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

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Bank of 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)

**PROPOSED NON-PUBLIC ISSUANCE OF DOMESTIC SHARES AND
H SHARES UNDER SPECIFIC MANDATE
PROPOSED CHANGE OF REGISTERED CAPITAL OF THE BANK
PROPOSED FORMULATION OF THE ARTICLES OF ASSOCIATION WHICH
WILL BE APPLICABLE AND EFFECTIVE UPON THE COMPLETION OF
THE ISSUANCE
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
OF THE BANK
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR
THE SHAREHOLDERS' GENERAL MEETING OF THE BANK
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR
THE BOARD OF DIRECTORS OF THE BANK
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR
THE BOARD OF SUPERVISORS OF THE BANK
PROPOSED AMENDMENTS TO THE EQUITY MANAGEMENT MEASURES
OF THE BANK
PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR
SHAREHOLDER EVALUATION OF THE BANK
NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING AND
NOTICE OF THE 2023 FIRST H SHAREHOLDERS CLASS MEETING**

The Letter from the Board is set out on pages 4 to 30 of this circular.

The EGM will be held at 10:00 a.m. on Tuesday, 7 February 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC, the 2023 First Domestic Shareholders Class Meeting will be held at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC on the same day immediately after the conclusion of the EGM, and the 2023 First H Shareholders Class Meeting will be held at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC on the same day immediately after the conclusion of the 2023 First Domestic Shareholders Class Meeting. The notice of the EGM and the notice of the 2023 First H Shareholders Class Meeting are set out on pages 129 to 137 of this circular and were despatched on 16 January 2023.

Whether or not you intend to attend and/or vote at the EGM and/or the 2023 First H Shareholders Class Meeting in person, you are required to complete the form(s) of proxy in accordance with the instructions printed on the Proxy Form for the EGM and the Proxy Form for the 2023 First H Shareholders Class Meeting and deliver the proxy form(s) to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (for the H Shareholders) or the office of the Board of Directors of the Bank (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the EGM and/or the 2023 First H Shareholders Class Meeting or not less than 24 hours before the scheduled time for the holding of any adjournment thereof. Completion and return of the Proxy Form for the EGM and the Proxy Form for the 2023 First H Shareholders Class Meeting will not preclude you from attending in person or voting at the EGM and/or the 2023 First H Shareholders Class Meeting or any adjournment thereof should you so wish.

16 January 2023

* 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.

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DEFINITIONS

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

“Administrative Measures for Shareholder Evaluation”	the Administrative Measures for Shareholder Evaluation of Bank of Jiujiang Co., Ltd.*, as amended, supplemented or otherwise amended from time to time
“Articles of Association”	the articles of association of the Bank, which may be amended, supplemented or otherwise modified from time to time
“Bank”	Bank of Jiujiang Co., Ltd.* (九江銀行股份有限公司*), a joint stock company incorporated on 17 November 2000 in Jiangxi Province, China with limited liability in accordance with PRC laws and regulations and, if the context requires, includes its predecessors, subsidiaries, branches and sub-branches
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會), and, if the context requires, includes its predecessor, China Banking Regulatory Commission (中國銀行業監督管理委員會)
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region
“Class Meetings”	The 2023 First Class Meeting for Domestic Shareholders and the 2023 First Class Meeting for H Shareholders of the Bank to be held immediately following the conclusion of the EGM, on Tuesday, 7 February 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the Ordinary Share(s) issued by the Bank in the PRC with a par value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares

DEFINITIONS

“EGM”	the 2023 first extraordinary general meeting of the Bank to be held at 10:00 a.m. on Tuesday, 7 February 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC
“Equity Management Measures”	the Equity Management Measures of Bank of Jiujiang Co., Ltd.*, as amended, supplemented or otherwise amended from time to time
“H Share(s)”	overseas listed foreign Ordinary Share(s) of par value RMB1.00 each in the share capital of the Bank, which are listed on the Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of the H Share
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“independent Director(s)” or “independent non-executive Director(s)”	the independent director(s) under the Articles of Association and the independent non-executive director(s) under the Listing Rules
“Issuance”	the Issuance of Domestic Shares and the Issuance of H Shares
“Issuance of Domestic Share(s)”	the proposed non-public issuance by the Bank of not more than 365,000,000 Domestic Shares (inclusive) to eligible subscribers through the Specific Mandate
“Issuance of H Share(s)”	the proposed non-public issuance by the Bank of not more than 75,000,000 H Shares (inclusive) to eligible subscribers through the Specific Mandate.
“Latest Practicable Date”	10 January 2023, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, which may be amended, supplemented or otherwise modified from time to time
“Ordinary Share(s)” or “Share(s)”	ordinary shares of par value of RMB1.00 each in the Bank’s share capital, including Domestic Shares and H Shares
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Rules of Procedure for the Board of Directors”	the Rules of Procedure for the Board of Directors of Bank of Jiujiang Co., Ltd.*, as amended, supplemented or otherwise amended from time to time
“Rules of Procedure for the Board of Supervisors”	the Rules of Procedure for the Board of Supervisors of Bank of Jiujiang Co., Ltd.*, as amended, supplemented or otherwise amended from time to time
“Rules of Procedure for the Shareholders’ General Meeting”	the Rules of Procedure for the Shareholders’ General Meeting of Bank of Jiujiang Co., Ltd.*, as amended, supplemented or otherwise amended from time to time
“Shareholder(s)”	holder(s) of the Ordinary Shares
“Specific Mandate”	a specific mandate for the Issuance to be granted by the Shareholders at the EGM and the Class Meetings
“Supervisor(s)”	the supervisor(s) of the Bank
“2023 First Domestic Shareholders Class Meeting”	the 2023 first domestic Shareholders class meeting of the Bank to be held immediately following the conclusion of the EGM on Tuesday, 7 February 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC
“2023 First H Shareholders Class Meeting”	the 2023 First H Shareholders Class Meeting of the Bank to be held immediately following the conclusion of the EGM and the 2023 First Domestic Shareholders Class Meeting on Tuesday, 7 February 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC
“%”	percent

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

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. PAN Ming (*Vice Chairman*)
Mr. YUAN Delei

Non-executive Directors:

Mr. ZENG Huasheng
Mr. SHI Zhishan
Mr. LI Jianbao

Independent non-executive Directors:

Mr. CHUA Alvin Cheng-Hock
Ms. GAO Yuhui
Mr. QUAN Ze
Mr. YANG Tao

Registered office in the PRC:

Bank of Jiujiang Mansion
No. 619 Changhong Avenue
Lianxi District, Jiujiang
Jiangxi Province, the PRC

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

To the Shareholders,

**PROPOSED NON-PUBLIC ISSUANCE OF DOMESTIC SHARES AND
H SHARES UNDER SPECIFIC MANDATE
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PROPOSED AMENDMENTS TO THE EQUITY MANAGEMENT MEASURES
OF THE BANK
PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR
SHAREHOLDER EVALUATION OF THE BANK**

LETTER FROM THE BOARD

I. INTRODUCTION

The EGM of the Bank will be held at 10:00 a.m. on Tuesday, 7 February 2023. Nine special resolutions and two ordinary resolutions will be put forward at the EGM for the Shareholders to consider and approve, as appropriate:

SPECIAL RESOLUTIONS

1. To consider and approve the following matters in the proposal in relation to the proposed non-public issuance of Domestic Shares under Specific Mandate on an itemised basis:
 - 1.1 Type and par value of Shares to be issued;
 - 1.2 Number of Shares to be issued;
 - 1.3 Target places;
 - 1.4 Method of pricing;
 - 1.5 Method of issuance;
 - 1.6 Timing of issuance;
 - 1.7 Lock-up arrangement;
 - 1.8 Use of proceeds;
 - 1.9 Distribution of accumulated undistributed profit;
 - 1.10 Validity period of the plan;
2. To consider and approve the following matters in the proposal in relation to the proposed non-public issuance of H Shares under Specific Mandate on an itemised basis:
 - 2.1 Type and par value of Shares to be issued;
 - 2.2 Number of Shares to be issued;
 - 2.3 Target places;
 - 2.4 Method of pricing;
 - 2.5 Method of issuance;
 - 2.6 Timing of issuance;

LETTER FROM THE BOARD

- 2.7 Use of proceeds;
- 2.8 Distribution of accumulated undistributed profit;
- 2.9 Validity period of the plan;
- 2.10 Listing arrangement;
- 3. To consider and approve the proposal in relation to grant of authority to the Board and its authorised persons to handle matters in relation to the Issuance;
- 4. To consider and approve the proposal in relation to the proposed change of the registered capital of the Bank upon completion of the Issuance;
- 5. To consider and approve the proposal in relation to the proposed formulation of the Articles of Association which will be applicable and effective upon the completion of the Issuance;
- 6. To consider and approve the proposal in relation to the amendments to the Articles of Association of the Bank;
- 7. To consider and approve the proposal in relation to the amendments to the Rules of Procedures for the Shareholders' General Meeting of the Bank;
- 8. To consider and approve the proposal in relation to the amendments to the Rules of Procedures for the Board of Directors of the Bank;
- 9. To consider and approve the proposal in relation to the amendments to the Rules of Procedures for the Board of Supervisors of the Bank;

ORDINARY RESOLUTIONS

- 10. To consider and approve the proposal in relation to the amendments to the Equity Management Measures of the Bank;
- 11. To consider and approve the proposal in relation to the amendments to the Administrative Measures for Shareholder Evaluation of the Bank.

In addition, the Class Meetings of the Bank will be held on Tuesday, 7 February 2023 immediately following the conclusion of the EGM. Three special resolutions will be put forward at the Class Meetings for the Shareholders to consider and approve, as appropriate:

- 1. To consider and approve the following matters in the proposal in relation to the proposed non-public issuance of Domestic Shares under Specific Mandate on an itemised basis:
 - 1.1 Type and par value of Shares to be issued;

LETTER FROM THE BOARD

- 1.2 Number of Shares to be issued;
 - 1.3 Target places;
 - 1.4 Method of pricing;
 - 1.5 Method of issuance;
 - 1.6 Timing of issuance;
 - 1.7 Lock-up arrangement;
 - 1.8 Use of proceeds;
 - 1.9 Distribution of accumulated undistributed profit;
 - 1.10 Validity period of the plan;
2. To consider and approve the following matters in the proposal in relation to the proposed non-public issuance of H Shares under Specific Mandate on an itemised basis:
- 2.1 Type and par value of Shares to be issued;
 - 2.2 Number of Shares to be issued;
 - 2.3 Target places;
 - 2.4 Method of pricing;
 - 2.5 Method of issuance;
 - 2.6 Timing of issuance;
 - 2.7 Use of proceeds;
 - 2.8 Distribution of accumulated undistributed profit;
 - 2.9 Validity period of the plan;
 - 2.10 Listing arrangement;
3. To consider and approve the proposal in relation to grant of authority to the Board and its authorised persons to handle matters in relation to the Issuance.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with details of the aforementioned proposals to be considered at the EGM and the Class Meetings. The notice of the EGM and the notice of the 2023 First H Shareholders Class Meeting are set out on pages 129 to 137 of this circular and were despatched on 16 January 2023.

II. PROPOSED MATTERS FOR THE EGM AND THE CLASS MEETINGS

1. THE ISSUANCE

Reference is made to the announcement of the Bank dated 12 December 2022 in relation to, among other things, the Issuance.

On 12 December 2022, the Board resolved to propose the issuance of not more than 365,000,000 Domestic Shares (inclusive) and not more than 75,000,000 H Shares (inclusive) to eligible subscribers, so as to replenish core tier-one capital, enhance the Bank's resilience to risks, and optimize its equity structure. The net proceeds raised from the Issuance after deducting related issuance costs will be entirely used to replenish the core tier-one capital of the Bank.

The Issuance will be made under the Specific Mandate. Pursuant to the Articles of Association and Rule 19A.38 of the Listing Rules, the Bank will convene the EGM and Class Meetings to seek approval from the Shareholders in relation to the granting of the Specific Mandate to conduct the Issuance.

1.1 THE ISSUANCE OF DOMESTIC SHARES

On 12 December 2022, the Board approved the proposal on the proposed non-public Issuance of Domestic Shares and proposed to seek approval from Shareholders in relation to the granting of Specific Mandate at the EGM and the Class Meetings, to approve and authorise the Board to issue no more than 365,000,000 Domestic Shares (inclusive) to eligible subscribers. The details of the Issuance of Domestic Shares are set out below:

Type and par value of Shares to be issued	:	The type of Shares to be issued under the Issuance is ordinary Domestic Shares to be subscribed for in RMB by domestic investors, with par value of RMB1.00 each.
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LETTER FROM THE BOARD

Number of Shares to be issued : The aggregate number of Shares to be issued under the Issuance of Domestic Shares will not exceed 365,000,000 shares (inclusive), accounting for about 18.25%⁽¹⁾ of the number of Domestic Shares issued by the Bank before the completion of the Issuance of the Domestic Shares. The actual number of Shares to be issued is to be determined by relevant regulatory authorities⁽²⁾.

Notes:

- (1) The number of Shares to be issued under the Issuance of Domestic Shares represents approximately 15.16% of the total number of Shares issued by the Bank before the completion of the Issuance.
- (2) The relevant regulatory authorities include China banking and insurance regulatory authorities and the CSRC, which are subject to the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of the Domestic Shares.

Target placees : The target placees of the Issuance of Domestic Shares consist of not more than 35 qualified domestic institutional investors⁽¹⁾. The Board will be authorised to determine the specific placees and the number of Shares to be subscribed for by them after discussions with the placees and regulatory authorities. The actual placee(s) and the number of Shares subscribed for by them will be subject to the determination by relevant regulatory authorities⁽²⁾.

There is no pre-emptive arrangement for the Issuance of the Domestic Shares.

Method of pricing : The issue price for the Issuance of Domestic Shares will be determined with reference to market practice, provisions of relevant laws, regulations and normative documents and regulatory requirements⁽³⁾, the capital market condition and the price of the Bank's H Shares, fully considering factors such as interest of the Shareholders, acceptability of the investors and issuance risk.

Notes:

- (1) As at the Latest Practicable Date, the Bank has not yet determined any potential placee under the Issuance of the Domestic Shares. In the event that any connected person(s) of the Bank participate(s) in the Issuance of the Domestic Shares, the Bank will perform corresponding approval procedures of connected transactions in strict compliance with the requirements for connected transactions under Chapter 14A of the Listing Rules.

LETTER FROM THE BOARD

- (2) Subject to the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of the Domestic Shares, China banking and insurance regulatory authorities and the CSRC will examine and approve the Domestic Share Issuance plan as a whole under the Implementing Measures on Administrative Licensing Items on Chinese-Funded Commercial Banks (《中資商業銀行行政許可事項實施辦法》), the Measures for the Supervision and Administration of Unlisted Public Companies (《非上市公眾公司監督管理辦法》) and other applicable laws and regulations and regulatory requirements.
- (3) Relevant laws, regulations and normative documents include but not limited to the Company Law and the Interim Measures for Supervision and Administration of State-owned Assets Appraisal of Financial Enterprises (《金融企業國有資產評估監督管理暫行辦法》).

The applicable exchange rate of the final issue price will be the central parity rate of Hong Kong dollars to Renminbi as announced by the China Foreign Exchange Trade System under the authorisation of the People's Bank of China on the date when the issue price of the Issuance of Domestic Shares is determined. Given that the Bank will also conduct the Issuance of H Shares, if the Issuance of Domestic Shares will be completed simultaneously with the Issuance of H Shares, the issue price of the Domestic Shares shall be the same as the issue price of the H Shares after adjustment as per the applicable exchange rate.

- Method of issuance : The Issuance of Domestic Shares will be conducted by way of non-public issuance of Domestic Shares to not more than 35 selected places under Specific Mandate.
- Timing of issuance : The Board of Directors of the Bank shall select an appropriate occasion and issuance window to complete the Issuance of Domestic Shares according to market conditions after obtaining the approval of relevant resolution regarding the Issuance of Domestic Shares from the Shareholders of the Bank and the approval of the relevant regulatory authorities (including but not limited to the CSRC and China banking and insurance regulatory authorities) under the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of the Domestic Shares and within the validity period of the Domestic Shares Issuance plan approved by the Shareholders at the EGM and the Class Meetings. Given that the Bank will also proceed with the Issuance of H Shares, the Issuance of Domestic Shares will be completed simultaneously with or not earlier than the Issuance of H Shares, and will not proceed in the event that the Issuance of H Shares is not completed.

LETTER FROM THE BOARD

Lock-up arrangement : New Domestic Shares to be issued and held by investors participating in the Issuance of Domestic Shares shall be transferred in accordance with the Company Law, the Implementing Measures on Administrative Licensing Items on Chinese-Funded Commercial Banks (《中資商業銀行行政許可事項實施辦法》), the Interim Measures on the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), the Articles of Association and other relevant rules. In particular, any subscriber who is deemed to be a substantial Shareholder of the Bank upon completion of the Issuance of Domestic Shares shall not transfer their newly-subscribed Shares within 5 years from the date on which the Shares are issued and allotted to them. Substantial Shareholders mean Shareholders who hold or control 5% or above Shares or voting right of the Bank, or who hold less than 5% of total capital or total shares but have significant influence on the operation and management of the Bank. The aforementioned “significant influence” includes but not limited to the designation of Director(s), Supervisor(s) or senior management to the Bank, exerting influence on the Bank’s financial, operational and management decisions by way of agreement or through other means, and other circumstances as identified by the CBIRC or its local offices.

Saved for the above, there are no other lock-up arrangements on the Issuance of Domestic Shares.

Use of proceeds : The net proceeds raised from the Issuance of Domestic Shares after deducting related Issuance costs will be entirely used to replenish core tier-one capital of the Bank.

Distribution of accumulated undistributed profit : The Bank will distribute the profit according to the resolution passed at relevant general meetings before the completion of the Issuance of Domestic Shares. The accumulated undistributed profit accrued before the completion of the Issuance of Domestic Shares will be shared by existing and new Shareholders upon the Issuance of Domestic Shares in proportion to their respective shareholdings.

LETTER FROM THE BOARD

Validity period of the plan : The Issuance of Domestic Shares plan shall remain valid for 12 months from the date on which resolutions are considered and approved at the EGM and the Class Meetings. The Board may propose to the general meetings for consideration and, if thought fit, approval of the extension of the validity period of the Issuance of Domestic Shares plan depending on the circumstances.

The relevant proposals on the Issuance of Domestic Shares shall be considered and approved on an itemised basis by special resolutions at the EGM and the Class Meetings, and shall be implemented under the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of the Domestic Shares and subject to the approval of the relevant regulatory authorities such as the CSRC and China banking and insurance regulatory authorities, and ultimately subject to the plan approved by competent regulatory authorities⁽¹⁾.

1.2 THE ISSUANCE OF H SHARES

On 12 December 2022, the Board approved the proposal on the proposed non-public Issuance of H Shares and proposed to seek approval from Shareholders in relation to the granting of Specific Mandate at the EGM and the Class Meetings, to approve and authorise the Board to issue no more than 75,000,000 H Shares (inclusive) to eligible subscribers. The details of the Issuance of H Shares are set out below:

Type and par value of Shares to be issued : The type of Shares to be issued under the Issuance is ordinary H Shares, with par value of RMB1.00 each.

Note:

- (1) The competent regulatory authorities include China banking and insurance regulatory authorities and the CSRC, which are subject to the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of the Domestic Shares.

LETTER FROM THE BOARD

Number of Shares to be issued : The aggregate number of Shares to be issued under the Issuance of H Shares will not exceed 75,000,000 shares (inclusive), accounting for about 18.41%⁽¹⁾ of the number of H Shares issued by the Bank before the completion of the Issuance of H Shares. The actual issue number is to be determined with reference to the approval of the Issuance plan by relevant regulatory authorities⁽²⁾, market conditions and the actual situation of the Bank.

In addition, as the Bank will also conduct Issuance of Domestic Shares, the actual number of H Shares to be issued by the Bank will be determined with reference to the actual number of Domestic Shares to be issued, so as to maintain the minimum public float imposed by the Hong Kong Stock Exchange on the Bank upon completion of the Issuance of H Shares and Domestic Shares.

Target placees : The target placees of the Issuance of H Shares shall be eligible to subscribe for H Shares of the Bank, and consist of not more than ten (inclusive) eligible investors (except as restricted by laws) who are independent of the Bank and its connected persons. The selection of placees is subject to market conditions and the actual conditions of the Bank.

Notes:

- (1) The number of Shares to be issued under the Issuance of H Shares represents approximately 3.12% of the total number of Shares issued by the Bank before the completion of the Issuance.
- (2) The relevant regulatory authorities include China banking and insurance regulatory authorities and the CSRC, which are subject to the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of the H Shares.

LETTER FROM THE BOARD

Method of pricing : The issue price for the Issuance of H Shares will be determined with reference to international market practice, provisions of relevant laws, regulations and normative documents and regulatory requirements⁽¹⁾, taking into account factors such as the capital market conditions and the pricing of the Issuance of Domestic Shares, under the premise of considering interest of the Shareholders, acceptability of the investors and issuance risk. The issue price of the Issuance of H Shares shall not be less than the benchmark price (inclusive). The above benchmark price refers to the higher of the prices below:

Note:

(1) Relevant laws, regulations and normative documents include but not limited to the Company Law and the Interim Measures for Supervision and Administration of State-owned Assets Appraisal of Financial Enterprises (《金融企業國有資產評估監督管理暫行辦法》).

1. the closing price as of the date of execution of the H Shares placing agreement and/or subscription agreement;
2. the average closing price for the five trading days preceding the earliest of the following three dates:
 - (1) the date when the H Shares placing transaction or arrangement is announced;
 - (2) the date of execution of the H Shares placing agreement and/or subscription agreement;
 - (3) the price determination date of the placement or subscription of H Shares.

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The applicable exchange rate of the final issue price will be the central parity rate of Hong Kong dollar to Renminbi as announced by the China Foreign Exchange Trade System under the authorisation of the People's Bank of China on the date when the issue price for the Issuance of H Shares is determined. Given that the Bank will also conduct the Issuance of Domestic Shares, if the Issuance of H Shares will be completed simultaneously with the Issuance of Domestic Shares, the issue price of the H Shares shall be the same as the issue price of the Domestic Shares after adjustment as per the applicable exchange rate.

- Method of issuance : The Issuance of H Shares will be conducted by way of non-public issuance of H Shares to not more than ten (inclusive) selected placees under Specific Mandate.
- Timing of issuance : The Board of Directors of the Bank shall select an appropriate occasion and issuance window to complete the Issuance of H Shares according to market conditions after obtaining the approval of the Issuance of H Shares from the Shareholders and the approval of the relevant regulatory authorities under the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of the H Shares (including but not limited to the CSRC and China banking and insurance regulatory authorities) and within the validity period of the H Shares Issuance plan approved by the Shareholders at the EGM and the Class Meetings. Given that the Bank will also proceed with the Issuance of Domestic Shares, the Issuance of H Shares will be completed simultaneously with or earlier than the Issuance of Domestic Shares, and the Issuance of Domestic Shares will not proceed in the event that the Issuance of H Shares is not completed.
- Use of proceeds : The net proceeds raised from the Issuance of H Shares after deducting relevant issuance costs will be entirely used to replenish core tier-one capital of the Bank.

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- Distribution of accumulated undistributed profit : The Bank will distribute the profit according to the resolution passed at relevant general meetings before the completion of the Issuance of H Shares. The accumulated undistributed profit accrued before the completion of the Issuance of H Shares will be shared by existing and new Shareholders upon completion of the Issuance of H Shares in proportion to their respective shareholdings.
- Validity period of the plan : The Issuance of H Shares plan shall remain valid for 12 months from the date on which resolutions are considered and approved at the EGM and the Class Meetings. The Board may propose to the general meetings for consideration and, if thought fit, approval of the extension of the validity period for the Issuance of H Shares plan depending on the actual circumstances.
- Listing arrangement : Application to the Hong Kong Stock Exchange will be made by the Bank for the listing and permission to deal in the new H Shares issued in the Issuance of H Shares on the Main Board of the Hong Kong Stock Exchange.

The relevant proposals on the Issuance of H Shares shall be considered and approved on an itemised basis by special resolutions at the EGM and the Class Meetings, and shall be implemented under the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of the H Shares and subject to the approval of the relevant regulatory authorities such as the CSRC and China's banking and insurance regulatory authorities, and ultimately subject to the plan approved by competent regulatory authorities⁽¹⁾.

Note:

- (1) The competent regulatory authorities include China banking and insurance regulatory authorities and the CSRC, which are subject to the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of H Shares.

1.3 PRICING PRINCIPLE OF THE ISSUANCE

Please refer to the sections headed "1.1 The Issuance of Domestic Shares" and "1.2 The Issuance of H Shares" in "1. The Issuance" of this circular for details of the pricing method of the Issuance.

The Bank will consider the following factors when determining the price of the Issuance: (i) the operation and financial conditions of the Bank; (ii) the prevailing market situation; For reference only, the closing price of H Shares on 12 December 2022, the date on which the Board approved the Issuance, was HK\$9.79, the average of the closing prices of H

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Shares during the five trading days immediately prior to 12 December 2022 was HK\$9.79, and the average of the closing prices of H Shares during the five trading days immediately prior to the Latest Practicable Date was HK\$9.418. (iii) the market demand for H Shares. (iv) the legal requirements under the applicable laws and regulations (including, but not limited to, the Company Law); Pursuant to the relevant provisions of the Company Law, the issue price of the Shares under the Issuance shall not be less than the par value of the Shares of RMB1.00 each. Accordingly, the minimum issue price under the Issuance is RMB1.00 per share. As of 31 December 2021, the Bank's audited net asset value per share is RMB11.50. (v) the issue price of the Issuance of Domestic Shares shall not be less than the issue price of the Issuance of H Shares; if the Issuance of H Shares is completed simultaneously with the Issuance of Domestic Shares, the issue price of the H Shares shall be the same as the issue price of the Domestic Shares after adjustment as per the applicable exchange rate. As at the Latest Practicable Date, the indicative range for the issue price of the Domestic Shares and the H Shares had not yet been determined. The Bank will make timely disclosure in accordance with the Listing Rules in determining the issue price of the Issuance.

In addition, according to Rule 7.27B of the Listing Rules, the Bank may not undertake the Issuance under Specific Mandate that would result in a theoretical dilution effect of 25% or more, unless the Hong Kong Stock Exchange found that there are exceptional circumstances.

1.4 CONDITIONS FOR THE ISSUANCE

Pursuant to the Company Law, the Measures for the Implementation of Administrative Licensing Matters Concerning Chinese-Funded Commercial Banks (《中資商業銀行行政許可事項實施辦法》) issued by the CBIRC, the Special Provisions of the State Council on Overseas Share Raising and Listing of Joint Stock Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council, and the Measures for the Supervision and Administration of Unlisted Public Companies (《非上市公眾公司監督管理辦法》) issued by the CSRC, the Listing Rules and the Articles of Association, as at the Latest Practicable Date:

- (1) completion of the Issuance of Domestic Shares is still subject to the fulfillment of the conditions specified below:
 - (i) obtaining the approvals of the EGM and the Class Meetings;
 - (ii) obtaining the approvals from the regulatory authorities, including China banking and insurance regulatory authorities and the CSRC, subject to the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of the Domestic Shares;
 - (iii) completion of the Issuance of H Shares; and
 - (iv) entering into the subscription agreement(s) between the Bank and the investors and such subscription agreement(s) not being terminated in accordance with the terms therein.

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- (2) completion of the Issuance of H Shares is still subject to the fulfillment of the conditions specified below:
- (i) obtaining the approvals at the EGM and the Class Meetings;
 - (ii) obtaining the approvals from the regulatory authorities, including China banking and insurance regulatory authorities and the CSRC, subject to the PRC laws and regulations and regulatory requirements in force at the time of the Issuance of the H Shares;
 - (iii) entering into the subscription and/or placing agreement(s) between the Bank and the investors and/or the placing agent(s) and such subscription agreement(s)/placing agreement(s) not being terminated in accordance with the terms therein; and
 - (iv) the Listing Committee of the Hong Kong Stock Exchange having granted the permission to list and deal in all of the new H Shares, to be issued and placed pursuant to the Issuance of H Shares.

1.5 REASONS FOR THE ISSUANCE

In recent years, domestic and foreign regulatory authorities have continuously enhanced the supervision requirements for banks' capital, and the demands for bank's capital will be further increased. Meanwhile, the Bank's asset scale has grown steadily and rapidly in recent years. It is expected that the business scale of the Bank will continue to maintain a steady growth trend in the next few years. The Bank is required to maintain sufficient capital to support the stable development of its business and asset scale. In addition, the Bank is required to reserve a certain proportion of risk buffer capital on premise of constantly satisfying the minimum requirements on capital adequacy of the regulatory authorities to further enhance the ability to resist risks and respond to the uncertainties of future macroeconomic development.

As noted from the table below, while the core tier-one capital adequacy ratio, tier-one capital adequacy ratio and capital adequacy ratio (collectively, the “**Capital Adequacy Ratio Indicators**”) of the Bank, which constantly meet the regulatory requirements in the PRC, are still in a relatively low level compared with its peers in the banking industry. After deducting relevant Issuance fees, the net proceeds raised from the Issuance will be entirely used to replenish the core tier-one capital of the Bank, and the Bank's core capital, tier-one capital and net capital could be replenished.

	Regulatory requirements ⁽¹⁾	As at 31 December			As at 30
		2019	2020	2021	June 2022
Core tier-one capital adequacy ratio (%)	≥7.5	8.97	9.02	8.28	8.00
Tier-one capital adequacy ratio (%)	≥8.5	8.97	9.02	11.08	10.69
Capital adequacy ratio (%)	≥10.5	11.64	10.71	13.21	12.73

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Note:

- (1) The minimum capital adequacy requirements as set out in the Administrative Measures for the Capital of Commercial Banks (Provisional) (《商業銀行資本管理辦法(試行)》) (China Banking Regulatory Commission Order [2012] No.1).

The Board believes that the proceeds raised from the Issuance will help to increase the Bank's capital base so as to further enhance its Capital Adequacy Ratio Indicators to ensure the Bank's continuing compliance with the regulatory requirements, effectively support the sustainable development of the operation of the Bank in the future, practically improve the Bank's ability to serve the real economy and further enhance the safety margin of the capital adequacy ratio of the Bank at all levels, improve the Bank's ability to resist risks and thus lay a stronger foundation to support its future business growth and sustainable development of the Bank.

1.6 RANKING OF THE NEW SHARES

The new Domestic Shares and H Shares of the Bank to be issued and placed under the Issuance will rank, upon issuance and placement, *pari passu* in all respects with the Domestic Shares and H Shares of the Bank in issue.

1.7 FUND-RAISING ACTIVITIES OF THE BANK IN THE PAST TWELVE MONTHS

The 2020 annual general meeting, the 2021 First Domestic Shareholders Class Meeting and the 2021 First H Shareholders Class Meeting held on 25 June 2021 by the Bank considered and approved the replenishment of other tier-one capital⁽¹⁾ through a convertible negotiated deposit. The amount under the convertible negotiated deposit shall not exceed RMB2 billion and shall be all used to replenish the other tier-one capital. The conversion of convertible negotiated deposit into Ordinary Shares of the Bank shall satisfy the following conditions at the same time: (1) the core tier-one capital adequacy ratio of the Bank is lower than 5.125%; and (2) the class and number of the converted Ordinary Shares and the shareholding structure of the Bank after the conversion shall satisfy the particular requirement of the Hong Kong Stock Exchange for the Minimum Public Float, otherwise the conversion shall be terminated. If the above conditions are met, all or part of the convertible negotiated deposit placed in the Bank by Jiujiang Finance Bureau will be converted into the Shares of the Bank and will be held by the qualified and municipal level state-owned enterprises under Jiujiang SASAC. On 7 September 2021, the Bank and Jiujiang Finance Bureau entered into an agreement on replenishing the "convertible negotiated deposit" of small and medium-sized banks' capital with the special bonds. Pursuant to the agreement, the convertible negotiated deposit can be converted to a maximum of 220,264,317 H Shares, provided that the conditions for conversion are satisfied. As at the Latest Practicable Date, the Bank has received the deposit of RMB2 billion from Jiujiang Finance Bureau through a convertible negotiated deposit, which has not been converted into the Shares of the Bank. It is expected that, prior to the completion of the Issuance, the convertible negotiated deposit placed in the Bank by Jiujiang Finance Bureau will not be converted into the Shares of the Bank.

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In addition, the Directors confirm that the Bank has not conducted any fund-raising activities in relation to the issuance of its equity securities within the 12 months immediately preceding the Latest Practicable Date.

Note:

- (1) Other tier-one capital is defined in the Administrative Measures for the Capital of Commercial Banks (Provisional) (《商業銀行資本管理辦法(試行)》) (China Banking Regulatory Commission Order [2012] No.1).

1.8 EFFECT OF THE ISSUANCE ON THE SHAREHOLDING STRUCTURE OF THE BANK

As at the Latest Practicable Date, the number of the total issued Ordinary Shares of the Bank is 2,407,367,200 shares, including 2,000,000,000 Domestic Shares and 407,367,200 H Shares. The 75,000,000 H Shares (inclusive) to be issued under the Issuance of H Shares account for 18.41% of the total number of the issued H Shares of the Bank, and the 365,000,000 Domestic Shares (inclusive) to be issued under the Issuance of Domestic Shares account for 18.25% of the total number of issued Domestic Shares of the Bank.

Assuming that there are no other changes to the total issued share capital of the Bank other than the Issuance from the Latest Practicable Date to the date of the completion of the Issuance, the shareholding structure of the Bank (1) as at the Latest Practicable Date; (2) immediately after the completion of the Issuance of H Shares (assuming the number of H Shares to be issued is 75,000,000 shares, and the Issuance of Domestic Shares is not completed); (3) immediately after the completion of the Issuance (assuming the number of Domestic Shares to be issued is 365,000,000 shares and the number of H Shares to be issued is 75,000,000 shares) is set out as below:

	As at the Latest Practicable Date		Immediately after the completion of the Issuance of H Shares (assuming 75,000,000 H Shares are issued)		Immediately after the completion of the Issuance (assuming 365,000,000 Domestic Shares and 75,000,000 H Shares are issued)	
	Number of Shares	Approximate percentage of total issued shares of the Bank ⁽¹⁾	Number of Shares	Approximate percentage of total issued shares of the Bank ⁽¹⁾	Number of Shares	Approximate percentage of total issued shares of the Bank ⁽¹⁾
Domestic Shares	2,000,000,000	83.08%	2,000,000,000	80.57%	2,365,000,000	83.06%
H Shares ⁽²⁾	407,367,200	16.92%	482,367,200	19.43%	482,367,200	16.94%
Total	2,407,367,200	100%	2,482,367,200	100%	2,847,367,200	100%

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Notes:

- (1) Certain amounts and percentage figures included in the table above have been subject to rounding adjustments, any discrepancy between the total amount and the arithmetical sum of the amounts listed is due to rounding.
- (2) All of our H Shares are held by the public.

At the time of our listing, the Hong Kong Stock Exchange granted the Bank a waiver from strictly complying with Rule 8.08(1) of the Listing Rules, pursuant to which, the minimum percentage of the H Shares held by the public from time to time is reduced to the highest of: (i) 15.15% of the total issued share capital of the Bank (assuming the over-allotment option is not exercised); or (ii) such percentage of H Shares to be held by the public immediately after the exercise of the over-allotment option. Immediately following the completion of the global offering and the partial exercise of the over-allotment option, the number of H Shares to be held by the public represents approximately 16.92% (the “**Minimum Public Float**”) of the total issued share capital of the Bank. The Bank expects that the public float of H Shares will, after completion of the Issuance, still meet the requirement of the Minimum Public Float as adjusted by the waiver granted by the Hong Kong Stock Exchange. If the public float of H Shares will, after completion of the Issuance, not meet the requirement of the Minimum Public Float, the Bank will not implement the Issuance.

As at the Latest Practicable Date, the Bank has not determined any placing agent or investor in relation to the Issuance, nor has it entered into any final agreement in this regard. After entering into any final agreement with the placing agent and/or the investor in relation to the Issuance, the Bank will make a separate announcement in due course or as required under the Listing Rules.

The plan for the Issuance shall be considered and approved on an itemised basis by special resolutions at the EGM and the Class Meetings.

2. GRANT OF AUTHORITY TO THE BOARD AND ITS AUTHORISED PERSONS TO HANDLE MATTERS IN RELATION TO THE ISSUANCE

Reference is made to the announcement of the Bank dated 12 December 2022 in relation to, among other things, the grant of authority to the Board and its authorised persons to handle matters in relation to the Issuance.

According to the work requirements of the Issuance, a proposal will be put forward at the EGM and the Class Meetings for the Shareholders to authorise the Board, who would in turn delegate such authority to the Chairman, the President and the Secretary to the Board of the Bank to severally or jointly handle matters in relation to the Issuance, including but not limited to:

- (1) subject to the approval of the issuance plan at the EGM and the Class Meetings, to amend, improve and implement the issuance plan with reference to the opinions of domestic and overseas regulatory authorities and the Hong Kong Stock Exchange, taking into consideration the market environment and the Bank’s condition, including

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but not limited to determining the number of Shares to be issued, the issue price, method of pricing, target places, issue time, use of proceeds, lock-up period and other matters in connection with the Issuance; to make corresponding adjustments to matters in connection with the Issuance, such as details of the issuance plan (including suspending and terminating the implementation of the issuance plan) in the event of any change in the relevant laws, regulations, rules, regulatory policies or market conditions, except for matters which require re-voting at the general meetings in accordance with the relevant laws, regulations, rules and the Articles of Association.

- (2) to negotiate with the placing agent(s) and/or subscriber(s) on the placing and/or subscription of the Shares (including the terms of the placing agreement(s) and/or share subscription agreement(s)) according to the issuance plans, and to decide, execute, implement and complete the placing agreement(s) and/or share subscription agreement(s) (including supplementary agreement(s) as required).
- (3) to handle all matters related to the examination, registration, filing, approval and consent of the Issuance with domestic and overseas regulatory authorities and the Hong Kong Stock Exchange according to the issuance plan (including applying to the Hong Kong Stock Exchange for the listing and trading of all the new H Shares under the Issuance on the Main Board of the Hong Kong Stock Exchange); to sign, implement, modify and submit to domestic and overseas institutions, organization and individuals all necessary documents in relation to the Issuance; to do all necessary, expedient or desirable acts related to the Issuance.
- (4) to prepare, modify, execute, submit, publish, disclose, implement, suspend, terminate all agreements, contracts, announcement, circulars or other relevant legal documents in relation to the Issuance. To engage financial advisors, placing agent(s), law firms, accounting firms, assets evaluation agency (if any) and other intermediaries in relation to the Issuance, as well as to determine and pay for the associated costs for the Issuance.
- (5) to amend the terms in relation to the registered capital, equity structure and other corresponding terms in the Articles of Association, and to proceed with the modification, registration and filing with registration authorities and other relevant governmental authorities upon completion of the Issuance.
- (6) to handle the registration and listing of the relevant Shares upon completion of the Issuance; to increase the registered capital of the Bank, subject to the outcome of the Issuance, to complete the approval procedures with the relevant regulatory authorities, and to proceed with relevant registration and filing procedures (including application for change of corporate registration particulars and replacement of business license) with registration authorities.
- (7) to proceed with the registration procedure of the Domestic Shares to be issued with China Securities Depository and Clearing Company Limited.

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- (8) to approve and authorise the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, on behalf of the Bank (i) to issue share certificates to placees and/or subscribers and to register them in the register of H Shares in Hong Kong as holders of the new H Shares; and/or (ii) to issue share certificates to HKSCC Nominees Limited as holder of the new H Shares under the instruction of the placees and/or subscribers and in accordance with the relevant guidelines of the Hong Kong Stock Exchange, and to deliver the share certificates to Hong Kong Securities Clearing Company Limited for deposition into the CCASS accounts maintained and operated by Hong Kong Securities Clearing Company Limited and to register HKSCC Nominees Limited in the register of H Shares in Hong Kong as holders of the new H Shares.
- (9) to take all necessary acts to handle other matters related to the Issuance within the scope permitted by relevant laws and regulations.

The authorisations shall be valid for a term of 12 months from the date of being approved at the EGM and the Class Meetings.

The proposal shall be considered and approved at the EGM and the Class Meetings by special resolutions.

3. CHANGE OF REGISTERED CAPITAL OF THE BANK UPON COMPLETION OF THE ISSUANCE

As the registered capital of the Bank will change upon the completion of the Issuance, the Bank will submit the updated information to China banking and insurance regulatory authorities in accordance with the requirements under the applicable laws, regulations and other regulatory documents, upon obtaining the approval from which, the Bank will amend the relevant articles in the Articles of Association and arrange for the change of registration particulars with the registration administration authorities.

The Board resolved to propose to the Shareholders at the EGM 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, severally or jointly, to handle the approval or filing procedures in relation to the change of the registered capital of the Bank and apply for the change of the registration particulars with the registration administration authorities, the Companies Registry of Hong Kong and other competent government bodies in accordance with changes in domestic and overseas laws, regulations and other regulatory documents, and requirements and recommendations of competent domestic and overseas regulatory authorities and the Hong Kong Stock Exchange.

The proposal shall be considered and approved at the EGM by special resolutions.

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4. PROPOSED FORMULATION OF THE ARTICLES OF ASSOCIATION WHICH WILL BE APPLICABLE AND EFFECTIVE UPON THE COMPLETION OF THE ISSUANCE

Reference is made to the announcement of the Bank dated 12 December 2022 in relation to, among other things, the proposed formulation of the Articles of Association which will be applicable and effective upon the completion of the Issuance.

Due to the changes of the registered capital and the capital structure of the Bank upon completion of the Issuance and upon approval by China banking and insurance regulatory authorities with respect to the change of the registered capital, the Bank will make amendments (the “**Amendments in relation to the Issuance**”) to certain articles of the Articles of Association based on the revision mentioned in the announcement of proposed amendment to the Articles of Association of the Bank dated 12 December 2022. Details are set forth as follows:

Original Articles	Amended Articles
Article 5 The registered capital of the Bank is RMB2,407,367,200.	Article 5 The registered capital of the Bank is RMB[•••].
Article 25 As approved by the approval authority authorised by the State Council and other securities regulatory authorities, the Bank may issue a total of 2,407,367,200 ordinary shares.	Article 25 As approved by the approval authority authorised by the State Council and other securities regulatory authorities, the Bank may issue a total of [•••] ordinary shares.
The shareholding structure of shares of the Bank is: 2,407,367,200 ordinary shares, including 2,000,000,000 domestic shares, accounting for approximately 83.08% of the total shares of the Bank; and 407,367,200 H shares, accounting for approximately 16.92% of the total shares of the Bank.	The shareholding structure of shares of the Bank is: [•••] ordinary shares, including [•••] domestic shares, accounting for approximately [•••]% of the total shares of the Bank; and [•••] H shares, accounting for approximately [•••]% of the total shares of the Bank.

Note: The figures marked with [•••] will be completed based on the actual results of the Issuance.

The Board proposes to the Shareholders at the EGM to authorise the Board who would in turn delegate such authority to the Chairman, the President and the Secretary to the Board of the Bank, severally or jointly, to amend the articles in the Articles of Association relevant to the Amendments in relation to the Issuance and handle the approval or filing procedures relating to the Amendments in relation to the Issuance according to the laws, regulations and other regulatory documents of the PRC and overseas, and the requirements and advices from the relevant local and overseas regulatory authorities and the Hong Kong Stock Exchange, as well as the actual circumstances of the Issuance, and to register the change of particulars with the registration authorities, the Companies Registry of Hong Kong and other relevant governmental authorities.

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The proposal shall be considered and approved at the EGM by special resolutions. The amended Articles of Association, upon being considered and approved at the EGM and upon approval by China banking and insurance regulatory authorities, shall become effective upon completion of the Issuance. Prior to this, the existing effective Articles of Association shall apply to the Bank.

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK

Reference is made to the announcement of the Bank dated 12 December 2022, in relation to (among others) the proposed amendments to the Articles of Association. 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, regulations and other regulatory documents, and taking into consideration the actual situation of the Bank, the Bank proposed to make amendments to the Articles of Association, to form the new Articles of Association (the "**Newly Amended Articles of Association**").

The Board proposes to the Shareholders at the EGM to authorize the Board of the Bank 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 Amended 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 Hong Kong Stock Exchange. The validity period for such authorization is twelve months from the date of consideration and approval of the proposal at the EGM, whereby the amendments shall comply with the relevant PRC laws and regulations as well as relevant regulatory and review authorities.

The Newly Revised Articles of Association is subject to consideration and approval at the EGM by way of a special resolution. Upon consideration and approval at the EGM, the Newly Revised Articles of Association will take effect upon the review and approval by China banking and insurance regulatory authorities. Prior to that, the existing effective Articles of Association of the Bank shall apply.

For the explanation table on the proposed amendments to the Articles of Association of the Bank, please refer to Appendix I to this circular.

6. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING OF THE BANK

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 and other relevant laws, regulations and other regulatory documents, and taking into consideration the actual situation of the Bank, the Bank proposed to make certain amendments to certain articles of the Rules

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of Procedures for the Shareholders' General Meeting of the Bank, to form the new Rules of Procedures for the Shareholders' General Meeting (the "**Newly Revised Rules of Procedures for the Shareholders' General Meeting**").

The Board proposes to the Shareholders at the EGM to authorize the Board of the Bank 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 Rules of Procedures for the Shareholders' General Meeting 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 Hong Kong Stock Exchange. The validity period for such authorization is twelve months from the date of consideration and approval of the proposal at the EGM, whereby the amendments shall comply with the relevant PRC laws and regulations as well as relevant regulatory and review authorities.

The Newly Revised Rules of Procedures for the Shareholders' General Meeting are subject to consideration and approval at the EGM by way of a special resolution. Upon consideration and approval at the EGM, the Newly Revised Rules of Procedures for the Shareholders' General Meeting will take effect at the same time as the Newly Revised Articles of Association. Prior to that, the existing effective Rules of Procedures for the Shareholders' General Meeting of the Bank shall apply.

For the explanation table on the proposed amendments to the Rules of Procedures for the Shareholders' General Meeting of the Bank, please refer to Appendix II to this circular.

7. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS OF THE BANK

In accordance with the requirements of the Corporate Governance Guidelines for Banking and Insurance Institutions and other relevant laws, regulations and other regulatory documents, and taking into consideration the actual situation of the Bank, the Bank proposed to make amendments to the Rules of Procedures for the Board of Directors, to form the new Rules of Procedures for the Board of Directors (the "**Newly Revised Rules of Procedures for the Board of Directors**").

The Board proposes to the Shareholders at the EGM to authorize the Board of the Bank 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 Rules of Procedures for the Board of Directors 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 Hong Kong Stock Exchange. The validity period for such authorization is twelve months from the date of consideration and approval of the proposal at the EGM, whereby the amendments shall comply with the relevant PRC laws and regulations as well as relevant regulatory and review authorities.

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The Newly Revised Rules of Procedures for the Board of Directors are subject to the consideration and approval at the EGM by way of a special resolution. Upon consideration and approval at the EGM, the Newly Revised Rules of Procedures for the Board of Directors will take effect at the same time as the Newly Revised Articles of Association. Prior to that, the existing effective Rules of Procedures for the Board of Directors shall apply to the Bank.

For the explanation table on the proposed amendments to the Rules of Procedures for the Board of Directors, please refer to Appendix III to this circular.

8. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS OF THE BANK

In accordance with the Corporate Governance Guidelines for Banking and Insurance Institutions and the requirements of other relevant laws, administrative regulations and regulatory documents, the Bank proposed to make amendments to the Rules of Procedures for the Board of Supervisors, to form the new Rules of Procedures for the Board of Supervisors (the “**Newly Revised Rules of Procedures for the Board of Supervisors**”).

The Board of Supervisors proposes to the Shareholders at the EGM to authorize the Board of Supervisors, who would in turn delegate such authority to the chairman of the Board of Supervisors of the Bank to exercise full power to be responsible to make necessary amendments to the Newly Revised Rules of Procedures for the Board of Supervisors 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 competent regulatory authorities and the Hong Kong Stock Exchange. The validity period for such authorization is twelve months from the date of consideration and approval of the said proposal by the EGM, whereby the amendments shall comply with relevant PRC laws and regulations as well as the requirements of relevant regulatory and review authorities.

The Newly Revised Rules of Procedures for the Board of Supervisors are subject to the consideration and approval at the EGM by way of a special resolution. Upon consideration and approval at the EGM, the Newly Revised Rules of Procedures for the Board of Supervisors will take effect at the same time as the Newly Revised Articles of Association. Prior to that, the existing effective Rules of Procedures for the Board of Supervisors shall apply to the Bank.

For the explanation table on the proposed amendments to the Rules of Procedures for the Board of Supervisors, please refer to Appendix IV to this circular.

9. PROPOSED AMENDMENTS TO THE EQUITY MANAGEMENT MEASURES OF THE BANK

In order to further meet the regulatory requirements and improve the equity management level, the Bank made amendments to the Equity Management Measures (the “**Newly Revised Equity Management Measures**”) in accordance with the Corporate Governance Guidelines for Banking and Insurance Institutions, the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial), the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions and other relevant laws and regulations.

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The Newly Revised Equity Management Measures are subject to the consideration and approval at the EGM by way of an ordinary resolution, and will take effect upon the consideration and approval of the EGM.

For the explanation table on the proposed amendments to the Equity Management Measures, please refer to Appendix V to this circular.

10. PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR SHAREHOLDER EVALUATION OF THE BANK

In order to improve the shareholder evaluation mechanism and enhance the effectiveness of the management of shareholder evaluation on the Bank's development and support, the Bank made amendments to Administrative Measures for Shareholder Evaluation (the "**Newly Revised Administrative Measures for Shareholder Evaluation**") based on the actual situation of the Bank.

The Newly Revised Administrative Measures for Shareholder Evaluation are subject to the consideration and approval at the EGM by way of an ordinary resolution, and will take effect upon the consideration and approval of the EGM.

For the explanation table on the proposed amendments to the Administrative Measures for Shareholder Evaluation, please refer to Appendix VI to this circular.

III. EGM AND CLASS MEETINGS

The EGM of the Bank will be held at 10:00 a.m. on Tuesday, 7 February 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC, and the Class Meetings will be held at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC on the same day immediately after the conclusion of the EGM to consider and, if thought fit, to approve the proposed matters as set out in the relevant notices. The notice of the EGM and the notice of the 2023 First H Shareholders Class Meeting are set out on pages 129 to 137 of this circular and were despatched on 16 January 2023.

Whether or not you intend to attend and/or vote at the EGM and/or the 2023 First H Shareholders Class Meeting in person or by proxy, you should complete the proxy form(s) in accordance with the instructions printed on the proxy form(s) for the EGM and/or the 2023 First H Shareholders Class Meeting. Completion and return of the proxy form(s) will not preclude you from attending in person or voting at the EGM and/or the 2023 First H Shareholders Class Meeting or any adjournment thereof should you so wish.

IV. VOTING BY WAY OF POLL

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

LETTER FROM THE BOARD

Pursuant to Rule 2.15 of the Listing Rules, if shareholders have material interests in a transaction or arrangement, shareholders shall abstain from voting on the resolutions for approving the transaction or arrangement at the relevant shareholders' general meetings. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, none of the Shareholders has a material interest in the resolutions proposed at the EGM and the Class Meetings, and shall abstain from voting on the relevant resolutions at the EGM and the Class Meetings.

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

V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM AND 2023 FIRST H SHAREHOLDERS CLASS MEETING

The Bank's register of members will be closed from Sunday, 8 January 2023 to Tuesday, 7 February 2023 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Bank on Tuesday, 7 February 2023 are entitled to attend and vote at the EGM, and H Shareholders whose names appear on the register of members of the Bank on Tuesday, 7 February 2023 are entitled to attend and vote at the 2023 First H Shareholders Class Meeting.

For a holder of the Shares of the Bank to be eligible for attending and voting at the EGM, all completed and signed share transfer documents (together with the relevant share certificates) and other appropriate documents of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of Directors of the Bank at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Friday, 6 January 2023 for registration.

For a holder of the H Shares of the Bank to be eligible for attending and voting at the 2023 First H Shareholders Class Meeting, all completed and signed share transfer documents (together with the relevant share certificates) and other appropriate documents of the holders of the H Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 6 January 2023 for registration.

LETTER FROM THE BOARD

VI. RECOMMENDATIONS

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

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

Jiangxi, the PRC
16 January 2023

* *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 I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

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</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</p>	<p>Amended based on the actual conditions of the Bank</p>

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

Original Articles	Revised Articles	Revision Basis
Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”), and other laws and regulations and relevant provisions.	Measures for the Equity Management of Commercial Banks and Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (<u>hereinafter referred to as</u> “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</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,</p>	Article 16 of the Corporate Governance Guidelines for Banking and Insurance Institutions

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>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 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>managing or controlling financial products through other means; to 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 not owned by themselves, unless otherwise prescribed by laws, regulations or regulatory systems;</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>	

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<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 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><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 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>	

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
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Original Articles	Revised Articles	Revision Basis
<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 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><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' 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</u></p>	

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<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><u>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 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>	

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Original Articles	Revised Articles	Revision Basis
	<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>(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 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>(XIV) 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</p>	

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
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Original Articles	Revised Articles	Revision Basis
	<p>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 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</p>	

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
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Original Articles	Revised Articles	Revision Basis
	<p>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 extended by the Bank to all related parties shall not exceed 50% of the net value of the Bank’s capital.</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 extended by the Bank to all related parties shall not exceed 50% of the net value of the Bank’s capital. related party shall not</p>	<p>Article 16 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions</p>

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<p><u>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>	
New	<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>	Article 3 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<p><u>(II) actually holds (or hold) the most shares of the Bank with the 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>	

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

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>Article 14 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</p>

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<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><u>(VIII) interfering with the independent operation of the Bank in other forms.</u></p>	
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</u></p>	Article 22 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
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Original Articles	Revised Articles	Revision Basis
	<p><u>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> <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>	

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
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Original Articles	Revised Articles	Revision Basis
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>
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</u></p>	<p>Article 35 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</p>

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Original Articles	Revised Articles	Revision Basis
	<u>the State Council or its dispatched offices consider that dividends should not be distributed.</u>	
<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</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 <u>the 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 procedures for shareholders’ general meetings, the rules of procedures for the Board and the rules of procedures 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>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>

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
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Original Articles	Revised Articles	Revision Basis
<p>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.</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’ 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>	

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
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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</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</p>	<p>Amended based on the actual conditions of the Bank</p>

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<p>(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 meeting, and the date and venue of the meeting.</p>	<p>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 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</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</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>

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<p>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>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 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</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</p>	<p>Article 22 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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Original Articles	Revised Articles	Revision Basis
listed or the Articles of Association.	governing securities of the place where the shares of the Bank are listed or the Articles of Association.	
<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, 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</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>(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>(VIII) profit distribution policy;</p> <p>(IX) any other matters specified in the laws, administrative regulations, rules governing securities of the place</p>	<p>Article 22 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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meeting that it may have a material impact on the Bank and accordingly shall be approved by special resolutions.	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>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 independent Directors;</p> <p>.....</p>	<p>Article 124<u>7</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 nominate independent Directors;</p> <p>.....</p>	Article 35 of the Corporate Governance Guidelines for Banking and Insurance Institutions
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.	Article 137 <u>43</u> 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 <u>44</u> to 143 <u>9</u> .	Amended based on the actual conditions of the Bank
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	Article 139 <u>45</u> 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.	Amended based on the actual conditions of the Bank

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<p>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>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 34<u>17</u> of the Articles of Association;</p> <p>.....</p>	
<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 14<u>17</u> 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 <u>clear</u> 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>Article 14<u>652</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>Article 30 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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<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>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>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>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</p>	

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	where the shares of the Bank are listed and the Articles of Association until a new Director is elected.	
<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>(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</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><u>(II) 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 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</u></p>	<p>Article 31 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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<p>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>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>(VIII) to keep informed of the business operations and management of the Bank;</p> <p>(IX) 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>(X) 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>(XI) 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</p>	

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	<p>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><u>(VIIXIV)</u> 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>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 1547 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</p>	<p>Article 32 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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	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>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 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 <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>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</u></p>	Article 29 of the Corporate Governance Guidelines for Banking and Insurance Institutions

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	<u>shareholders' general meeting until the number of Directors meets the requirements.</u>	
<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 1617 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 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>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 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,</u></p>	<p>Article 41 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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Original Articles	Revised Articles	Revision Basis
	<p><u>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 2520 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 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</p>	<p>Article 16571 The reports of the BoardBoard of Supervisors on the evaluation of independent Directors shall be submitted to the shareholders' general meeting for 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</p>	<p>Article 38 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial)</p>

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<p>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>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.</u> 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</u> 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 the Bank</u> Before making a</p>	<p>Article 49 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions</p>

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Original Articles	Revised Articles	Revision Basis
	<p>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>(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>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 have a significant impact on the legitimate rights and interests of the Bank, minority shareholders and financial consumers 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 or dismissal of external auditor;</p>	<p>Article 39 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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<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>(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 effective until the vacancy resulting from such resignation is filled up by a succeeding independent Director.</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 takes office, except for the cases</u></p>	<p>Article 38 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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	<p><u>where the resignation is caused by losing independence or removal.</u> <u>Such</u> 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 172178 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 171177 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,</p>	<p>Article 176182 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</p>	<p>Article 46 and Article 47 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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<p>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>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>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 <u>Board of the Bank shall comprise 11 Directors, including 3 executive Directors and 8 non-executive Directors (including 4 independent Directors).</u></p> <p>Executive Directors are Directors who hold other senior management positions in addition to duties <u>servicing</u> 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>

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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,</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 procedures for shareholders’ general meetings and the rules of procedures for Board Meetings and to consider and approve the work</u></p>	

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<p>consigned financial management, related party transactions, etc. of the Bank within the authority granted by the shareholders' general meeting;</p>	<p><u>rules of the special committees under the Board;</u></p> <p>(XIII) 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>(XIIIH) when the bank's capital adequacy ratio is below statutory standard, to take measures to increase capital adequacy ratio;</p> <p>(XIVH) to decide on the investment, purchase and disposal of assets <u>acquisition of assets, asset disposal and write-off</u>, asset mortgage, external guarantee, consigned financial management, related party transactions, <u>data governance</u>, etc. of the Bank within the authority granted by the shareholders' general meeting;</p> <p>(XV) 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>(XVI) 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</p>	

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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,</p>	<p>by certified public accountants on the financial reports of the Bank;</p> <p>(XVII) 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>	

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<p>etc., and to assume ultimate responsibility for overall risk management;</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., formulate the risk tolerance, risk management and internal control policies of the Bank 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>	

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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>(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>	

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Original Articles	Revised Articles	Revision Basis
<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 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>(XIII) to take the ultimate responsibility for Internet loan risk management;</p> <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</p>	<p>Article 18<u>17</u></p> <p>.....</p> <p>“External investment and asset purchase and disposal of the Bank” referred to in the Articles of Association shall include external</p>	<p>Amended based on the actual conditions of the Bank</p>

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<p>equity investment and disposal as well as fixed assets investment and disposal by the Bank.</p> <p>.....</p> <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>equity investment and disposal as well as fixed assets <u>and intangible assets</u> investment and disposal by the Bank.</p> <p>.....</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<u>of 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>Article 189<u>95</u> Voting on Board meetings may be conducted by open ballot.</p> <p>.....</p>	<p>Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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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.	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>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 192 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>	Article 51 of the Corporate Governance Guidelines for Banking and Insurance Institutions

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	<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 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>
<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</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</u></p>	<p>Article 56 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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<p>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 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><u>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 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 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>Article 2047 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</u></p>	<p>Article 13 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions</p>

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<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>the Bank and its related parties as set out below:</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: 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>	

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	<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 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>Article 2028 <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 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</u></p>	<p>Article 14 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions</p>

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<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>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 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</p>	

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	<p>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>

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<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 2247 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</p>	<p>Article 61 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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	cumulative term of office for external Supervisors shall not exceed six years.	
<p>Article 224 The Supervisors shall ensure the information disclosed by the Bank is true, accurate and complete.</p>	<p>Article 22430 <u>The Supervisors shall perform the following duties or obligations:</u></p> <p><u>(I) The Supervisors shall</u> 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> <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</u></p>	<p>Article 63 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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	<p><u>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>
<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</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 supervision and inspection activities within their terms of reference according to the resolutions of the Board of Supervisors. External Supervisors</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>

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<p>the overall interests of depositors and the Bank when performing their duties.</p>	<p>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 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 239<u>45</u> 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. <u>The Board of Supervisors shall comprise 6 Supervisors, including 1 shareholder Supervisor, 2 external Supervisors and 3 employee representative Supervisors.</u></p> <p>The 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 240<u>6</u> 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>

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<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</p>	<p>Article 250<u>6</u> <u>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</p>	<p>Article 64 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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<p>meeting or employee representative meeting to remove such Supervisor.</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>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 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>
<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</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</p>	<p>Article 71 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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<p>the Board of Supervisors shall be kept as archives of the Bank for at least 10 years.</p>	<p>the Board of Supervisors shall be kept <u>permanently</u> 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 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 CPC<u>party</u> 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 according to relevant regulations and procedures. Party committee members who take seat in the Board, the Board</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 according to relevant regulations and procedures. Party committee members who take seat in the Board, the Board</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>

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<p>of Supervisors or senior management should strictly implement the decisions of the party committee.</p> <p>.....</p>	<p>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>

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<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 and can also be prepared in accordance with 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 33327 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</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</p>	<p>Amended based on the actual conditions of the Bank</p>

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Original Articles	Revised Articles	Revision Basis
<p>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 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>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 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</u></p>	<p>Article 114 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX I EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<p><u>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 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>(VIII) 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>(IX) The banking regulatory authorities of the State Council refer to the China Banking and Insurance Regulatory Commission and its agencies.</p>	

**APPENDIX II EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE SHAREHOLDERS’
GENERAL MEETING OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>Article 1 In order to regulate the methods and procedures of the shareholders’ general meeting of Bank of Jiujiang Co., Ltd.* (the “Bank”), ensure the efficiency of the shareholders’ meeting, improve the scientificity and correctness of the decisions of the shareholders’ general meeting, and ensure that the shareholders of the Bank effectively exercise their functions and powers at shareholders’ meetings, the Terms 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 Adjustment of the Provisions of the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, Guidelines on Corporate Governance of Commercial Banks, Interim Measures for the Equity Management of Commercial Banks,</p>	<p>Article 1 In order to regulate the methods and procedures of the shareholders’ general meeting of Bank of Jiujiang Co., Ltd.* (the “Bank”), ensure the efficiency of the shareholders’ meeting, improve the scientificity and correctness of the decisions of the shareholders’ general meeting, and ensure that the shareholders of the Bank effectively exercise their functions and powers at shareholders’ meetings, the Terms 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 Adjustment of the Provisions of the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, Guidelines on Corporate Governance of Commercial Banks <u>the Corporate Governance Guidelines for Banking and Insurance</u></p>	<p>Amended based on the actual conditions of the Bank</p>

**APPENDIX II EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE SHAREHOLDERS’
GENERAL MEETING OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”), and other laws and regulations and relevant provisions as well as the Articles of Association of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Articles of Association”).</p>	<p><u>Institutions</u>, Interim Measures for the Equity Management of Commercial Banks, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”), and other laws and regulations and relevant provisions as well as the Articles of Association of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Articles of Association”).</p>	
<p>Article 4 The shareholders’ general meeting exercises the following functions and powers:</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 to issue preference shares; decide or authorize the Board of Directors to decide matters related to the issued preference shares of the Bank, including but not limited to redemption, conversion of shares, and distribution of dividends;</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</p>	<p>Article 4 The shareholders’ general meeting exercises the following functions and powers:</p> <p>.....</p> <p>(XII) to consider and approve the report of evaluation <u>results</u> by the Board <u>the 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>the Directors, Supervisors and senior management;</u></p> <p>.....</p> <p>(XVIII) to decide to issue preference shares; decide or authorize the Board of Directors to decide matters related to the issued preference shares of the Bank, including but not limited to redemption, conversion of shares, and distribution of dividends;</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>

**APPENDIX II EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE SHAREHOLDERS’
GENERAL MEETING OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>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 should be approved by the shareholders’ general meeting via an ordinary resolution according to the Articles of Association of the Bank, 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 of the Bank, 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><u>(XIX) to consider and approve the rules of procedures for the shareholders’ general meeting, the rules of procedures for the Board of Directors and 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>(XXIX) 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 should be approved by the shareholders’ general meeting via an ordinary resolution according to the Articles of Association of the Bank, it shall be passed by votes representing a majority of the voting rights held by the shareholders (including their proxies) present at the meeting.</p>	

**APPENDIX II EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE SHAREHOLDERS’
GENERAL MEETING OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<p>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 of the Bank, 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>	
<p>Article 5 Shareholders’ general meetings include 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 5 Shareholders’ general meetings include 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 of shareholders’ general meetings of the Bank shall be reported to the regulatory authority in a timely manner.</u></p>	<p>Article 7 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 17 The convener shall send a written notice 20 clear business days prior to the annual general meeting, or shall send a written notice no later than 10 clear business days or 15 days prior to the extraordinary general meeting (whichever is longer) to notify all the shareholders recorded in the register of shareholders of the</p>	<p>Article 17 The convener shall send a written notice 20 clear business days prior to the annual general meeting, or shall send a written notice no later than 10 clear business days or 15 days prior to the extraordinary general meeting (whichever is longer) 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>

**APPENDIX II EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE SHAREHOLDERS'
GENERAL MEETING OF THE BANK**

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 24</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 the annual general meeting or 10 clear business days or 15 days (whichever is longer) prior to the extraordinary general meeting:</p> <p>.....</p>	<p>Article 24</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 the annual general meeting or 10 clear business days or 15 days (whichever is longer) prior to the extraordinary general meeting:</p> <p>.....</p>	<p>Amended based on the actual conditions of the Bank</p>
<p>Article 40 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 40 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 60 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>Article 60 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>Article 22 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX II EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE SHAREHOLDERS'
GENERAL MEETING OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<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</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 of the Bank.</p>	

**APPENDIX II EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE SHAREHOLDERS'
GENERAL MEETING OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>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 of the Bank.</p>		
<p>Article 61 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, liquidation or change of the corporate form of the Bank;</p> <p>(IV) amendment to the Articles of Association of the Bank;</p> <p>(V) the Bank's purchase or sale of major assets or provision of guarantee</p>	<p>Article 61 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>(III) division, merger, dissolution, liquidation or change of the corporate form of the Bank;</p> <p>(IV) amendment to the Articles of Association of the Bank;</p> <p>(V) the Bank's purchase or sale of major assets or provision of guarantee</p>	<p>Article 22 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX II EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE SHAREHOLDERS'
GENERAL MEETING OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;</p> <p>(VI) equity incentive schemes of the Bank;</p> <p>(VII) under circumstances other than those set out in items (III), (V) and (VI) of Article 30 of the Articles of Association of the Bank, 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 of the Bank 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>within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;</p> <p>(VI) equity incentive schemes of the Bank;</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 of the Articles of Association of the Bank, 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 of the Bank 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 63</p> <p>.....</p> <p>The attending Directors, Supervisors, secretary to the Board, convener or representative thereof, and presider shall sign the meeting minutes and ensure the meeting minutes are true, accurate and complete. The meeting minutes, the signed attendance record of those shareholders on the spot and the power of attorney for attendance</p>	<p>Article 63</p> <p>.....</p> <p>The attending Directors, Supervisors, secretary to the Board, convener or representative thereof, and presider shall sign the meeting minutes and ensure the meeting minutes are true, accurate and complete. The meeting minutes, the signed attendance record of those shareholders on the spot and the power of attorney for attendance</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>

**APPENDIX II EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE SHAREHOLDERS'
GENERAL MEETING OF THE BANK**

Original Articles	Revised Articles	Revision Basis
by proxy, and the valid information relating to the voting shall be kept at the domicile of the Bank for at least 10 years.	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>Article 76 Resolutions of a class shareholders' general meeting shall be approved by votes representing more than two thirds of the voting rights of shareholders of that class present at the meeting who, in accordance with the preceding article, are entitled to vote at the meeting.</p> <p>Where the Bank convenes a class shareholders' general meeting, a written notice shall be given 20 clear business days prior to the date of the meeting if the meeting is held on the same day as the annual general meeting, or 10 clear business days or 15 days prior to the meeting (whichever is longer) if the meeting is held on the same day as the extraordinary general 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 76 Resolutions of a class shareholders' general meeting shall be approved by votes representing more than two thirds of the voting rights of shareholders of that class present at the meeting who, in accordance with the preceding article, are entitled to vote at the meeting.</p> <p>Where the Bank convenes a class shareholders' general meeting, a written notice shall be given 20 clear business days prior to the date of the meeting if the meeting is held on the same day as the annual general meeting, or 10 clear business days or 15 days prior to the meeting (whichever is longer) if the meeting is held on the same day as the extraordinary general 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>	Amended based on the actual conditions of the Bank

**APPENDIX III EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>Article 1 To regulate the operation of the Board of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Bank”) as well as ensure the Board to exercise its authority and power in an independent, standardized and effective manner, the rules 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, Guidelines on Corporate Governance of Commercial Banks, Interim Measures for the Equity Management of Commercial Banks, Notice of China Banking Regulatory Commission on Issuing the Guideline for Banking Consumer Protection, the Guidance of the General Office of the China Banking Regulatory Commission on Strengthening the Protection of the Banking Consumer Rights and Addressing the Public Concerns, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</p>	<p>Article 1 To regulate of the operation of the Board of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Bank”) as well as ensure the Board to exercise its authority and power in an independent, standardized and effective manner, the rules 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, 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, Notice of China Banking Regulatory Commission on Issuing the Guideline for Banking Consumer Protection, the Guidance of the General Office of the China Banking Regulatory Commission on Strengthening the Protection of the Banking Consumer Rights and</p>	<p>Amended based on the actual conditions of the Bank</p>

**APPENDIX III EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>(“Listing Rules”) and other laws and regulations and relevant provisions and the Articles of Association of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Articles of Association”).</p>	<p>Addressing the Public Concerns, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”) and other laws and regulations and relevant provisions and the Articles of Association of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Articles of Association”).</p>	
<p>Article 3 The Board of the Bank 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 Board shall have one (1) chairman and may have one (1) vice chairman as required. The chairman and vice chairman shall be the Directors of the Bank and shall be elected or dismissed by more than half of all Directors. The structure of the members of the Board shall comply with laws, administrative regulations, rules and regulations of relevant regulatory authorities.</p>	<p>Article 3 The Board of the Bank 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 <u>Board of the Bank shall comprise 11 Directors, including 3 executive Directors and 8 non-executive Directors (including 4 independent Directors).</u> The Board shall have one (1) chairman and may have one (1) vice chairman as required. The chairman and vice chairman shall be the Directors of the Bank and shall be elected or dismissed by more than half of all Directors. The structure of the members of the Board shall comply with laws, administrative regulations, rules and regulations of relevant regulatory authorities.</p> <p><u>Executive Directors are Directors who hold senior management positions in addition to serving as Director in the Bank. Non-executive Directors are Directors who do not hold any position other than a</u></p>	<p>Article 46, Article 47 and Article 48 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX III EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<u>Director in the Bank and does not assume the responsibilities of senior management.</u>	
<p>Article 4 The Board of the Bank 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>(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>Article 4 The Board of the Bank 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>(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>Article 44 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX III EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<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>.....</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 procedures for shareholders’ general meetings and the rules of procedures 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 the implementation thereof, and to bear ultimate responsibility for compliance of the Bank’s operating activities;</p> <p>(XIII) when the Bank’s capital adequacy ratio is below statutory standard, to take measures to increase capital adequacy ratio;</p>	

**APPENDIX III EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<p>(XIIIIV) 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>.....</p>	
<p>Article 5 The Board should also pay attention to the following when perform its duties:</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>(III) to formulate internal control policies and make sure to establish and 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>Article 5 The Board should also pay attention to the following when perform its duties:</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., formulate the risk tolerance, risk management and internal control policies of the Bank and to assume ultimate responsibility for overall risk management;</p> <p>(III) to formulate internal control policies and make sure to establish and 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 or solvency management;</p> <p>(V) to regularly assess and improve the Bank's corporate governance structure, internal control system and risk management system;</p>	<p>Article 44 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX III EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<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 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, examine and approve or authorize to examine and approve significant matters relating to data governance, supervise senior management to enhance the effectiveness of data governance, and undertake the ultimate responsibilities of data governance;</p> <p>(XI) to be responsible for considering and reviewing the Bank’s anti-money laundering and antiterrorism financing policies, supervise the implementation of anti-money laundering and antiterrorism financing policies, and take ultimate responsibility for the Bank’s anti-money laundering and anti-terrorism financing work;</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 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, examine and approve or authorize to examine and approve significant matters relating to data governance, supervise senior management to enhance the effectiveness of data governance, and undertake the ultimate responsibilities of data governance;</p>	

**APPENDIX III EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>(XII) to take the ultimate responsibility for Internet loan risk management.</p>	<p>(XII) to be responsible for considering and reviewing the Bank’s anti-money laundering and antiterrorism financing policies, supervise the implementation of anti-money laundering and antiterrorism financing policies, and be ultimately responsible for the Bank’s anti-money laundering and antiterrorism financing work;</p> <p>(XIII) to take the ultimate responsibility for Internet loan risk management;</p> <p><u>(XIV) to undertake the major responsibility for green finance, determining 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>Article 12 In any of the following circumstances, the chairman of the Board shall hold an interim Board meeting within 10 days:</p> <p>(I) when the chairman of the Board deems it necessary;</p> <p>(II) proposed by the shareholders representing more than one tenth of voting rights;</p> <p>(III) proposed by more than one third of the Directors jointly;</p> <p>(IV) proposed by more than 1/2 of the independent Directors;</p>	<p>Article 12 In any of the following circumstances, the chairman of the Board shall hold an interim Board meeting within 10 days:</p> <p>(I) when the chairman of the Board deems it necessary;</p> <p>(II) proposed by the shareholders representing more than one tenth of voting rights;</p> <p>(III) proposed by more than one third of the Directors jointly;</p> <p>(IV) proposed by more than 1/2 of the <u>two</u> independent Directors;</p>	<p>Article 49 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX III EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
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OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>(V) proposed by the Board of Supervisors;</p> <p>(VI) proposed by the president.</p>	<p>(V) proposed by the Board of Supervisors².</p> <p>(VI) proposed by the president.</p>	
<p>Article 28 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. If any Director fails to attend at least two thirds of the Board meetings in a year or fails to attend Board meetings in person or by proxy for two consecutive times, 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>If any independent Director fails to attend Board meetings in person for three consecutive times, or fails to attend Board meetings in person or by appointing other independent Directors for two consecutive times, or fails to attend at least two thirds of the Board meetings in a year, the Board or the Board of Supervisors shall propose to the shareholders' general meeting to remove the said Director.</p>	<p>Article 28 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. <u>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. 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 at least two thirds of the Board meetings in a year or fails to attend Board meetings in person or by proxy for two consecutive times, 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>If any independent Director fails to attend Board meetings in person for three consecutive times, or fails to attend Board meetings in person or by appointing other independent Directors for two consecutive times, or fails to attend at least two thirds of the Board meetings in a year, the Board or the Board of</p>	<p>Article 32 and Article 42 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX III EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	Supervisors shall propose to the shareholders' general meeting to remove the said Director.	
Article 33 Voting on Board meetings may be conducted by open ballot. Each Director shall be entitled to one vote. Resolutions made by the Board shall be approved by more than half of all the Directors. 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.	Article 33 Voting on Board meetings may be conducted by open ballot. Each Director shall be entitled to one vote. Resolutions made by the Board shall be approved by more than half of all the Directors. Major events, such as profit distribution plans, remuneration 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.	Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions
Article 39 The Office of the Board shall be responsible for filing the Board meeting as the minutes, which shall be signed by the attending Directors, the secretary to the Board and the minutes recorder. Any attending Director shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The minutes of Board meetings shall be kept as archives of the Bank for at least 10 years.	Article 39 The Office of the Board shall be responsible for filing the Board meeting as the minutes, which shall be signed by the attending Directors, the secretary to the Board and the minutes recorder. Any attending Director shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The Directors with different opinions on the meeting minutes may make additional remarks when affixing signatures. The minutes of Board meetings shall be kept permanently as archives of the Bank for at least 10 years .	Article 51 of the Corporate Governance Guidelines for Banking and Insurance Institutions
Article 41 The minutes of a Board meeting shall specify: (I) the date, venue and name of the convener of the meeting;	Article 41 The minutes of a Board meeting shall specify: (I) the date, venue and name of the convener of the meeting;	Article 51 of the Corporate Governance Guidelines for Banking and Insurance Institutions

**APPENDIX III EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
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OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<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>(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>Article 43 The authorization of the Board refers to the authorization to the chairman of the Board and the president and other necessary authorization in the course of the Bank’s operation and management granted by the Board.</p> <p>Article 44 The authorization shall be granted by the Board in the following principle: improve work efficiency and optimize the corporate management under the premise of safeguarding the interest of shareholders.</p> <p>Article 45 The scope of the matters to be authorized by the Board is as follows:</p> <p>1. to handle clerical matters referred in the resolutions of a shareholders’ general meeting and resolutions of the Board;</p>	<p>Article 43 The authorization of the Board refers to the authorization to the chairman of the Board and the president and other necessary authorization in the course of the Bank’s operation and management granted by the Board.</p> <p>Article 44 The authorization shall be granted by the Board in the following principle: improve work efficiency and optimize the corporate management under the premise of safeguarding the interest of shareholders.</p> <p>Article 45 The scope of the matters to be authorized by the Board is as follows:</p> <p>1. to handle clerical matters referred in the resolutions of a shareholders’ general meeting and resolutions of the Board;</p>	<p>Article 44 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX III EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
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Original Articles	Revised Articles	Revision Basis
<p>2. to draw up and demonstrate the draft of the Bank’s basic management system;</p> <p>3. other authorized matters determined by the Board by resolutions.</p>	<p>2. to draw up and demonstrate the draft of the Bank’s basic management system;</p> <p>3. other authorized matters determined by the Board by resolutions.</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>	

**APPENDIX IV EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>Article 1 In order to improve the corporate governance structure of Bank of Jiujiang Co., Ltd.* (the “Bank”) and ensure that the Board of Supervisors of the Bank performed its functions and exercise its powers legally and independently and in a regulatory manner, the Terms 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, Guidelines on Corporate Governance of Commercial Banks, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”), and other national laws and regulations and relevant provisions as well as the Articles of Association of Bank of Jiujiang Co., Ltd., (hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 In order to improve the corporate governance structure of Bank of Jiujiang Co., Ltd.* (the “Bank”) and ensure that the Board of Supervisors of the Bank performed its functions and exercise its powers legally and independently and in a regulatory manner, the Terms 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, Guidelines on Corporate Governance of Commercial Banks <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”), and other national laws and regulations and relevant provisions as well as the Articles of Association of Bank of Jiujiang Co., Ltd., (hereinafter referred to as the “Articles of Association”).</p>	<p>Amended based on the actual conditions of the Bank</p>

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THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>Article 4 The Board of Supervisors of the Bank shall comprise 5 to 9 Supervisors, and the proportion of employee representative Supervisors and external Supervisors shall not be less than one third each. The shareholder Supervisors and external Supervisors shall be elected or replaced by the shareholders' general meeting, and the employee representative Supervisors shall be elected or replaced through the employee representative meeting or other democratic forms. The Board of Supervisors shall have 1 chairman. The chairman of the Board of Supervisors shall be elected by more than half of all the Supervisors.</p>	<p>Article 4 The Board of Supervisors of the Bank shall comprise 5 to 9 Supervisors, and the proportion of employee representative Supervisors and external Supervisors shall not be less than one third each. <u>including 1 shareholder Supervisor, 2 external Supervisors and 3 employee representative Supervisors.</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 its related party thereof who have already nominated the Director shall not nominate a Supervisor, except as otherwise prescribed by the State; The shareholder Supervisors and external Supervisors shall be elected, dismissed or and replaced at the shareholders' general meeting, and the employee representative Supervisors shall be elected, dismissed or and replaced through the employee representative meeting or other democratic forms procedures. The Board of Supervisors shall have 1 chairman. The chairman of the Board of Supervisors shall be elected by more than half of all the Supervisors.</p>	<p>Article 61 and Article 67 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 6 In addition to the above-mentioned functions and powers, the Board of Supervisors should also pay attention to the following:</p> <p>.....</p> <p>(VI) ensure the scientificity and</p>	<p>Article 6 In addition to the above-mentioned functions and powers, the Board of Supervisors should also pay attention to the following:</p> <p>.....</p> <p>(VI) ensure the scientificity and</p>	

**APPENDIX IV EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
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OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>rationality of the remuneration management systems and policies throughout the Bank and remuneration plans for senior management;</p> <p>.....</p>	<p>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 11 The Supervisors shall assume the following obligations:</p> <p>(I) to comply with laws, administrative regulations, regulatory requirements and the Articles of Association of the Bank, and perform their duties in good faith and with due diligence;</p> <p>(II) to attend the meetings of the Board of Supervisors, shareholders' general meeting on time and present at the Board meeting;</p> <p>(III) to ensure that they have sufficient time and energy to perform their duties of Supervisors;</p> <p>(IV) other obligations stipulated by the laws, administrative regulations and the Articles of Association of the Bank.</p>	<p>Article 11 The Supervisors shall assume <u>perform</u> the following <u>duties or</u> obligations:</p> <p>(I) to comply with laws, administrative regulations, regulatory requirements and the Articles of Association of the Bank, and perform their duties in good faith and with due diligence to <u>ensure the information disclosed by the Bank is true, accurate and complete;</u></p> <p>(II) to attend the meetings of the Board of Supervisors, shareholders' general meeting on time and present at the Board meeting to <u>present at the Board meeting and make inquiries or suggestions in relation to the resolutions of the Board meeting;</u></p> <p>(III) to ensure that they have sufficient time and energy to perform their duties of Supervisors <u>to 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>Article 63 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

**APPENDIX IV EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<p>(IV) other obligations stipulated by the laws, administrative regulations and the Articles of Association of the Bank, to assume responsibility for the resolutions of the Board of Supervisors;</p> <p><u>(V) to actively participate in training organized by the Bank and the regulatory authorities, etc., to understand the rights and obligations of Supervisors, to be familiar with relevant laws and regulations, and to 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) to comply with laws and regulations, regulatory provisions and the Articles of Association.</u></p>	
<p>Article 12 External Supervisors shall be entitled to the rights conferred to Supervisors, shall supervise the work of the Board and senior management</p>	<p>Article 12 External Supervisors shall be entitled to the rights conferred to Supervisors, shall supervise the work of the Board and senior management</p>	<p>Article 63 and Article 66 of the Corporate Governance Guidelines for Banking and Insurance Institutions and Article 22 of the</p>

**APPENDIX IV EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
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OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>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>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.</p>	<p>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 relevant stakeholders</u> when performing their duties.</p> <p>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 <u>and de facto controllers</u> that may affect their independent judgement.</p>	<p>Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial)</p>
<p>Article 15 The reports of the Board of Supervisors on the evaluation of external Supervisors shall be submitted to the shareholders' general meeting for deliberation. The reports on the evaluation of external Supervisors submitted to the shareholders' general meeting for deliberation shall at least include the number of times that the external Supervisor attends the meetings of the Board of Supervisors in person, details about the external Supervisor's organization or participation in the audit work of the Board of Supervisors, and the performance of his supervisory duties.</p>	<p>Article 15 The reports of the Board of Supervisors on the evaluation of external Supervisors shall be submitted to the shareholders' general meeting for deliberation. The reports on the evaluation of external Supervisors submitted to the shareholders' general meeting for deliberation shall at least include the number of times that the external Supervisor attends the meetings of the Board of Supervisors in person, details about the external Supervisor's organization or participation in the audit work <u>supervisory and inspection activities</u> of the Board of Supervisors, and the performance of his supervisory duties.</p>	<p>Article 63 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>Article 18 Where the Board of Supervisors convene a meeting, the convener or the authorised persons shall notify all members of the Board of Supervisors by direct delivery, post, fax or other writing means 10 days prior to the meeting. The notice of the meeting shall specify the date, venue of the meeting, topics of the meeting and the date on which the notice is sent. The notice of an interim meeting of the Board of Supervisors and relevant meeting documents shall be served 5 day in advance.</p> <p>Supervisors who determined to attend the meeting shall sign the reply slip attached to the notice of the meeting to state his intention to attend the meeting. Any Supervisors who is unable to attend the meeting shall specify the reasons on the reply slip and clarify whether he/she will appoint other Supervisors to attend the meeting as his/her proxy.</p> <p>The reply slip of the notice of the meeting of the Board of Supervisors shall deliver to the convener or the authorised persons no later than 5 days prior to the date of the meeting, while the reply slip of the notice of the interim meeting of the Board of Supervisors shall deliver to the convener or the authorised persons no later than 2 days prior to the date of the meeting. The reply slips shall be returned in the form of direct delivery, post or fax.</p>	<p>Article 18 Where the Board of Supervisors convene a meeting, the convener or the authorised persons shall notify all members of the Board of Supervisors by direct delivery, post, fax, e-mail or other writing means 10 days prior to the meeting. The notice of the meeting shall specify the date, venue of the meeting, topics of the meeting and the date on which the notice is sent. The notice of an interim meeting of the Board of Supervisors and relevant meeting documents shall be served 5 day in advance.</p> <p><u>Where an interim meeting of the Board of Supervisors needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means without prior notice, but the convener shall make explanations at the meeting.</u></p> <p>Supervisors who determined to attend the meeting shall sign the reply slip attached to the notice of the meeting to state his intention to attend the meeting. Any Supervisors who is unable to attend the meeting shall specify the reasons on the reply slip and clarify whether he/she will appoint other Supervisors to attend the meeting as his/her proxy.</p> <p>The reply slip of the notice of the meeting of the Board of Supervisors shall deliver to the convener or the authorised persons no later than 5 days prior to the date of the meeting, while the reply slip of the</p>	<p>Amended based on the actual conditions of the Bank</p>

**APPENDIX IV EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS
OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<p>notice of the interim meeting of the Board of Supervisors shall deliver to the convener or the authorised persons no later than 2 days prior to the date of the meeting. The reply slips shall be returned in the form of direct delivery, post or fax.</p>	
<p>Article 21 Regular meetings of the Board of Supervisors are held on site. Telephone meetings or video meetings shall also be deemed as on-site meetings as long as the parties can hear and fully communicate with one another. Any Supervisor who attends a meeting of the Board of Supervisors via teleconferencing or videoconferencing shall be deemed as having attended the meeting.</p> <p>Meetings of the Board of Supervisors shall be held only if more than a half of the Supervisors are present. Voting on meetings of the Board of Supervisors may be conducted by open ballot or by means of communications. Each Supervisor attending the meeting shall be entitled to one vote. Supervisors shall attend meetings of the Board of Supervisors in person. If any Supervisor is unable to attend the meeting in person for certain reasons, he/she may entrust other Supervisors to attend the meeting as their proxy. If any external Supervisors are unable to attend the meeting in person for certain reasons, he/she may entrust other external Supervisors to attend the meeting as his/her proxy.</p>	<p>Article 21 Regular meetings of the Board of Supervisors are held on site. Telephone meetings or video meetings shall also be deemed as on-site meetings as long as the parties can hear and fully communicate with one another. Any Supervisor who attends a meeting of the Board of Supervisors via teleconferencing or videoconferencing shall be deemed as having attended the meeting.</p> <p>Meetings of the Board of Supervisors shall be held only if more than a half of the Supervisors are present. Voting on meetings of the Board of Supervisors may be conducted by open ballot or by means of communications. Each Supervisor attending the meeting shall be entitled to one vote. Supervisors shall attend meetings of the Board of Supervisors in person. <u>Supervisors shall attend at least two-thirds of the Board of Supervisors' on-site meetings in person each year.</u> If any Supervisor is unable to attend the meeting in person for certain reasons, he/she may entrust other Supervisors to attend the meeting as his/her proxy. If any external Supervisors are unable to attend the meeting in person for</p>	<p>Article 64 of the Corporate Governance Guidelines for Banking and Insurance Institutions and Article 15 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial)</p>

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Original Articles	Revised Articles	Revision Basis
	<p>certain reasons, he/she may entrust other external Supervisors to attend the meeting as their proxy.</p>	
<p>Article 24 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.</p> <p>The power of attorney with unclear principal, without the statement of appoint proxy to attend the meeting or without signature of the principal shall be invalid. The power of attorney may send by means of fax or letter, provided that it contains the required details.</p>	<p>Article 24 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.</p> <p>The power of attorney with unclear principal, without the statement of appoint proxy to attend the meeting or without signature of the principal shall be invalid. The power of attorney may send by means of fax, <u>e-mail</u> or letter, provided that it contains the required details.</p>	<p>Amended based on the actual conditions of the Bank</p>
<p>Article 27 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 27 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>
<p>Article 35 The minutes of meetings of the Board of Supervisors and the power of attorney in relation to the appointment of proxies shall be kept as archives of the Bank for at least 10 years.</p>	<p>Article 35 The minutes of meetings of the Board of Supervisors and the power of attorney in relation to the appointment of proxies shall be kept <u>permanently</u> as archives of the Bank for at least 10 years.</p> <p><u>The Bank shall promptly submit the</u></p>	<p>Article 71 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<u>minutes and resolutions of meetings of the Board of Supervisors to the regulatory authority.</u>	

**APPENDIX V EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE EQUITY MANAGEMENT MEASURES OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>Article 15 Substantial shareholders of the Bank shall state its shareholding structure level by level up to its de facto controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder.</p>	<p>Article 15 Substantial shareholders of the Bank shall state its shareholding structure level by level up to its de facto controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder, <u>to ensure the authenticity and transparency of equity relationship. It is strictly prohibited to hide the de facto controller, conceal the related party relationship, hold equity on a commission basis, make private agreements or conduct any other illegal activities.</u></p> <p><u>A shareholder of the Bank shall report his/her/its information for being a related party to the Bank as required within 15 working days from the date on which it becomes a holder of more than 5% (inclusive) of the shares of the Bank or it becomes able to exert significant impact on the Bank.</u></p>	<p>Article 8 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial) and Article 41 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions</p>
<p>New</p>	<p><u>Article 29 Major shareholders of the Bank shall fully understand the Bank’s industry attributes, risk characteristics, prudent operation rules, as well as the rights and obligations of major shareholders, proactively maintain the Bank’s stable operation and support the Bank to better serve the real economy and prevent and control financial risks.</u></p>	<p>The Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</p>

APPENDIX V EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE EQUITY MANAGEMENT MEASURES OF THE BANK

Original Articles	Revised Articles	Revision Basis
New	<p><u>Article 32 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 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>	The Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)
New	<p><u>Article 33 Major shareholders of the Bank shall pay attention to long-term investment and value investment, and shall not cash out for speculative purpose; shall maintain the relative stability of the Bank's shareholding structure, and shall not transfer or transfer the equity of the Bank held by them in disguised form within the restricted transfer period, except in cases of judicial ruling, administrative allocation or the order of transfer by the CBIRC and its local offices.</u></p>	The Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)
New	<p><u>Article 34 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</u></p>	The Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)

**APPENDIX V EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE EQUITY MANAGEMENT MEASURES OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<p><u>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 CBIRC:</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 which bypasses 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>	

APPENDIX V EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE EQUITY MANAGEMENT MEASURES OF THE BANK

Original Articles	Revised Articles	Revision Basis
	<u>(VIII) interfering with the independent operation of the Bank in other forms.</u>	
New	<u>Article 41 Major shareholders of the Bank shall comply with laws and regulations and relevant provisions of the CBIRC on related party transactions to ensure the transparency and fairness of transactions with the Bank.</u>	The Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)
New	<p><u>Article 42 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> <p><u>(III) to make the Bank borne unreasonable expenses or relevant expenses that should be borne on 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</u></p>	The Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)

APPENDIX V EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE EQUITY MANAGEMENT MEASURES OF THE BANK

Original Articles	Revised Articles	Revision Basis
	<p><u>non-related parties, or sell or lease assets with 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 43 Major shareholders of the Bank shall fully assess the necessity and rationality of related party transactions with the Bank, and strictly prohibit them from evading the review of related party transactions by concealing related party relationships, splitting transactions, and extending the financing chain through embedded transactions. Major shareholders are encouraged to reduce the number and scale of related party transactions with the Bank, enhance the independence of the Bank and improve its market competitiveness.</u></p>	<p>The Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</p>

**APPENDIX V EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE EQUITY MANAGEMENT MEASURES OF THE BANK**

Original Articles	Revised Articles	Revision Basis
New	<p><u>Article 49 Major shareholders of the Bank shall strictly perform the obligation of information submission in accordance with the regulatory requirements, formulate and improve the internal work procedures, clarify the scope, content, review procedures and responsible departments of information submission, etc., and ensure that the information submission is timely, true, accurate and complete, and shall not contain false records, misleading statements or material omissions.</u></p>	<p>The Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</p>
New	<p><u>Article 54 Major shareholders of the Bank 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</u></p>	<p>The Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</p>

**APPENDIX V EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE EQUITY MANAGEMENT MEASURES OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<p><u>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 external regulatory authorities consider that dividends should not be distributed.</u></p>	
New	<p><u>Article 124 Substantial shareholders of the Bank shall make commitments truthfully and fulfill their commitments effectively in accordance with relevant laws and regulations and regulatory requirements and actively cooperate with the CBIRC or its local offices and the Bank in the evaluation of shareholders' commitments.</u></p> <p><u>The substantial shareholder of the Bank shall actively fulfill the due diligence commitments including capital replenishment and liquidity support, and cooperate with the Bank in handling risks in accordance with the regulatory requirements. If they are unable to fulfill their due diligence commitments, they shall inform the Bank in a timely manner, explaining the details and reasons, and shall not prevent other investors from taking reasonable plans to invest in the Bank.</u></p> <p><u>The Bank shall promptly report to the CBIRC or its local offices and formulate a response plan when it</u></p>	The Notice on Further Strengthening the Management of Shareholders' Commitment of Banking and Insurance Institutions

**APPENDIX V EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE EQUITY MANAGEMENT MEASURES OF THE BANK**

Original Articles	Revised Articles	Revision Basis
	<p><u>becomes aware that the relevant shareholder is unable to fulfill its due diligence commitments.</u></p>	
New	<p><u>Article 125 The office of the Board of the Bank shall be responsible for establishing and maintaining the substantial shareholders' commitment file and the substantial shareholders' information file.</u></p> <p><u>The file of substantial shareholders' commitments shall record the parties to the commitments, specific matters, the manner and time of performance of the commitments, the performance of the commitments and the measures taken against the shareholders who have breached the commitments.</u></p> <p><u>The information file of substantial shareholders shall record and manage the relevant information of substantial shareholders, verify and know the control of substantial shareholders, the related relationship with other shareholders of the Bank and the status of acting in concert, and the freezing of equity pledge held by them at least once every half year through inquiry of shareholders, inquiry of public information, etc., and shall report and disclose relevant information in a timely, accurate and complete manner in accordance with relevant regulations if there is any change.</u></p>	The Notice on Further Strengthening the Management of Shareholders' Commitment of Banking and Insurance Institutions

**APPENDIX VI EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO
THE ADMINISTRATIVE MEASURES FOR
SHAREHOLDER EVALUATION OF THE BANK**

Original Articles	Revised Articles	Revision Basis
<p>Article 12 The evaluation of the performance of shareholders' obligations includes five dimensions, i.e. providing shareholders' information and materials, supporting the daily operation of the Bank, complying with the commitment to hold shares, performing the duties of participating in meetings and voting, and complying with laws and regulations, and the scores of each of the dimensions are 10, 30, 30, 20 and 10, respectively, totaling 100 scores, and accounting for 20% of the total score. The Office of the Board of Directors is responsible for organizing the scoring and based on the scoring schedule according to the daily performance of duties by shareholders.</p>	<p>Article 12 The evaluation of the performance of shareholders' obligations includes five dimensions, i.e. providing shareholders' information and materials, supporting the daily operation of the Bank, complying with the commitment to hold shares, performing the duties of participating in meetings and voting, and complying with laws and regulations, and the scores of each of the dimensions are 10, 30, 30, 20 and 10, respectively, totaling 100 scores, and accounting for 20%<u>30%</u> of the total score. The Office of the Board of Directors is responsible for organizing the scoring and based on the scoring schedule according to the daily performance of duties by shareholders.</p>	<p>Amended based on the actual conditions of the Bank</p>
<p>Article 13 Shareholder's contribution to development means the contribution to the development of the Bank, including three dimensions, i.e. deposit contribution, business contribution (excluding deposits) and brand contribution, and the scores of each of the dimensions are 60, 20 and 20 respectively, totaling 100 scores, and accounting for 40% of the total score.</p>	<p>Article 13 Shareholder's contribution to development means the contribution to the development of the Bank, including three dimensions, i.e. deposit contribution, business contribution (excluding deposits) and brand contribution, and the scores of each of the dimensions are 60, 20 and 20 respectively, totaling 100 scores, and accounting for 40% of the total score <u>50, 30, 20, totaling 100 scores, and accounting for 30% of the total score.</u></p>	<p>Amended based on the actual conditions of the Bank</p>
<p>New</p>	<p><u>Article 15 The Bank applies the evaluation results to the daily assessment and incentive policies for shareholders, and the assessment and incentive policies are formulated by the strategic investor leading group of the Bank.</u></p>	<p>Amended based on the actual conditions of the Bank</p>

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 first extraordinary general meeting (the “**EGM**”) of Bank of Jiujiang Co., Ltd.* (the “**Bank**”) will be held at 10:00 a.m. on Tuesday, 7 February 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the People’s Republic of China (the “**PRC**”), for the shareholders of the Bank (the “**Shareholders**”) to consider and, if thought fit, to approve the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the following matters in the proposal in relation to the proposed non-public issuance of Domestic Shares under Specific Mandate on an itemised basis:
 - 1.1 Type and par value of Shares to be issued;
 - 1.2 Number of Shares to be issued ;
 - 1.3 Target places;
 - 1.4 Method of pricing;
 - 1.5 Method of issuance;
 - 1.6 Timing of issuance;
 - 1.7 Lock-up arrangement;
 - 1.8 Use of proceeds;
 - 1.9 Distribution of accumulated undistributed profit;
 - 1.10 Validity period of the plan;
2. To consider and approve the following matters in the proposal in the proposal in relation to the proposed non-public issuance of H Shares under Specific Mandate on an itemised basis:
 - 2.1 Type and par value of Shares to be issued;
 - 2.2 Number of Shares to be issued;

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

- 2.3 Target places;
- 2.4 Method of pricing;
- 2.5 Method of issuance;
- 2.6 Timing of issuance;
- 2.7 Use of proceeds;
- 2.8 Distribution of accumulated undistributed profit;
- 2.9 Validity period of the plan;
- 2.10 Listing arrangement;
3. To consider and approve the proposal in relation to grant of authority to the Board and its authorised persons to handle matters in relation to the proposed non-public issuance of Domestic Shares and H Shares under Specific Mandate (collectively referred to as the “**Issuance**”);
4. To consider and approve the proposal in relation to the proposed change of the registered capital of the Bank upon completion of the Issuance;
5. To consider and approve the proposal in relation to the proposed formulation of the Articles of Association which will be applicable and effective upon the completion of the Issuance;
6. To consider and approve the proposal in relation to the amendments to the Articles of Association of the Bank;
7. To consider and approve the proposal in relation to the amendments to the Rules of Procedures for the Shareholders’ General Meeting of the Bank;
8. To consider and approve the proposal in relation to the amendments to the Rules of Procedures for the Board of Directors of the Bank;
9. To consider and approve the proposal in relation to the amendments to the Rules of Procedures for the Board of Supervisors of the Bank;

ORDINARY RESOLUTIONS

10. To consider and approve the proposal in relation to the amendments to the Equity Management Measures of the Bank;

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

11. To consider and approve the proposal in relation to the amendments to the Administrative Measures for Shareholder Evaluation of the Bank.

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

Jiangxi, the People's Republic of China
16 January 2023

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all votes of resolutions at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The poll results will be published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Bank (www.jjccb.com) in accordance with the Listing Rules.
2. Closure of register of members, eligibility for attending and voting at the EGM

The register of members of the Bank will be closed from Sunday, 8 January 2023 to Tuesday, 7 February 2023 (both days inclusive), during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Bank on Tuesday, 7 February 2023 are entitled to attend and vote at the EGM.

For a holder of the shares of the Bank to be eligible for attending and voting at the EGM, all completed and signed share transfer documents (together with the relevant share certificates) and other appropriate documents of the holders of the shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of Directors of the Bank at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Friday, 6 January 2023 for registration.

3. Proxy

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

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the person duly authorized in writing by the principal. If the principal is a corporation, the power of attorney shall be affixed with the common seal or signed by its director or other representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the proxy form, together with a notarially certified copy of the power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or to the office of the Board of Directors of the Bank at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC (for the Domestic Shareholders) no later than 24 hours before the scheduled time for the holding of the EGM (i.e. Monday, 6 February 2023 at 10:00 a.m.) or no later than 24 hours before the convening of any adjournment thereof.

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

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

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

4. Miscellaneous

- (i) The Shareholders or their proxies shall present their identity documents when attending the EGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a Shareholder shall present his/her identity documents and the notorially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the EGM (or any adjournment thereof).
- (ii) The EGM is expected to last for no more than half working day. Shareholders and their proxies attending the meeting shall arrange for their own traveling and accommodation at their own expenses.
- (iii) Address of Computershare Hong Kong Investor Services Limited:

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

Address of the office of the Board:

Bank of Jiujiang Mansion
No. 619 Changhong Avenue,
Lianxi District, Jiujiang
Jiangxi Province, the PRC
Tel: (86) 792 7783 000 - 1101
Fax: (86) 792 8325 019

- 5. The details about the aforesaid resolutions proposed for the consideration and approval at the EGM will be set out in the circular of the EGM to be despatched by the Bank when appropriate.

As at the date of this notice, the Board of the Bank 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.*

NOTICE OF THE 2023 FIRST H SHAREHOLDERS CLASS MEETING



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)

NOTICE OF THE 2023 FIRST H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the first H Shareholders class meeting of 2023 (the “**2023 First H Shareholders Class Meeting**”) of Bank of Jiujiang Co., Ltd.* (the “**Bank**”) will be held on Tuesday, 7 February 2023 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the People’s Republic of China, immediately after the conclusion of the 2023 first extraordinary general meeting and the 2023 First Domestic Shareholders Class Meeting of the Bank, for the H Shareholders to consider and, if thought fit, to approve the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the following matters in the proposal in relation to the proposed non-public issuance of Domestic Shares under Specific Mandate on an itemised basis:
 - 1.1 Type and par value of Shares to be issued;
 - 1.2 Number of Shares to be issued ;
 - 1.3 Target places;
 - 1.4 Method of pricing;
 - 1.5 Method of issuance;
 - 1.6 Timing of issuance;
 - 1.7 Lock-up arrangement;
 - 1.8 Use of proceeds;
 - 1.9 Distribution of accumulated undistributed profit;
 - 1.10 Validity period of the plan;
2. To consider and approve the following matters in the proposal in relation to the proposed non-public issuance of H Shares under Specific Mandate on an itemised basis:

NOTICE OF THE 2023 FIRST H SHAREHOLDERS CLASS MEETING

- 2.1 Type and par value of Shares to be issued;
 - 2.2 Number of Shares to be issued;
 - 2.3 Target places;
 - 2.4 Method of pricing;
 - 2.5 Method of issuance;
 - 2.6 Timing of issuance;
 - 2.7 Use of proceeds;
 - 2.8 Distribution of accumulated undistributed profit;
 - 2.9 Validity period of the plan;
 - 2.10 Listing arrangement;
3. To consider and approve the proposal in relation to grant of authority to the Board and its authorised persons to handle matters in relation to the proposed non-public issuance of Domestic Shares and H Shares under Specific Mandate.

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

Jiangxi, the People's Republic of China
16 January 2023

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all votes of resolutions at the 2023 First H Shareholders Class Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The voting results will be published on the websites of Stock Exchange (www.hkexnews.hk) and the Bank (www.jjccb.com) in accordance with the Listing Rules.
2. Closure of register of members, eligibility for attending and voting at the 2023 First H Shareholders Class Meeting

The register of members of the Bank will be closed from Sunday, 8 January 2023 to Tuesday, 7 February 2023 (both days inclusive), during which period no transfer of shares will be effected. H Shareholders whose names appear on the register of members of the Bank on Tuesday, 7 February 2023 are entitled to attend and vote at the 2023 First H Shareholders Class Meeting.

NOTICE OF THE 2023 FIRST H SHAREHOLDERS CLASS MEETING

For a holder of the H Shares of the Bank to be eligible for attending and voting at the 2023 First H Shareholders Class Meeting, all completed and signed share transfer documents (together with the relevant share certificates) and other appropriate documents of the holders of the H Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 6 January 2023 for registration.

3. Proxy

Any H Shareholder entitled to attend and vote at the 2023 First H Shareholders Class Meeting is entitled to appoint one or more person(s) (if the H Shareholder holds two or more H shares), whether (each of) such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the 2023 First H Shareholders Class Meeting.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the person duly authorized in writing by the principal. If the principal is a corporation, the power of attorney shall be affixed with the common seal or signed by its director or other representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the proxy form, together with a notarially certified copy of the power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the scheduled time for the holding of the 2023 First H Shareholders Class Meeting or no later than 24 hours before the convening of any adjournment thereof.

After the completion and return of the proxy form and the power of attorney, you can attend and vote in person at the 2023 First H Shareholders Class Meeting or any adjournment thereof should you so wish. In the event that you attend the 2023 First H Shareholders Class Meeting and vote on the meeting, the authority of your proxy will be deemed to have been revoked.

In the case of joint holders of the H Shares of the Bank, any one of such holders may vote at the 2023 First H Shareholders Class Meeting either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders of the H Shares be present at the 2023 First H Shareholders Class Meeting, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Bank in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered H Shareholder(s).

4. Miscellaneous

(i) The H Shareholders or their proxies shall present their identity documents when attending the 2023 First H Shareholders Class Meeting (or any adjournment thereof). The legal representative of or any other persons officially authorized by an H Shareholder shall present his/her identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the 2023 First H Shareholders Class Meeting (or any adjournment thereof).

(ii) The 2023 First H Shareholders Class Meeting is expected to last for no more than half working day. H Shareholders and their proxies attending the meeting shall arrange for their own traveling and accommodation at their own expenses.

(iii) Address of Computershare Hong Kong Investor Services Limited:

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

NOTICE OF THE 2023 FIRST H SHAREHOLDERS CLASS MEETING

Fax: (852) 2865 0990

Address of the office of the Board:

Bank of Jiujiang Mansion
No. 619 Changhong Avenue, Lianxi District, Jiujiang
Jiangxi Province, the PRC
Tel: (86) 792 7783 000 - 1101
Fax: (86) 792 8325 019

5. The details about the aforesaid resolutions proposed for the consideration and approval at the 2023 First H Shareholders Class Meeting will be set out in the circular of the EGM to be dispatched by the Bank when appropriate.

As at the date of this notice, the Board of the Bank 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.*