Council for the record.</p> <p>An extraordinary general meeting shall be convened by the Board of Directors within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the number required by the Company Law or less than 2/3 of the number required by the Articles of Association;</p> <p>(II) the outstanding losses of the Bank has reached 1/3 of the contributed total amount of the share capital of the Bank;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares have requested in writing to convene such meeting;</p> <p>(IV) when the Board of Directors deems it necessary to convene such meeting;</p> <p>(V) when the Board of Supervisors suggests to convene such meeting;</p> <p>(VI) in other circumstances as provided for in the laws, regulations, regulatory provisions or the Articles of Association.</p> <p>For item (II) above, the time limit for convening an extraordinary general meeting shall be calculated from the date on which the Bank becomes aware of the occurrence of the event.</p> <p>For item (III) above, the number of shares held shall be calculated as of the date of request in writing made by the shareholders.</p>	<p>Article 73 A shareholders' general meeting shall be convened by the Board of Directors. Shareholders' general meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months from the end of the previous financial year. The decision to convene an extraordinary general meeting shall be reported in writing to the banking regulatory authority under the State Council for the record.</p> <p>An extraordinary general meeting shall be convened by the Board of Directors within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;</p> <p>(II) the outstanding losses of the Bank has reached one-third of the contributed total amount of the share capital of the Bank;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares have requested in writing to convene such meeting;</p> <p>(IV) when the Board of Directors deems it necessary to convene such meeting;</p> <p>(V) when the Board of Supervisors suggests to convene such meeting;</p> <p>(VI) when more than half and not less than two of independent Directors proposed; and</p> <p>(VII) in other circumstances as provided for in the laws, regulations, regulatory provisions or the Articles of Association.</p> <p>For item (II) above, the time limit for convening an extraordinary general meeting shall be calculated from the date on which the Bank becomes aware of the occurrence of the event.</p> <p>For item (III) above, the number of shares held shall be calculated as of the date of request in writing made by the shareholders.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 74 If the Bank is unable to convene the annual general meeting within a required period, it shall report to the banking regulatory authority under the State Council and provide reasons of postponement.</p>	<p>Article 74 If the Bank is unable to convene the annual general meeting or extraordinary general meeting within a required period, it shall report in writing to the banking regulatory authority under the State Council and provide reasons of postponement.</p>
<p>Article 75 The shareholders’ general meeting shall be held at the domicile of the Bank or such other place as specified in the notice of the shareholders’ general meeting.</p> <p>The shareholders’ general meeting of the Bank shall have a meeting place for convening the onsite meetings. The Bank shall facilitate the participation of shareholders in shareholders’ general meetings by various means and channels on condition that the meetings shall be held legally and validly. A shareholder who participated in a shareholders’ general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>	<p>Article 75 The shareholders’ general meeting shall be held at the domicile of the Bank or such other place as specified in the notice of the shareholders’ general meeting.</p> <p>The shareholders’ general meeting of the Bank shall have a meeting place for convening the onsite meetings. The Bank shall facilitate a safe, economical and convenient network or adopt other means to provide convenience for minority shareholders to attend the general meeting on condition that the meetings shall be held legally and validly. A shareholder who participated in a shareholders’ general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>
<p>Article 76 The Bank shall appoint lawyers for attestation at the shareholders’ general meeting and provide legal opinions and issue announcements in respect of the following matters:</p> <p>(I) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and the Articles of Association;</p> <p>(II) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(III) whether the voting procedures and voting outcome of the shareholders’ general meeting are legal and valid;</p> <p>(IV) legal opinions on other relevant issues as requested by the Bank.</p>	<p>Article 76 The Bank can appoint lawyers for attestation at the shareholders’ general meeting and provide legal opinions and issue announcements in respect of the following matters:</p> <p>(I) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and the Articles of Association;</p> <p>(II) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(III) whether the voting procedures and voting outcome of the shareholders’ general meeting are legal and valid;</p> <p>(IV) legal opinions on other relevant issues as requested by the Bank.</p>

Current Articles of Association	Amended Articles of Association
Section 4 Proposals and Notices of Shareholders' General Meetings	
<p>Article 87 Where the Bank convenes a shareholders' general meeting, a written notice shall be given 20 business days prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting. When the Bank is to convene an extraordinary general meeting, a written notice shall be given 10 business days or 15 days (whichever is longer) prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting.</p>	<p>Article 87 Where the Bank convenes an annual general meeting, a written notice shall be given twenty-one days prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting. When the Bank is to convene an extraordinary general meeting, a written notice shall be given fifteen days prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting.</p>
<p>Article 88 In accordance with relevant regulations, the Bank may convene a shareholders' general meeting after issuing a notice of shareholders' general meeting. Such notice shall be published in a newspaper in compliance with the relevant requirements. Matters not included in the notice shall not be deliberated at the extraordinary general meeting.</p>	<p>Article 88 In accordance with relevant regulations, the Bank may convene a shareholders' general meeting after issuing a notice of shareholders' general meeting. Such notice shall be published in a newspaper in compliance with the relevant requirements. Matters not included in the notice shall not be deliberated at the shareholders' general meeting.</p>
<p>Article 89 The notice of a shareholders' general meeting shall:</p> <ul style="list-style-type: none"> (I) be in writing; (II) specify the venue, date, time and duration of the meeting; (III) set out the matters for deliberation at the meeting; (IV) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but not limited to): when any merger, share repurchase, share capital restructuring or other restructuring proposals raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and any explanations as to the cause and effect of such contemplated transactions shall be provided; (V) if any directors, supervisors, or other senior management have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such directors, supervisors, and senior management in their capacity as shareholders different from the effect on other shareholders of the same class, an explanation shall be made in respect of such difference; 	<p>Article 89 The notice of a shareholders' general meeting shall:</p> <ul style="list-style-type: none"> (I) be in writing; (II) specify the venue, date, time and duration of the meeting; (III) set out the matters for deliberation at the meeting; (IV) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but not limited to): when any merger, share repurchase, share capital restructuring or other restructuring proposals raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and any explanations as to the cause and effect of such contemplated transactions shall be provided; (V) if any directors, supervisors, or other senior management have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such directors, supervisors, and senior management in their capacity as shareholders different from the effect on other shareholders of the same class, an explanation shall be made in respect of such difference;

Current Articles of Association	Amended Articles of Association
<p>(VI) contain the full text of any special resolutions intended to be adopted at the meeting;</p> <p>(VII) contain a clear statement that all shareholders are entitled to attend the shareholders' general meeting or appoint a proxy to attend and vote at such a meeting in writing and that such proxy needs not to be a shareholder;</p> <p>(VIII) specify the time and venue for delivering the proxy form for the voting proxy for the meeting;</p> <p>(IX) specify the equity registration date of the shareholders entitled to attend the shareholders' general meeting;</p> <p>(X) contain the name and telephone number of the contact person for the meeting;</p> <p>(XI) other requirements stipulated by laws, regulations, regulatory provisions and the Articles of Association.</p> <p>The interval between the equity registration date and the meeting shall comply with the requirements of the regulatory authority of the place where the securities of the Bank are listed. Once the equity registration date is determined, it shall not be amended.</p> <p>The notice and supplementary notice in relation to the shareholders' general meeting shall fully and completely disclose all specific details of each proposal. In the event that the opinions of the independent directors are sought for the matters to be discussed at the shareholders' general meeting, the opinions and reasons of the independent directors shall also be disclosed in the shareholders' general meeting notice and supplementary notice.</p>	<p>(VI) contain the full text of any special resolutions intended to be adopted at the meeting;</p> <p>(VII) contain a clear statement that all shareholders are entitled to attend the shareholders' general meeting or appoint a proxy to attend and vote at such a meeting in writing and that such proxy needs not to be a shareholder;</p> <p>(VIII) specify the time and venue for delivering the proxy form for the voting proxy for the meeting;</p> <p>(IX) specify the equity registration date of the shareholders entitled to attend the shareholders' general meeting;</p> <p>(X) contain the name and telephone number of the contact person for the meeting;</p> <p>(XI) other requirements stipulated by laws, regulations, regulatory provisions and the Articles of Association.</p> <p>The interval between the equity registration date and the meeting shall comply with the requirements of the regulatory authority of the place where the securities of the Bank are listed. Once the equity registration date is determined, it shall not be amended.</p>
Section 5 Holding of Shareholders' General Meetings	
<p>Article 92 The general procedures for nomination and election of directors are as follows:</p> <p>(I) subject to the size of the Board of Directors prescribed by the Articles of Association, a list of candidates for directors can be drawn up by the Nomination and Remuneration Committee of the Board of Directors in accordance with the number of Directors required to be elected. Shareholders individually or jointly holding 3% or more of the total issued voting shares of the Bank may also nominate candidates for directors to the Board of Directors;</p> <p>.....</p>	<p>Article 92 The general procedures for nomination and election of directors are as follows:</p> <p>(I) subject to the size of the Board of Directors prescribed by the Articles of Association, shareholders individually or jointly holding 3% or more of the total voting shares of the Bank and Nomination and Remuneration Committee of the Board of Directors shall have the right to propose candidates for non-independent directors in accordance with the number of Directors required to be elected;</p> <p>.....</p> <p>The Nomination and Remuneration Committee of the Board of Directors shall avoid being affected by shareholders and exercise the right to nominate directors independently and prudently.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 93 The nomination and election procedures of supervisors are as follows:</p> <p>.....</p> <p>(IV)the Board of non-employee representative Supervisors shall disclose, in accordance with the laws, regulations and the Articles of Association, detailed information of the candidates for supervisors to shareholders before the shareholders’ general meeting is convened to ensure shareholders will have a sufficient understanding of the candidates before voting;</p> <p>.....</p>	<p>Article 93 The nomination and election procedures of supervisors are as follows:</p> <p>.....</p> <p>(IV) the Board of Supervisors shall disclose, in accordance with the laws, regulations and the Articles of Association, detailed information of the candidates for non-employee representative supervisors to shareholders before the shareholders’ general meeting is convened to ensure shareholders will have a sufficient understanding of the candidates before voting;</p> <p>.....</p>
<p>Article 97 The shareholders’ general meeting of the Bank shall be convened in the form of a physical meeting. Votes may be cast at an extraordinary general meeting by ways of correspondence, telephone conference or online poll when necessary.</p>	<p>Combining with Article 75</p>

Current Articles of Association	Amended Articles of Association
<p>Article 98 An individual shareholder attending the meeting in person shall present his/her identification documents or other valid certificate bearing evidence of his/her identity or share certificate; a proxy attending the meeting on behalf of an individual shareholder shall present his/her valid identification documents, copy of shareholder’s identification documents, power of attorney of the shareholder and share certificate.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. The legal representative attending the meeting shall present his/her own identification documents, valid certificate bearing evidence of his/her qualifications as a legal representative and share certificate; a proxy attending the meeting on behalf of the legal representative shall present his/her identification documents, power of attorney lawfully issued by the legal representative of the corporate shareholder and share certificate.</p> <p>Shareholders, who are recognized clearing houses or agents thereof, may authorize one or more persons as their proxies as they deem appropriate to act on their behalf at any shareholders’ general meeting or class meeting. However, in the event that more than one person is authorized, the power of attorney shall specify the number and class of shares with respect to such persons so authorized. The power of attorney shall be executed by a person authorized by such recognized clearing house. The person so authorized may attend the meeting and exercise any rights on behalf of such recognized clearing house (or its agent) (without producing any share certificate, notarized power of attorney and/or further evidence to prove that the person has been so authorized) as if such person were a shareholder of the Bank.</p>	<p>Article 97 An individual shareholder attending the meeting in person shall present his/her identification documents or other valid certificate bearing evidence of his/her identity or share certificate; a proxy attending the meeting on behalf of an individual shareholder shall present his/her valid identification documents, copy of shareholder’s identification documents, power of attorney of the shareholder and share certificate.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. The legal representative attending the meeting shall present his/her own identification documents, valid certificate bearing evidence of his/her qualifications as a legal representative and share certificate; a proxy attending the meeting on behalf of the legal representative shall present his/her identification documents, power of attorney lawfully issued by the legal representative of the corporate shareholder and share certificate (other than recognized clearing houses or agents thereof).</p> <p>Shareholders, who are recognized clearing houses or agents thereof, may authorize one or more persons as their proxies as they deem appropriate to act on their behalf at any shareholders’ general meeting or class meeting. However, in the event that more than one person is authorized, the power of attorney shall specify the number and class of shares with respect to such persons so authorized. The power of attorney shall be executed by a person authorized by such recognized clearing house. The person so authorized may attend the meeting and exercise any rights on behalf of such recognized clearing house (or its agent) (without producing any share certificate, notarized power of attorney and/or further evidence to prove that the person has been so authorized) as if such person were a shareholder of the Bank.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 100 The power of attorney for voting shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled voting time. Where such a power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representative or a person authorized by its Board of Directors or other decision-making body shall attend the shareholders' general meeting of the Bank.</p>	<p>Article 99 The power of attorney for voting shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least forty-eight hours prior to the meeting at which the proxy is authorized to vote or forty-eight hours before the scheduled voting time. Where such a power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representative or a person authorized by its Board of Directors or other decision-making body shall attend the shareholders' general meeting of the Bank.</p>
<p>Article 111 The convener shall ensure the meeting minutes are true, accurate and complete. The attending directors and supervisors, secretary of the Board of Directors, the convener or representative thereof and the presider of the meeting shall sign the meeting minutes. The meeting minutes, the signature list of shareholders attending the meeting and the power of attorney for attendance by proxy, the valid information relating to the voting shall be kept by the Bank for at least ten years.</p>	<p>Article 110 The convener shall ensure the meeting minutes are true, accurate and complete. The attending directors and supervisors, secretary of the Board of Directors, the convener or representative thereof and the presider of the meeting shall sign the meeting minutes. The meeting minutes, the signature list of shareholders attending the meeting and the power of attorney for attendance by proxy, the valid information relating to the voting shall be kept by the Bank perpetually.</p>

Current Articles of Association	Amended Articles of Association
Section 6 Voting Procedures and Resolutions of Shareholders' General Meetings	
<p>Article 117 The following matters shall be approved by special resolutions of shareholders' general meeting:</p> <p>(I) an increase or reduction in the registered capital and the issue of any class of shares, warrants and other securities of the Bank;</p> <p>(II) the issue and listing of bonds or other securities of the Bank;</p> <p>(III) the merger, division, dissolution, liquidation, or change of the form of organization of the Bank;</p> <p>(IV) the purchase or sale of single material asset that exceed 10% of the latest audited net assets of the Bank;</p> <p>(V) amendment to the Articles of Association;</p> <p>(VI) equity incentive plans; and</p> <p>(VII) other matters required to be approved by special resolution in accordance with the laws, regulations, regulatory requirements or the Articles of Association, or by ordinary resolution of shareholders' general meeting as the matters are significantly important to the Bank.</p>	<p>Article 116 The following matters shall be approved by special resolutions of shareholders' general meeting:</p> <p>(I) an increase or reduction in the registered capital and the issue of any class of shares, warrants and other securities of the Bank;</p> <p>(II) the issue and listing of bonds or other securities of the Bank;</p> <p>(III) the merger, division, dissolution, liquidation, or change of the form of organization of the Bank;</p> <p>(IV) the purchase or sale of single material asset that exceed 10% of the latest audited net assets of the Bank;</p> <p>(V) amendment to the Articles of Association of the Bank;</p> <p>(VI) the dismissal of independent directors;</p> <p>(VII) the consideration and approval of equity incentive plans; and</p> <p>(VIII) other matters required to be approved by special resolution in accordance with the laws and regulations, regulatory requirements or the Articles of Association, or by ordinary resolution of shareholders' general meeting as the matters are significantly important to the Bank.</p>
<p>Article 126 Before a proposal is put to vote at a shareholders' general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material interest in the matter to be considered, the shareholder and his proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by lawyers, representatives of shareholders, representatives of supervisors and other relevant persons appointed according to the Hong Kong Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Article 125 Before a proposal is put to vote at a shareholders' general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material interest in the matter to be considered, the shareholder and his proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by representatives of shareholders, representatives of supervisors and other relevant persons appointed according to the Hong Kong Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>

Current Articles of Association	Amended Articles of Association
Chapter 7 Special Procedures for Voting by a Certain Class of Shareholders	
<p>Article 132 The Bank’s proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a shareholders’ general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with Articles 134 to 138.</p>	<p>Article 131 The Bank’s proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a shareholders’ general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with Articles 133 to 137.</p>
<p>Article 134 In relation to the matters mentioned in (II) to (VIII), (XI) and (XII) of Article 133, affected class shareholder, no matter if he has voting right at a shareholders’ general meeting or not, shall be entitled to vote at the class meeting. However, interested shareholders shall not be entitled to vote at class meeting. Interested shareholders mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) in case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to Article 34 of the Articles of Association, a controlling shareholder within the meaning defined in Article 325 of the Articles of Association;</p> <p>(II) in case of a repurchase by the Bank of shares by an off-market agreement outside of the stock exchange under Article 34 of the Articles of Association, a shareholder to whom the proposed agreement relates;</p> <p>(III) in case of a restructuring of the Bank, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of other shareholders of that class.</p>	<p>Article 133 In relation to the matters mentioned in (II) to (VIII), (XI) and (XII) of Article 132, affected class shareholder, no matter if he has voting right at a shareholders’ general meeting or not, shall be entitled to vote at the class meeting. However, interested shareholders shall not be entitled to vote at class meeting. Interested shareholders mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) in case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to Article 34 of the Articles of Association, a controlling shareholder within the meaning defined in Article 322 of the Articles of Association;</p> <p>(II) in case of a repurchase by the Bank of shares by an off-market agreement outside of the stock exchange under Article 34 of the Articles of Association, a shareholder to whom the proposed agreement relates;</p> <p>(III) in case of a restructuring of the Bank, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of other shareholders of that class.</p>
<p>Article 135 Resolutions of a class meeting shall be passed by votes representing two-thirds or more of the voting rights of shareholders of that class attending the class meeting in accordance with Article 134.</p>	<p>Article 134 Resolutions of a class meeting shall be passed by votes representing two-thirds or more of the voting rights of shareholders of that class attending the class meeting in accordance with Article 133.</p>

Current Articles of Association	Amended Articles of Association
Chapter 9 Board of Directors	
Section 1 Directors	
<p>Article 141 Directors of the Bank are natural persons and shall not be required to hold shares of the Bank. The directors shall possess the requisite qualifications stipulated by laws, regulations and requirements of the banking regulatory authority of the State Council.</p> <p>Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). An executive director means a director holding other senior operation and management positions in addition to holding directorship of the Bank. A non-executive director means a director of the Bank who does not hold an operation and management position.</p>	<p>Article 140 Directors of the Bank are natural persons and shall not be required to hold shares of the Bank. The directors shall possess the requisite qualifications stipulated by laws, regulations and requirements of the banking regulatory authority of the State Council.</p> <p>Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). An executive director means a director assuming the responsibilities of senior management in addition to holding directorship of the Bank. A non-executive director means a director of the Bank who does not hold any position in the Bank other than that of a director and does not assume the responsibilities of senior management.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 143 Directors shall be elected or replaced at a shareholders' general meeting. The term of office of the directors shall be 3 years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. Before the expiry of the director's term of office, the shareholders' general meeting shall not dismiss any director without any reason.</p> <p>The term of office of a director shall commence from the date on which directorship of the said director was confirmed by the banking regulatory authority of the State Council to the expiry of the current term of the Board of Directors.</p> <p>A director shall work in the Bank for at least 15 workdays every year.</p> <p>A written notice of intent to nominate a candidate to become a director of the Bank, together with the candidate's consent to such nomination and relevant written materials of the candidate's information, shall be given to the Bank no earlier than the day after the issue of the notice of the shareholders' general meeting, but no later than 7 days before such meeting. The time period given by the Bank for the submission of the aforesaid notices and documents by the nominators and candidates shall not be less than 7 days (from the next day after the issue of the notice of the shareholders' general meeting).</p> <p>Subject to the relevant laws, regulations and regulatory requirements, a director whose term of office has not expired may be removed by an ordinary resolution (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract). Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, regulations, regulatory requirements and the Articles of Association.</p>	<p>Article 142 Directors shall be elected or replaced at a shareholders' general meeting. The term of office of the directors shall be three years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. Before the expiry of the director's term of office, the shareholders' general meeting shall not dismiss any director without any reason.</p> <p>The term of office of a director shall commence from the date on which directorship of the said director was confirmed by the banking regulatory authority of the State Council to the expiry of the current term of the Board of Directors.</p> <p>A director shall work in the Bank for at least 15 workdays every year.</p> <p>A written notice of intent to nominate a candidate to become a director of the Bank, together with the candidate's consent to such nomination and relevant written materials of the candidate's information, shall be given to the Bank no earlier than the day after the issue of the notice of the shareholders' general meeting, but no later than seven days before such meeting. The time period given by the Bank for the submission of the aforesaid notices and documents by the nominators and candidates shall not be less than seven days (from the next day after the issue of the notice of the shareholders' general meeting).</p> <p>Subject to the relevant laws, regulations and regulatory requirements, a director whose term of office has not expired may be removed by an ordinary resolution (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract). Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, regulations, regulatory requirements and the Articles of Association.</p>

Current Articles of Association	Amended Articles of Association
<p>The president or other senior management may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as senior management shall not exceed one half of the total number of directors of the Bank and the number of the directors in the Board of Directors who serve as senior management shall be no less than 2.</p> <p>The Board of Directors may comprise employee representative(s) of the Bank. Employee representatives who serve as directors shall become members of the Board of Directors after elected by employee representatives at the staff representative assembly of the Bank, which shall be reported by the Board of Directors to the shareholders' general meeting.</p> <p>The members of the Board of Directors shall have professional knowledge in areas such as finance, accounting, risk management, financial management and financial technology, and the proportion of directors and independent directors with international exposure and management experience may be duly increased.</p> <p>After a director is elected and his/her directorship is approved by the banking regulatory authority of the State Council, the Bank shall enter into an employment contract with such director in a timely manner, which shall specify, among others, rights and duties between the Bank and the director, the term of office of the director, liability of the director due to violation of laws, regulations and his/her responsibilities stipulated by the Articles of Association and compensation on early termination of the said employment contract for any reason by the Bank, in compliance with the laws, regulations and the Articles of Association.</p>	<p>The Board of Directors may comprise employee representative(s) of the Bank. Employee representatives who serve as directors shall become members of the Board of Directors after elected by employee representatives at the staff representative assembly of the Bank, which shall be reported by the Board of Directors to the shareholders' general meeting.</p> <p>The members of the Board of Directors shall have professional knowledge in areas such as finance, accounting, risk management, financial management and financial technology, and the proportion of directors and independent directors with international exposure and management experience may be duly increased.</p> <p>After a director is elected and his/her directorship is approved by the banking regulatory authority of the State Council, the Bank shall enter into an employment contract with such director in a timely manner, which shall specify, among others, rights and duties between the Bank and the director, the term of office of the director, liability of the director due to violation of laws, regulations and his/her responsibilities stipulated by the Articles of Association and compensation on early termination of the said employment contract for any reason by the Bank, in compliance with the laws, regulations and the Articles of Association.</p>

Current Articles of Association	Amended Articles of Association
<p>Addition</p>	<p>Article 143 The directors shall perform the following duties or obligations:</p> <p>(I) to pay continuous attention to the Bank’s business operation and management and to request senior management to provide comprehensive, timely and accurate information on the Bank’s business operation and management or to provide explanations on relevant issues;</p> <p>(II) to attend board meetings on a regular basis, fully examine matters under consideration by the Board of Directors, express their views independently, professionally and objectively, and vote independently on the basis of prudent judgment;</p> <p>(III) to assume responsibilities for resolutions of the Board of Directors;</p> <p>(IV) to supervise the implementation of resolutions of shareholders’ general meetings and the Board of Directors by senior management;</p> <p>(V) to actively participate in trainings organized by the Bank and regulatory authorities understand the rights and obligations of directors, get familiarised with relevant laws and regulations and regulatory provisions, and continue to have the necessary professional knowledge and capabilities required for performing their duties;</p> <p>(VI) to be accountable to the Bank and all shareholders in the performance of their duties and treat all shareholders fairly;</p> <p>(VII) to apply high standards of professional ethics and consider the legitimate interests of stakeholders;</p> <p>(VIII) to be faithful and diligent to the Bank, exercise due diligence and care in the performance of duties and to ensure sufficient time and attention to discharge duties; and</p> <p>(IX) to comply with laws and regulations, regulatory provisions and the Articles of Association of the Bank.</p>
<p>Article 146 A director shall be deemed incapable of carrying out their duties if they fail to attend two consecutive board meetings either personally or by appointing other directors to attend on his/her behalf, and the Board of Directors shall make a proposal to the shareholders’ general meeting to remove such director.</p>	<p>Article 146 A director shall be deemed incapable of carrying out their duties if they fail to attend two consecutive board meetings either personally or by appointing other directors to attend on his/her behalf, and the Board of Directors shall make a proposal to the shareholders’ general meeting to remove such director. Failure to attend more than two-thirds of the physical board meetings in person every year shall not be rated as competent for the year.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 147 A director may resign before his/her term of office expires. He/she shall submit a written resignation to the Board of Directors. The Board of Directors shall disclose such resignation within two days.</p> <p>In the event that a candidate for a director nominated by a shareholder is elected but the shareholder (being the nominator) transfers all of the shares held by him/her before the term of office of such director expires, the director so nominated shall resign.</p> <p>Where the resignation of a director during his/her term of office affects the Bank's normal operation or causes the number of directors of the Bank's Board of Directors to fall below the minimum quorum, such director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations and the Articles of Association.</p> <p>The resignation of a director becomes effective when the resignation is submitted to the Board of Directors, unless the circumstances stated above apply.</p>	<p>Article 147 A director may resign before his/her term of office expires. He/she shall submit a written resignation to the Board of Directors. The Board of Directors shall disclose such resignation within two days.</p> <p>In the event that a candidate for a director nominated by a shareholder is elected but the shareholder (being the nominator) transfers all of the shares held by him/her before the term of office of such director expires, the director so nominated shall resign.</p> <p>Where the resignation of a director during his/her term of office affects the Bank's normal operation or causes the number of directors of the Bank's Board of Directors to fall below the minimum quorum or two-thirds of the number specified in the Articles of Association, such director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations and the Articles of Association. When the Bank is dealing with the disposal of major risks, directors shall not resign without the approval of the regulatory authorities.</p> <p>The resignation of a director becomes effective when the resignation is submitted to the Board of Directors, unless the circumstances stated above apply.</p> <p>When the number of the directors on the Board of Directors falls below the minimum number stipulated in the Company Law or the minimum number required for voting by the Board of Directors due to the removal of directors by the shareholders' general meeting or death, the loss of independence and resignation of independent directors, or other circumstances under which directors cannot perform their duties, the powers of the Board of Directors shall be exercised by the shareholders' general meeting until the number of members of the Board of Directors meets the minimum requirement.</p>

Current Articles of Association	Amended Articles of Association
Section 2 Independent Directors	
<p>Article 152 The Bank shall have independent directors. Independent directors refer to directors who do not hold other positions in the Bank other than a directorship and who have no relationship with the Bank or its substantial shareholders that may affect their independent and objective judgment. The number of independent directors shall not be less than one third of the total number of directors.</p>	<p>Article 152 The Bank shall have independent directors. Independent directors refer to directors who do not hold other positions in the Bank other than a directorship and who have no relationship with the Bank, its shareholders or de facto controllers that may affect their independent and objective judgment on the Bank’s affairs. The number of independent directors shall not be less than one third of the total number of directors.</p>
<p>Article 155 The procedures of nomination and election for independent directors shall follow the principles below:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors, shareholders of the Bank who hold more than 1% of the total voting shares of the Bank in issue individually or jointly, and the Board of Supervisors of the Bank may nominate candidates for independent directors to the Board of Directors who shall be elected by the shareholders’ general meeting. Shareholders who have nominated candidates for independent directors shall no longer nominate candidates for independent directors;</p> <p>(II) The consent of the nominees shall be obtained prior to the nomination of candidates for independent directors. Qualification of candidates of independent directors, including the independence, expertise, experience and capability, shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors;</p> <p>(III) The appointment of an independent director shall mainly follow the market principle.</p>	<p>Article 155 The procedures of nomination and election for independent directors shall follow the principles below:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors, shareholders of the Bank who hold more than 1% of the total voting shares of the Bank in issue individually or jointly, and the Board of Supervisors of the Bank may nominate candidates for independent directors to the Board of Directors who shall be elected by the shareholders’ general meeting. Shareholders and their related parties who have nominated candidates for non-independent directors shall no longer nominate candidates for independent directors;</p> <p>(II) The consent of the nominees shall be obtained prior to the nomination of candidates for independent directors. Qualification of candidates of independent directors, including the independence, expertise, experience and capability, shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors;</p> <p>(III) The appointment of an independent director shall mainly follow the market principle.</p>
<p>Article 158 Independent directors shall give statements to the Board of Directors before taking up the office, ensuring that they have enough time and energy to perform their duties and undertaking that they will perform duties of diligence.</p>	<p>Article 158 Independent directors shall give statements to the Board of Directors before taking up the office, ensuring that they have enough time and energy to perform their duties and undertaking that they will perform duties of diligence. An independent director may serve as an independent director in at most five domestic or foreign enterprises concurrently. For banking or insurance institutions with a common independent director, the relevant institutions shall neither be affiliated with each other nor have conflicting interest. Independent directors of the Bank shall not serve in more than two commercial banks at the same time.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 159 An independent director shall work for the Bank for no less than 15 working days each year.</p> <p>An independent director may appoint another independent director to attend the board meetings on his/her behalf but shall attend in person at least two thirds of the total number of board meetings each year.</p>	<p>Article 159 An independent director shall work for the Bank for no less than fifteen working days each year.</p> <p>An independent director may appoint another independent director to attend the board meetings on his/her behalf but shall attend in person more than two-thirds of the physical board meetings each year.</p>
<p>Article 161 The Board of Directors or the Board of Supervisors shall propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances:</p> <p>(I) serious dereliction of duty;</p> <p>(II) failure to resign from the position when he/she is no longer qualified to be an independent director due to a change in his/her position;</p> <p>(III) attendance in person of less than two-thirds of the total number of board meetings held within one year;</p> <p>(IV) other circumstances where an independent director is no longer suitable for holding such position as stipulated by the laws, regulations, regulatory requirements and the stock exchanges where the securities of the Bank are listed.</p>	<p>Article 161 The Board of Directors or the Board of Supervisors shall propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances:</p> <p>(I) serious dereliction of duty;</p> <p>(II) failure to resign from the position when he/she is no longer qualified to be an independent director due to a change in his/her position;</p> <p>(III) failure to attend in person at least two-thirds of the physical board meetings held within one year;</p> <p>(IV) other circumstances where an independent director is no longer suitable for holding such position as stipulated by the laws and regulations, regulatory requirements and the stock exchanges where the securities of the Bank are listed.</p> <p>If an independent director fails to attend the board meetings in person for three consecutive times, he/she shall be deemed as not performing his/her duties. The Bank shall convene a shareholders' general meeting within three months to remove him/her and elect a new independent director.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 163 An independent director may resign before the expiry of his/her term of office.</p> <p>An independent director who intends to resign shall submit a written resignation to the Board of Directors and shall submit a written declaration at the latest shareholders' general meetings specifying any circumstances related to the resignation or any facts that he/she believes require the attention of the Bank's shareholders and creditors.</p> <p>If the number of independent directors in the Board of Directors falls below the quorum after the resignation of an independent director, the resignation of such independent director shall only become effective when a successor has been elected to fill his/her vacancy.</p>	<p>Article 163 An independent director may resign before the expiry of his/her term of office.</p> <p>An independent director who intends to resign shall submit a written resignation to the Board of Directors and shall submit a written declaration at the latest shareholders' general meetings specifying any circumstances related to the resignation or any facts that he/she believes require the attention of the Bank's shareholders and creditors.</p> <p>If the number of independent directors in the Board of Directors falls below one-third of the Board of Directors after the resignation of an independent director, the independent director shall continue to perform his duties until the new independent director takes office, except for the resignation and removal due to loss of independence.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 165 Independent directors shall give objective, impartial and independent opinions on the matters discussed at board meetings, and shall give opinions on the following matters:</p> <p>(I) the legitimacy and fairness of major related-party transactions;</p> <p>(II) profit distribution plans;</p> <p>(III) appointment and dismissal of senior management;</p> <p>(IV) matters that may cause significant losses to the Bank;</p> <p>(V) matters that may impair the legitimate rights and interests of the depositors, minority shareholders and other stakeholders;</p> <p>(VI) engagement of external auditor.</p> <p>Independent directors shall give opinions on the matters above in one of the following manners: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.</p>	<p>Article 165 Independent directors shall give objective, impartial and independent opinions on the matters considered at the shareholders' general meeting or the board meetings, and in particular shall express their opinions at the shareholders' general meeting or to the Board of Directors on the following matters:</p> <p>(I) major related-party transactions;</p> <p>(II) profit distribution plans;</p> <p>(III) nomination, appointment and dismissal of directors and appointment and dismissal of senior management;</p> <p>(IV) remuneration of directors and senior management;</p> <p>(V) matters that may cause significant losses to the Bank;</p> <p>(VI) other matters that may materially affect the legitimate rights and interests of the Bank, minority shareholders and financial consumers;</p> <p>(VII) engagement or dismissal of accounting firms which conduct regular statutory audits of the Bank's financial reports;</p> <p>(VIII) other matters required by laws, regulations, regulatory requirements or the Articles of Association of the Bank.</p> <p>Independent directors shall give opinions on the matters above in one of the following manners: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.</p> <p>Independent directors may elect one independent director, who shall be responsible for convening special meetings attended by the independent directors and studying issues related to performance of duties.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 167 Independent directors shall faithfully carry out their duties in accordance with laws, regulations, regulatory requirements and the Articles of Association to safeguard interests of the Bank as a whole, and particularly pay attention to protecting the legal rights and interests of minority shareholders from being undermined.</p>	<p>Article 167 Independent directors shall honestly, independently and diligently carry out their duties in accordance with laws and regulations, regulatory requirements and the Articles of Association to conscientiously safeguard the legitimate rights and interests of the Bank, minority shareholders and financial consumers from being affected by shareholders, de facto controllers, senior management or other entities or individuals having material interests with the Bank.</p> <p>In the event of a material defect in the corporate governance mechanism or failure of the corporate governance mechanism of the Bank, the independent directors shall report the relevant information to the regulatory authorities in a timely manner. Independent directors shall keep the Bank’s secrets confidential except reporting relevant information to the regulatory authorities in accordance with regulations.</p>
<p>Article 169 Independent directors shall carry out their duties in accordance with laws, regulations, the Articles of Association and the relevant provisions of the Bank’s independent director system. In particular, a shareholder who has already nominated a director may not nominate another independent director. Independent directors of the Bank shall not serve in more than two commercial banks at the same time.</p>	<p>Article 169 Independent directors shall carry out their duties in accordance with laws and regulations, regulatory requirements, the Articles of Association and the relevant provisions of the Bank’s independent director system.</p>
<p>Section 3 Board of Directors</p>	
<p>Article 172 The Board of Directors of the Bank shall be consisted of eighteen members with one chairman and may appoint vice chairman. The number of independent directors shall not be less than one-third and there shall be at least one independent director with accounting expertise.</p> <p>The size and composition of the Board of Directors shall comply with the relevant laws and regulations and the relevant requirements for corporate governance to ensure the performance of duties of the Board of Directors in a professional and effective manner.</p>	<p>Article 172 The Board of Directors of the Bank shall be consisted of eighteen members with one chairman and may appoint vice chairman. The president or other senior management may concurrently serve as directors, but the total number of directors who concurrently serve as senior management personnel shall not exceed one half of the total number of directors of the Bank, and the number of senior management personnel in the Board of Directors of the Bank shall not be less than two. The number of non-executive directors shall not be less than one-half of the total number of directors of the Bank, of which the number of independent directors shall not be less than one-third and there shall be at least one independent director with accounting expertise.</p> <p>The size and composition of the Board of Directors shall comply with the relevant laws and regulations and the relevant requirements for corporate governance to ensure the performance of duties of the Board of Directors in a professional and effective manner.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 173 The Board of Directors shall take the ultimate responsibility for operation and management of the Bank. The Board of Directors shall exercise the following powers according to the laws:</p> <p>(I) to convene shareholders’ general meetings and report its work to the shareholders’ general meetings;</p> <p>(II) to implement the resolutions of the shareholders’ general meetings;</p> <p>(III) to formulate the development strategy of the Bank, and its specific development strategies in green credit, financial innovation and protection of consumers’ interests and supervise the implementation of the said strategies, and to decide on the business plans and investment plans of the Bank;</p> <p>(IV) to prepare the annual financial budgets and final accounts of the Bank;</p> <p>(V) to prepare the profit distribution plan and the plan for making up the losses of the Bank;</p> <p>(VI) to formulate the capital planning and take ultimate responsibility for capital management, to prepare plans for increase or reduction of the registered capital of the Bank, and to prepare plans for issue and listing of corporate bonds or other securities of the Bank;</p> <p>(VII) to prepare plans for the material acquisitions of the Bank, acquisitions of shares of the Bank, merger, division, dissolution or liquidation or alteration of corporate form of the Bank;</p> <p>(VIII) to approve, other than daily operation of the Bank, external investments, purchase, disposal, and pledge of assets, external guarantees, and entrustments of others to manage the funds or other assets of the Bank, except for material matters regulated in the Articles of Association which shall be decided by the shareholders’ general meeting;</p>	<p>Article 173 The Board of Directors shall take the ultimate responsibility for operation and management of the Bank. The Board of Directors shall exercise the following powers according to the laws:</p> <p>(I) to convene shareholders’ general meetings and report its work to the shareholders’ general meetings;</p> <p>(II) to implement the resolutions of the shareholders’ general meetings;</p> <p>(III) to formulate the development strategy of the Bank, and its specific development strategies in green credit, financial innovation and protection of consumers’ interests and supervise the implementation of the said strategies, and to decide on the business plans and investment plans of the Bank;</p> <p>(IV) to prepare the annual financial budgets and final accounts of the Bank;</p> <p>(V) to prepare the profit distribution plan and the plan for making up the losses of the Bank;</p> <p>(VI) to formulate the capital planning and take ultimate responsibility for capital or solvency management, to prepare plans for increase or reduction of the registered capital of the Bank, and to prepare plans for issue and listing of corporate bonds or other securities of the Bank;</p> <p>(VII) to prepare plans for the material acquisitions of the Bank, acquisitions of shares of the Bank, merger, division, dissolution or liquidation or alteration of corporate form of the Bank;</p> <p>(VIII) to approve, other than daily operation of the Bank, external investments, purchase, disposal and write-off and pledge of assets, external guarantees, related party transactions and data governance and entrustments of others to manage the funds or other assets of the Bank according to the laws and regulations, regulatory requirements and Articles of Association of the bank, except for material matters regulated in the Articles of Association which shall be decided by the shareholders’ general meeting;</p>

Current Articles of Association	Amended Articles of Association
<p>(IX) to approve material related-party transactions of the Bank, unless otherwise regulated in the Articles of Association;</p> <p>(X) to decide on the establishment of internal management structure of the Bank;</p> <p>(XI) to decide on the appointment or removal of the president and the secretary to the Board of Directors of the Bank and the remuneration thereof based on the recommendations of the Nomination and Remuneration Committee and the proposals of the chairman of the Board of Directors; to decide on the appointment or removal of the vice president, the assistant to the president and other senior management of the Bank based on the proposals of the president and the remuneration thereof;</p> <p>(XII) to formulate the basic management system of the Bank;</p> <p>(XIII) to take the ultimate responsibility for specific risk management of the Bank such as the comprehensive risk management and operation compliance, liquidity risk management, reputation risk management and management of consolidated financial statements as well as the key tasks such as protection of consumers' interests;</p> <p>(XIV) to develop risk management culture, formulate the comprehensive risk management policy of the Bank, and establish risk management systems for risk tolerance, risk preference, internal control, reputation risk, financial innovation risk and fraud risk, which shall be taken as the important parts of the risk management of the Bank;</p> <p>(XV) to prepare any amendment proposals to the Articles of Association;</p>	<p>(IX) to approve material related-party transactions of the Bank, unless otherwise regulated in the Articles of Association or regulatory authorities;</p> <p>(X) to decide on the establishment of internal management structure of the Bank;</p> <p>(XI) to decide on the appointment or removal of the president and the secretary to the Board of Directors of the Bank and the remuneration, rewards and punishments thereof based on the recommendations of the Nomination and Remuneration Committee and the proposals of the chairman of the Board of Directors; to decide on the appointment or removal of the vice president, the assistant to the president and other senior management of the Bank based on the proposals of the president and the remuneration, rewards and punishments thereof; and to supervise senior management in performing their duties;</p> <p>(XII) to formulate the basic management system of the Bank;</p> <p>(XIII) to take the ultimate responsibility for specific risk management of the Bank such as the comprehensive risk management and operation compliance, liquidity risk management, reputation risk management, management of consolidated financial statements and anti-money laundering and anti-terrorist financing as well as the key tasks such as protection of consumers' interests;</p> <p>(XIV) to develop risk management culture, formulate the comprehensive risk management policy of the Bank, and establish risk management systems for risk tolerance, risk preference, internal control, reputation risk, financial innovation risk and fraud risk, which shall be taken as the important parts of the risk management of the Bank;</p> <p>(XV) to prepare any amendment proposals to the Articles of Association of the Bank; and to formulate the rules of procedure for shareholders' general meeting and the rules of procedure of the Board, and to consider and approve the terms of reference of the specialized committees of the Board;</p>

Current Articles of Association	Amended Articles of Association
<p>(XVI) to formulate information disclosure system of the Bank and take the ultimate responsibilities for the truthfulness, accuracy, completeness and timeliness of financial statements and accounting reports of the Bank;</p> <p>(XVII) to determine the job responsibilities for any manager, including the president, the vice president, the assistant to president and the secretary to the Board of Directors;</p> <p>(XVIII) to monitor the performance of senior management and ensure their effective performance;</p> <p>(XIX) to receive the work report from the president and inspect the work of the president;</p> <p>(XX) the Board of Directors shall establish a supervisory system for the management to formulate the code of conduct and terms of reference for management and business officers and that the normative documents shall specifically require employees at all levels to report any potential conflict of interests in a timely manner, provide particular rules and establish corresponding mechanisms;</p> <p>(XXI) the Board of Directors shall establish a reporting system and require the senior management to report to the Board of Directors and directors the operation and management issues of the Bank, and the reporting system shall cover provisions for the following issues:</p> <ol style="list-style-type: none"> 1. the content of the information reported to the Board of Directors and directors and the minimum reporting standards; 2. the reporting frequency; 3. the reporting method; 4. the responsible body and liabilities arising from postponed or incomplete reporting; 5. the confidentiality obligations. 	<p>(XVI) to formulate information disclosure system of the Bank and take the ultimate responsibilities for the truthfulness, accuracy, completeness and timeliness of financial statements and accounting reports of the Bank;</p> <p>(XVII) to take responsibility for the management of the affairs of the shareholders;</p> <p>(XVIII) to determine the job responsibilities for any manager, including the president, the vice president, the assistant to president and the secretary to the Board of Directors;</p> <p>(XIX) to receive the work report from the president and inspect the work of the president;</p> <p>(XX) the Board of Directors shall establish a supervisory system for the management to formulate the code of conduct and terms of reference for management and business officers and that the normative documents shall specifically require employees at all levels to report any potential conflict of interests in a timely manner, provide particular rules and establish corresponding mechanisms;</p>

Current Articles of Association	Amended Articles of Association
<p>(XXII) to evaluate and refine the corporate governance of the Bank on a regular basis;</p> <p>(XXIII) to protect the legitimate interests of depositors and other interested parties;</p> <p>(XXIV) to establish the mechanism for identification, verification and management of the conflict of interest between the Bank and shareholders, in particular the substantial shareholders;</p> <p>(XXV) to exercise any other duties and power conferred by laws, regulations, regulatory provisions and the Articles of Association.</p>	<p>(XXI) to propose to the shareholders’ general meeting the appointment or dismissal of accounting firms that conduct regular statutory audits of the Bank’s financial reports;</p> <p>(XXII) to evaluate and refine the corporate governance of the Bank on a regular basis;</p> <p>(XXIII) to protect the legitimate interests of financial consumers and other interested parties;</p> <p>(XXIV) to establish the mechanism for identification, verification and management of the conflict of interest between the Bank and shareholders, in particular the substantial shareholders;</p> <p>(XXV) to exercise any other duties and power conferred by laws and regulations, regulatory provisions and the Articles of Association.</p> <p>The powers of the Board shall be exercised collectively by the Board. The powers of the Board prescribed by the Company Law shall not, in principle, be delegated to the chairman, directors, other institutions or individuals. If it is necessary to authorize certain specific decision-making matters, such matters shall be carried out by way of resolution of the Board in accordance with the law. The authorization shall be granted on a case-by-case basis and shall not be granted to other institutions or individuals on a permanent basis.</p>
<p>Article 176 The Board of Directors shall define its authority in relation to external investment, acquisition and disposal of assets, asset pledge, external guarantees, entrustment of others to manage the funds or other assets of the Bank, and related party transactions, and shall establish strict examination and policy-making procedures. Material matters shall be submitted to the shareholders’ general meeting for approval in accordance with the Articles of Association, and assessment and examination by relevant experts and professionals shall be arranged when necessary.</p> <p>.....</p>	<p>Article 176 The Board of Directors shall define its authority in relation to external investment, purchase, disposal and write-off of assets, asset pledge, external guarantees, related party transactions and data governance, entrustment of others to manage the funds or other assets of the Bank, and shall establish strict examination and policy-making procedures. Material matters shall be submitted to the shareholders’ general meeting for approval in accordance with the Articles of Association, and assessment and examination by relevant experts and professionals shall be arranged when necessary.</p> <p>.....</p>

Current Articles of Association	Amended Articles of Association
<p>Article 177 The meetings of the Board of Directors shall be classified into regular board meetings and extraordinary board meetings and shall be convened and chaired by the chairman of the Board of Directors.</p> <p>The Board of Directors shall hold at least four regular meetings each year and one regular meeting on a quarterly basis. These regular meetings shall be convened by the chairman of the Board of Directors and the notice in written form thereof shall be sent to all directors and supervisors at least 14 days before the convening of the meetings.</p>	<p>Article 177 The meetings of the Board of Directors shall be classified into regular meetings and extraordinary meetings and shall be convened and chaired by the chairman of the Board of Directors.</p> <p>Regular meetings are held at least four times a year at approximately quarterly intervals. These regular meetings shall be convened by the chairman of the Board of Directors and the notice thereof shall be sent to all directors and supervisors at least fourteen days before the convening of the meetings.</p>
<p>Article 178 The chairman of the Board of Directors shall convene and preside over an extraordinary board meeting within 10 days of receiving such proposal when:</p> <p>(I) such a meeting is proposed by shareholders representing more than 10% of the voting rights;</p> <p>(II) the chairman believes it is necessary;</p> <p>(III) such a meeting is proposed by more than one-third of the directors;</p> <p>(IV) such a meeting is proposed by the Board of Supervisors.</p>	<p>Article 178 The chairman of the Board of Directors shall convene and preside over an extraordinary board meeting within ten days of receiving such proposal when:</p> <p>(I) such a meeting is proposed by shareholders representing more than 10% of the voting rights;</p> <p>(II) the chairman believes it is necessary;</p> <p>(III) such a meeting is proposed by more than one-third of the directors;</p> <p>(IV) such a meeting is proposed by more than two independent directors;</p> <p>(V) such a meeting is proposed by the Board of Supervisors.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 181 The quorum of a board meeting shall be more than half of directors.</p> <p>Each director shall have one vote for each resolution proposed to the Board of Directors. When the votes against and for a resolution are equal, the chairman of the Board of Directors is entitled to one more vote.</p> <p>All resolutions of the board meeting shall be passed by a majority of the directors, but the following resolutions shall be passed by no less than two-thirds of the directors and shall not be voted in form of communication:</p> <p>(I) to review and consider the profit distribution plan, material investment plan, material asset disposal plan, appointment or dismissal of senior management, capital replenishment plan, material change in equity and financial reorganization of the Bank;</p> <p>(II) to formulate the plan for the increase or reduction of registered capital and the issue of corporate bonds of the Bank;</p> <p>(III) to formulate the plan for offering of new shares or initial public offering;</p> <p>(IV) to formulate the plan for the acquisition of shares of the Bank or merger, division or dissolution of the Bank and change of corporate form of the Bank;</p> <p>(V) to formulate the plan for making up losses;</p> <p>(VI) to develop the plan for amendments to the Articles of Association;</p> <p>(VII) other matters that shall be passed by no less than two-thirds of directors as stipulated by laws, regulations, regulatory provisions and the Articles of Association, and as considered by the majority of directors to have a material impact on the Bank.</p>	<p>Article 181 The quorum of a board meeting shall be more than half of directors.</p> <p>The meetings of the Board may be held by way of onsite meeting and written circular. Each director shall have one vote for the resolutions of the Board of Directors. When the votes against and for a resolution are equal, the chairman of the Board of Directors is entitled to one more vote.</p> <p>All resolutions of the board meeting shall be passed by a majority of the directors, but the following resolutions shall be passed by no less than two-thirds of the directors and shall not be voted in form of written circular voting:</p> <p>(I) to review and consider the material events, such as profit distribution plan, remuneration proposals, material investment plan, material asset disposal plan, appointment or dismissal of senior management, capital replenishment plan, material change in equity and financial reorganization of the Bank etc.;</p> <p>(II) to formulate the plan for the increase or reduction of registered capital and the issue of corporate bonds of the Bank;</p> <p>(III) to formulate the plan for offering of new shares or initial public offering;</p> <p>(IV) to formulate the plan for the acquisition of shares of the Bank or merger, division or dissolution of the Bank and change of corporate form of the Bank;</p> <p>(V) to formulate the plan for making up losses;</p> <p>(VI) to formulate the plan for amendments to the Articles of Association;</p> <p>(VII) other matters that shall be passed by no less than two-thirds of directors as stipulated by laws and regulations, regulatory provisions and the Articles of Association, and as considered by the majority of directors to have a material impact on the Bank.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 183 The resolution of the Board of Directors shall be voted in form of poll, by a show of hands or in form of communication.</p> <p>All directors shall be provided with matters on voting in form of communication and relevant background information at least 3 days prior to the voting.</p>	<p>Article 183 Where voting at a Board meeting is conducted by way of an onsite meeting, voting may be cast by open ballot or by show of hands.</p> <p>All directors shall be provided with matters on voting in form of written circular voting and relevant background information at least three days prior to the voting.</p>
<p>Article 185 A director shall attend at least two thirds of the board meetings each year. Where a director is unable to attend a meeting for any reason, he/she shall peruse the meeting documents in advance, form definite opinions, and appoint another director of that same class in writing to attend the meeting on his/her behalf. The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization, and the validity period, and shall be signed by the appointer or a chop shall be affixed.</p> <p>A director attending a meeting on behalf of another director shall exercise the right of director within the scope of authorization. If a director does not attend the board meeting in person and also fails to appoint a proxy to attend the meeting, it shall be deemed as a waiver of his/her voting right at such meeting.</p> <p>Directors shall provide independent, professional and objective opinions at the board meetings.</p>	<p>Article 185 A director shall attend at least two thirds of the board onsite meetings each year. Where a director is unable to attend a meeting for any reason, he/she shall peruse the meeting documents in advance, form definite opinions, and appoint another director in writing to attend the meeting on his/her behalf. However, independent directors shall not appoint non-independent directors as proxy to attend the meeting on his/her behalf.</p> <p>The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization, the validity period and personal opinions and voting intentions of the directors on the resolutions, and shall be signed by the appointer or a chop shall be affixed</p> <p>In principle, a director may accept the appointment as proxy of up to two directors who did not attend the meeting in person. When considering related party transactions, non-related directors shall not appoint related directors to attend the meeting on their behalf.</p> <p>A director attending a meeting on behalf of another director shall exercise the right of director within the scope of authorization. If a director does not attend the board meeting in person and also fails to appoint a proxy to attend the meeting, it shall be deemed as a waiver of his/her voting right at such meeting.</p> <p>Directors shall provide independent, professional and objective opinions at the board meetings.</p>
<p>Article 186 The Board of Directors shall keep minutes of its decisions on the matters discussed at the meeting. Directors attending the meeting shall sign their names on the minutes of the meeting.</p> <p>As the Bank's files, the board meeting minutes shall be kept for a period of no less than 10 years.</p>	<p>Article 186 The Board of Directors shall keep minutes of its decisions on the matters discussed at the onsite meeting. Directors attending the meeting shall sign their names on the minutes of the meeting. If any director has different opinions on the minutes of the meeting, he/she may add explanations when signing the minutes.</p> <p>As the Bank's files, the board meeting minutes shall be kept for permanent.</p> <p>The Bank shall record the onsite meetings of the Board of Directors by means of audio and video recording.</p>

Current Articles of Association	Amended Articles of Association
Section 5 Secretary to the Board of Directors and its Specialized Committees	
<p>Article 192 The Bank shall have a secretary to the Board of Directors. A secretary to the Board of Directors is a senior management of the Bank who shall be accountable to the Board of Directors.</p> <p>The secretary to the Board of Directors shall be nominated by the Board of Directors and the Nomination and Remuneration Committee, and appointed by the Board of Directors.</p> <p>A director or senior management of the Bank may concurrently serve as the secretary to the Board of Directors, but he/she must ensure that he/she has sufficient energy and time to undertake the duties as the secretary to the Board of Directors. The Bank’s supervisors and certified public accountants of the accounting firm engaged by the Bank shall not concurrently serve as the secretary to the Board of Directors. Where a director concurrently serves as the secretary to the Board of Directors, if any act needs to be done separately by a director and the secretary to the Board of Directors, the person serving concurrently as director and the secretary to the Board of Directors shall not take such action in both capacities.</p> <p>The secretary to the Board of Directors shall have the necessary professional knowledge and working experience in the banking industry, and his/her qualification must have been verified by the banking regulatory authorities under the State Council. The circumstances in which a person shall not be appointed as a director provided by the Articles of Association shall be applicable to the secretary to the Board of Directors.</p>	<p>Article 192 The Bank shall have a secretary to the Board of Directors. A secretary to the Board of Directors is a senior management of the Bank who shall be accountable to the Board of Directors.</p> <p>The secretary to the Board shall be nominated by the chairman, appointed and dismissed by the Board.</p> <p>A director or senior management of the Bank may concurrently serve as the secretary to the Board of Directors, but he/she must ensure that he/she has sufficient energy and time to undertake the duties as the secretary to the Board of Directors. The Bank’s supervisors and certified public accountants of the accounting firm engaged by the Bank shall not concurrently serve as the secretary to the Board of Directors. Where a director concurrently serves as the secretary to the Board of Directors, if any act needs to be done separately by a director and the secretary to the Board of Directors, the person serving concurrently as director and the secretary to the Board of Directors shall not take such action in both capacities.</p> <p>The secretary to the Board of Directors shall have the necessary professional knowledge and working experience in the banking industry, and his/her qualification must have been verified by the banking regulatory authorities under the State Council. The circumstances in which a person shall not be appointed as a director provided by the Articles of Association shall be applicable to the secretary to the Board of Directors.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 194 The Board of Directors has established the Strategic Decision and Sannong Committee, Comprehensive Risk Management Committee, Related Party Transaction Control Committee, Audit Committee, Nomination and Remuneration Committee, Consumer Rights Protection Committee and other committees deemed appropriate by the Board of Directors. The Board of Directors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers.</p> <p>Each committee shall be consisted of at least 3 members. In particular, the chairmen of the Related Party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee shall be independent directors. Audit Committee members shall have the appropriate financial, auditing and accounting expertise and experience. The chairman of the Comprehensive Risk Management Committee shall be experienced in identification and management of all risks. The directors acted as chairmen of the Audit Committee, Related Party Transaction Control Committee and Comprehensive Risk Management Committee should work at the Bank for no less than 25 working days each year. Members of the Related Party Transaction Control Committee and Nomination and Remuneration Committee shall not include directors nominated by the controlling shareholders.</p> <p>The members of each committee of the Board of Directors shall be nominated by the chairman of the Board of Directors, more than half of the independent directors or more than one third of the directors, and shall be elected by the Board of Directors by ordinary resolutions.</p>	<p>Article 194 The Board of Directors has established the Strategic Decision and Sannong Committee, Comprehensive Risk Management Committee, Related Party Transaction Control Committee, Audit Committee, Nomination and Remuneration Committee, Consumer Rights Protection Committee and other committees deemed appropriate by the Board of Directors. The Board of Directors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers.</p> <p>Each committee shall be consisted of at least three members. The proportion of independent directors in the Audit Committee, the Nomination and Remuneration Committee, the Comprehensive Risk Management Committee and the Related Party Transaction Control Committee shall not be less than one-third in principle, the chairmen of the Related Party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee shall be independent directors. Audit Committee members shall have the appropriate financial, auditing, accounting or laws expertise and experience. The chairman of the Comprehensive Risk Management Committee shall be experienced in identification and management of all risks. The directors acted as chairmen of the Audit Committee, Related Party Transaction Control Committee and Comprehensive Risk Management Committee should work at the Bank for no less than twenty working days each year. Members of the Related Party Transaction Control Committee and Nomination and Remuneration Committee shall not include directors nominated by the controlling shareholders.</p> <p>The members of each committee of the Board of Directors shall be nominated by the chairman of the Board of Directors, more than half of the independent directors or more than one third of the directors, and shall be elected by the Board of Directors by ordinary resolutions.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 196 The Comprehensive Risk Management Committee is primarily responsible for monitoring the senior management in exercising control over risks such as credit risk, liquidity risk, market risk, operational risk, compliance risk and reputation risk, conducting evaluations on the risk policy, management conditions and risk tolerance ability of the Bank on a regular basis, and making recommendations to refine the risk management and internal control of the Bank.</p>	<p>Article 196 The Comprehensive Risk Management Committee is primarily responsible for monitoring the senior management in exercising control over risks such as credit risk, liquidity risk, market risk, operational risk, compliance risk and reputation risk, conducting evaluations on the risk policy, management conditions and risk tolerance ability of the Bank on a regular basis, and making recommendations to refine the risk management and internal control of the Bank, and organizing and guiding case prevention work and internal control and compliance work according to the authorization of the Board.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 197 The Related Party Transaction Control Committee is primarily responsible for managing, examining and approving related party transactions of the Bank, and controlling the risks arising from related party transactions.</p> <p>Related party transactions are referred to the following activities involving transfer of resources or obligations between the Bank and related parties:</p> <p>(I) granting credits; (II) transfer of assets; (III) rendering services; (IV) other related transactions specified by the banking regulatory authority of the State Council.</p> <p>General related party transactions shall be approved in accordance with the internal authorization procedures of the Bank and reported to the Related Party Transaction Control Committee for filing.</p> <p>Material related party transactions shall be submitted to the Board of Directors for approval after review by the committee. Independent directors shall submit written reports in respect of the fairness and the internal approval procedures of the material related party transactions. Material related party transactions shall be reported to the Board of Supervisors within 10 working days after approval, and to the banking regulatory authority of the State Council simultaneously.</p> <p>A “general related party transaction” shall refer to a transaction with an amount of no more than 1% of the net capital of the Bank and the outstanding balance of all transactions between the Bank and the related party after such transaction representing no more than 5% of the net capital of the Bank.</p> <p>A “material related party transaction” shall refer to a transaction with an amount of more than 1% of the net capital of the Bank or the outstanding balance of all transactions between the Bank and the related party after such transaction representing more than 5% of the net capital of the Bank.</p>	<p>Article 197 The Related Party Transaction Control Committee is primarily responsible for managing, examining and approving related party transactions of the Bank, and controlling the risks arising from related party transactions.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 198 The Nomination and Remuneration Committee is mainly responsible for formulating the selection procedures and criteria for directors and senior management, conducting preliminary examination of the qualifications and credentials of directors and senior management and making recommendations to the Board of Directors in respect thereof. The committee shall deliberate the compensation management system and policies of the Bank and formulate proposals on the remuneration of directors and senior management, make recommendations to the Board of Directors on the remuneration proposals and supervise the implementation thereof.</p>	<p>Article 198 The Nomination and Remuneration Committee is mainly responsible for formulating the selection procedures and criteria for directors and senior management, conducting preliminary examination of the qualifications and credentials of directors and senior management and making recommendations to the Board of Directors in respect thereof. The committee shall deliberate the compensation management system and policies of the Bank and formulate proposals on the remuneration of directors and senior management, make recommendations to the Board of Directors on the remuneration proposals and supervise the implementation thereof, and formulate the board diversity policy and measurable objectives.</p>
<p>Article 199 The Audit Committee is mainly responsible for monitoring the risk profile and compliance of the Bank, formulating accounting policy, financial reporting procedures and monitoring financial position of the Bank. The Audit Committee shall take charge of the commercial Bank's annual auditing, propose the appointment and replacement of external audit firm, to prepare analytical reports on the authenticity, accuracy, completeness and timeliness of the information set out in audited financial reports and submit the same to the Board of Directors for consideration.</p>	<p>Article 199 The Audit Committee is mainly responsible for formulating accounting policy, financial reporting procedures and monitoring financial position of the Bank. The Audit Committee shall take charge of the Bank's annual financial auditing, propose the appointment and replacement of external audit firm, to prepare analytical reports on the authenticity, accuracy, completeness and timeliness of the information set out in audited financial reports and submit the same to the Board of Directors for consideration.</p>
<p>Article 201 The rules of procedures and working procedures of each committee shall be formulated by the Board of Directors. The establishment, composition, terms of reference and information disclosure of each committee shall comply with the laws, regulations, regulatory requirements and relevant provisions of the Articles of Association. Each committee shall formulate annual work plans and conduct regular meetings.</p>	<p>Article 201 The rules of procedures and working procedures of each committee shall be formulated by the Board of Directors. The establishment, composition, terms of reference and information disclosure of each committee shall comply with the laws and regulations, regulatory requirements and relevant provisions of the Articles of Association. Each committee could formulate annual work plans and conduct regular meetings.</p>

Current Articles of Association	Amended Articles of Association
Chapter 10 Senior Management	Chapter 10 Senior Management
<p>Article 204 The Bank shall have one president, several vice presidents and assistants to the president.</p> <p>The Bank shall have vice president, assistant to the president, secretary to the Board of Directors and other members of the senior management specified by the regulatory authority, who shall be appointed and removed by the Board of Directors. The president shall be nominated by the chairman of the Board of Directors. The vice presidents, assistant to the president and the persons in charge of finance, internal audit and compliance shall be nominated by the president. If necessary, the Bank may have other senior officers or technical positions to assist the president with his work.</p> <p>The senior management shall be accountable to the Board of Directors and supervised by the Board of Supervisors. The operation and management activities of the senior management within their terms of reference shall not be interfered.</p> <p>The senior management shall carry out operation and management in accordance with the Articles of Association and the authorization of the Board of Directors to ensure that the operation of the Bank is in line with the development strategies, risk preference and other polices of the Board of Directors.</p>	<p>Article 204 The Bank shall have one president, several vice presidents and assistants to the president.</p> <p>The Bank shall have vice president, assistant to the president, secretary to the Board of Directors and other members of the senior management specified by the regulatory authority, who shall be appointed and removed by the Board of Directors. The president shall be nominated by the chairman of the Board of Directors. The vice presidents, assistant to the president and the persons in charge of finance, internal audit and compliance shall be nominated by the president. If necessary, the Bank may have other senior officers or technical positions to assist the president with his work.</p> <p>The senior management shall be accountable to the Board of Directors and supervised by the Board of Supervisors, shall report the operation and management of the Company and provide relevant information in a timely, accurate and complete manner as required by the Board of Directors and the Board of Supervisors. The operation and management activities of the senior management within their terms of reference shall not be unduly interfered by the shareholders and the Boards.</p> <p>The senior management shall carry out operation and management in accordance with the Articles of Association and the authorization of the Board of Directors and actively implement the resolutions of the general meeting and the Board to ensure that the operation of the Bank is in line with the development strategies, risk preference and other polices of the Board of Directors.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 214 The senior management shall comply with the laws, regulations, regulatory requirements and the provisions of the Articles of Association when discharging their obligations faithfully and diligently.</p> <p>In the course of performing their duties, the senior management shall not modify the resolutions passed at the shareholders' general meeting and the board meeting or exceed the scope of authorization.</p> <p>The senior management shall establish the system for reporting information to the Board of Directors and its special committees, and the Board of Supervisors and its special committees, which shall specify the type and contents of the information as well as the time and method of reporting to ensure that the directors and supervisors can obtain all kinds of information timely and accurately.</p> <p>The senior management shall establish and improve various conference systems and formulate corresponding rules of procedures.</p>	<p>Article 214 The senior management shall comply with the laws and regulations, regulatory requirements and the provisions of the Articles of Association when discharging their obligations faithfully and diligently.</p> <p>In the course of performing their duties, the senior management shall not modify the resolutions passed at the shareholders' general meeting and the board meeting or exceed the scope of authorization.</p> <p>The senior management shall establish and improve various conference systems and formulate corresponding rules of procedures.</p>
Chapter 11 Board of Supervisors	
Section 1 Supervisors	
<p>Article 218 Supervisors shall comply with the laws, regulations and the qualifications and conditions required by the banking regulator under the State Council.</p> <p>A person shall not serve as a supervisor of the Bank if he/she falls into any circumstance as prescribed in Article 142 of the Articles of Association.</p>	<p>Article 218 Supervisors shall comply with the laws, regulations and the qualifications and conditions required by the banking regulator under the State Council.</p> <p>A person shall not serve as a supervisor of the Bank if he/she falls into any circumstance as prescribed in Article 141 of the Articles of Association.</p>
<p>Article 219 Supervisors shall abide by the laws, regulations, regulatory requirements and the Articles of Association and perform the obligations and supervisory duties faithfully and diligently. They shall not abuse their authority of office to obtain bribes or other illegal income and shall not misappropriate the property of the Bank.</p>	<p>Article 219 Supervisors shall abide by the laws and regulations, regulatory requirements and the Articles of Association and perform the obligations and supervisory duties faithfully and diligently. They shall not accept illegitimate benefits in the course of performing their duties, use their titles and positions for personal gain or embezzlement of the property of the Bank, damage the interests of the Bank for the benefit of shareholders, and damage the legitimate rights and interests of stakeholders.</p>
<p>Article 220 Each term of office of a supervisor is three years. The term of office is renewable upon re-election and re-appointment. An external supervisor shall serve in the Bank for no more than a cumulative period of six years.</p>	<p>Article 220 Each term of office of a supervisor is three years. The term of office is renewable upon re-election and re-appointment. An external supervisor shall serve in the Bank for no more than a cumulative period of six years.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 221 If a supervisor fails to attend the meeting of the Board of Supervisors either in person or appoint other supervisors to attend on his/her behalf two times consecutively, or fails to attend at least two-thirds of the total number of meetings of the Board of Supervisors in person every year, the supervisor shall be deemed incapable of performing his/her duty, and the Board of Supervisors may make a proposal either to the shareholders' general meeting or employee representative meeting to remove such supervisor.</p>	<p>Article 221 If a supervisor fails to attend the meeting of the Board of Supervisors either in person or appoint other supervisors to attend on his/her behalf two times consecutively, the supervisor shall be deemed incapable of performing his/her duty, and the Board of Supervisors may make a proposal either to the shareholders' general meeting or employee representative meeting to remove such supervisor, and shall not be rated as competent for the year if the supervisor fails to attend more than two-thirds of the onsite meetings in person every year.</p>
<p>Article 222 A supervisor shall attend at least two-thirds of the meetings of the Board of Supervisors in person each year. If a supervisor cannot attend the meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf.</p> <p>The proxy letter shall state the name of the proxy, the matters to be delegated, scope of authorization and validity period, and shall be signed by the appointor or affixed with a seal. The supervisor attending the meeting on behalf of another supervisor shall exercise the right of the supervisor within the scope of his/her authorization. If a supervisor does not attend the Board of Supervisors' meeting and fails to appoint a proxy to attend the meeting on his/her behalf, that supervisor shall be deemed to have waived his/her voting rights at that meeting.</p> <p>A supervisor shall not work for less than 15 working days each year at the Bank.</p> <p>The employee supervisors shall also accept the supervision of the employee representative meeting, employee meetings or in other democratic manners, and they shall report to the employee representative meeting regularly.</p>	<p>Article 222 A supervisor shall attend at least two-thirds of the onsite meetings of the Board of Supervisors in person each year. If a supervisor cannot attend the meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf.</p> <p>The proxy letter shall state the name of the proxy, the matters to be delegated, scope of authorization and validity period, and the personal opinions and voting intentions of the supervisors on the resolutions, and shall be signed by the appointor or affixed with a seal. The supervisor attending the meeting on behalf of another supervisor shall exercise the right of the supervisor within the scope of his/her authorization. If a supervisor does not attend the Board of Supervisors' meeting and fails to appoint a proxy to attend the meeting on his/her behalf, that supervisor shall be deemed to have waived his/her voting rights at that meeting.</p> <p>A supervisor shall not work for less than 15 working days each year at the Bank.</p> <p>Employee supervisors shall report on their duties and work to the employee (representative) meeting on a regular basis, and accept the supervision of the majority of employees. At the meeting of the Board of Supervisors, the employee supervisors shall express their opinions on the matters to be resolved at the employee representative meeting in accordance with the relevant resolutions of the employee (representative) meeting and exercise their voting rights.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 223 A supervisor may resign before the expiry of his/her term. Provisions on resignation of directors in Chapter 9 of the Articles of Association shall apply to supervisors.</p>	<p>Article 223 A supervisor may resign before the expiry of his/her term, and shall submit a written resignation to the Board of Supervisors.</p>
<p>Article 224 A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, regulations, regulatory requirements and the Articles of Association until a re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors results in the number of supervisors being less than the quorum.</p>	<p>Article 224 A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws and regulations, regulatory requirements and the Articles of Association until a re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisor’s results in the number of supervisors being less than the quorum.</p> <p>Except for the circumstances stated above, the resignation of a supervisor shall take effect when the resignation report is delivered to the Board of Supervisors.</p> <p>If the number of supervisors is lower than the minimum number required by the Company Law or the minimum number required for voting by the Board of Supervisors due to the removal, death or other circumstances such as violation of regulations or disciplines, the power of the Board of Supervisors shall be exercised by the shareholders’ general meeting until the number of supervisors meets the requirements.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 226 The supervisors may attend the meetings of the Board of Directors, committee meetings of the Board of Directors and meetings of senior management, and may raise queries or proposals on the matters to be resolved but shall not have voting rights. Supervisors attending above meetings should sign the relevant confidentiality undertakings. Supervisors attending a board meeting shall report on the meeting to the Board of Supervisors.</p>	<p>Article 226 The supervisors of the Bank shall perform the following duties or obligations:</p> <p>(I) to attend the meetings of the Board of Directors, committee meetings of the Board of Directors and meetings of senior management, and have right to raise queries or proposals on the matters to be resolved.</p> <p>(II) to attend meetings of the Board of Supervisors on time, to fully examine the resolutions of the Board of Supervisors, to express opinions independently, professionally and objectively, and to vote independently on the basis of prudent judgment;</p> <p>(III) to be responsible for the resolutions of the Board of Supervisors;</p> <p>(IV) to actively participate in trainings organized by the Bank and regulatory authorities to understand the rights and obligations of supervisors, familiarize themselves with relevant laws and regulations, and continuously possess the professional knowledge and capabilities required for performing their duties;</p> <p>(V) to be faithful and diligent to the Bank, perform their duties with due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties;</p> <p>(VI) supervisors shall actively participate in the supervision and inspection activities organized by the Board of Supervisors, and shall have the right to conduct independent investigation and obtain evidence in accordance with the law, and to put forward questions and supervision opinions based on facts.</p> <p>(VII) to abide by laws, regulations, regulatory requirements and the Articles of Association.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 229 The Board of Supervisors shall make proposals to remove a supervisor at the shareholders’ general meeting or employee representative meeting when the supervisor is involved with any of the following serious misconducts:</p> <p>(I) willful divulgence of the trade secrets of the Bank and impairing the legitimate interests of the Bank;</p> <p>(II) acceptance of improper benefits during the performance of his/her duties or the misuse of his/her status as a supervisor to obtain personal gain;</p> <p>(III) failure to discover problems which should have been apparent in the course of supervisory inspection or concealing problems which have been discovered, thus causing material loss to the Bank;</p> <p>(IV) other serious misconduct provided by the laws, regulations, regulatory requirements and the Articles of Association.</p>	<p>Article 229 The Board of Supervisors shall be assessed as incompetent when the supervisor is involved with any of the following serious misconducts, and may resign on their own initiative or be removed by the Bank in accordance with the relevant procedures and reported to the supervisory department:</p> <p>(I) divulgence of the secrets of the Bank and impairing the legitimate interests of the Bank;</p> <p>(II) acceptance of improper benefits during the performance of his/her duties or the misuse of his/her status as a supervisor to obtain personal gain;</p> <p>(III) participation in or assistance to a shareholder to improperly interfere with the Bank, resulting in significant risk and loss to the Bank;</p> <p>(IV) concealment of important facts, provision of false materials or participating in the Bank’s fabrication of false materials;</p> <p>(V) concealment of major violations of laws and regulations by the Bank and related personnel;</p> <p>(VI) failure to raise objection when the resolution of the Board of Supervisors violated laws and regulations, regulatory requirements and the Articles of Association, resulting in significant risks and losses to the Bank;</p> <p>(VII) refusal to correct the serious problems found in the performance evaluation;</p> <p>(VIII) other serious misconduct provided by the laws and regulations regulatory requirements and the Articles of Association.</p>

Current Articles of Association	Amended Articles of Association
Section 2 External Supervisors	
<p>Article 230 The Bank shall have external supervisors. Matters including the qualifications, conditions, removal and resignation of the external supervisors of the Bank shall be implemented with reference to the requirements of independent directors as prescribed in the Articles of Association.</p> <p>An external supervisor of the Bank shall not simultaneously hold positions in more than 2 commercial banks, and they shall not concurrently serve as an external supervisor in any financial institution which may lead to potential conflicts of interest with the Bank.</p>	<p>Article 230 The Bank shall have external supervisors. Matters including the qualifications, conditions, removal and resignation of the external supervisors of the Bank shall be implemented with reference to the requirements of independent directors as prescribed in the Articles of Association.</p> <p>An external supervisor of the Bank shall not serve in the Bank for more than six years in aggregate, shall not simultaneously hold positions in more than 2 commercial banks, and they shall not concurrently serve as an external supervisor in any financial institution which may lead to potential conflicts of interest with the Bank. There shall be no relationship between the external supervisors and the Bank, its shareholders or the de facto controller that would influence their independent judgment.</p>
Section 3 Board of Supervisors	
<p>Article 232 The Bank shall establish a board of supervisors which shall be comprised of 12 supervisors. The Board of Supervisors shall have one chairman whose appointment and removal shall be adopted by more than two-thirds of all the supervisors by voting. Upon election, qualifications of the chairman shall be reported to the banking regulatory authorities under the State council as required. The chairman of the Board of Supervisors shall be served by a professional person who shall at least have professional knowledge and work experience in accounting, auditing, finance or law. The term of office of the chairman shall be 3 years, and a chairman may be re-elected and re-appointed upon expiry of his/her term of office. Appointment and removal of the chairman of the Board of Supervisors shall be adopted by more than two-thirds of the supervisors by voting.</p> <p>.....</p>	<p>Article 232 The Bank shall establish a board of supervisors which shall be comprised of twelve supervisors, including four shareholder representative supervisors, four employee representative supervisors and four external supervisors. The Board of Supervisors shall have one chairman of the Board of Supervisors (Chairman of the Board of Supervisors) whose appointment and removal shall be adopted by more than two-thirds of all the supervisors by voting. Upon election, qualifications of the chairman shall be reported to the banking regulatory authorities under the State council as required. The chairman of the Board of Supervisors (Chairman of the Board of Supervisors) shall be served by a professional person who shall at least have professional knowledge and work experience in accounting, auditing, finance or law. The term of office of the chairman shall be three years, and a chairman may be re-elected and re-appointed upon expiry of his/her term of office. Appointment and removal of the chairman of the Board of Supervisors (Chairman of the Board of Supervisors) shall be adopted by more than two-thirds of the supervisors by voting.</p> <p>.....</p>

Current Articles of Association	Amended Articles of Association
<p>Article 233 The Board of Supervisors shall exercise the following powers:</p> <p>(I) to examine and provide comments in writing on the periodical reports of the Bank prepared by the Board of Directors; to review the periodical reports prepared by the Bank and put forth written review opinions on the truthfulness, accuracy and completeness of reports; to review the Bank’s profit distribution plan and offer opinions on the compliance and rationality of the profit distribution plan;</p> <p>(II) to examine and supervise the Bank’s financial activities; to supervise and inspect the Bank’s operation decision, financial activities, risk management and internal control, and supervise the rectification; to provide guidance on the operation of the internal audit department of the Bank;</p> <p>(III) to monitor the behaviours of directors and senior management members when performing their duties and the duty performance of the Board of Directors and senior management; to supervise the Board of Directors on the establishment of stable business ideas; to propose to remove the directors or senior management who is in breach of the laws, regulations, the Articles of Association or the resolutions of the shareholders’ general meeting;</p> <p>(IV) to address inquiries to any directors and senior management; to demand rectification from a director or senior management when the acts of such person injure the interests of the Bank;</p> <p>(V) to propose the convening of extraordinary general meetings; to host the shareholders’ general meetings under the circumstances that the Board of Directors cannot perform its duties of convening and presiding over the shareholders’ general meeting;</p> <p>(VI) to make proposals to the shareholders’ general meetings;</p> <p>(VII) to bring lawsuits against directors or senior management according to Article 151 of the Company Law;</p>	<p>Article 233 The Board of Supervisors shall exercise the following powers:</p> <p>(I) to supervise and examine the financial activities of the Bank; to review the periodical reports and put forth written review opinions on the truthfulness, accuracy and completeness of reports; to review the Bank’s profit distribution plan and offer opinions on the compliance and rationality of the profit distribution plan;</p> <p>(II) to monitor the behaviours of directors and senior management members when performing their duties; to propose to remove the directors or senior management who is in breach of the laws, administrative regulations, the Articles of Association or the resolutions of the shareholders’ general meeting;</p> <p>(III) to demand rectification from a director or senior management when the acts of such person injure the interests of the Bank;</p> <p>(IV) to propose the convening of extraordinary general meetings; to host the shareholders’ general meetings under the circumstances that the Board of Directors cannot perform its duties of convening and presiding over the shareholders’ general meeting;</p> <p>(V) to make proposals to the shareholders’ general meetings;</p> <p>(VI) to bring lawsuits against directors or senior management according to Article 151 of the Company Law;</p> <p>(VII) the Board of Supervisors may, as needed, make recommendations, conduct reminders, interviews, address inquiries and request responses in writing or orally to the Board of Directors and senior management and their members or other personnel.</p>

Current Articles of Association	Amended Articles of Association
<p>(VIII) if any abnormality is found in operations of the Bank, to conduct investigations; and when necessary, to engage such professionals as accountants or solicitors to assist the work for the account of the Bank at the expense of the Bank;</p> <p>(IX) to address inquiries to any directors and senior management;</p> <p>(X) to conduct special and off-office audit in respect to any directors and senior officers;</p> <p>(XI) to inspect and audit the operating decision, risk management and internal control of the Bank, and to provide guidance on the operation of the internal audit department of the Bank;</p> <p>(XII) to exercise any other functions and powers of the Board of Supervisors prescribed by the laws, regulations and the Articles of Association or powers delegated by the shareholders' general meetings.</p> <p>The Board of Supervisors may, in the performance of its duties, adopt a variety of methods of supervision, such as offsite monitoring, inspections, attending meetings, interviews, reviewing reports, research, surveys, audits and engagement of third-party professional organizations for assistance.</p>	<p>(VIII) if the Board of Supervisors find any abnormality in operations of the Bank, it may conduct investigations; and when necessary, it may engage such professionals as accountants or solicitors to assist the work for the account of the Bank at the expense of the Bank;</p> <p>(IX) to exercise any other functions and powers of the Board of Supervisors prescribed by the laws and regulations, regulatory requirements and the Articles of Association.</p> <p>In addition to performing its duties in accordance with the Company Law and the Articles of Association, the Board of Supervisors shall focus on the following matters:</p> <p>(I) to supervise the Board of Directors on the establishment of stable business ideas, value criteria and formulation of development strategies in line with the current situation of the Bank;</p> <p>(II) to evaluate the scientificity, reasonableness and soundness of the Bank's development strategy and form an evaluation report;</p> <p>(III) to supervise and inspect the Bank's business decisions, risk management and internal controls and supervise their rectification, and to direct the work of the Bank's internal audit department;</p> <p>(IV) to supervise the selection and appointment procedures of directors;</p> <p>(V) to supervise the implementation of the compensation management systems and the scientific and rational nature of the compensation plan of senior management;</p> <p>(VI) other matters as provided by laws, regulations, regulatory provisions and the Articles of Association.</p> <p>The Board of Supervisors may, in the performance of its duties, adopt a variety of methods of supervision, such as offsite monitoring, inspections, attending meetings, interviews, reviewing reports, research, surveys, audits and engagement of third-party professional organizations for assistance.</p>
<p>Article 239 The Board of Supervisors shall discuss official business through the meetings of the Board of Supervisors. The meetings of Board of Supervisors shall be classified into regular meetings and extraordinary meetings and shall be convened and chaired by the chairman of the Board of Supervisors.</p>	<p>To be combined with the original Article 241 to the amended Article 240.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 241 The Board of Supervisors shall convene regular meetings at least 4 times annually and at least once on a quarterly basis. The Board of Supervisors shall convene a meeting if such a written proposal is made by all external supervisors.</p>	<p>Article 240 The Board of Supervisors shall convene regular meetings at least four times annually and the supervisors may propose to convene an ad hoc meeting of the Board of Supervisors. The chairman of the Board of Supervisors (Chairman of the Board of Supervisors) shall convene and chair the meeting. Resolutions of the Board of Supervisors can be made in two ways: by on-site meeting voting and by written circular voting.</p>
<p>Article 247 Minutes shall be taken by the Board of Supervisors to record the decisions of matters discussed at the meeting and shall be signed by the supervisors attending the meetings. Supervisors attending the meeting shall have the right to request explanatory notes regarding any remarks that have been made during the meeting to be placed in the minutes. The minutes of the Board of Supervisors’ meetings shall be kept by the Bank for a period of not less than 10 years.</p>	<p>Article 246 Minutes shall be taken by the Board of Supervisors to record resolutions on matters to be discussed at the on-site meeting and shall be kept in perpetuity.</p>
Chapter 18 Miscellaneous	
<p>Article 333 Interpretation</p> <p>(I) A “controlling shareholder” shall refer to the person satisfying any of the following conditions:</p> <ol style="list-style-type: none"> 1. such shareholder acting alone or together with other shareholders may elect more than half of the directors; 2. such shareholder acting alone or together with other shareholders may exercise more than 30% of the voting rights in the Bank or control the exercise of more than 30% of the voting rights in the Bank; 3. such shareholder acting alone or together with other shareholders holds more than 30% of the issued and outstanding shares of the Bank; 4. such shareholder acting alone or together with other shareholders may in fact control the Bank in any other ways. <p>(II) “De facto controller” refers to a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationship, agreement or other arrangements.</p> <p>(III) “Substantial shareholders” refer to shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or hold less than 5% of the total capital or total shares but have a significant impact on the business operations of the Bank.</p>	<p>Article 332 Interpretation</p> <p>(I) A “controlling shareholder” shall refer to the person satisfying any of the following conditions:</p> <ol style="list-style-type: none"> 1. such shareholder acting alone or together with other shareholders may elect more than half of the directors; 2. such shareholder acting alone or together with other shareholders may exercise more than 30% of the voting rights in the Bank or control the exercise of more than 30% of the voting rights in the Bank; or a shareholder who, although holding less than 30% of the shares, has sufficient voting rights based on his or her shares to exercise significant influence on the resolutions of the shareholders’ general meeting. 3. such shareholder acting alone or together with other shareholders holds more than 30% of the issued and outstanding shares of the Bank; 4. such shareholder acting alone or together with other shareholders may in fact control the Bank in any other ways. <p>(II) “De facto controller” refers to a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationship, agreement or other arrangements.</p> <p>(III) “Substantial shareholders” refer to shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or hold less than 5% of the total capital or total shares but have a significant impact on the business operations of the Bank.</p>

Current Articles of Association	Amended Articles of Association
<p>The “significant impact” in the preceding paragraph includes but not limited to dispatching directors, supervisors or senior management to the Bank, affecting the financial and business operation decisions of the Bank through agreements or other means and other circumstances as determined by the banking regulatory authority of the State Council or its local offices.</p> <p>(IV) “Related party relationship” refers to the relationship between the controlling shareholders, de facto controller, directors, supervisors, senior management of the Bank and the enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of interests of the Bank. However, the relationship between fellow state-controlled enterprises shall not be deemed as related party relationship merely because they are under the common control of the State.</p> <p>(V) “Concerted action” refers to the act or fact that an investor jointly enlarges the voting rights of shares of the Bank with other investors through agreements and other arrangements. Investors who act in concert are persons acting in concert.</p> <p>(VI) “Ultimate beneficiary” refers to a person actually entitled to the return on the Bank’s equity.</p>	<p>The “significant impact” in the preceding paragraph includes but not limited to nominating or dispatching directors, supervisors or senior management to the Bank, affecting the financial and business operation decisions of the Bank through agreements or other means and other circumstances as determined by the banking regulatory authority of the State Council or its local offices.</p> <p>(IV) “Related party relationship” refers to the relationship between the controlling shareholders, de facto controller, directors, supervisors, senior management of the Bank and the enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of interests of the Bank. However, the relationship between fellow state-controlled enterprises shall not be deemed as related party relationship merely because they are under the common control of the State.</p> <p>(V) “Concerted action” refers to the act or fact that an investor jointly enlarges the voting rights of shares of the Bank with other investors through agreements and other arrangements. Investors who act in concert are persons acting in concert.</p> <p>(VI) “Ultimate beneficiary” refers to a person actually entitled to the return on the Bank’s equity.</p>

Current Articles of Association	Amended Articles of Association
	<p>(VII) Failure of the corporate governance mechanism includes, but is not limited to: failure to elect the Board of Directors for more than one consecutive year; failure to make effective resolutions on prolonged conflict among the directors of the Bank and to resolve it through a shareholders' general meeting; failure of the Bank to convene a shareholders' general meeting for more than one consecutive year; failure of the Bank to meet the statutory or Articles of Association the ratio as stated in when voting at a shareholders' general meeting and failure to make effective resolutions at a shareholders' general meeting for more than one consecutive year; failure to pass a proposal to increase capital due to insufficient capital adequacy ratio or solvency; failure of the Bank's existing governance mechanism to function properly resulting in serious difficulties in the Bank's operation and management; other circumstances as determined by the regulatory authorities.</p> <p>(VIII) On-site meetings are meetings held through on-site, video, telephone, etc., which can guarantee the participants to exchange and discuss in real time.</p> <p>(IX) A written circular is a meeting method of resolving a proposal being served separately or by circulation.</p>

Notes:

1. In accordance with the requirements of the Corporate Governance Standards for Banking and Insurance Institutions, the “communication voting” in the Articles of Association of the Bank was amended to “written circular voting”.
2. In accordance with the Corporate Governance Standards for Banking and Insurance Institutions, the “Chairman of the Board of Supervisors” in the Articles of Association of the Bank shall be amended to “Chairman of the Board of Supervisors”.
3. As there are new or deleted articles in the amendments, the numbering of other articles will be adjusted accordingly.