

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Bank of Jiujiang Co., Ltd.*
九江銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6190)

ANNOUNCEMENT
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Bank of Jiujiang Co., Ltd.* (the “**Bank**”) hereby announces that it proposed to amend the articles of association of Bank of Jiujiang Co., Ltd.* (the “**Articles of Association**”) upon consideration and approval of the Board.

In accordance with the requirements of the Company Law of the People's Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions, the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions, the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial) and other relevant laws, administrative regulations and regulatory documents and taking into consideration the actual conditions of the Bank, on 12 December 2022, the Board has resolved to make proposed amendments to the Articles of Association, to form the new Articles of Association (the “**Newly Amended Articles of Association**”).

The Board resolved: (i) to consider and approve the Newly Amended Articles of Association; (ii) to propose to the shareholders at the shareholders' general meeting to authorize the Board, who would in turn delegate such authority to the chairman, the president and the secretary to the Board of the Bank to individually or jointly exercise full power to be responsible to make necessary amendments to the Newly Revised Articles of Association according to any changes in domestic and overseas laws, regulations and other regulatory documents, and the requirements and advices from the relevant domestic and overseas regulatory authorities and The Stock Exchange of Hong Kong Limited. The validity period for such authorization is twelve months from the date of consideration and approval of the proposal by the shareholders' general meeting, whereby the amendments shall comply with the relevant PRC laws and regulations as well as the requirements of relevant regulatory and audit authorities; and (iii) to put forward such proposal at the shareholders' general meeting of the Bank as a special resolution for shareholders to consider and, if thought fit, to approve.

The Newly Revised Articles of Association must be submitted to and approved by the China banking and insurance regulatory authorities after having been reviewed and approved by the shareholders' general meeting of the Bank, and will take effect from the date of approval by the China banking and insurance regulatory authorities. Prior to that, the existing effective Articles of Association shall apply to the Bank.

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

The Bank will hold an extraordinary general meeting for the purpose of considering and if thought fit, approving, inter alia, the proposed amendments to the Articles of Association. A circular containing (among other things) details of the above resolutions and the notice of the shareholders' general meeting will be dispatched to the H shareholders of the Bank in due course.

By Order of the Board
Bank of Jiujiang Co., Ltd.*
Pan Ming
Vice Chairman

Jiangxi, the PRC
12 December 2022

As at the date of this announcement, the Board comprises Mr. Pan Ming and Mr. Yuan Delei as executive Directors; Mr. Zeng Huasheng, Mr. Shi Zhishan and Mr. Li Jianbao as non-executive Directors; and Mr. Chua Alvin Cheng-Hock, Ms. Gao Yuhui, Mr. Quan Ze and Mr. Yang Tao as independent non-executive Directors.

* *Bank of Jiujiang 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.*

APPENDIX COMPARISON TABLE ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Revised Articles	Revision Basis
<p>Article 1 To protect the legitimate rights and interests of Bank of Jiujiang Co., Ltd. (hereinafter referred to as “the Bank”), shareholders and creditors and regulate the organization and acts of the Bank, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Banking Supervision and Regulatory Law of the People’s Republic of China, Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as “Special Regulations”), Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, Reply of the State Council on the Adjustments of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》), Guidelines on Corporate Governance of Commercial Banks, Interim Measures for the Equity Management of Commercial Banks and Rules Governing the Listing of Securities on the Stock Exchange of</p>	<p>Article 1 To protect the legitimate rights and interests of Bank of Jiujiang Co., Ltd. (hereinafter referred to as “the Bank”), shareholders and creditors and regulate the organization and acts of the Bank, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Banking Supervision and Regulatory Law of the People’s Republic of China, Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as “Special Regulations”), Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, Reply of the State Council on the Adjustments of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》), Guidelines on Corporate Governance of Commercial Banks <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, Interim Measures for the Equity Management of Commercial Banks and Rules Governing the Listing of</p>	<p>Amended based on the actual conditions of the Bank</p>

Original Articles	Revised Articles	Revision Basis
Hong Kong Limited (“Listing Rules”), and other laws and regulations and relevant provisions.	Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”), and other laws and regulations and relevant provisions.	
<p>Article 53 Registration of change in the register of shareholders due to transfer of shares shall not be allowed within 30 days before a shareholders’ general meeting is convened or within 5 days prior to the date of record on which the Bank decides to distribute dividends.</p> <p>If registration of changes in the register of shareholders is otherwise prescribed by the securities regulatory authorities at the place where the shares of the Bank are listed, relevant provisions shall be observed.</p>	<p>Article 53 Registration of change in the register of shareholders due to transfer of shares shall not be allowed within 3020 days before a shareholders’ general meeting is convened or within 5 days prior to the date of record on which the Bank decides to distribute dividends.</p> <p>If registration of changes in the register of shareholders is otherwise prescribed by <u>the applicable laws, regulations, regulatory rules of the place where the shares are listed and</u> the securities regulatory authorities at the place where the shares of the Bank are listed, relevant provisions shall be observed.</p>	Article 139 of the Company Law
<p>Article 66 The ordinary shareholders of the Bank shall have the following obligations:</p> <p>(I) to observe laws, administrative regulations, regulatory requirements and the Articles of Association;</p> <p>(II) to pay capital contribution with their own legal funds as per the shares subscribed for and the method of subscription, shareholders of the Bank shall not entrust others or accept the entrustment of others to hold shares of the Bank. Substantial shareholders shall not hold the shares of the Bank by issuing, managing or controlling financial products through other means;</p> <p>(III) not to make divestment unless in the circumstances stipulated by laws and administrative regulations;</p> <p>(IV) to perform the fiduciary duty to the Bank according to law and ensure shareholders’ qualification data</p>	<p>Article 66 The ordinary shareholders of the Bank shall have the following obligations:</p> <p>(I) to observe laws, administrative regulations, regulatory requirements and the Articles of Association;</p> <p>(II) to pay capital contribution with their own legal funds as per the shares subscribed for and the method of subscription, shareholders of the Bank shall not entrust others or accept the entrustment of others to hold shares of the Bank. Substantial shareholders shall not hold the shares of the Bank by issuing, managing or controlling financial products through other means; to <u>pay capital contribution as per the shares subscribed for and the method from subscription, and shall pay capital contribution with self-owned funds of legitimate source, rather than entrusted funds, debt funds and other funds</u></p>	Article 16 of the Corporate Governance Guidelines for Banking and Insurance Institutions

Original Articles	Revised Articles	Revision Basis
<p>provided are true, complete and valid. Substantial shareholders shall report to the Board the information on their related parties, their related party relationship with other shareholders and their shareholdings in other banking financial institutions in a complete, timely and accurate manner and undertake that they will report to the Board any change of the related party relationship in a timely manner;</p> <p>(V) for shareholders, especially substantial shareholders, to exercise contributors' rights and perform contributors' obligations in strict accordance with laws, administrative regulations, regulations, regulatory requirements and the Articles of Association, and not to seek illegal gains, abuse their shareholders' rights or utilize their influence to interfere with decision-making and management rights vested by the Articles of Association to the Board and the senior management, directly intervene or utilize their influence to intervene in the business management of the Bank beyond the Board or the senior management, transfer interests for its own benefit, or damage the interests of the Bank and the legitimate rights and interests of other stakeholders in any other forms;</p> <p>(VI) to have any application for changing shareholders holding more than 5% of the total issued shares of the Bank be considered by the Board of the Bank in advance and then be submitted to the banking regulatory authorities of the State Council for approval;</p> <p>(VII) for shareholders, especially substantial shareholders, to support the Board of the Bank in developing a rational capital plan to ensure that the capital of the Bank continuously</p>	<p><u>not owned by themselves, unless otherwise prescribed by laws, regulations or regulatory systems;</u></p> <p>(III) not to make divestment unless in the circumstances stipulated by laws and administrative regulations;</p> <p>(IV) to perform the fiduciary duty to the Bank according to law and ensure shareholders' qualification data provided are true, complete and valid. Substantial shareholders shall report to the Board the information on their related parties, their related party relationship with other shareholders and their shareholdings in other banking financial institutions in a complete, timely and accurate manner and undertake that they will report to the Board any change of the related party relationship in a timely manner; <u>to truthfully inform the Bank of the financial information, shareholding structure, source of funds to acquire shares, controlling shareholders, de facto controllers, related parties, persons acting-in-concert, ultimate beneficial owner, investments in other financial institutions and other information in accordance with laws, regulations and regulatory provisions;</u></p> <p><u>(V) to comply with the regulatory requirements on shareholding ratio and the number of shareholding institutions and not to entrust others or accept entrustment from others to hold shares of the Bank;</u></p> <p><u>(VI) the relevant shareholders to promptly notify the Bank in writing in accordance with laws, regulations and regulatory provisions if there is any change in the controlling shareholders, de</u></p>	

Original Articles	Revised Articles	Revision Basis
<p>meets the regulatory requirements. When the capital adequacy of the Bank fails to meet the regulatory requirements, a capital supplement plan shall be developed to cause its capital adequacy ratio to meet the regulatory requirements during a certain period of time, and if the regulatory requirements fail to be met during the given period, dividend distribution shall be suspended or the amount of dividend to be distributed shall be reduced, and its capital shall be supplemented by means such as increasing its core capital. Substantial shareholders shall not impede other shareholders contributing additional capital to the Bank or introduction of eligible new shareholders into the Bank;</p> <p>(VIII) for substantial shareholders, to make long-term commitments in writing on contribution of additional capital and liquidity support to the Bank, contribute additional capital to the Bank when necessary as a part of the capital plan of the Bank;</p> <p>(IX) for shareholders who should have sought approval of but failed to seek approval of or failed to report to relevant regulatory authorities in accordance with laws, administrative regulations, regulations and regulatory requirements, not to exercise rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose, to dispose, etc. at a shareholders' general meeting;</p> <p>(X) for shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, related party transactions between the Bank and such shareholders to be restricted or prohibited, their shareholding limit in the Bank and their amount of</p>	<p><u>facto controllers, related parties, persons acting-in-concert and ultimate beneficial owner of the shareholders;</u></p> <p><u>(VII) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions in the event of merger or division of shareholders, being ordered to suspend business for rectification, designated custody, takeover, revocation or other measures, or entry into dissolution, liquidation or bankruptcy procedures, or changes in their legal representative, company name, business premises, business scope and other material events;</u></p> <p><u>(VIII) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation, arbitration, subject to enforcement action by judicial authorities, pledged or released from a pledge;</u></p> <p><u>(IX) to comply with the laws, regulations and regulatory provisions and not to prejudice the interests of other shareholders and the Bank when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;</u></p> <p>(X) for shareholders, especially substantial shareholders, to exercise contributors' rights and perform contributors' obligations in strict accordance with laws, administrative regulations, regulations, regulatory requirements and the Articles of Association, and not to seek illegal gains, abuse their shareholders'</p>	

Original Articles	Revised Articles	Revision Basis
<p>mortgaged equities, etc., and their rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose, to dispose, etc. at a shareholders' general meeting to be restricted by the banking regulatory authorities of the State Council;</p> <p>(XI) for shareholders, especially substantial shareholders, who owe overdue loans to the Bank, to be suspended from exercising voting rights at the shareholders' general meeting. The Directors nominated by such shareholders shall be suspended from exercising such rights at Board meeting;</p> <p>(XII) to fulfil other obligations stipulated by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders do not have the obligation to increase any share capital unless under the conditions accepted by the share subscribers at the time of subscription.</p> <p>If any shareholder of the Bank abuses his shareholder's right, thereby causing any loss to the Bank or other shareholders, the said shareholder shall be liable for compensation according to law. Where shareholders of the Bank abuse the Bank's position as an independent legal person and the limited liabilities of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Bank, the said shareholders shall be jointly and severally liable for the debts owed by the Bank.</p>	<p>rights or utilize their influence to interfere with decision-making and management rights vested by the Articles of Association to the Board and the senior management, directly intervene or utilize their influence to intervene in the business management of the Bank beyond the Board or the senior management, transfer interests for its own benefit, or damage the interests of the Bank and the legitimate rights and interests of other stakeholders in any other forms; <u>Shareholders, their controlling shareholders and de facto controllers shall not abuse shareholders' rights or use related party relationships to prejudice the legitimate rights and interests of the Bank, other shareholders and stakeholders, interfere with the decision-making rights and management rights vested by the Articles of Association to the Board and senior management, directly intervene in the business management of the Bank beyond the Board or the senior management, transfer interests for its own benefit, or damage the interests of the Bank and the legitimate rights and interests of other stakeholders in any other forms;</u></p> <p>(VHXI) for shareholders, especially substantial shareholders, to support the Board of the Bank in developing a rational capital plan to ensure that the capital of the Bank continuously meets the regulatory requirements. When the capital adequacy of the Bank fails to meet the regulatory requirements, a capital supplement plan shall be developed to cause its capital adequacy ratio to meet the regulatory requirements during a certain period of time, and if the regulatory requirements fail to be met</p>	

Original Articles	Revised Articles	Revision Basis
	<p>during the given period, dividend distribution shall be suspended or the amount of dividend to be distributed shall be reduced, and its capital shall be supplemented by means such as increasing its core capital. Substantial shareholders shall not impede other shareholders contributing additional capital to the Bank or introduction of eligible new shareholders into the Bank;</p> <p>(VIII) (XII) for substantial shareholders, to make long-term commitments in writing on contribution of additional capital and liquidity support to the Bank, contribute additional capital to the Bank when necessary as a part of the capital plan of the Bank;</p> <p>(IX) (XIII) to have any application for changing shareholders holding more than 5% of the total issued shares of the Bank be considered by the Board of the Bank in advance and then be submitted to the banking regulatory authorities of the State Council for approval;</p> <p>(XXIV) for shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, related party transactions between the Bank and such shareholders to be restricted or prohibited, their shareholding limit in the Bank and their amount of mortgaged equities, etc., and their rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose, to dispose, etc. at a shareholders' general meeting to be restricted by the banking regulatory authorities of the State Council;</p> <p>(XXV) for shareholders who should have sought approval of but failed to seek approval of or failed to report to</p>	

Original Articles	Revised Articles	Revision Basis
	<p>relevant regulatory authorities in accordance with laws, administrative regulations, regulations and regulatory requirements, not to exercise rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose, to dispose, etc. at a shareholders' general meeting;</p> <p>(XVI) for shareholders, especially substantial shareholders, who owe overdue loans to the Bank, to be suspended from exercising voting rights at the shareholders' general meeting. The Directors nominated by such shareholders shall be suspended from exercising such rights at Board meeting;</p> <p><u>(XVII) the shareholders shall cooperate with the regulatory authorities to carry out investigation and risk disposal in case of risk events or major violations of the Bank;</u></p> <p>(XVIII) to fulfil other obligations stipulated by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders do not have the obligation to increase any share capital unless under the conditions accepted by the share subscribers at the time of subscription.</p> <p><u>In the event of any major risk events, the Bank will adopt appropriate loss absorption and risk mitigation mechanism in accordance with relevant laws and regulations, and the shareholders shall fulfill corresponding obligations and bear corresponding responsibilities according to the corresponding loss absorption and risk mitigation mechanism.</u></p> <p>If any shareholder of the Bank abuses</p>	

Original Articles	Revised Articles	Revision Basis
	<p>his shareholder's right, thereby causing any loss to the Bank or other shareholders, the said shareholder shall be liable for compensation according to law. Where shareholders of the Bank abuse the Bank's position as an independent legal person and the limited liabilities of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Bank, the said shareholders shall be jointly and severally liable for the debts owed by the Bank.</p>	
<p>Article 68 The credit extension conditions that the Bank offers to the shareholders include loans (including trade finances), bill acceptances and discounting, overdrafts, bond investments, special purpose vehicle investments, opening letters of credit, factoring, guarantees, loan commitments and other businesses whose credit risks are actually to be borne by commercial banks or wealth management products issued by commercial banks and shall not be more favorable than those of the same type of credits that the Bank offers to other borrowers.</p> <p>The credit balance extended by the Bank to a single entity such as a substantial shareholder or its controlling shareholder, de facto controller, related party, party acting-in-concert or ultimate beneficial owner shall not exceed 10% of the net value of the Bank's capital, the total credit balance extended by the Bank to a single substantial shareholder and its controlling shareholder, de facto controller, related party, party acting-in-concert, ultimate beneficial owner in aggregate shall not exceed 15% of the net value of the Bank's capital, and the credit balance</p>	<p>Article 68 The credit extension conditions that the Bank offers to the shareholders include loans (including trade finances), bill acceptances and discounting, overdrafts, bond investments, special purpose vehicle investments, opening letters of credit, factoring, guarantees, loan commitments and other businesses whose credit risks are actually to be borne by commercial banks or wealth management products issued by commercial banks and shall not be more favorable than those of the same type of credits that the Bank offers to other borrowers.</p> <p>The credit balance extended by the Bank to a single entity such as a substantial shareholder or its controlling shareholder, de facto controller, related party, party acting-in-concert or ultimate beneficial owner shall not exceed 10% of the net value of the Bank's capital, the total credit balance extended by the Bank to a single substantial shareholder and its controlling shareholder, de facto controller, related party, party acting-in-concert, ultimate beneficial owner in aggregate shall not exceed 15% of the net value of the Bank's capital, and the credit</p>	<p>Article 16 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>extended by the Bank to all related parties shall not exceed 50% of the net value of the Bank's capital.</p>	<p>balance extended by the Bank to all related parties shall not exceed 50% of the net value of the Bank's capital. <u>related party shall not exceed 10% of the net value of the Bank's capital at the end of the previous quarter. The aggregate balance of the Bank's credit extension to the customers of a single related corporate or unincorporated organisations shall not exceed 15% of the net value of the Bank's capital at the end of the previous quarter. The balance of the Bank's credit extension to all related parties shall not exceed 50% of the net value of the Bank's capital at the end of the previous quarter. When calculating the balance of credit, the amount of margin deposits and the amount of pledged bank certificates of deposit and treasury bonds provided by the related parties at the time of credit extension may be deducted.</u></p> <p><u>The Bank shall comply with the relevant regulations on interbank business when conducting interbank business with related parties. The interbank business between the Bank and its domestic and foreign related party banks may not be subject to the ratio requirement prescribed in the second paragraph of this Article and standards concerning material related party transactions in Article 208 of the Articles of Association.</u></p>	
<p>New</p>	<p><u>Article 74 Major shareholders of the Bank refer to shareholders who satisfy any of the following conditions:</u></p> <p><u>(I) holding 10% or more of the shares of the Bank;</u></p> <p><u>(II) actually holds (or hold) the most shares of the Bank with the</u></p>	<p>Article 3 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</p>

Original Articles	Revised Articles	Revision Basis
	<p><u>shareholding ratio no less than 5% (including shareholders with the same number of shares);</u></p> <p><u>(III) nominating more than two directors;</u></p> <p><u>(IV) having controlling influence on the operation and management of the Bank in the opinion of the Board;</u></p> <p><u>(V) other circumstances determined by the banking regulatory authorities of the State Council or its dispatched offices.</u></p> <p><u>The shareholding ratio of a shareholder and its related parties and persons acting-in-concert shall be calculated on a consolidated basis. Relevant shareholders with the total shareholding ratio satisfying the above requirements shall be treated as major shareholders.</u></p>	

Original Articles	Revised Articles	Revision Basis
New	<p><u>Article 75 Major shareholders of the Bank shall properly exercise their shareholders' rights through corporate governance procedures to safeguard the independent operation of the Bank, and are strictly prohibited from improperly interfering with or restricting the Bank by any of the following ways in violation of regulations, except otherwise stipulated by laws and regulations or other circumstances recognised by the banking regulatory authorities of the State Council:</u></p> <p><u>(I) setting up pre-approval procedures for resolutions of the shareholders' general meetings and the Board;</u></p> <p><u>(II) interfering with the normal procedures for the election and appointment of staff of the Bank, or directly appointing and dismissing staff bypassing the shareholders' general meeting and the Board;</u></p> <p><u>(III) interfering with the performance evaluation of the directors, supervisors and other staff of the Bank;</u></p> <p><u>(IV) interfering with the normal operating and decision-making procedures of the Bank;</u></p> <p><u>(V) interfering with the financial and accounting activities such as financial accounting, capital transfer, asset management and expense management of the Bank;</u></p> <p><u>(VI) issuing operating plans or instructions to the Bank;</u></p> <p><u>(VII) requesting the Bank to grant loans or provide guarantees;</u></p>	<p>Article 14 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</p>

Original Articles	Revised Articles	Revision Basis
	<u>(VIII) interfering with the independent operation of the Bank in other forms.</u>	
New	<p><u>Article 76 Major shareholders of the Bank shall not use their equity interests in the Bank to provide guarantee for the debts of parties other than the shareholders themselves and their related parties, and shall not use the form of equity pledge to hold shares of the Bank as a nominee, hold shares as a related party in violation of the relevant provisions or transfer the equity in disguised form.</u></p> <p><u>Major shareholders of the Bank shall inform the Bank of any pledge and release of pledge of the equity interests held by them in a timely, accurate and complete manner, which shall be disclosed by the Bank in the annual report.</u></p>	Article 10 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)
New	<p><u>Article 77 Major shareholders of the Bank are strictly prohibited from engaging in improper related party transactions with the Bank in any of the following ways, or obtaining improper benefits by taking advantage of their influence on the Bank:</u></p> <p><u>(I) to obtain bank credit such as loans, bill acceptance and discount, bond investment, special purpose vehicle investment, etc. on the conditions more favorable than those for similar transactions with non-related parties;</u></p> <p><u>(II) to illegally occupy or control the funds or other interests of the Bank by means of loans or guarantees, etc.;</u></p>	Article 22 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)

Original Articles	Revised Articles	Revision Basis
	<p><u>(III) to make the Bank borne unreasonable expenses or relevant expenses that should be borne by the major shareholders and their related parties;</u></p> <p><u>(IV) to purchase or lease the Bank's assets on terms more favorable than those for similar transactions with non-related parties, or sell or lease assets of inferior quality to the Bank;</u></p> <p><u>(V) to use the Bank's intangible assets without compensation or on terms more favorable than those for similar transactions with non-related parties, or charge the Bank excessively high royalties for the use of their intangible assets;</u></p> <p><u>(VI) to seek business opportunities that belong to the Bank by taking advantage of the position as a major shareholder;</u></p> <p><u>(VII) to seek benefits by taking advantage of the Bank's undisclosed information or trade secrets;</u></p> <p><u>(VIII) to conduct improper related party transactions or obtain improper benefits by other means.</u></p>	
New	<p><u>Article 78 In the case of non-public issuance of bonds by major shareholders of the Bank, the Bank shall not provide guarantee for them nor purchase bonds directly or through financial products.</u></p>	<p>Article 26 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</p>

Original Articles	Revised Articles	Revision Basis
New	<p><u>Article 79 Major shareholders shall support the Bank to adjust its profit distribution policy according to its own operating conditions, risk profile, capital plan and market environment, and balance the relationship between cash dividends and capital replenishment. The major shareholders shall support the Bank to reduce or not distribute cash dividends in any of the following circumstances:</u></p> <p><u>(I) the capital adequacy ratio fails to meet the regulatory requirements or the solvency fails to meet the standards;</u></p> <p><u>(II) the corporate governance assessment result is below Grade C or the regulatory rating is below Grade 3;</u></p> <p><u>(III) the Bank’s loan loss provisions are lower than the regulatory requirements or the non-performing loan ratio is significantly higher than the industry average;</u></p> <p><u>(IV) the Bank has major risk events or major violations of laws and regulations;</u></p> <p><u>(V) other circumstances where the banking regulatory authorities of the State Council or its dispatched offices consider that dividends should not be distributed.</u></p>	<p>Article 35 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</p>

Original Articles	Revised Articles	Revision Basis
<p>Article 74 The shareholders' general meeting is the authoritative body of the Bank and exercises the following functions and powers in accordance with law:</p> <p>.....</p> <p>(XII) to consider and approve the report of evaluation by the Board on the Directors and by the independent Directors on each other; to approve the report of evaluation by the Board of Supervisors on Supervisors and by the external Supervisors on each other;</p> <p>.....</p> <p>(XVIII) to decide on the issuance of preference shares; decide or authorize the Board of Directors to decide on matters related to the Bank's preference shares issuance, including but not limited to redemption, conversion, and dividend distribution;</p> <p>(XIX) to consider other matters which, in accordance with laws, administrative regulations, regulations, regulatory requirements, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association, shall be decided by a shareholders' general meeting.</p> <p>The aforesaid matters within the functions and powers of the shareholders' general meeting shall be considered and decided by the shareholders' general meeting. But, in necessary, reasonable and lawful circumstances, the shareholders' general meeting may authorize the Board to decide. The authorization shall be clear and specific in content. With regard to an authorization granted by a shareholders' general meeting to the Board, if the matter</p>	<p>Article 7480 The shareholders' general meeting is the authoritative body of the Bank and exercises the following functions and powers in accordance with law:</p> <p>.....</p> <p>(XII) to consider and approve the report of evaluation by the Board the <u>Board of Supervisors</u> on the Directors and by the independent Directors on each other; to approve the report of evaluation by the Board of Supervisors on Supervisors and by the external Supervisors on each other, <u>Supervisors, and senior management;</u></p> <p>.....</p> <p>(XVIII) to decide on the issuance of preference shares; decide or authorize the Board of Directors to decide on matters related to the Bank's preference shares issuance, including but not limited to redemption, conversion, and dividend distribution;</p> <p><u>(XIX) to consider and approve the rules of procedure for shareholders' general meetings, the rules of procedure for the Board and the rules of procedure for the Board of Supervisors;</u></p> <p><u>(XX) to resolve the acquisitions of the shares of the Bank in accordance with the provisions of the laws;</u></p> <p>(XIX)(XXI) to consider other matters which, in accordance with laws, administrative regulations, regulations, regulatory requirements, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association, shall be decided by a shareholders'</p>	<p>Article 38 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>should be approved by the shareholders' general meeting via an ordinary resolution according to the Articles of Association, it shall be passed by votes representing a majority of the voting rights held by the shareholders (including their proxies) present at the meeting; and if the matter should be approved by the shareholders' general meeting via a special resolution according to the Articles of Association, it shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting.</p>	<p>general meeting.</p> <p>The aforesaid matters within the functions and powers of the shareholders' general meeting shall be considered and decided by the shareholders' general meeting. But, in necessary, reasonable and lawful circumstances, the shareholders' general meeting may authorize the Board to decide. The authorization shall be clear and specific in content. With regard to an authorization granted by a shareholders' general meeting to the Board, if the matter should be approved by the shareholders' general meeting via an ordinary resolution according to the Articles of Association, it shall be passed by votes representing a majority of the voting rights held by the shareholders (including their proxies) present at the meeting; and if the matter should be approved by the shareholders' general meeting via a special resolution according to the Articles of Association, it shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting, and shall not be authorized to the Board, other institutions or individuals to exercise.</p>	

Original Articles	Revised Articles	Revision Basis
<p>Article 75 Shareholders’ general meetings are divided into annual shareholders’ general meetings and extraordinary shareholders’ general meetings. Annual shareholders’ general meetings shall be convened once a year within six months after the end of the previous fiscal year. If the meeting is deferred under special circumstances, the Bank shall promptly report to the banking regulatory authorities of the State Council and explain the reason for adjournment.</p>	<p>Article 7581 Shareholders’ general meetings are divided into annual shareholders’ general meetings and extraordinary shareholders’ general meetings. Annual shareholders’ general meetings shall be convened once a year within six months after the end of the previous fiscal year. If the meeting is deferred under special circumstances, the Bank shall promptly report to the banking regulatory authorities of the State Council and explain the reason for adjournment. <u>Relevant information on convening shareholders’ general meetings of the Bank shall be reported to regulatory authority in a timely manner.</u></p>	<p>Article 7 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 87 Where the Bank convenes a shareholders’ general meeting, the Board, Board of Supervisors, and shareholder(s) severally or jointly holding more than 3% of the total voting shares of the Bank may make proposals to the Bank. The Bank shall place the proposals on the agenda for the said meeting if the said proposals fall within the functions and powers of the shareholders’ general meetings.</p> <p>.....</p> <p>Proposals not set out in the notice of the shareholders’ general meeting or not complying with Article 86 of the Articles of Association shall not be voted on or resolved on at the shareholders’ general meeting.</p>	<p>Article 8793 Where the Bank convenes a shareholders’ general meeting, the Board, Board of Supervisors, and shareholder(s) severally or jointly holding more than 3% of the total voting shares of the Bank may make proposals to the Bank. The Bank shall place the proposals on the agenda for the said meeting if the said proposals fall within the functions and powers of the shareholders’ general meetings.</p> <p>.....</p> <p>Proposals not set out in the notice of the shareholders’ general meeting or not complying with Article 8692 of the Articles of Association shall not be voted on or resolved on at the shareholders’ general meeting.</p>	<p>Amended based on the actual conditions of the Bank</p>
<p>Article 88 The convener shall send a written notice 20 clear business days prior to annual general meetings and 10 clear business days or 15 days (whichever is longer) prior to extraordinary general meetings to notify all the shareholders recorded in the register of shareholders of the</p>	<p>Article 8894 The convener shall send a written notice 20 clear business days prior to annual general meetings and 10 clear business days or 15 days (whichever is longer) prior to extraordinary general meetings to notify all the shareholders recorded in the register of shareholders of the matters to be considered at the</p>	<p>Amended based on the actual conditions of the Bank</p>

Original Articles	Revised Articles	Revision Basis
<p>matters to be considered at the meeting, and the date and venue of the meeting.</p>	<p>meeting, and the date and venue of the meeting.</p> <p><u>Where the laws, regulations, requirements of the securities regulatory authorities at the place where the shares of the Bank are listed and listing rules of the place where the shares of the Bank are listed have any other provisions, such provisions shall be observed.</u></p>	
<p>Article 92</p> <p>.....</p> <p>The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall be served by any of the following means 20 clear business days prior to annual general meetings and 10 clear business days or 15 days (whichever is longer) prior to extraordinary general meetings:</p> <p>.....</p>	<p>Article 9298</p> <p>.....</p> <p>The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall be served by any of the following means 20 clear business days prior to annual general meetings and 10 clear business days or 15 days (whichever is longer) prior to extraordinary general meetings:</p> <p>.....</p>	<p>Amended based on the actual conditions of the Bank</p>
<p>Article 106 The Board and the Board of Supervisors shall report their work in the preceding year at the annual shareholders' general meeting. Every independent Director shall also make his work reports.</p>	<p>Article 10612 The Board and the Board of Supervisors shall report their work in the preceding year at the annual shareholders' general meeting. Every independent Director shall also make his work reports.</p>	<p>Amended based on the actual conditions of the Bank</p>
<p>Article 110 The convener shall ensure the meeting minutes are true, accurate and complete. The attending Directors, Supervisors, secretary to the Board, convener or representative thereof, and presider shall sign the meeting minutes. The meeting minutes, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting shall be kept at the domicile of the Bank for at least 10 years.</p>	<p>Article 1106 The convener shall ensure the meeting minutes are true, accurate and complete. The attending Directors, Supervisors, secretary to the Board, convener or representative thereof, and presider shall sign the meeting minutes. The meeting minutes, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting shall be kept at the domicile of the Bank for at least 10 years permanently.</p>	<p>Article 107 of the Company Law of the People's Republic of China, Article 24 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>Article 113 The following matters shall be approved by ordinary resolutions at a shareholders' general meeting:</p> <p>(I) work reports of the Board and the Board of Supervisors;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and removal of the members of the Board and the Board of Supervisors, their remunerations and the method of payment thereof;</p> <p>(IV) annual budgets, final accounts, balance sheets, income statements and other financial statements of the Bank;</p> <p>(V) annual reports of the Bank;</p> <p>(VI) appointment, dismissal or non-reappointment of an accounting firm;</p> <p>(VII) other matters than those that should be passed by special resolutions pursuant to relevant laws, administrative regulations, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association.</p>	<p>Article 1139 The following matters shall be approved by ordinary resolutions at a shareholders' general meeting:</p> <p>(I) work reports of the Board and the Board of Supervisors;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and removal of the members of the Board and the Board of Supervisors <u>(except for removal of an independent Director)</u>, their remunerations and the method of payment thereof;</p> <p>(IV) annual budgets, final accounts, balance sheets, income statements and other financial statements of the Bank;</p> <p>(V) annual reports of the Bank;</p> <p>(VI) appointment, dismissal or non-reappointment of an accounting firm;</p> <p>(VII) other matters than those that should be passed by special resolutions pursuant to relevant laws, administrative regulations, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association.</p>	<p>Article 22 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 114 The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(I) increase or reduction in the registered capital of the Bank and the issue of shares of any class, warrants and other similar securities;</p> <p>(II) issue of bonds of the Bank;</p> <p>(III) division, merger, dissolution,</p>	<p>Article 11420 The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(I) increase or reduction in the registered capital of the Bank and the issue of shares of any class, warrants and other similar securities;</p> <p>(II) issue of bonds of the Bank <u>or listing;</u></p>	<p>Article 22 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>liquidation or change of the corporate form of the Bank;</p> <p>(IV) amendment to the Articles of Association;</p> <p>(V) the Bank’s purchase or sale of major assets or provision of guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;</p> <p>(VI) equity incentive schemes;</p> <p>(VII) under circumstances other than those set out in items (III), (V) and (VI) of Article 30 hereof, repurchase of the shares of the Bank;</p> <p>(VIII) profit distribution policy;</p> <p>(IX) any other matters specified in the laws, administrative regulations, rules governing securities of the place where the share of the Bank are listed or the Articles of Association and confirmed by an ordinary resolution at a shareholders’ general meeting that it may have a material impact on the Bank and accordingly shall be approved by special resolutions.</p>	<p>(III) division, merger, dissolution, liquidation or change of the corporate form of the Bank;</p> <p>(IV) amendment to the Articles of Association;</p> <p>(V) the Bank’s purchase or sale of major assets or provision of guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;</p> <p>(VI) equity incentive schemes;</p> <p><u>(VII) removal of an independent Director;</u></p> <p>(VIII) under circumstances other than those set out in items (III), (V) and (VI) of Article 30 hereof, repurchase of the shares of the Bank;</p> <p>(IX) profit distribution policy;</p> <p>(X) any other matters specified in the laws, administrative regulations, rules governing securities of the place where the share of the Bank are listed or the Articles of Association and confirmed by an ordinary resolution at a shareholders’ general meeting that it may have a material impact on the Bank and accordingly shall be approved by special resolutions.</p>	
<p>Article 121 The procedures for nominating and selecting independent Directors shall also be subject to the following principles:</p> <p>(I) The nomination and remuneration committee of the Board and shareholders severally or jointly holding more than 1% of the issued voting shares of the Bank may nominate independent Director candidates to the Board and the shareholders that have nominated Directors shall not nominate</p>	<p>Article 12<u>17</u> The procedures for nominating and selecting independent Directors shall also be subject to the following principles:</p> <p>(I) The nomination and remuneration committee of the Board —and, shareholders severally or jointly holding more than 1% of the issued voting shares of the Bank <u>and the Board of Supervisors</u> may nominate independent Director candidates to the Board and the shareholders that have nominated Directors shall not</p>	<p>Article 35 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>independent Directors;</p> <p>.....</p>	<p>nominate independent Directors;</p> <p>.....</p>	
<p>Article 137 Any proposed change or annulment by the Bank to the rights of class shareholders shall not come into effect unless approved by special resolutions at a shareholders’ general meeting and a separate shareholders’ general meeting convened by the class shareholders so affected in accordance with Articles 138 to 143.</p>	<p>Article 137⁴³ Any proposed change or annulment by the Bank to the rights of class shareholders shall not come into effect unless approved by special resolutions at a shareholders’ general meeting and a separate shareholders’ general meeting convened by the class shareholders so affected in accordance with Articles 138⁴⁴ to 143⁹.</p>	<p>Amended based on the actual conditions of the Bank</p>
<p>Article 139 Where issues specified in (II) to (VIII), (XI) to (XII) of the preceding article are involved, the affected class shareholders, whether or not they are entitled to vote at the shareholders’ general meetings originally, shall have the right to vote at class shareholders’ general meetings. However, interested shareholders shall not be entitled to vote at such class shareholders’ general meetings.</p> <p>Interested shareholders as specified in the preceding paragraph refer to:</p> <p>(I) in the event of a repurchase of shares by the Bank by way of a general offer to all shareholders of the Bank in the same proportion or by way of public transactions on a stock exchange pursuant to Article 31 of the Articles of Association, an “interested shareholder” is a controlling shareholder as defined in Article 341 of the Articles of Association;</p> <p>.....</p>	<p>Article 139⁴⁵ Where issues specified in (II) to (VIII), (XI) to (XII) of the preceding article are involved, the affected class shareholders, whether or not they are entitled to vote at the shareholders’ general meetings originally, shall have the right to vote at class shareholders’ general meetings. However, interested shareholders shall not be entitled to vote at such class shareholders’ general meetings.</p> <p>Interested shareholders as specified in the preceding paragraph refer to:</p> <p>(I) in the event of a repurchase of shares by the Bank by way of a general offer to all shareholders of the Bank in the same proportion or by way of public transactions on a stock exchange pursuant to Article 31 of the Articles of Association, an “interested shareholder” is a controlling shareholder as defined in Article 341⁷ of the Articles of Association;</p> <p>.....</p>	<p>Amended based on the actual conditions of the Bank</p>

Original Articles	Revised Articles	Revision Basis
<p>Article 141 Where the Bank convenes a class shareholders' general meeting, a written notice shall be given 20 clear business days (should it fall on the same date as an annual general meeting) or 10 clear business days or 15 days (whichever is longer) (should it fall on the same date as an extraordinary general meeting) prior to the date of the meeting to notify all the shareholders of the said class in the register of shareholders of the matters to be considered at the meeting, and the date and venue of the meeting.</p>	<p>Article 1417 Where the Bank convenes a class shareholders' general meeting, a written notice shall be given 20 clear business days (should it fall on the same date as an annual general meeting) or 10 clear business days or 15 clear days (whichever is longer) (should it fall on the same date as an extraordinary general meeting) prior to the date of the meeting to notify all the shareholders of the said class in the register of shareholders of the matters to be considered at the meeting, and the date and venue of the meeting.</p>	<p>Amended based on the actual conditions of the Bank</p>
<p>Article 146 Directors shall be elected or replaced at the shareholders' general meeting, and may be removed by the shareholders' general meeting prior to the expiry of their term of office, and serve a term of three years.</p> <p>A written notice showing the intention to nominate Director candidates and the candidates' willingness to accept such nomination shall be given to the Bank not earlier than the next day after the notice of shareholders' general meeting is sent and seven days before the date of the shareholders' general meeting.</p> <p>A shareholders' general meeting may dismiss a Director within his term of office by an ordinary resolution provided that the relevant laws and administrative regulations are observed (however, the claim available to the said Director for compensation under any contract shall not be affected).</p>	<p>Article 1465<u>2</u> Directors shall be elected or replaced at the shareholders' general meeting, and may be removed by the shareholders' general meeting prior to the expiry of their term of office, and serve a term of three years.</p> <p>A written notice showing the intention to nominate Director candidates and the candidates' willingness to accept such nomination shall be given to the Bank not earlier than the next day after the notice of shareholders' general meeting is sent and seven days before the date of the shareholders' general meeting.</p> <p>A shareholders' general meeting may dismiss a Director within his term of office by an ordinary resolution provided that the relevant laws and administrative regulations are observed (however, the claim available to the said Director for compensation under any contract shall not be affected).</p>	<p>Article 30 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>The term of office of a Director shall start from the date on which the said Director assumes office to the expiry of the current Board. If the term of office of a Director expires but re-election is not made responsively, the said Director shall continue fulfilling the duties as Director pursuant to relevant laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association until a new Director is elected.</p>	<p>The term of office of a Director shall start from the date on which the said Director assumes office to the expiry of the current Board. <u>When the term of office of Directors expires, or the number of the Directors in the Board is less than the minimum number specified in the Company Law or two thirds of the number required by the Articles of Association, the Bank shall promptly conduct the procedures for the election of Directors and convene a shareholders’ general meeting for the election of Directors.</u> If the term of office of a Director expires but re-election is not made responsively, the said Director shall continue fulfilling the duties as Director pursuant to relevant laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association until a new Director is elected.</p>	
<p>Article 150 Directors shall observe the laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association and shall fulfill the following obligations of diligence to the Bank:</p> <p>(I) to exercise the rights conferred by the Bank with due discretion, care and diligence to ensure the business operations of the Bank comply with state laws, administrative regulations and economic policies, not beyond the business scope specified in the business license of the Bank;</p> <p>(II) to treat all shareholders impartially;</p> <p>(III) to keep informed of the business operations and management of the Bank;</p>	<p>Article 1506 Directors shall observe the laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association and shall fulfill the following obligations of diligence to the Bank:</p> <p>(I) to exercise the rights conferred by the Bank with due discretion, care and diligence to ensure the business operations of the Bank comply with state laws, administrative regulations and economic policies, not beyond the business scope specified in the business license of the Bank;</p> <p>(II) <u>to continuously pay attention to the operation and management status of the Bank, and be entitled to request the senior management to provide relevant information reflecting the operation and</u></p>	<p>Article 31 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>(IV) to sign written confirmations of the regular reports issued by the Bank and to ensure the information disclosed by the Bank is true, accurate and complete;</p> <p>(V) to honestly provide the Board of Supervisors with relevant information, and not prevent the Board of Supervisors or Supervisors from exercising their functions and powers;</p> <p>(VI) to exercise personally the discretion vested in them and not to allow themselves to be controlled by others and, save as permitted by laws or with the informed consent of shareholders given at a shareholders' general meeting, not to transfer the exercise of their discretion to others;</p> <p>(VII) other obligations of diligence stipulated by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association.</p>	<p><u>management status of the Bank in a comprehensive, timely and accurate manner, or give explanation on relevant issues;</u></p> <p><u>(III) to attend meetings of the Board on time, fully review the matters considered by the Board, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments;</u></p> <p><u>(IV) to take responsibility for the resolutions of the Board meeting;</u></p> <p><u>(V) to supervise the implementation of the resolutions of the shareholders' general meeting and Board meeting by senior management;</u></p> <p><u>(VI) to actively participate in trainings organized by the Bank and regulatory authorities to learn about rights and obligations of Directors, be familiar with relevant laws and regulations and regulatory requirements, and have consistent professional knowledge and capabilities required to perform their duties;</u></p> <p><u>(VII) to be responsible for the Bank and all the shareholders and</u> treat all shareholders impartially <u>when performing their duties;</u></p> <p><u>(HHVIII) to keep informed of the business operations and management of the Bank;</u></p>	

Original Articles	Revised Articles	Revision Basis
	<p>(VII) to sign written confirmations of the regular reports issued by the Bank and to ensure the information disclosed by the Bank is true, accurate and complete;</p> <p>(VIII) to honestly provide the Board of Supervisors with relevant information, and not prevent the Board of Supervisors or Supervisors from exercising their functions and powers;</p> <p>(IX) to exercise personally the discretion vested in them and not to allow themselves to be controlled by others and, save as permitted by laws or with the informed consent of shareholders given at a shareholders' general meeting, not to transfer the exercise of their discretion to others;</p> <p><u>(XII) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</u></p> <p><u>(XIII) to fulfill the obligations of honesty and diligence to the Bank, perform their duties conscientiously and prudently, and ensure that they have sufficient time and energy to perform their duties;</u></p> <p>(XIV) other obligations of diligence stipulated by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association.</p>	

Original Articles	Revised Articles	Revision Basis
<p>Article 151 Directors shall devote sufficient time to performing their duties. A Director shall attend at least two thirds of the Board meetings in person every year. Where a Director is unable to attend a Board meeting for any reason, he may appoint another Director of the same class in writing to attend the meeting on his behalf.</p> <p>If any Director fails to attend Board meetings in person or by proxy for two consecutive times or fails to attend at least two thirds of the Board meetings in a year, the said Director shall be deemed incapable of performing his duties, and the Board shall suggest that the shareholders' general meeting remove the said Director.</p>	<p>Article 1517 Directors shall devote sufficient time to performing their duties. A Director shall attend at least two thirds of the <u>on-site</u> Board meetings in person every year. Where a Director is unable to attend a Board meeting for any reason, he may appoint another Director of the same class in writing to attend the meeting on his behalf. <u>A Director shall accept the appointment as proxy from at most two Directors who have not attended the meeting in person. When considering related party transactions, a non-related Director may not appoint a related Director to attend on his/her behalf.</u></p> <p>If any Director fails to attend Board meetings in person or by proxy for two consecutive times or fails to attend at least two thirds of the Board meetings in a year, the said Director shall be deemed incapable of performing his duties, and the Board shall suggest that the shareholders' general meeting remove the said Director.</p>	<p>Article 32 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 152 A Director may resign before his term of office expires. In resigning his duties, a Director shall tender a written resignation to the Board.</p> <p>If any Director resigns so that the membership of the Board falls short of the quorum, the said Director shall continue fulfilling the duties as Director pursuant to relevant laws, administrative regulations, rules and the Articles of Association until a new Director is elected.</p> <p>Save as provided in the preceding paragraph, a Director's resignation shall be effective when his resignation is served to the Board.</p>	<p>Article 1528 A Director may resign before his term of office expires. In resigning his duties, a Director shall tender a written resignation to the Board.</p> <p>If any Director resigns so that the membership of the Board falls short of the quorum <u>minimum number specified in the Company Law or two thirds of the number specified in the Articles of Association of the Bank</u>, the said Director shall continue fulfilling the duties as Director pursuant to relevant laws, administrative regulations, rules and the Articles of Association until a new Director is elected.</p>	<p>Article 29 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
	<p>Save as provided in the preceding paragraph, a Director's resignation shall be effective when his resignation is served to the Board.</p> <p><u>Where the number of Directors falls short of the minimum number specified in the Company Law or the minimum number required for voting by the Board due to removal of Directors by shareholders' general meeting, death or independent Directors' resignation due to the loss of independence, or other circumstances where the Directors are unable to perform their duties, the power of the Board shall be exercised by shareholders' general meeting until the number of Directors meets the requirements.</u></p>	
<p>Article 161 The term of office of independent Directors is the same as other Directors, and the term is renewable upon re-election when it expires, but the cumulative term of office for independent Directors shall not exceed six years. An independent Director shall not hold positions in more than two commercial banks at the same time.</p>	<p>Article 1647 The term of office of independent Directors is the same as other Directors, and the term is renewable upon re-election when it expires, but the cumulative term of office for independent Directors shall not exceed six years. <u>An independent Director shall serve as independent Directors in up to five domestic and overseas companies at the same time.</u> An independent Director shall not hold positions in more than two commercial banks <u>(including the Bank)</u> at the same time, <u>and shall not have related party relationship and conflicts of interest with the Bank.</u></p>	<p>Article 37 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 162 Independent Directors owe the Bank and all the shareholders thereof the obligation of honesty and diligence. Independent Directors shall, according to relevant laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association, independently perform</p>	<p>Article 1628 Independent Directors owe the Bank and all the shareholders thereof the obligation of honesty and diligence. Independent Directors shall, according to relevant laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association, independently perform their duties and protect the</p>	<p>Article 41 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>their duties and protect the interests of the Bank as a whole, in particular the legitimate rights and interests of depositors and minority shareholders.</p>	<p>interests of the Bank as a whole, in particular the legitimate rights and interests of depositors and minority shareholders <u>perform their duties in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the Bank, minority shareholders and financial consumers, and shall not be influenced by the Bank's shareholders, de facto controller, senior management or other entities or individuals with an interest in the Bank.</u></p> <p><u>In the event of significant deficiencies or failures in the corporate governance mechanism of the Bank, the independent Directors shall promptly report the relevant information to the regulatory authorities. In addition to reporting the relevant information to the regulatory authorities in accordance with the regulations, the independent Directors shall keep the secrets of the Bank.</u></p>	
<p>Article 163 Before taking office, independent Directors shall promise the Board that they have enough time and energy to perform their duties and will diligently perform their duties.</p> <p>An independent Director shall work in the Bank for at least 15 workdays each year. A director who concurrently serves as the head of the audit committee, related party transactions control committee or risk management committee shall work in the Bank for at least 25 workdays each year.</p>	<p>Article 1639 Before taking office, independent Directors shall promise the Board that they have enough time and energy to perform their duties and will diligently perform their duties.</p> <p>An independent Director shall work in the Bank for at least 15 workdays each year. A director who concurrently serves as the head of the audit committee, related party transactions control committee or risk management committee shall work in the Bank for at least 25<u>20</u> workdays each year.</p>	<p>Article 14 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial)</p>
<p>Article 165 The reports of the Board on the evaluation of independent Directors shall be submitted to the shareholders' general meeting for deliberation. The</p>	<p>Article 1657<u>1</u> The reports of the Board<u>Board of Supervisors</u> on the evaluation of independent Directors shall be submitted to the shareholders' general meeting for</p>	<p>Article 38 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial)</p>

Original Articles	Revised Articles	Revision Basis
<p>independent Director evaluation report submitted to the shareholders' general meeting shall at least include the number of times the independent Director attends the Board meetings in person, information about the previous Board meetings attended by the independent Director, the objections raised by the independent Director, and the responses of the Board, etc.</p>	<p>deliberation. The independent Director evaluation report submitted to the shareholders' general meeting shall at least include the number of times the independent Director attends the Board meetings in person, information about the previous Board meetings attended by the independent Director, the objections raised by the independent Director, and the responses of the Board, etc.</p>	
<p>Article 166 An independent Director shall have the following special powers in addition to the powers granted to Directors of the Bank:</p> <p>(I) to approve of significant related party transactions (determined in accordance with the standards promulgated from time to time by the securities regulatory authorities at the place where the shares of the Bank are listed and the standards stipulated in the Articles of Association) and then submit them to the Board for consideration. Before making a judgment on significant related party transaction, an independent Director may appoint an intermediary to provide independent financial advisor's reports as a basis for his judgment;</p> <p>.....</p>	<p>Article 166⁷² An independent Director shall have the following special powers in addition to the powers granted to Directors of the Bank:</p> <p>(I) <u>An independent Director shall express written opinions on the fairness and compliance of significant related party transactions (determined in accordance with the standards promulgated from time to time by the securities regulatory authorities at the place where the shares of the Bank are listed and the standards stipulated in the Articles of Association) and the execution of internal approval procedures on a case-by-case basis. to approve of</u> The significant related party transactions (determined in accordance with the standards promulgated from time to time by the securities regulatory authorities at the place where the shares of the Bank are listed and the standards stipulated in the Articles of Association) and then submit them to <u>shall be submitted to</u> the Board for consideration <u>upon approval by independent Directors. Independent directors may engage an independent third party such as an intermediary agency to provide opinions if they deem it necessary, and the expenses shall be borne by</u></p>	<p>Article 49 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
	<p>the Bank Before making a judgment on significant related party transaction, an independent Director may appoint an intermediary to provide independent financial advisor's reports as a basis for his judgment;</p> <p>.....</p>	
<p>Article 168 Independent Directors shall provide the Board or the shareholders' general meeting with independent opinions on the following matters:</p> <p>(I) nomination, appointment and dismissal of Directors;</p> <p>(II) appointment or dismissal of senior management officers;</p> <p>(III) remuneration of Directors and senior management officers of the Bank;</p> <p>(IV) legitimacy and fairness of significant related party transactions of the Bank;</p> <p>(V) profit distribution plan;</p> <p>(VI) matters that the independent Directors believe may incur serious losses to the Bank or may infringe on the legitimate rights and interests of depositors, minority shareholders and other interested parties;</p> <p>(VII) appointment of external auditor;</p>	<p>Article 16874 Independent Directors shall provide the Board or the shareholders' general meeting with independent opinions on the following matters:</p> <p>(I) nomination, appointment and dismissal of Directors;</p> <p>(II) appointment or dismissal of senior management officers;</p> <p>(III) remuneration of Directors and senior management officers of the Bank;</p> <p>(IV) legitimacy and fairness of significant related party transactions of the Bank;</p> <p>(V) profit distribution plan;</p> <p>(VI) matters that the independent Directors believe may <u>have a significant impact on the legitimate rights and interests of the Bank, minority shareholders and financial consumers</u> incur serious losses to the Bank or may infringe on the legitimate rights and interests of</p>	<p>Article 39 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>(VIII) other matters specified by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association.</p> <p>Independent Directors shall express one of the following types of opinions on the aforesaid issues: agreement; qualified opinion and reason therefor; objection and reason therefor; inability to express opinion and reason therefor.</p>	<p>depositors, minority shareholders and other interested parties;</p> <p>(VII) appointment <u>or dismissal</u> of external auditor;</p> <p>(VIII) other matters specified by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association.</p> <p>Independent Directors shall express one of the following types of opinions on the aforesaid issues: agreement; qualified opinion and reason therefor; objection and reason therefor; inability to express opinion and reason therefor.</p> <p><u>Independent Directors may elect one independent Director to convene special meetings of independent Directors and study relevant issues of performance of duties.</u></p>	
<p>Article 170 An independent Director may resign before his term of office expires.</p> <p>In resigning his duties, an independent Director shall tender a resignation to the Board in writing and submit a written statement at the latest shareholders' general meeting specifying any matter which is related to his resignation or which he considers necessary to bring to the attention of the shareholders and creditors.</p> <p>If an independent Director resigns so that the number of independent Directors in the Board falls short of the quorum specified by laws, administrative regulations or rules, such resignation shall not become</p>	<p>Article 1706 An independent Director may resign before his term of office expires.</p> <p>In resigning his duties, an independent Director shall tender a resignation to the Board in writing and submit a written statement at the latest shareholders' general meeting specifying any matter which is related to his resignation or which he considers necessary to bring to the attention of the shareholders and creditors.</p> <p>If an independent Director resigns so that the number of independent Directors in the Board falls short of the quorum specified by laws, administrative regulations or rules, <u>such independent Director shall continue to perform his duties before a new independent Director</u></p>	<p>Article 38 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>effective until the vacancy resulting from such resignation is filled up by a succeeding independent Director.</p>	<p><u>takes office, except for the cases where the resignation is caused by losing independence or removal.</u> Ssuch resignation shall not become effective until the vacancy resulting from such resignation is filled up by a succeeding independent Director.</p>	
<p>Article 172 The Board or the Board of Supervisors has the right to propose to the shareholders' general meeting to replace or dismiss an independent Director if he:</p> <p>(I) has seriously neglected his duty as listed in Article 171 of the Articles of Association;</p> <p>(II) is disqualified as independent Director and does not voluntarily submit resignation;</p> <p>(III) fails to attend Board meetings in person for three consecutive times, or fails to attend Board meetings in person or by proxy for two consecutive times, or attends less than two thirds of the Board meetings in person in a year;</p> <p>(IV) is prohibited from serving as or is disqualified as independent Director according to laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association.</p>	<p>Article 1728 The Board or the Board of Supervisors has the right to propose to the shareholders' general meeting to replace or dismiss an independent Director if he:</p> <p>(I) has seriously neglected his duty as listed in Article 1717 of the Articles of Association;</p> <p>(II) is disqualified as independent Director and does not voluntarily submit resignation;</p> <p>(III) fails to attend Board meetings in person for three consecutive times, or fails to attend Board meetings in person or by proxy for two consecutive times, or attends less than two thirds of the Board meetings in person in a year;</p> <p>(IV) is prohibited from serving as or is disqualified as independent Director according to laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association.</p>	<p>Article 42 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 176 The Bank shall have a Board, which shall be accountable to the shareholders' general meeting. The Board shall comprise executive Directors and non-executive Directors (including independent Directors), and shall have 5 to 19 members, including not less than 3 independent Directors, and the number of independent Directors shall not be less than one-third of the total number of Directors.</p>	<p>Article 17682 The Bank shall have a Board, which shall be accountable to the shareholders' general meeting. The Board shall comprise executive Directors and non-executive Directors (including independent Directors), and shall have 5 to 19 members, including not less than 3 independent Directors, and the number of independent Directors shall not be less than one-third of the total number of Directors. The</p>	<p>Article 46 and Article 47 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>Executive Directors are Directors who hold other senior management positions in addition to duties as Director in the Bank. Non-executive Directors are Directors who do not hold management positions in the Bank.</p>	<p><u>Board of the Bank shall comprise 11 Directors, including 3 executive Directors and 8 non-executive Directors (including independent Directors).</u></p> <p>Executive Directors are Directors who hold other senior management positions in addition to duties serving as Director in the Bank. Non-executive Directors are Directors who do not hold management positions in the Bank <u>any position other than a Director in the Bank and does not assume the responsibilities of senior management.</u></p>	
<p>Article 178 The Board shall exercise the following functions and powers:</p> <p>(I) to be responsible for convening shareholders' general meeting and to report on its work to the shareholders' general meeting;</p> <p>(II) to implement resolutions passed at shareholders' general meetings;</p> <p>(III) to listen to and consider the work report of the president of the Bank;</p> <p>(IV) to resolve on the Bank's business plans and investment plans;</p> <p>(V) to formulate the Bank's annual budgets, final accounting schemes, profit distribution plans and loss recovery plans;</p>	<p>Article 17884 The Board shall exercise the following functions and powers:</p> <p>(I) to be responsible for convening shareholders' general meeting and to report on its work to the shareholders' general meeting;</p> <p>(II) to implement resolutions passed at shareholders' general meetings;</p> <p>(III) to listen to and consider the work report of the president of the Bank;</p> <p>(IV) to resolve on the Bank's business plans and investment plans;</p> <p>(V) to formulate the Bank's annual budgets, final accounting schemes, profit distribution plans and loss recovery plans;</p>	<p>Article 44 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>(VI) to formulate the plan for the merger, division, dissolution, liquidation or transformation of the Bank;</p> <p>(VII) to formulate the proposals for increase or decrease of the Bank's registered capital, for issue of bonds or other securities, for listing and for use of funds raised, and to supervise the implementation thereof;</p> <p>(VIII) to determine the setup of internal management organizations of the Bank;</p> <p>(IX) to appoint or dismiss the president of the Bank and the secretary to the Board and determine their remunerations; and to appoint or dismiss the Bank's senior management officers such as the vice president and chief financial officer as nominated by the president and determine their remunerations, rewards and punishments;</p> <p>(X) to formulate the Bank's basic management system;</p> <p>(XI) to review the Bank's compliance policies and supervise the implementation thereof, and to bear ultimate responsibility for compliance of the Bank's operating activities;</p> <p>(XII) when the bank's capital adequacy ratio is below statutory standard, to take measures to increase capital adequacy ratio;</p> <p>(XIII) to decide on the investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, related party transactions, etc. of the Bank within the authority granted by the shareholders' general meeting;</p>	<p>(VI) to formulate the plan for <u>material acquisitions, acquisition of shares of the Bank</u>, the merger, division, dissolution, liquidation or transformation of the Bank;</p> <p>(VII) to formulate the proposals for increase or decrease of the Bank's registered capital, for issue of bonds or other securities, for listing and for use of funds raised, and to supervise the implementation thereof;</p> <p>(VIII) to determine the setup of internal management organizations of the Bank;</p> <p>(IX) to appoint or dismiss the president of the Bank and the secretary to the Board and determine their remunerations; and to appoint or dismiss the Bank's senior management officers such as the vice president and chief financial officer as nominated by the president and determine their remunerations, rewards and punishments; <u>appoint or dismiss the Bank's senior management officers and determine their remunerations, rewards and punishments; and to supervise the duty performance of the senior management;</u></p> <p>(X) to formulate the Bank's basic management system;</p> <p><u>(XI) to formulate proposals for the amendments to the Articles of Association, formulate rules of procedure for shareholders' general meetings and the rules of procedure for Board Meetings and to consider and approve the work rules of the special committees under the Board;</u></p> <p>(XIII) to review the Bank's compliance policies and supervise</p>	

Original Articles	Revised Articles	Revision Basis
<p>(XIV) to be responsible for the Bank’s information disclosure and bear the ultimate responsibility for the integrity and accuracy of the Bank’s accounting and financial reporting system; and to formulate relevant procedures and systems to ensure that the Bank’s statistical information meets regulatory requirements;</p> <p>(XV) to propose to the shareholders’ general meeting the engagement or replacement of an accounting firm for the audit of the Bank’s accounts, and to make explanations to the shareholders’ general meeting in relation to the nonstandard audit opinions produced by certified public accountants on the financial reports of the Bank;</p> <p>(XVI) to exercise other functions and powers specified by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association and conferred by the shareholders’ general meeting.</p> <p>In addition to the above-mentioned functions and powers, the Board should also pay attention to the following:</p> <p>(I) to formulate the Bank’s business development strategies and supervise the implementation thereof;</p> <p>(II) to build risk culture, formulate risk management policies, set risk appetite, risk tolerance, risk limits, etc., and to assume ultimate responsibility for overall risk management;</p>	<p>the implementation thereof, and to bear ultimate responsibility for compliance of the Bank’s operating activities;</p> <p>(XIIIH) when the bank’s capital adequacy ratio is below statutory standard, to take measures to increase capital adequacy ratio;</p> <p>(XIVHH) to decide on the investment, purchase and disposal of assets acquisition of assets, asset disposal and write-off, asset mortgage, external guarantee, consigned financial management, related party transactions, data governance, etc. of the Bank within the authority granted by the shareholders’ general meeting;</p> <p>(XVIIV) to be responsible for the Bank’s information disclosure and bear the ultimate responsibility for the integrity and accuracy of the Bank’s accounting and financial reporting system; and to formulate relevant procedures and systems to ensure that the Bank’s statistical information meets regulatory requirements;</p> <p>(XVIIV) to propose to the shareholders’ general meeting the engagement or replacement of an accounting firm for the audit of the Bank’s accounts, and to make explanations to the shareholders’ general meeting in relation to the nonstandard audit opinions produced by certified public accountants on the financial reports of the Bank;</p> <p>(XVIIIV) to exercise other functions and powers specified by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association and conferred by the shareholders’ general meeting.</p>	

Original Articles	Revised Articles	Revision Basis
<p>(III) to formulate internal control policies and establish & implement a fully effective internal control system to ensure that the Bank operates prudently within the framework of laws and policies;</p> <p>(IV) to formulate capital plans and assume ultimate responsibility for capital management;</p> <p>(V) to regularly assess and improve the Bank's corporate governance structure, internal control system and risk management system;</p> <p>(VI) to be responsible for the Bank's information disclosure and bear ultimate responsibility for the integrity, accuracy, completeness and timeliness of the Bank's accounting and financial reports;</p> <p>(VII) to supervise and ensure that the senior management officers effectively fulfill their management responsibilities, in particular in compliance management, risk management and internal control management;</p> <p>(VIII) to protect the legitimate rights and interests of depositors and other interested parties;</p> <p>(IX) to establish a mechanism for identifying, reviewing and managing the conflicts of interest between the Bank and its shareholders, especially substantial shareholders;</p> <p>(X) to formulate the Bank's data strategy, approve or authorize the approval of major issues in relation to data governance, urge senior management to improve the</p>	<p>In addition to the above-mentioned functions and powers, the Board should also pay attention to the following:</p> <p>(I) to formulate the Bank's business development strategies and supervise the implementation thereof;</p> <p>(II) to build risk culture, formulate risk management policies, set risk appetite, risk tolerance, risk limits, etc., <u>formulate the risk tolerance, risk management and internal control policies of the Bank</u> and to assume ultimate responsibility for overall risk management;</p> <p>(III) to formulate internal control policies and establish & implement a fully effective internal control system to ensure that the Bank operates prudently within the framework of laws and policies;</p> <p>(IV) to formulate capital plans and assume ultimate responsibility for capital <u>or solvency management</u>;</p> <p>(V) to regularly assess and improve the Bank's corporate governance structure, internal control system and risk management system;</p> <p>(VI) to be responsible for the Bank's information disclosure and bear ultimate responsibility for the integrity, accuracy, completeness and timeliness of the Bank's accounting and financial reports;</p>	

Original Articles	Revised Articles	Revision Basis
<p>effectiveness of data governance, and assume ultimate responsibility for data governance;</p> <p>(XI) to be responsible for considering and reviewing the Bank’s anti-money laundering and counter terrorist financing policies, supervise the implementation of anti-money laundering and counter terrorist financing policies, and be ultimately responsible for the Bank’s anti-money laundering and counter terrorist financing work;</p> <p>(XII) to take the ultimate responsibility for Internet loan risk management.</p>	<p>(VII) to supervise and ensure that the senior management officers effectively fulfill their management responsibilities, in particular in compliance management, risk management and internal control management;</p> <p>(VIII) to protect the legitimate rights and interests of depositors <u>financial consumers</u> and other interested parties;</p> <p>(IX) to establish a mechanism for identifying, reviewing and managing the conflicts of interest between the Bank and its shareholders, especially substantial shareholders;</p> <p><u>(X) to undertake the management responsibility of shareholders’ affairs;</u></p> <p>(XI) to formulate the Bank’s data strategy, approve or authorize the approval of major issues in relation to data governance, urge senior management to improve the effectiveness of data governance, and assume ultimate responsibility for data governance;</p> <p>(XII) to be responsible for considering and reviewing the Bank’s anti-money laundering and counter terrorist financing policies, supervise the implementation of anti-money laundering and counter terrorist financing policies, and be ultimately responsible for the Bank’s anti-money laundering and counter terrorist financing work;</p> <p>(XIII) to take the ultimate responsibility for Internet loan risk management;</p>	

Original Articles	Revised Articles	Revision Basis
	<p><u>(XIV) to undertake the major responsibility for green finance, determine the Bank’s green finance development strategy, approve the green finance targets set by senior management and the green finance reports submitted, designate a special committee to be responsible for green finance and supervise and evaluate the implementation of the Bank’s green finance development strategy.</u></p> <p><u>The powers and functions of the Board shall be collectively exercised by the Board. The powers and functions of the Board stipulated in the Company Law shall not be authorized to be exercised by the chairman of Board, Directors, other institutions or individuals in principle. When authorization is necessary for some specific decision-making matters, it shall be made with resolutions of the Board in accordance with the law. One authorization shall be respectively given to one matter. It is prohibited to authorize the functions and powers of the Board generally or permanently to other institutions or individuals.</u></p>	
<p>Article 181</p> <p>.....</p> <p>“External investment and asset purchase and disposal of the Bank” referred to in the Articles of Association shall include external equity investment and disposal as well as fixed assets investment and disposal by the Bank.</p> <p>.....</p>	<p>Article 1817</p> <p>.....</p> <p>“External investment and asset purchase and disposal of the Bank” referred to in the Articles of Association shall include external equity investment and disposal as well as fixed assets <u>and intangible assets</u> investment and disposal by the Bank.</p> <p>.....</p>	<p>Amended based on the actual conditions of the Bank</p>

Original Articles	Revised Articles	Revision Basis
<p>Fixed assets investment and disposal by the Bank with a single amount of less than 0.5% of the Bank’s latest audited net asset value shall be approved by the president as authorized by the Board; fixed assets investment and disposal with a single amount of less than 1% of the Bank’s latest audited net asset value shall be approved by the Board; and fixed assets investment and disposal with a single amount of more than 1% of the Bank’s latest audited net asset value shall be approved by the shareholders’ general meeting.</p>	<p>Fixed assets <u>and intangible assets</u> investment and disposal by the Bank with a single amount of less than 0.5% of the Bank’s latest audited net asset value shall be approved by the president as authorized by the Board; fixed assets investment and disposal with a single amount of less than 1% of the Bank’s latest audited net asset value shall be approved by the Board; and fixed assets investment and disposal with a single amount of more than 1% of the Bank’s latest audited net asset value shall be approved by the shareholders’ general meeting.</p>	
<p>Article 183 Interim Board meetings may be convened upon proposal by shareholders representing more than one tenth of the total voting rights, by the chairman, by the president, by more than a half of independent Directors, by more than one third of the Directors, or by the Board of Supervisors. The chairman shall convene and preside over a Board meeting within ten (10) days after receipt of the proposal.</p>	<p>Article 183<u>9</u> Interim Board meetings may be convened upon proposal by shareholders representing more than one tenth of the total voting rights, by the chairman, by the president, by more than a half of<u>two</u> independent Directors, by more than one third of the Directors, or by the Board of Supervisors <u>and the chairman when they consider necessary</u>. The chairman shall convene and preside over a Board meeting within ten (10) days after receipt of the proposal.</p>	<p>Article 49 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 189 Voting on Board meetings may be conducted by open ballot.</p> <p>.....</p> <p>Major events, such as profit distribution plans, major investments, major asset disposal plans, appointment or dismissal of senior management officers, capital replenishment plans, major equity changes, and financial reorganization, shall be voted on at an on-site meeting and are subject to approval by more than two-thirds of Directors of the Board.</p>	<p>Article 189<u>95</u> Voting on Board meetings may be conducted by open ballot.</p> <p>.....</p> <p>Major events, such as profit distribution plans, <u>remuneration plans</u>, major investments, major asset disposal plans, appointment or dismissal of senior management officers, capital replenishment plans, major equity changes, and financial reorganization, shall be voted on at an on-site meeting and are subject to approval by more than two-thirds of Directors of the Board.</p>	<p>Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>Article 192 The Board shall file resolutions of the meeting as minutes, which shall be signed by the attending Directors and the minutes recorder. The minutes of Board meetings shall be kept as archives of the Bank for at least 10 years.</p> <p>The minutes of a Board meeting shall specify:</p> <p>(I) the date, venue and name of the convener of the meeting;</p> <p>(II) the names of the attending Directors and the Directors (proxies) attending the meeting on behalf of others;</p> <p>(III) the agenda of the meeting;</p> <p>(IV) summaries of the speeches of Directors;</p> <p>(V) the voting method and result for each resolution (the voting result shall set out the numbers of pros, cons and abstentions).</p>	<p>Article 1928 The Board shall file resolutions of the meeting as minutes, which shall be signed by the attending Directors and the minutes recorder. <u>The Directors with different opinions on the meeting minutes may make additional remarks when affixing signatures.</u> The minutes of Board meetings shall be kept <u>permanently</u> as archives of the Bank for at least 10 years.</p> <p>The minutes of a Board meeting shall specify:</p> <p>(I) the date, venue and name of the convener of the meeting;</p> <p>(II) the names of the attending Directors and the Directors (proxies) attending the meeting on behalf of others;</p> <p>(III) the agenda of the meeting;</p> <p>(IV) summaries of the speeches of Directors;</p> <p>(V) the voting method and result for each resolution (the voting result shall set out the numbers of pros, cons and abstentions).</p> <p><u>The Bank shall record the on-site meetings of the Board by means of audio and video recording.</u></p> <p><u>The Bank shall promptly submit the minutes and resolutions of the Board meetings to the regulatory authority.</u></p>	<p>Article 51 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 194 The Board shall have one chairman and may have one vice chairman.</p>	<p>Article 194200 The Board shall have one chairman and may have one vice chairman.</p>	<p>Article 48 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>Article 199 Based on the conditions of the Bank, the Board has set up a strategy committee, related party transactions control committee, risk management committee, audit committee, nomination and remuneration committee, consumer rights protection committee, and compliance management committee.</p> <p>The special committees shall all consist of directors and shall each have at least 3 members. The respective committees shall each have a convener to be responsible for organizing relevant activities, and in principle the convener of a special committee shall not serve concurrently as convener of another special committee.</p> <p>The majority of each of the audit committee, related party transactions control committee and nomination and remuneration committee members shall be independent Directors and conveners shall also be independent Directors. Directors nominated by controlling shareholders shall not be members of the related party transactions control committee and nomination and remuneration committee.</p> <p>All members of the audit committee shall be non-executive Directors and at least one member of the audit committee is an independent Director who has the professional qualifications as required by the Listing Rules or has professional specialty in audit or related financial management.</p> <p>Various special committees are accountable to the Board. They help the Board exercise its functions and powers, provide advice for the Board in decision making, and may propose a motion to the Board on the specific</p>	<p>Article 199205 Based on the conditions of the Bank, the Board has set up a strategy committee, related party transactions control committee, risk management committee, audit committee, nomination and remuneration committee, consumer rights protection committee, and compliance management committee.</p> <p>The special committees shall all consist of directors and shall each have at least 3 members. The respective committees shall each have a convener to be responsible for organizing relevant activities, and in principle the convener of a special committee shall not serve concurrently as convener of another special committee.</p> <p>The majority of each of the audit committee, related party transactions control committee and nomination and remuneration committee members shall be independent Directors and conveners shall also be independent Directors. <u>The proportion of independent Directors in the risk management committee shall be not less than one-third in principle.</u> Directors nominated by controlling shareholders shall not be members of the related party transactions control committee and nomination and remuneration committee.</p> <p>All members of the audit committee shall be non-executive Directors, <u>The members of the audit committee shall have expertise and work experience in such aspects as finance, audit, accounting or law.</u> and aAt least one member of the audit committee is an independent Director who has the professional qualifications as required by the Listing Rules or has professional</p>	<p>Article 56 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>issues for which they are responsible. Before making a resolution on matters related to the responsibilities of the special committees, the Board shall listen to the opinions of the special committees.</p>	<p>specialty in audit or related financial management.</p> <p>Various special committees are accountable to the Board. They help the Board exercise its functions and powers, provide advice for the Board in decision making, and may propose a motion to the Board on the specific issues for which they are responsible. Before making a resolution on matters related to the responsibilities of the special committees, the Board shall listen to the opinions of the special committees.</p>	
<p>Article 201 The Bank shall have strict control over its related party transactions according to relevant provisions of the banking regulatory authorities of the State Council. Related party transactions refer to transfer of resources or obligations between the Bank and its related parties as set out below:</p> <p>(I) Credit extension;</p> <p>(II) Transfer of assets;</p> <p>(III) Provision of services;</p> <p>(IV) Other related party transactions as defined by the banking regulatory authorities of the State Council.</p>	<p>Article 2017 The Bank shall have strict control over its related party transactions according to relevant provisions of the banking regulatory authorities of the State Council. <u>Related party transactions include the following types: Related party transactions refer to transfer of resources or obligations between the Bank and its related parties as set out below:</u></p> <p><u>(I) Credit-extension related party transactions: refer to that the Bank provides financial support to related parties or guarantees the compensation and payment liabilities that may arise from the related parties' relevant economic activities, including loans (including trade financing), notes acceptances and discounts, overdrafts, bond investments, investment in special purpose vehicles, issuance of letter of credit, factoring, guarantees, letters of guarantee, loan commitments, securities repurchase, lending and other on- and off-balance sheet business of which the credit risk is essentially borne by the Bank;</u></p> <p><u>(II) Related party transactions regarding transfer of assets:</u></p>	<p>Article 13 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
	<p><u>include purchase and sale of own movable and immovable properties, purchase and sale of credit assets and their beneficial right (income right) and acceptance and disposal of pledged assets between the Bank and related parties;</u></p> <p><u>(III) Related party transactions regarding services: include credit evaluation, asset evaluation, legal services, consulting services, information services, audit services, technology and infrastructure services, property lease and consignment sale or trustee sale, etc;</u></p> <p><u>(IV) Related party transactions regarding deposits and other categories, and matters which may result in transfer of benefits of the Bank based on the principle of substance over form.</u></p> <p>(I) Credit extension;</p> <p>(II) Transfer of assets;</p> <p>(III) Provision of services;</p> <p>(IV) Other related party transactions as defined by the banking regulatory authorities of the State Council.</p>	
<p>Article 202 According to the Bank's net capital and operating conditions, the Bank's related party transactions are classified into general related party transactions and material related party transactions:</p> <p>General related party transactions refer to transactions involving single transaction amount between the Bank and a related party accounting for less than 1% (inclusive) of the net capital of the Bank and after the transaction the transaction balance between the</p>	<p>Article 202<u>8</u> <u>The related party transactions are classified into material related party transactions and general related party transactions. According to the Bank's net capital and operating conditions, the Bank's related party transactions are classified into general related party transactions and material related party transactions:</u></p> <p><u>(I) A material related party transaction shall refer to a</u></p>	<p>Article 14 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>Bank and the said related party accounts for less than 5% (inclusive) of the net capital of the Bank. General related party transactions shall be approved by the Bank as per internal authorization procedure, and be submitted to the related party transactions control committee for filing. General related party transactions may also be examined and approved as per the procedure for material related party transactions.</p> <p>Material related party transactions refer to transactions involving single transaction amount between the Bank and a related party accounting for more than 1% (exclusive) of the net capital of the Bank, or the transaction balance between the Bank and the said related party accounting for more than 5% (exclusive) of the net capital of the Bank after the transaction.</p> <p>Material related party transactions shall be reviewed by the related party transactions control committee and submitted to the Board for approval.</p>	<p><u>transaction between the Bank and a single related party with an amount of more than 1% of the net capital of the Bank at the end of last quarter, or no less than 5% of the net capital of the Bank at the end of last quarter on an aggregated basis.</u></p> <p><u>When the accumulated transaction amount between the Bank and a single related party reaches the standards in the preceding paragraph, the subsequent related party transactions shall be re-recognized as material related party transactions every time they reach more than 1% of the net capital at the end of last quarter.</u></p> <p><u>(II) General related party transactions shall refer to other related party transactions other than material related party transactions.</u></p> <p>General related party transactions refer to transactions involving single transaction amount between the Bank and a related party accounting for less than 1% (inclusive) of the net capital of the Bank and after the transaction the transaction balance between the Bank and the said related party accounts for less than 5% (inclusive) of the net capital of the Bank. General related party transactions shall be approved by the Bank as per internal authorization procedure, and be submitted to the related party transactions control committee for filing. General related party transactions may also be examined and approved as per the procedure for material related party transactions.</p> <p>Material related party transactions refer to transactions involving</p>	

Original Articles	Revised Articles	Revision Basis
	<p>single transaction amount between the Bank and a related party accounting for more than 1% (exclusive) of the net capital of the Bank, or the transaction balance between the Bank and the said related party accounting for more than 5% (exclusive) of the net capital of the Bank after the transaction.</p> <p><u>General related party transactions shall be reviewed in accordance with the internal management system and authorization procedures, and reported to related party transactions supervision committee for filing. Material related party transactions shall be reviewed by related party transactions supervision committee and shall be submitted to the Board for approval. Resolutions made at the Board meetings shall be approved by more than two-thirds of the non-related Directors. If the number of non-related Directors attending the Board meeting is less than three, it shall be submitted to the shareholders' general meeting for approval. Material related party transactions shall be reviewed by the related party transactions control committee and submitted to the Board for approval.</u></p>	
<p>Article 211 The circumstances set out in Article 145 of the Articles of Association disqualifying a person as director of the Bank shall also apply to senior management officers of the Bank.</p> <p>The provisions on Directors' obligations of honesty under Article 149 of the Articles of Association and the provisions on Directors' obligations of diligence under (IV) ~ (VII) of Article 150 shall also apply to the senior management officers.</p>	<p>Article 2147 The circumstances set out in Article 14551 of the Articles of Association disqualifying a person as director of the Bank shall also apply to senior management officers of the Bank.</p> <p>The provisions on Directors' obligations of honesty under Article 14955 of the Articles of Association and the provisions on Directors' obligations of diligence under (IV) ~ (VII) of Article 1506 shall also apply to the senior management officers.</p>	<p>Amended based on the actual conditions of the Bank</p>

Original Articles	Revised Articles	Revision Basis
<p>Article 221 The Supervisors shall include shareholder Supervisors, employee representative Supervisors and external Supervisors, and the proportion of employee representative Supervisors and external Supervisors shall not be lower than one third of the total supervisors.</p> <p>The circumstances set out in Article 145 of the Articles of Association disqualifying a person as Director of the Bank shall also apply to Supervisors of the Bank.</p>	<p>Article 2217 The Supervisors shall include shareholder Supervisors, employee representative Supervisors and external Supervisors, and the proportion of employee representative Supervisors and external Supervisors shall not be lower than one third of the total supervisors.</p> <p>The circumstances set out in Article 145151 of the Articles of Association disqualifying a person as Director of the Bank shall also apply to Supervisors of the Bank.</p>	<p>Amended based on the actual conditions of the Bank</p>
<p>Article 222 Directors and senior management officers shall not serve as Supervisors concurrently. Shareholder Supervisors and external Supervisors shall be elected, dismissed or replaced by the shareholders' general meeting, and employee representative Supervisors shall be elected, dismissed or replaced through employee representative meeting or other democratic procedures of the Bank. A Supervisor shall serve a term of three years and may seek re-election upon expiry of the said term. The cumulative term of office for external Supervisors shall not exceed six years.</p>	<p>Article 2228 Directors and senior management officers shall not serve as Supervisors concurrently. <u>Shareholder Supervisors and external Supervisors shall be nominated by shareholders or the Board of Supervisors and employee representative Supervisors shall be nominated by the Board of Supervisors and the Bank's labor union. A shareholder and related party thereof who have already nominated the Director shall not nominate a Supervisor, except as otherwise prescribed by the State.</u> Shareholder Supervisors and external Supervisors shall be elected, dismissed or replaced by the shareholders' general meeting, and employee representative Supervisors shall be elected, dismissed or replaced through employee representative meeting or other democratic procedures of the Bank. A Supervisor shall serve a term of three years and may seek re-election upon expiry of the said term. The cumulative term of office for external Supervisors shall not exceed six years.</p>	<p>Article 61 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 224 The Supervisors shall ensure the information disclosed by the Bank is true, accurate and complete.</p>	<p>Article 2240 <u>The Supervisors shall perform the following duties or obligations:</u></p>	<p>Article 63 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
	<p>(I) The Supervisors shall ensure the information disclosed by the Bank is true, accurate and complete;</p> <p><u>(II) present at the Board meetings and make inquiries or suggestions in relation to the resolutions of the Board meetings;</u></p> <p><u>(III) attend the meetings of the Board of Supervisors on time, to fully examine the matters resolved by the Board of Supervisors, to express their opinions independently, professionally and objectively, and to vote independently on the basis of prudent judgement;</u></p> <p><u>(IV) assume responsibility for the resolutions of the Board of Supervisors;</u></p>	

Original Articles	Revised Articles	Revision Basis
	<p><u>(V) actively participate in training organized by the Bank and the regulatory authorities, etc., understand the rights and obligations of Supervisors, be familiar with relevant laws and regulations, and continuously possess the necessary professional knowledge and ability to perform their duties;</u></p> <p><u>(VI) to be faithful and diligent in their duties to the Bank, to perform their duties with due diligence and prudence, and to ensure that they have sufficient time and energy to perform their duties;</u></p> <p><u>(VII) Supervisors shall actively participate in the supervisory and inspection activities organised by the Board of Supervisors, and have the right to conduct independent investigations and obtain evidence in accordance with the law, and raise issues and supervisory opinions in a factual manner;</u></p> <p><u>(VIII) comply with laws and regulations, regulatory provisions and the Articles of Association.</u></p>	
<p>Article 228 External Supervisors of the Bank refer to Supervisors who do not hold any position in the Bank other than as Supervisor and who do not have any relation with the Bank or its substantial shareholders that may affect their independent judgement. The appointment of an external Supervisor shall comply with the laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed, and the Articles of Association.</p>	<p>Article 228³⁴ External Supervisors of the Bank refer to Supervisors who do not hold any position in the Bank other than as Supervisor and who do not have any relation with the Bank or its substantial shareholders and de facto controllers that may affect their independent judgement. The appointment of an external Supervisor shall comply with the laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed, and the Articles of Association.</p>	<p>Article 66 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>Article 229 External Supervisors shall be entitled to the rights conferred to Supervisors, shall supervise the work of the Board and senior management officers, and carry out audit work within their terms of reference according to the resolutions of the Board of Supervisors. External Supervisors should pay attention to the overall interests of depositors and the Bank when performing their duties.</p>	<p>Article 229³⁵ External Supervisors shall be entitled to the rights conferred to Supervisors, shall supervise the work of the Board and senior management officers, and carry out audit work <u>supervision and inspection activities</u> within their terms of reference according to the resolutions of the Board of Supervisors. External Supervisors should pay attention to the overall interests of depositors and the Bank <u>safeguard the legitimate rights and interests of minority shareholders and other stakeholders</u> when performing their duties.</p>	<p>Article 63 of the Corporate Governance Guidelines for Banking and Insurance Institutions, Article 22 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial)</p>
<p>Article 239 The Bank shall have a Board of Supervisors, which is the supervisory body of the Bank and shall supervise the work of Directors and senior management officers. The Board of Supervisors shall comprise 5 to 9 Supervisors, and the proportion of employee representative Supervisors and external Supervisors shall not be less than one third.</p> <p>There Board of Supervisors shall have one chairman. The chairman of the Board of Supervisors shall be elected by more than half of all the Supervisors.</p>	<p>Article 239⁴⁵ The Bank shall have a Board of Supervisors, which is the supervisory body of the Bank and shall supervise the work of Directors and senior management officers. The Board of Supervisors shall comprise 5 to 9 Supervisors, and the proportion of employee representative Supervisors and external Supervisors shall not be less than one third. The Board of <u>Supervisors shall comprise 6 Supervisors, including 1 shareholder Supervisor, 2 external Supervisors and 3 employee representative Supervisors.</u></p> <p>There Board of Supervisors shall have one chairman. The chairman of the Board of Supervisors shall be elected by more than half of all the Supervisors.</p>	<p>Article 67 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 240 The Board of Supervisors shall exercise the following functions and powers:</p> <p>.....</p> <p>In addition to the above-mentioned functions and powers, the Board of Supervisors should also pay attention to the following:</p> <p>.....</p>	<p>Article 240⁶ The Board of Supervisors shall exercise the following functions and powers:</p> <p>.....</p> <p>In addition to the above-mentioned functions and powers, the Board of Supervisors should also pay attention to the following</p> <p>.....</p>	<p>Article 65 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>(VI) ensure the scientificity and rationality of the remuneration management systems and policies throughout the Bank and remuneration plans for senior management;</p> <p>.....</p>	<p>(VI) ensure the scientificity and rationality<u>implementation</u> of the remuneration management systems and policies throughout the Bank and <u>the scientificity and rationality of</u> remuneration plans for senior management;</p> <p>.....</p>	
<p>Article 250 Supervisors shall attend meetings of the Board of Supervisors in person. If any Supervisor cannot attend the meeting for any reason, he may appoint in writing another Supervisor of the same class to act on his behalf. However, one Supervisor shall not accept appointment by more than two Supervisors at a meeting of the Board of Supervisors.</p> <p>The power of attorney shall specify the name of the proxy, the matters delegated, and the scope and term of authorization, and shall bear the signature or seal of the principal. The proxy Supervisor attending the meeting shall exercise rights as granted by the principal.</p> <p>If a Supervisor fails to attend a meeting of the Board of Supervisors in person or by proxy, the said Supervisor shall be deemed as having waived his right to vote at the meeting. If any Supervisor fails to attend meetings of the Board of Supervisors in person or by proxy for two consecutive times, or attends less than two thirds of such meetings in person, the said Supervisor shall be deemed incapable of performing his duties. The Board of Supervisors shall propose to the shareholders' general meeting or employee representative meeting to remove such Supervisor.</p> <p>Each shareholder Supervisor and external Supervisor shall work in the</p>	<p>Article 250<u>6 Supervisors shall attend at least two-thirds of the Board of Supervisors' on-site meetings in person each year.</u> Supervisors shall attend meetings of the Board of Supervisors in person. If any Supervisor cannot attend the meeting for any reason, he may appoint in writing another Supervisor of the same class to act on his behalf. However, one Supervisor shall not accept appointment by more than two Supervisors at a meeting of the Board of Supervisors.</p> <p>The power of attorney shall specify the name of the proxy, the matters delegated, and the scope and term of authorization, and shall bear the signature or seal of the principal. The proxy Supervisor attending the meeting shall exercise rights as granted by the principal.</p> <p>If a Supervisor fails to attend a meeting of the Board of Supervisors in person or by proxy, the said Supervisor shall be deemed as having waived his right to vote at the meeting. If any Supervisor fails to attend meetings of the Board of Supervisors in person or by proxy for two consecutive times, or attends less than two thirds of such meetings in person, the said Supervisor shall be deemed incapable of performing his duties. The Board of Supervisors shall propose to the shareholders' general meeting or employee representative meeting to remove such Supervisor.</p>	<p>Article 64 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>Bank for not less than 15 workdays each year.</p> <p>The employee representative Supervisors shall accept the supervision by the employee representative meeting and employees' meeting or other democratic supervision and shall regularly report to the employee representative meeting.</p>	<p>Each shareholder Supervisor and external Supervisor shall work in the Bank for not less than 15 workdays each year.</p> <p>The employee representative Supervisors shall accept the supervision by the employee representative meeting and employees' meeting or other democratic supervision and shall regularly report to the employee representative meeting.</p>	
<p>Article 253 Whenever it is necessary, meetings of the Board of Supervisors may be convened through video, telephone, fax or email provided that the Supervisors can fully express their opinions. After voting by the said means, the voting results shall be mailed to the Board of Supervisors in written form within the time limit specified by the Board of Supervisors.</p>	<p>Article 2539 Whenever it is necessary, meetings of the Board of Supervisors may be convened through video, telephone, fax or email provided that the Supervisors can fully express their opinions. After voting by the said means, the voting results shall be mailed to the Board of Supervisors in written form within the time limit specified by the Board of Supervisors. <u>Resolutions of the Board of Supervisors may be voted by means of on-site meetings and written resolutions.</u></p>	<p>Article 70 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>Article 256 The Board of Supervisors shall file resolutions as minutes, which shall be signed by the attending Supervisors. Any Supervisor shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The minutes of meetings of the Board of Supervisors shall be kept as archives of the Bank for at least 10 years.</p>	<p>Article 25662 The Board of Supervisors shall file resolutions as minutes, which shall be signed by the attending Supervisors. Any Supervisor shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The minutes of meetings of the Board of Supervisors shall be kept permanently as archives of the Bank for at least 10 years.</p> <p><u>The Bank shall promptly submit the minutes and resolutions of meetings of the Board of Supervisors to the regulatory authority.</u></p>	<p>Article 71 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 280 The Bank shall establish an organization of the CPC in accordance with the Constitution of Communist Party of China, establish a working organ for the party, assign necessary staff for the said organization, include the said staff under unified management of the Bank, and include the working funds of the party organization in the Bank's budget, which shall be stated as the Bank's administrative expenses.</p>	<p>Article 2806 The Bank shall establish an organization of the CPCparty in accordance with the Constitution of Communist Party of China, establish a working organ for the party, assign necessary staff for the said organization, include the said staff under unified management of the Bank, and include the working funds of the party organization in the Bank's budget, which shall be stated as the Bank's administrative expenses.</p>	<p>Regulation of words and expressions</p>
<p>Article 281 Institutional setup of the party committee of the Bank: the Bank shall establish a party committee, which shall perform duties in accordance with the Constitution of Communist Party of China and other rules and regulations within the party. The party committee shall consist of 5 to 9 members (including 1 secretary and 1 deputy secretary) and several other members. Qualified party committee members may enter the Board, Board of Supervisors or senior management of the Bank according to legal procedures, and qualified party members in the Board, Board of Supervisors and senior management may enter the party committee</p>	<p>Article 2817 Institutional setup of the party committee of the Bank: the Bank shall establish a party committee, which shall perform duties in accordance with the Constitution of Communist Party of China and other rules and regulations within the party. The party committee shall consist of 5 to 9 members (including 1 secretary and 1 deputy secretary) and several other members. Qualified party committee members may enter the Board, Board of Supervisors or senior management of the Bank according to legal procedures, and qualified party members in the Board, Board of Supervisors and senior management may enter the party committee</p>	<p>Regulations on the Work of Grassroots Organizations of the State-owned Enterprises of the Communist Party of China (Trial) (《中國共產黨國有企業基層組織工作條例》(試行)), the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>according to relevant regulations and procedures. Party committee members who take seat in the Board, the Board of Supervisors or senior management should strictly implement the decisions of the party committee.</p> <p>.....</p>	<p>according to relevant regulations and procedures. Party committee members who take seat in the Board, the Board of Supervisors or senior management should strictly implement the decisions of the party committee.</p> <p><u>The party committee of the Bank shall establish the grassroots committee of the party at respective levels in accordance with the relevant requirements with a view to improve the party's organization at primary level.</u></p> <p>.....</p>	
<p>Article 283 The party committee of the Bank shall provide opinions & suggestions on major operational management issues of the Bank, e.g. development, reform and stability, and major issues concerning immediate interests of the employees. Meanwhile, in the principle of party administrating cadres and talents, the party committee of the Bank shall deliberate and propose opinions & suggestions on the senior management nominated by the Board or president of the Bank.</p>	<p>Article 2839 The party committee of the Bank shall provide opinions & suggestions on major operational management issues of the Bank, e.g. development, reform and stability, and major issues concerning immediate interests of the employees. <u>The Bank continues to improve the democratic management system under the leadership of the party committee based on the employee representative meeting. The Bank shall listen to the opinions of employee in respect of important decisions, and the major issues concerning the immediate interests of the employees must be submitted to the employee representative meeting or the employee meeting for consideration, ensuring that employee representatives participate in corporate governance in an orderly manner in accordance with the laws.</u> Meanwhile, in the principle of party administrating cadres and talents, the party committee of the Bank shall deliberate and propose opinions & suggestions on the senior management nominated by the Board or president of the Bank.</p>	<p>Article 13 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
<p>Article 292 The interim results or financial data announced or disclosed by the Bank shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the overseas listing place.</p>	<p>Article 2928 The interim results or financial data announced or disclosed by the Bank shall be prepared in accordance with the PRC accounting standards and regulations as well as <u>and can also be prepared in accordance with</u> the international accounting standards or the accounting standards of the overseas listing place.</p>	<p>Amended based on the actual conditions of the Bank</p>
<p>Article 330 With regard to the occurrence of the situation described in sub-paragraph (I) of Article 327 in the Articles of Association, the Bank may continue to exist by amending the Articles of Association.</p> <p>Amendment to the Articles of Association pursuant to the preceding paragraph shall be subject to approval by 2/3 of the voting rights held by the shareholders attending the general meeting.</p>	<p>Article 3306 With regard to the occurrence of the situation described in sub-paragraph (I) of Article 333327 in the Articles of Association, the Bank may continue to exist by amending the Articles of Association.</p> <p>Amendment to the Articles of Association pursuant to the preceding paragraph shall be subject to approval by 2/3 of the voting rights held by the shareholders attending the general meeting.</p>	<p>Amended based on the actual conditions of the Bank</p>
<p>Article 331 Where the Bank is required to be dissolved due to merger, division or other reasons stipulated by the Articles of Association, it shall apply to the banking regulatory authorities of the State Council with the reasons for dissolution, plans for repayment of principal and interest of deposits and other debt repayment plans, and shall be dissolved upon approval of the banking regulatory authorities of the State Council. A liquidation committee shall be set up according to law within 15 days of the Bank being dissolved pursuant to sub-paragraph (I), (II), (IV) and (V) of the preceding Article 327 of the Articles of Association. In the course of liquidation, which shall be subject to supervision by the banking regulatory authorities of the State Council, debts such as principal and interests of deposits shall be repaid in time in accordance with the repayment plan. The liquidation</p>	<p>Article 3317 Where the Bank is required to be dissolved due to merger, division or other reasons stipulated by the Articles of Association, it shall apply to the banking regulatory authorities of the State Council with the reasons for dissolution, plans for repayment of principal and interest of deposits and other debt repayment plans, and shall be dissolved upon approval of the banking regulatory authorities of the State Council. A liquidation committee shall be set up according to law within 15 days of the Bank being dissolved pursuant to sub-paragraph (I), (II), (IV) and (V) of the preceding Article 327333 of the Articles of Association. In the course of liquidation, which shall be subject to supervision by the banking regulatory authorities of the State Council, debts such as principal and interests of deposits shall be repaid in time in accordance with the repayment plan. The liquidation</p>	<p>Amended based on the actual conditions of the Bank</p>

Original Articles	Revised Articles	Revision Basis
<p>committee shall comprise members determined by the Directors or the shareholders' general meeting. If the Bank fails to set up the liquidation committee within the period, the creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p> <p>.....</p>	<p>committee shall comprise members determined by the Directors or the shareholders' general meeting. If the Bank fails to set up the liquidation committee within the period, the creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p> <p>.....</p>	
<p>Article 343 Definitions</p> <p>.....</p> <p>(VI) The specific criteria of “major” referred to in “major investment, major asset disposal plans, and major equity changes” in the Articles of Association shall be determined in accordance with the specific authorization granted by shareholders' general meeting of the Bank to the Board and that granted by the Board to the president.</p> <p>(VII) The banking regulatory authorities of the State Council refer to the China Banking and Insurance Regulatory Commission and its agencies.</p>	<p>Article 3439 Definitions</p> <p>.....</p> <p><u>(VI) The “on-site meeting” in the Articles of Association refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants; and “written resolution” refers to a meeting at which resolutions are made by means of separate delivery of deliberations or circulation of deliberations.</u></p> <p><u>(VII) The circumstances in which the “dysfunction of corporate governance mechanism” in the Articles of Association include, but are not limited to: the failure of the Board to be constituted for more than one consecutive year; the failure of the Board to make effective resolutions due to prolonged conflicts among the Directors of the Bank and the failure of the Board to resolve the matter through the shareholders' general meeting; the failure of the Bank to convene a general meeting for more than one consecutive year; failure to reach the proportion stipulated by the law or the Articles of Association for the voting by the shareholders' general meeting, and failure to make an effective resolution at a</u></p>	<p>Article 114 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Original Articles	Revised Articles	Revision Basis
	<p><u>shareholders’ general meeting for more than one consecutive year; a proposal for a capital increase due to insufficient capital adequacy or solvency cannot be passed; the existing governance mechanism of the Bank cannot function properly resulting in serious difficulties in the operation and management of the Bank; and other circumstances as determined by the regulatory authorities.</u></p> <p>(VIIII) The specific criteria of “major” referred to in “major investment, major asset disposal plans, and major equity changes” in the Articles of Association shall be determined in accordance with the specific authorization granted by shareholders’ general meeting of the Bank to the Board and that granted by the Board to the president.</p> <p>(VIII) The banking regulatory authorities of the State Council refer to the China Banking and Insurance Regulatory Commission and its agencies.</p>	