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**JILIN JIUTAI RURAL COMMERCIAL BANK CORPORATION LIMITED \***

**吉林九台農村商業銀行股份有限公司 \***

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

**(Stock Code: 6122)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES  
FOR SHAREHOLDERS' GENERAL MEETINGS  
AND  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES  
FOR BOARD MEETINGS**

The board of directors (the “**Board**”) of Jilin Jiutai Rural Commercial Bank Corporation Limited (the “**Bank**”) hereby announces that, on March 30, 2023, the Board approved the resolutions regarding the proposed amendments to the existing Articles of Association of Jilin Jiutai Rural Commercial Bank Corporation Limited (the “**Articles of Association**”), the Rules of Procedures for Shareholders’ General Meetings for Jilin Jiutai Rural Commercial Bank Corporation Limited (the “**Rules of Procedures for Shareholders’ General Meetings**”) and the Rules of Procedures for Board Meetings of Jilin Jiutai Rural Commercial Bank Corporation Limited (the “**Rules of Procedures for Board Meetings**”). Details are set out as follows.

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In order to continuously improve the Bank’s corporate governance, according to the Company Law of the People’s Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions and other relevant laws and regulations and in combination with the Bank’s actual situation, the Bank proposes to amend the Articles of Association (the “**Amendments to the Articles of Association**”). Please see Appendix I to this announcement for details.

The Board has agreed to propose to the shareholders of the Bank (the “**Shareholders**”) to approve the followings at the annual general meeting of 2022 of the Bank (the “**AGM**”):

- (1) to approve the Amendments to the Articles of Association; and

- (2) to authorize the Board and agree that the Board may further delegate such authorization to the chairman, president and secretary to the Board to jointly or severally amend the articles in relation to the Amendments to the Articles of Association, and seek approval for the proposed amendments to the Articles of Association or registration of the proposed amendments with the administration for industry and commerce and other relevant government authorities in accordance with the changes to the domestic and overseas laws, regulations and other regulatory documents, the requirements and suggestions of domestic and overseas regulatory authorities and the stock exchange on which the shares of the Bank are listed.

The above resolution is subject to approval by the Shareholders at the AGM, and the amended Articles of Association will become effective upon approval of the regulatory authority of the banking and insurance industry in China. The existing Articles of Association will remain effective until the approval for the proposed amendments is granted.

### **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

In order to consolidate the Bank's corporate governance and improve the rules of procedures for Shareholders' general meetings, according to the Company Law of the People's Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions and other relevant laws and regulations and in combination with the Bank's actual situation, the Bank proposes to amend the Rules of Procedures for Shareholders' general meetings (the "**Amendments to the Rules of Procedures for Shareholders' General Meetings**"). Please refer to Appendix II to this announcement for details.

The Board has agreed to propose to the Shareholders to approve the followings at the AGM:

- (1) to approve the Amendments to the Rules of Procedures for Shareholders' General Meetings; and
- (2) to authorize the Board, and agree that the Board may further delegate such authorization to the chairman, president and secretary to the Board to jointly or severally make necessary adjustments and amendments to the relevant provisions of the Rules of Procedures for Shareholders' General Meetings, in accordance with the changes in domestic and overseas laws, regulations and other regulatory documents, the requirements and suggestions of the domestic and overseas regulatory authorities and stock exchange on which the shares of the Bank are listed, as well as the adjustments and amendments to the Articles of Association.

The above resolution is subject to approval by the Shareholders at the AGM, and the amended Rules of Procedures for Shareholders' General Meetings will become effective when the corresponding amended Articles of Association is approved by the regulatory authority of the banking and insurance industry in China. The existing Rules of Procedures for Shareholders' General Meetings of the Bank will remain effective until the approval for the corresponding amended Articles of Association is granted.

## PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS

In order to consolidate the Bank's corporate governance and improve the Rules of Procedures for Board Meetings, according to the Corporate Governance Guidelines for Banking and Insurance Institutions and other relevant laws and regulations and in combination with the Bank's actual situation, the Bank proposes to amend certain articles in the Rules of Procedures for Board Meetings (the "**Amendments to the Rules of Procedures for Board Meetings**"). Please refer to Appendix III to this announcement for details.

The Board has agreed to propose to the Shareholders to approve the followings at the AGM:

- (1) to approve the Amendments to the Rules of Procedures for Board Meetings; and
- (2) to authorize the Board, and agree that the Board may further delegate such authorization to the chairman, president and secretary to the Board to jointly or severally make necessary adjustments and amendments to the relevant provisions of the Rules of Procedures for Board Meetings, in accordance with the changes in domestic and overseas laws, regulations and other regulatory documents, the requirements and suggestions of the domestic and overseas regulatory authorities and stock exchange on which the shares of the Bank are listed, as well as the adjustments and amendments to the Articles of Association.

The above resolution is subject to approval by the Shareholders at the AGM, and the amended Rules of Procedures for Board Meetings will become effective when the corresponding amended Articles of Association is approved by the regulatory authority of the banking and insurance industry in China. The existing Rules of Procedures of the Board Meetings of the Bank will remain effective until the approval for the corresponding amended Articles of Association is granted.

By order of the Board  
**Jilin Jiutai Rural Commercial Bank Corporation Limited\***  
**Yuan Chunyu**  
*Joint Company Secretary*

Changchun, China  
March 30, 2023

*As at the date of this announcement, the Board comprises Mr. Liang Xiangmin and Mr. Yuan Chunyu as executive directors; Mr. Cui Qiang, Mr. Zhang Yusheng, Mr. Wu Shujun, Mr. Zhang Lixin and Ms. Wang Ying as non-executive directors; and Ms. Zhang Qiuhua, Mr. Fong Wai Kuk Dennis, Ms. Han Lirong, Ms. Jin Xiaotong and Mr. Sun Jiafu as independent non-executive directors.*

\* *Jilin Jiutai Rural Commercial Bank Corporation Limited 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/deposit-taking business in Hong Kong.*

## Appendix I

### COMPARISON TABLE FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 1 To safeguard the legitimate rights and interests of the shareholders and creditors of Jilin Jiutai Rural Commercial Bank Corporation Limited (hereinafter referred to as the “Bank”), and to regulate the organization and activities of the Bank, these Articles of Association have been hereby established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on Commercial Banks (the “Commercial Bank Law”), the Measure of the China Banking Regulatory Commission on Matters Concerning Administrative License of Rural Small and Medium-size Financial Institutions, the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guide on the Corporate Governance of Commercial Banks, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Constitution of the Communist Party of China (the “Constitution of the Party”) and other relevant laws, rules and regulations, department regulations, the relevant regulations of the securities regulators of the place where the shares of the Bank are listed and in combination with the practical situations of the Bank.</p>	<p>Article 1 To safeguard the legitimate rights and interests of the shareholders and creditors of Jilin Jiutai Rural Commercial Bank Corporation Limited (hereinafter referred to as the “Bank”), and to regulate the organization and activities of the Bank, these Articles of Association have been hereby established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on Commercial Banks (the “Commercial Bank Law”), the Measure of the <del>China Banking Regulatory Commission on Matters Concerning Administrative License of Rural Small and Medium-size Financial Institutions</del> <u>China Banking and Insurance Regulatory Commission on Matters Concerning Administrative License of Rural Small and Medium-size Financial Institutions</u>, the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, <del>the Guide on the Corporate Governance of Commercial Banks</del> <u>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 Related Party Transactions of Banking and Insurance Institutions</u>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Constitution of the Communist Party of China (the “Constitution of the Party”) and other relevant laws, rules and regulations, department regulations, the relevant regulations of the securities regulators of the place where the shares of the Bank are listed and in combination with the practical situations of the Bank.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 22 Upon approval by the Banking Regulators under the State Council, the securities regulators under the State Council and other relevant regulatory authorities, the Bank may issue shares to domestic and overseas investors.</p> <p>For the purpose of the preceding paragraph, the term “overseas investors” shall mean foreign investors and investors from the Hong Kong Special Administrative Region (“Hong Kong”), the Macau Special Administrative Region of the People’s Republic of China (the “PRC”) and Taiwan who subscribe for shares issued by the Bank; the term “domestic investors” shall mean investors within the PRC (other than those regions mentioned above) who subscribe for shares issued by the Bank.</p>	<p>Article 22 Upon approval by the Banking Regulators under the State Council, the securities regulators under the State Council and other relevant regulatory authorities, the Bank may issue shares to domestic and overseas investors.</p> <p>For the purpose of the preceding paragraph, the term “overseas investors” shall mean foreign investors and investors from the Hong Kong Special Administrative Region (“Hong Kong”) of the People’s Republic of China (the “PRC”), the Macau Special Administrative Region <b><u>of the PRC</u></b> and Taiwan <b><u>of the PRC</u></b> who subscribe for shares issued by the Bank; the term “domestic investors” shall mean investors within the PRC (other than those regions mentioned above) who subscribe for shares issued by the Bank.</p>
<p>Article 30 As adopted through the approving procedures of the Bank and approved by the Banking Regulator under the State Council, the Bank may repurchase its issued and outstanding shares for the purpose of:</p> <p>(i) Reducing the registered capital of the Bank;</p> <p>(ii) Merging with other companies holding shares in the Bank;</p> <p>(iii) Granting shares to employees of the Bank as a reward;</p> <p>(iv) Any requests for the Bank to buy out shares from the shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank;</p> <p>(v) Any such other circumstances as permitted by the laws and administrative regulations.</p> <p>Except for the purpose as set above, the Bank shall not be engaged in any activities of buying and selling its own shares.</p>	<p>Article 30 As adopted through the approving procedures of the Bank and approved by the Banking Regulator under the State Council, the Bank may repurchase its issued and outstanding shares for the purpose of:</p> <p>(i) Reducing the registered capital of the Bank;</p> <p>(ii) Merging with other companies holding shares in the Bank;</p> <p>(iii) <del>Granting shares to employees of the Bank as a reward</del> <b><u>Utilizing its shares in employee stock ownership plans or share incentive;</u></b></p> <p>(iv) Any requests for the Bank to buy out shares from the shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank;</p> <p><b><u>(v) Utilizing its shares to satisfy the conversion of convertible bonds issued by the Bank;</u></b></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
	<p><b><u>(vi) Safeguarding the value of the Bank and the interests of the shareholders when necessary;</u></b></p> <p><b><u>(vii) Any such other circumstances as permitted by the laws and administrative regulations.</u></b></p> <p>Except for the purpose as set above, the Bank shall not be engaged in any activities of buying and selling its own shares.</p> <p><b><u>In the event that the Bank purchases its shares under either circumstance as mentioned in item (i) and (ii) of the above paragraph, a resolution thereon shall be made at the general meeting. Where the Bank purchases its shares under either circumstance as mentioned in item (iii), (v) and (vi) of the above paragraph, a Board resolution thereon may, pursuant to the mandate of the general meeting, be passed at a Board meeting that is attended by at least two-thirds of Directors.</u></b></p> <p><b><u>In the event that the Bank purchases its shares in accordance with the first paragraph of this Article under the circumstance as mentioned in item (i), the shares shall be cancelled within ten days from the date of purchase; in the event that the Bank purchases its shares under either circumstance as mentioned in item (ii) and (iv), the shares shall be transferred or cancelled within six months; in the event that the Bank purchases its shares under either circumstance as mentioned in item (iii), (v) and (vi), the total number of shares held by the Bank shall not exceed 10% of the total issued shares of the Bank and shall be transferred or cancelled within 3 years.</u></b></p> <p><b><u>If the securities regulators of the place where shares of the Bank are listed provide otherwise on share repurchase, such provisions shall prevail.</u></b></p>

Original Article	Amended Article
<p>Article 32 A prior approval shall be obtained from a general meeting in respect of any share repurchase by the Bank through an off-market agreement instead of on a securities exchange in accordance with the provisions of these Articles of Association. After the general meeting has given its approval in the same way, the Bank may rescind or alter any contracts entered into in the said manner or waive any rights under such contracts.</p> <p>The contract to repurchase shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase shares.</p> <p>The Bank shall not assign a contract for repurchasing its shares or any of its rights thereunder.</p> <p>Where the Company has the right to repurchase redeemable shares by means other than repurchases through the market or by tender, the repurchase price shall be limited to a maximum price; if repurchases are made by tender, invitation for tenders shall be made to all shareholders alike.</p>	<p>Article 32 A prior approval shall be obtained from a general meeting in respect of any share repurchase by the Bank through an off-market agreement instead of on a securities exchange in accordance with the provisions of these Articles of Association. After the general meeting has given its approval in the same way, the Bank may rescind or alter any contracts entered into in the said manner or waive any rights under such contracts.</p> <p>The contract to repurchase shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase shares.</p> <p>The Bank shall not assign a contract for repurchasing its shares or any of its rights thereunder.</p> <p><del>Where the Company has the right to repurchase redeemable shares by means other than repurchases through the market or by tender, the repurchase price shall be limited to a maximum price; if repurchases are made by tender, invitation for tenders shall be made to all shareholders alike.</del></p>
<p>Article 35 Except as otherwise provided for in the laws, rules and regulations, the shares held by shareholders of the Bank shall not be withdrawn. Except as otherwise provided for in the laws, administrative regulations or the securities regulator of the place where the shares are listed, fully paid shares of the Bank may be transferred freely according to laws, free and clear of any liens.</p> <p>Any transfer of the shares of the Bank shall be registered with the local share registry authorized by the Bank. Any transfer of the shares of the Bank shall comply with the relevant regulations of the relevant regulators (e.g. the Banking Regulator under the State Council).</p> <p>With the approval by the Board of Directors of the Bank, shares held by a shareholder of the Bank may be transferred, succeeded or given as a gift according to the law. It shall require prior approval from the banking regulators if any shareholding in a rural commercial bank exceeds 5%.</p>	<p>Article 35 Except as otherwise provided for in the laws, rules and regulations, the shares held by shareholders of the Bank shall not be withdrawn. Except as otherwise provided for in the laws, administrative regulations or the securities regulator of the place where the shares are listed, fully paid shares of the Bank may be transferred freely according to laws, free and clear of any liens.</p> <p>Any transfer of the shares of the Bank shall be registered with the local share registry authorized by the Bank. Any transfer of the shares of the Bank shall comply with the relevant regulations of the relevant regulators (e.g. the Banking Regulator under the State Council).</p> <p>With the approval by the Board of Directors of the Bank <b><u>or the equity management institution for approval,</u></b> shares held by a shareholder of the Bank may be transferred, <del>succeeded or given as a gift</del> <b><u>besides stock exchanges</u></b> according to the law. It shall require prior approval from the banking regulators if any shareholding in <b><u>the Bank</u></b> <del>a rural commercial bank</del> exceeds 5%.</p>

Original Article	Amended Article
<p>Article 43 The Bank shall issue to shareholders share certificates in registered form with respect to shares of the Bank as the evidence of the shareholdings of such shareholders in the Bank. Share certificates of the Bank shall be in registered form.</p> <p>The terms specified on the share certificates of the Bank shall, in addition to those provided in the Company Law, contain other items required to be specified by the stock exchange(s) on which the shares of the Bank are listed. The Bank may issue overseas listed shares in form of foreign depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and depository of securities in the place of listing.</p> <p>Where share capital of the Bank include any shares without any voting rights, then the wording “no voting” shall be indicated in such share certificates; where the share capital of the Bank includes any shares with different voting rights, then the wording “restricted voting rights” or “qualified voting rights” shall be indicated in the name of each such type of share certificate (other the share certificates with the most preferential voting rights).</p>	<p>Article 43 The Bank shall issue to shareholders share certificates in registered form with respect to shares of the Bank as the evidence of the shareholdings of such shareholders in the Bank. Share certificates of the Bank shall be in registered form.</p> <p>The terms specified on the share certificates of the Bank shall, in addition to those provided in the Company Law, contain other items required to be specified by the stock exchange(s) on which the shares of the Bank are listed. The Bank may issue overseas listed shares in form of foreign depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and depository of securities in the place of listing.</p> <p><del>Where share capital of the Bank include any shares without any voting rights, then the wording “no voting” shall be indicated in such share certificates; where the share capital of the Bank includes any shares with different voting rights, then the wording “restricted voting rights” or “qualified voting rights” shall be indicated in the name of each such type of share certificate (other the share certificates with the most preferential voting rights).</del></p>
<p>Article 49 No changes shall be made to the register of shareholders as a result of a transfer of shares either within 30 days prior to the date of a general meeting, or within 5 days before the benchmark date set by the Bank for the purpose of distribution of dividends.</p> <p>If the securities regulators of the place where shares of the Bank are listed provide otherwise, such provisions shall prevail.</p>	<p>Article 49 <b><u>If there are provisions under in accordance with relevant requirements of laws, rules and regulations, department regulations, the relevant regulations of the securities regulators of the place where the shares of the Bank are listed for closure of</u></b></p> <p><del>No changes shall be made to the register of shareholders as a result of a transfer of shares either within 30 days prior to the date of a general meeting, or within 5 days before the benchmark date set by the Bank for the purpose of distribution of dividends.</del></p> <p><del>If the securities regulators of the place where shares of the Bank are listed provide otherwise, such provisions shall prevail.</del></p>



Original Article	Amended Article
<p>Article 59 Holders of the ordinary shares of the Bank shall enjoy the following rights:</p> <p>i) To receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>ii) To attend in person or by proxy general meetings;</p> <p>iii) To exercise voting rights based on the number of the shares held by him;</p> <p>iv) To supervise the business operation of the Bank, and to make suggestions and enquiries accordingly;</p> <p>v) To transfer, bestow or pledge or otherwise dispose of shares held by him in accordance with the laws, administrative regulations, the relevant regulations of the securities regulators of the place where the shares are listed and the provisions of these Articles of Association;</p> <p>vi) To obtain relevant information in accordance with the laws, administrative regulations, department regulations, normative documents, regulations of the securities regulators of the place where the shares of the Bank are listed and the provisions of these Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. To obtain a copy of these Articles of association after its cost has been paid;</li> <li>2. To have free access to and copy the following documents after a reasonable fee has been paid: <ol style="list-style-type: none"> <li>(1) all parts of the register of shareholders;</li> <li>(2) the personal information of directors, supervisors, President and senior executives of the Bank;</li> <li>(3) status of the share capital of the Bank;</li> <li>(4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</li> <li>(5) minutes of the general meetings,</li> </ol> </li> </ol>	<p>Article 59 Holders of the ordinary shares of the Bank shall enjoy the following rights:</p> <p>i) To receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>ii) To attend <b>and speak at general meetings</b> in person or by proxy <del>general meetings</del>;</p> <p>iii) To exercise voting rights based on the number of the shares held by him;</p> <p>iv) To supervise the business operation of the Bank, and to make suggestions and enquiries accordingly;</p> <p>v) To transfer, bestow or pledge or otherwise dispose of shares held by him in accordance with the laws, administrative regulations, the relevant regulations of the securities regulators of the place where the shares are listed and the provisions of these Articles of Association;</p> <p>vi) To obtain relevant information in accordance with the laws, administrative regulations, department regulations, normative documents, regulations of the securities regulators of the place where the shares of the Bank are listed and the provisions of these Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. To obtain a copy of these Articles of association after its cost has been paid;</li> <li>2. To have free access to and copy the following documents after a reasonable fee has been paid: <ol style="list-style-type: none"> <li>(1) all parts of the register of shareholders;</li> <li>(2) the personal information of directors, supervisors, President and senior executives of the Bank;</li> <li>(3) status of the share capital of the Bank;</li> <li>(4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</li> <li>(5) minutes of the general meetings;</li> </ol> </li> </ol>

Original Article	Amended Article
<p>(6) special resolutions of the Bank;</p> <p>(7) the latest audited financial statements and the Board reports, auditor's reports and the Board of Supervisors reports;</p> <p>(8) the copy of the corporate annual report submitted to the State Administration for Industry &amp; Commerce of China or other competent authorities for files.</p> <p>In accordance with the requirements of Hong Kong Listing Rules, the Bank shall make the documents referred to in item (1) 、(3) 、(4) 、(5) 、(6) 、(7) and (8) available for free inspection by the public and shareholders of H Shares at the address of the Bank in Hong Kong, of which the documents referred to in item (5) shall be available for inspection by shareholders only.</p> <p>Copies of minutes of the meetings will be available for inspection by the shareholders free of charge during the office hours of the Bank. If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any documents if any such documents or the copies thereof requested involve any business secrets and/or inside information of the Bank.</p> <p>vii) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the dissolution or liquidation of the Bank;</p> <p>viii) to request the Bank to buy out shares from such shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank;</p> <p>ix) to have other rights conferred in accordance with the laws, administrative regulations and these Articles of Association.</p> <p>The Bank shall not exercise any power against any person who exercises any rights by virtue of any shares of the Bank but fails to disclose any of his direct or indirect interest in the Bank for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.</p>	<p><del>(6) special resolutions of the Bank;</del></p> <p><del>(7) the latest audited financial statements and the Board reports, auditor's reports and the Board of Supervisors reports;</del></p> <p><del>(8) the copy of the corporate annual report submitted to the State Administration for Industry &amp; Commerce of China or other competent authorities for files.</del></p> <p>In accordance with the requirements of Hong Kong Listing Rules, the Bank shall make the documents referred to in item (1) <b>and</b> <del>(3) 、(4) 、(5) 、(6) 、(7) and (8)</del> available for free inspection by the <b>public and</b> shareholders of H Shares at the address of the Bank in Hong Kong, <del>of which the documents referred to in item (5) shall be available for inspection by shareholders only.</del></p> <p>Copies of minutes of the meetings will be available for inspection by the shareholders free of charge during the office hours of the Bank. If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within <b>7</b> <del>seven</del> days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any documents if any such documents or the copies thereof requested involve any business secrets and/or inside information of the Bank.</p> <p>vii) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the dissolution or liquidation of the Bank;</p> <p>viii) to request the Bank to buy out shares from such shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank;</p> <p>ix) to have other rights conferred in accordance with the laws, administrative regulations and these Articles of Association.</p> <p>The Bank shall not exercise any power against any person who exercises any rights by virtue of any shares of the Bank but fails to disclose any of his direct or indirect interest in the Bank for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.</p>

Original Article	Amended Article
<p>Article 62 Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>i) To abide by the laws, administrative regulations and these Articles of Association;</p> <p>ii) To pay the share capital as determined by the number of shares subscribed for by him and the prescribed method of capital contribution;</p> <p>iii) To be liable for the debts of the Bank to the extent of the number of shares held by him in the Bank;</p> <p>iv) To maintain the interests and reputation of the Bank and support the Bank to carry out various business activities according to the laws;</p> <p>v) To comply with and implement any resolutions of a general meeting;</p>	<p>Article 62 Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>i) To abide by the laws, <b><u>regulations, regulatory requirements</u></b> <del>administrative regulations</del> and these Articles of Association;</p> <p>ii) To pay the share capital as determined by the number of shares subscribed for by him and the prescribed method of capital contribution, <b><u>strictly follow laws and regulations and regulatory requirements to fulfill obligations of capital contribution. Shareholders shall use their own funds to subscribe shares of the Bank and ensure legal source of funds, and shareholders shall not subscribe shares by entrusted funds or debt funds and other non-own funds, save for otherwise provided by laws, regulations, regulatory requirements; and shareholding proportion and number of institutions holding shares shall comply with regulatory requirements, and shall not entrust others or accept others' entrustment to hold the shares of the Bank;</u></b></p> <p>iii) To be liable for the debts of the Bank to the extent of the number of shares held by him in the Bank;</p> <p>iv) To maintain the interests and reputation of the Bank and support the Bank to carry out various business activities according to the laws;</p> <p>v) To comply with and implement any resolutions of a general meeting;</p> <p><del>vi) In the case of a corporate shareholder of the Bank, if there have occurred any material changes with respect to the legal representative, company name, registered address or business scope of such company or if the company is dissolved, deregistered, consolidated with or merged into another company, such corporate shareholder shall inform the Bank in writing within 30 days;</del></p>

Original Article	Amended Article
<p>vi) In the case of a corporate shareholder of the Bank, if there have occurred any material changes with respect to the legal representative, company name, registered address or business scope of such company or if the company is dissolved, deregistered, consolidated with or merged into another company, such corporate shareholder shall inform the Bank in writing within 30 days;</p> <p>vii) Not to injure the interests of the Bank or its shareholders and other stakeholders by abusing its rights as a shareholder; not to seek improper advantages or interfere with the decision-making and management rights conferred on the Board and members of senior management by these Articles of Association; not to bypass the Board and senior management and directly intervene in the operations and management of a commercial bank;</p> <p>viii) Other obligations as required by the laws, administrative regulations, rules and these Articles of Association.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.</p>	<p>vi) <b><u>Shareholders, the controlling shareholder, de facto controller of the Bank shall not</u></b> <del>to</del> injure the interests of the Bank <del>or its other</del> shareholders and <del>other</del> stakeholders by abusing its rights as a shareholder <b><u>or utilizing related relations;</u></b> <del>not to seek improper advantages or</del> interfere with the decision-making and management rights conferred on the Board and members of senior management by these Articles of Association; not to bypass the Board and senior management and directly intervene in the operations and management of <b><u>the Bank a commercial bank; abuse the independent status of the corporate juridical person or limited liability of shareholders to damage the interests of the Bank's creditors;</u></b></p> <p><b><u>Where the Bank's shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation. Where the Bank's shareholders abuse the independent status of the corporate juridical person or limited liability of shareholders to avoid debts, or cause a serious damage to the interests of the Bank's creditors, they shall be jointly and severally liable for the Bank's debts;</u></b></p> <p><b><u>vii) To promptly, completely and truthfully inform the Bank of financial information, shareholding structure, source of capital for equity investment, controlling shareholders, de facto controller, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions and other information in accordance with laws, regulations and regulatory requirements;</u></b></p>

Original Article	Amended Article
	<p><u>viii) Where there are any changes to the controlling shareholders, de facto controller, related parties, persons acting in concert and ultimate beneficiaries of shareholders of the Bank, the relevant shareholders shall promptly notify the Bank of the changes in writing in accordance with laws, regulations and regulatory provisions;</u></p> <p><u>ix) Where shareholders conduct mergers or divisions, are ordered to suspend business for rectification, be under designated custody, taken over, subject to revoke, etc., or enter in the process of dissolution, liquidation, bankruptcy procedures, or changes occur to their legal representative, company name, business location, business scope, and other major matters, they shall promptly notify the Bank of the relevant information in writing in accordance with laws, regulations and regulatory requirements;</u></p> <p><u>x) Where the shares of the Bank held by the shareholders are involved in litigation, arbitration, legal enforcement measures taken by judiciary authorities, pledges or release of pledges, shareholders shall promptly notify the Bank of the relevant information in writing in accordance with laws, regulations and regulatory requirements;</u></p> <p><u>xi) Where a shareholder transfers, pledges its shares in the Bank, or conducts related transactions with the Bank, it shall abide by laws, regulations and regulatory requirements, it shall not engage in improper related-party transactions with the Bank, shall not obtain improper benefits by taking advantage of their influence on the Bank's operation or management; and shall not cause damage to the interests of other shareholders and the Bank;</u></p> <p><u>xii) Where the Bank experiences a major risk incident or commits a serious violation of regulations, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws, regulations, administrative regulations, requirements of departmental rules and the recovery and disposal plan formulated by the Bank, and the shareholders</u></p>

Original Article	Amended Article
	<p><u>shall support the investigation and risk disposal conducted by the Banking Regulators under the State Council;</u></p> <p><u>xiii) Substantial shareholders of the Bank shall faithfully make commitments in accordance with relevant laws, regulations and regulatory requirements, and the content of the commitments shall be accurate, standardized and enforceable, and earnestly fulfill their commitments, actively cooperate with the Banking Regulators under the State Council and the Bank in conducting shareholder commitment assessments, and implement the responsibilities and obligations of substantial shareholders. If substantial shareholders violate their commitments, the Bank may take corresponding restrictive measures against them in accordance with relevant laws, regulations, regulatory requirements and the Articles of Association;</u></p> <p><u>xiv) Substantial shareholders of the Bank shall establish an effective risk isolation mechanism to prevent risk contagion and transfer among shareholders, the Bank and other affiliates;</u></p> <p><u>xv) Substantial shareholders of the Bank shall effectively manage their concurrent holding of positions as any of the members of the Board of Directors, members of the Board of Supervisors and the senior management members in the Bank and in any other affiliates to prevent conflicts of interest;</u></p> <p><u>xvi) Substantial shareholders of the Bank shall not hold shares of the Bank in financial products issued, managed or otherwise controlled;</u></p> <p><u>xvii) Shareholders who should have sought approval of or reported to but failed to seek approval of or report to the regulatory authority shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose, etc.;</u></p> <p><u>xviii) For shareholders who have made false statements, abused their shareholders rights or acted to damage the interests of the Bank, the banking regulatory authority may restrict or prohibit related transactions between the Bank and them, limit the maximum number of the Bank's</u></p>

Original Article	Amended Article
	<p><u>shares that they can hold and the percentage of shares that they can pledge, and their rights to request to convene the general meeting, vote, nominate, propose, dispose, etc.;</u></p> <p><del>xiv</del><sup>viii</sup>) Other obligations <u>of shareholders</u> as required by the laws, administrative regulations, rules and these Articles of Association.</p> <p><del>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.</del></p>
<p>Article 64 Shareholders, especially substantial shareholders, shall support any reasonable capital planning made by the Board of Directors of the Bank so as to make the capital of the Bank continue to meet the regulatory requirements. When the capital of the Bank fails to meet any regulatory requirements, a capital replenishment plan shall be made to make the capital adequacy ratio meet the regulatory requirements within specified period of time and to replenish capital by way of core capital. No substantial shareholders shall prevent other shareholders from replenishing the capital of the Bank or the entry of any new qualified shareholders. Substantial shareholders shall make a long-term commitment to the Bank in writing in respect of any capital replenishment.</p> <p>Where the credit balance of a shareholder (substantial shareholder in particular) at the Bank is overdue or where number of shares of the Bank pledged by a shareholder has reached or exceeded 50% of the number of shares held by him in the Bank, his voting rights at general meetings as well as the voting rights of the directors nominated by him at meetings of the Board shall be restricted.</p>	<p>Article 64 Shareholders, especially substantial shareholders, shall support any reasonable capital planning made by the Board of Directors of the Bank so as to make the capital of the Bank continue to meet the regulatory requirements. When the capital of the Bank fails to meet any regulatory requirements, a capital replenishment plan shall be made to make the capital adequacy ratio meet the regulatory requirements within specified period of time and to replenish capital by way of core capital. No substantial shareholders shall prevent other shareholders from replenishing the capital of the Bank or the entry of any new qualified shareholders. Substantial shareholders shall make a long-term commitment to the Bank in writing in respect of any capital replenishment, <u>replenish the capital of when necessary, and shall report to the Banking Regulators under the State Council through the Bank on annual basis in connection with his capital replenishment capability.</u></p> <p>Where the credit balance of a shareholder (substantial shareholder in particular) at the Bank is overdue or where number of shares of the Bank pledged by a shareholder has reached or exceeded 50% of the number of shares held by him in the Bank, his voting rights at general meetings as well as the voting rights of the directors nominated <u>or delegate</u> by him at meetings of the Board shall be restricted. <u>When the credit extended by the Bank to a shareholder is overdue, any assets to</u></p>

Original Article	Amended Article
	<p><b><u>be distributed to such shareholder in the Bank’s liquidation process shall also be used in priority for repayment of his/her outstanding loans to the Bank. The Bank shall not provide guarantee (including contingencies equivalent to guarantees) for financing activities of related parties, except where the related parties provide certificates of bank deposits and treasury bonds as sufficient counter guarantee.</u></b></p> <p><b><u>The credit balance extended by the Bank to a single related party shall not exceed 10% of the net value of the Bank’s capital at the end of the previous quarter. The total balance of the Bank’s credit extension to the customers of a single related corporate or unincorporated organizations 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></b></p>
<p>Article 67 As used herein, a “Controlling Shareholder” shall mean any shareholder who meets any one of the following conditions:</p> <ul style="list-style-type: none"> <li>i) Such shareholder who acting alone or together with other shareholders may elect more than half of the directors;</li> <li>ii) Such shareholder who acting alone or together with other shareholders may exercise more than 30% of the voting rights in the Bank or control the exercise of more than 30% of the voting rights in the Bank;</li> <li>iii) Such shareholder who acting alone or together with other shareholders holds more than 30% of the issued and outstanding shares of the Bank;</li> <li>iv) Such shareholder who acting alone or together with other shareholders may in fact control the Bank by any other means.</li> </ul>	<p>Article 67 As used herein, a “Controlling Shareholder” shall mean any shareholder who meets any one of the following conditions:</p> <ul style="list-style-type: none"> <li>i) Such shareholder who acting alone or together with other shareholders may elect more than half of the directors;</li> <li>ii) Such shareholder who acting alone or together with other shareholders may exercise more than 30% of the voting rights in the Bank or control the exercise of more than 30% of the voting rights in the Bank;</li> <li>iii) Such shareholder who acting alone or together with other shareholders holds more than 30% of the issued and outstanding shares of the Bank;</li> <li>iv) Such shareholder who acting alone or together with other shareholders may in fact control the Bank by any other means.</li> </ul>



Original Article	Amended Article
<p>“Acting in concert” referred to in this clause shall mean such acts of more than two shareholders who express the same opinions at the time of exercising voting rights by extending their control over the shares of the Bank or consolidating its controlling status through such lawful means as agreement (whether oral or written), cooperation or related relations (including the making of proposals, nominating of directors or the authorizing of the voting right exercise without indicating the voting intention, with the exception of open proxy solicitation).</p>	<p>“Acting in concert” referred to in this <del>clause</del> <b>article</b> shall mean such acts <u>or facts of two or more</u> <del>than two</del> shareholders who express the same opinions at the time of exercising voting rights by extending their control over the shares of the Bank or consolidating its controlling status through such lawful means as agreement (whether oral or written), cooperation or related relations <b><u>and other arrangement</u></b> (including the making of proposals, nominating of directors or the authorizing of the voting right exercise without indicating the voting intention, with the exception of open proxy solicitation).</p> <p><b><u>The “de facto controller” refers to in this article shall mean the person who is not the shareholder of the Bank, but could actually control the act of the Bank through investment, agreement or other arrangement.</u></b></p> <p><b><u>A substantial shareholder refers to in this article shall mean a shareholder who holds or controls more than 5% of the shares or voting rights of the Bank, or holds less than 5% of the Bank’s total capital or total shares but has significant impact on the operation and management of the Bank.</u></b></p> <p><b><u>The aforementioned “significant impact” includes but is not limited to the nominating or dispatching of director(s), supervisor(s) or senior executive(s) to the Bank, exerting impact on the Bank’s financial, operational and management decisions by way of agreement or through other means, and other circumstances as identified by regulators.</u></b></p>

Original Article	Amended Article
<p>Article 68 The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>i) to decide on the development strategy and plans and to decide on business policies and investment plans of the Bank;</p> <p>ii) to elect and replace directors and decide the remuneration of relevant directors;</p> <p>iii) to elect and place supervisors taken upon by shareholder representatives and to decide on the remuneration of relevant supervisors;</p> <p>iv) to examine and approve reports prepared by the Board of Directors and the Board of Supervisors;</p> <p>v) to examine and approve the rules procedures for general meetings, meetings of the Board of Directors and meetings of the Board of Supervisors;</p> <p>vi) to examine and approve annual budgets, final accounts, profit distribution plans and plans for making up for losses of the Bank;</p> <p>vii) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p> <p>viii) to adopt resolutions on the merger, division, dissolution, liquidation and other matters of the Bank;</p> <p>ix) to adopt resolutions on the issuance of bonds and other marketable securities of the Bank and the listing thereof;</p> <p>x) to establish and amend these Articles of Association;</p>	<p>Article 68 The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>i) to decide on the development strategy and plans and to decide on business policies and investment plans of the Bank;</p> <p>ii) to elect and replace directors and decide the remuneration of relevant directors <b><u>as well as removal of independent directors;</u></b></p> <p>iii) to elect and place supervisors taken upon by <del>shareholder</del> <b><u>non-employee</u></b> representatives and to decide on the remuneration of relevant supervisors;</p> <p>iv) to examine and approve reports prepared by the Board of Directors and the Board of Supervisors;</p> <p>v) to examine and approve the rules procedures for general meetings, meetings of the Board of Directors and meetings of the Board of Supervisors;</p> <p><b><u>vi) to examine and approve equity incentive scheme plan;</u></b></p> <p><b><u>vii) to decide the acquisition of the shares of the Bank according to requirements of laws;</u></b></p> <p>viii) to examine and approve annual budgets, final accounts, profit distribution plans and plans for making up for losses of the Bank;</p> <p><del>ix</del><b><u>vii)</u></b> to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p> <p><del>viii</del><b><u>x)</u></b> to adopt resolutions on the merger, division, <b><u>spin-off</u></b>, dissolution, liquidation and other matters of the Bank;</p> <p><del>ix</del><b><u>xi)</u></b> to adopt resolutions on the issuance of bonds and other marketable securities of the Bank and the listing thereof;</p> <p><del>x</del><b><u>xii)</u></b> to establish and amend these Articles of Association;</p> <p><b><u>xiii) to examine or authorize the Board of Directors to approve matters such as the Bank’s major external investment, major merger &amp; acquisition, major assets acquisition, major assets disposal, major assets written-off, major assets mortgage, major external guarantee and major external donation;</u></b></p>

Original Article	Amended Article
<p>xi) to resolve the appointment, removal and non-reappointment of accounting firm of the Bank;</p> <p>xii) to examine and approve related transactions required by the laws, administration regulations, department regulations, normative documents and the securities regulators of the place where the shares of the Bank are listed to be approved by a general meeting;</p> <p>xiii) to examine any proposals submitted by any shareholder who individually or jointly hold more than 3% of the total voting rights shares of the Bank (the “Proposal Shareholder”) in accordance with the law;</p> <p>xiv) to examine any other matters required by the laws, administrative regulations, department regulations, normative documents, relevant regulatory authorities, these Articles of Association and the rules of procedures for general meetings to be approved by a general meeting.</p> <p>The above matters within the scope of a general meeting shall be determined by a general meeting; however, when necessary, reasonable and lawful, a general meeting may authorize the Board of Directors to determine.</p> <p>Where the matters authorized shall be adopted at a general meeting by an ordinary resolution as required by these Articles of Association, the authorization given to the Board shall be adopted by more than half of the attending shareholders (including shareholder proxies) having voting rights; if the matters authorized shall be adopted at a general meeting by a special resolution as required by these Articles of Association, the authorization given to the Board shall be adopted by more than 2/3 of the attending shareholders having voting rights.</p>	<p>xiv) to resolve the appointment, removal and non-reappointment of accounting firm of the Bank <b><u>for regular statutory audit of the Bank’s annual report</u></b>;</p> <p>xvii) to examine and approve related transactions required by the laws, administration regulations, department regulations, normative documents and the securities regulators of the place where the shares of the Bank are listed to be approved by a general meeting;</p> <p>xviii) to examine any proposals submitted by any shareholder who individually or jointly hold more than 3% of the total voting rights shares of the Bank (the “Proposal Shareholder”) in accordance with the law;</p> <p>xvii) to examine any other matters required by the laws, administrative regulations, department regulations, normative documents, relevant regulatory authorities, these Articles of Association and the rules of procedures for general meetings to be approved by a general meeting.</p> <p>The above matters within the scope of a general meeting shall be determined by a general meeting; however, when necessary, reasonable and lawful, a general meeting may authorize the Board of Directors to determine, <b><u>the content of authorization shall be clear and specific. The shareholders’ general meeting shall not delegate the functions and powers legally exercised by the shareholders’ general meeting to the Board of Directors.</u></b></p> <p>Where the matters authorized shall be adopted at a general meeting by an ordinary resolution as required by these Articles of Association, the authorization given to the Board shall be adopted by more than half of the attending shareholders (including shareholder proxies) having voting rights; if the matters authorized shall be adopted at a general meeting by a special resolution as required by these Articles of Association, the authorization given to the Board shall be adopted by more than 2/3 of the attending shareholders having voting rights.</p>

Original Article	Amended Article
<p>Article 71 The Bank shall hold an extraordinary meeting within two months of the date of the occurrence of any of the following events:</p> <ul style="list-style-type: none"> <li>i) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by these Articles of Association;</li> <li>ii) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital of the Bank;</li> <li>iii) the shareholders who individually or jointly hold more than 10% of the total voting rights shares have requested in writing to convene such a meeting (the shareholding percentage shall be calculated based on the shareholding on the date when such shareholders make such written request);</li> <li>iv) when the Board deems it necessary to convene such a meeting;</li> <li>v) when the Board of Supervisors deems it necessary to convene such a meeting;</li> <li>vi) in any other circumstances as provided for in the laws, administrative regulations, department regulations or these Articles of Association.</li> </ul>	<p>Article 71 The Bank shall hold an extraordinary meeting within two months of the date of the occurrence of any of the following events:</p> <ul style="list-style-type: none"> <li>i) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by these Articles of Association;</li> <li>ii) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital of the Bank;</li> <li>iii) the shareholders who individually or jointly hold more than <b>10%</b> of the total voting rights shares have requested in writing to convene such a meeting (the shareholding percentage shall be calculated based on the shareholding on the date when such shareholders make such written request);</li> <li>iv) when the Board deems it necessary to convene such a meeting;</li> <li>v) when the Board of Supervisors deems it necessary to convene such a meeting;</li> <li><b><u>vi) when more than a half and no less than two independent directors propose to convene such a meeting;</u></b></li> <li>vii) in any other circumstances as provided for in the laws, administrative regulations, department regulations or these Articles of Association.</li> </ul>

Original Article	Amended Article
<p>Article 73 A general meeting shall be convened by the Board in accordance with the laws. The Chairman of the Board shall act as the chairman of the meeting and preside over such meeting. Where the Chairman of the Board fails to perform his duties for any reasons, other directors designated by the Chairman of the Board shall act as the chairman of the meeting and preside over such meeting; where the Chairman of the Board fails to attend the meeting nor designate any person, the Board of Directors shall designate a director to serve as the chairman of the meeting and preside over such meeting; if the Board fails to designate the chairman of the meeting, the shareholders attending the meeting may appoint one of them to serve as the chairman of the meeting and preside over such meeting. If, for any reasons, the shareholders fail to appoint the chairman of meeting, the shareholder (including shareholder proxies) who attends the meeting with the most of the shares having voting rights shall act as the chairman of the meeting.</p>	<p>Article 73 A general meeting shall be convened by the Board in accordance with the laws. The Chairman of the Board shall act as the chairman of the meeting and preside over such meeting. Where the Chairman of the Board fails to perform his duties for any reasons, other directors designated by the Chairman of the Board shall act as the chairman of the meeting and preside over such meeting; where <del>the Chairman of the Board</del> fails to attend the meeting nor designate any person, <b><u>a director shall be elected by more than a half of</u></b> the Board of Directors <del>shall designate a director</del> to serve as the chairman of the meeting and preside over such meeting; if the Board fails to <b><u>elect</u></b> <del>designate</del> the chairman of the meeting, the shareholders attending the meeting may appoint one of them to serve as the chairman of the meeting and preside over such meeting. If, for any reasons, the shareholders fail to appoint the chairman of meeting, the shareholder (including shareholder proxies) who attends the meeting with the most of the shares having voting rights shall act as the chairman of the meeting.</p>
<p>Adjusted the order</p>	<p><b><u>Article 74 Where any shareholder requests to convene an extraordinary general meeting, it shall be handled according to the following procedures: Where a shareholder holding more than 10% of the shares of the Bank having voting rights individually or in aggregate (the “Proposal Shareholder”) proposes to the Board to convene an extraordinary general meeting, the topic to be considered at the meeting and the proposals with complete contents shall be submitted to the Board in writing. The Proposal Shareholder shall ensure the proposals are in compliance with the provisions of the laws, rules and regulations and these Articles of Association.</u></b></p>

Original Article	Amended Article
	<p><u>For the purpose of any proposal submitted in writing in by the Proposal Shareholder to convene a general meeting, the Board shall decide whether to convene such meeting in accordance with the laws, rules and regulations and these Articles of Association. The Board shall give feedback in writing of the opinions of agreeing or disagreeing to convene an extraordinary general meeting within 10 days upon receipt of such written proposal.</u></p> <p><u>Where the Board agrees to convene a general meeting, a notice of the general meeting shall be given, in which the Proposal Shareholder’s consent shall be obtained in respect of any changes to the original proposals. After the notice is given, the Board shall neither propose any new proposals nor change or postpone the time for the general meeting without any consent of the Proposal Shareholder.</u></p> <p><u>Where the Board does not agree to convene an extraordinary general meeting or does not respond within 10 days upon receipt of the request, the Proposal Shareholder shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting and make such proposal in writing to the Board of Supervisors. Where the Board of Supervisors agrees to convene an extraordinary general meeting, a notice of the general meeting shall be given within 5 days upon receipt of such request, in which the consent of the Proposal Shareholder shall be obtained in respect of any changes to the original proposal.</u></p> <p><u>Where the Board of Supervisors fails to give a notice of the general meeting, the Board of Supervisors shall be deemed not to agree to convene and preside over the general meeting. The shareholders holding more than 10% of the shares in the Bank for consecutive 90 days individually or in aggregate (the “Convening Shareholder”) may convene and preside over a general meeting.</u></p>

Original Article	Amended Article
	<p><b><u>Where the Board fails to respond to the request of the shareholder to hold a meeting, any reasonable expenses incurred by the shareholder to convene and preside over such meeting shall be borne by the Bank and deducted from any sums owing by the Bank to the directors who have defaulted on their duties.</u></b></p>
<p>Article 74 Where a general meeting of the Bank is convened, the Board shall give a written notice to all registered shareholders of the Bank 45 days before such meeting is held. Any shareholders intending to attend shall deliver to the Bank a written reply indicating his intention to attend such meeting 20 days before the meeting.</p> <p>Based on the written replies received 20 days before a general meeting, the Bank shall calculate the number of the voting rights shares represented by the shareholders intending to attend the meeting. Where the number of the voting right shares represented by the shareholders intending to attend the meeting is more than 1/2 of the total number of the voting rights shares of the Bank, the Bank shall convene such general meeting; otherwise, the Bank shall, within five days, inform the shareholders again of the matters to be deliberated at the meeting, the date and venue of the meeting by means of a public announcement. After making such announcement, the Bank may convene the general meeting. The notice of a general meeting shall be:</p> <p>(I) be in writing;</p> <p>(II) contain the venue, date and time of the meeting;</p> <p>(II) contain the matters for deliberation at the meeting;</p>	<p>Article 74<del>5</del> Where <del>a</del><b><u>an annual</u></b> general meeting of the Bank is convened, <del>the Board shall give a written a</del> notice <b><u>shall be given</u></b> to all registered shareholders of the Bank <del>20</del><b><u>45</u></b> days before such meeting <del>is held. Any shareholders intending to attend shall deliver to the Bank a written reply indicating his intention to attend such meeting 20 days before the meeting.</del> <b><u>An extraordinary general meeting shall be convened by notifying the registered shareholders of the Bank 15 days before the meeting. If otherwise provided by laws, regulations or the securities supervisory authority where the Bank's shares are listed, the provisions shall be complied with.</u></b></p> <p><del>Based on the written replies received 20 days before a general meeting, the Bank shall calculate the number of the voting rights shares represented by the shareholders intending to attend the meeting. Where the number of the voting right shares represented by the shareholders intending to attend the meeting is more than 1/2 of the total number of the voting rights shares of the Bank, the Bank shall convene such general meeting; otherwise, the Bank shall, within five days, inform the shareholders again of the matters to be deliberated at the meeting, the date and venue of the meeting by means of a public announcement. After making such announcement, the Bank may convene the general meeting.</del>The notice of a general meeting shall be:</p> <p>(I) be in writing;</p> <p>(II) contain the venue, date and time of the meeting;</p> <p>(III) contain the matters for deliberation at the meeting;</p>

<b>Original Article</b>	<b>Amended Article</b>
<p>(IV) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but not limited to): when any merger, share repurchase, share capital restructuring or other restructuring proposals raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and any explanations as to the cause and effect of such contemplated transactions shall be provided;</p> <p>(V) If any directors, supervisors, the President or other senior executives have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such directors, supervisors, the President and other senior executives as the shareholders different from the effect on the shareholders of the class, an explanation shall be made in respect of such difference.</p> <p>(VI) contain the full text of any special resolutions intended to be adopted at the meeting;</p> <p>(VII) contain a clear statement that a shareholder entitled to attend and vote at such a meeting is entitled to appoint one or more proxies to attend and vote at such a meeting on his behalf and that such a proxy needs not be a shareholder;</p> <p>(VIII) specify the shareholding registration date of the shareholders entitled to attend the general meeting;</p> <p>(IX) specify the time and venue for delivering the power of attorney for the voting proxy for the meeting;</p> <p>(X) contain the name and telephone of number of the contact for the meeting;</p> <p>(XI) other requirements as provided for in the laws, administrative regulations, department regulations, normative documents and the Articles of Association.</p>	<p>(IV) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but not limited to): when any merger, share repurchase, share capital restructuring or other restructuring proposals raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and any explanations as to the cause and effect of such contemplated transactions shall be provided;</p> <p>(V) If any directors, supervisors, the President or other senior executives have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such directors, supervisors, the President and other senior executives as the shareholders different from the effect on the shareholders of the class, an explanation shall be made in respect of such difference.</p> <p>(VI) contain the full text of any special resolutions intended to be adopted at the meeting;</p> <p>(VII) contain a clear statement that a shareholder entitled to attend and vote at such a meeting is entitled to appoint one or more proxies to attend and vote at such a meeting on his behalf and that such a proxy needs not be a shareholder;</p> <p>(VIII) specify the shareholding registration date of the shareholders entitled to attend the general meeting;</p> <p>(IX) specify the time and venue for delivering the power of attorney for the voting proxy for the meeting;</p> <p>(X) contain the name and telephone of number of the contact for the meeting;</p> <p>(XI) other requirements as provided for in the laws, administrative regulations, department regulations, normative documents and the Articles of Association.</p>



Original Article	Amended Article
<p>Article 75 Unless otherwise stipulated in laws, regulations or these Articles of Association or required by any relevant regulatory authority, the notice of the general meeting shall be served on all shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement. The announcement mentioned in the preceding paragraph shall be published in one or more newspapers designated by the securities regulator under the State Council between 45 days to 50 days prior to the meeting. Once the announcement has been made, all shareholders of domestic shares shall be deemed to have received the notice of the general meeting.</p> <p>Subject to the laws, administrative regulations, department regulations, normative documents and the regulations or listing rules of the places where the shares of the Bank are listed and the relevant regulations of the relevant securities regulators, the Bank may also send or dispatch the aforesaid notices of general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange, instead of sending or dispatching the same by personal delivery or prepaid mail.</p>	<p>Article <del>75</del><sup>756</sup> Unless otherwise stipulated in laws, regulations or these Articles of Association or required by any relevant regulatory authority, the notice of the general meeting shall be served on all shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement. The announcement mentioned in the preceding paragraph shall be published in one or more <b>compliant media newspapers</b> designated by the securities regulator under the State Council <del>between 45 days to 50 days prior to the meeting.</del> Once the announcement has been made, all shareholders of domestic shares shall be deemed to have received the notice of the general meeting.</p> <p>Subject to the laws, administrative regulations, department regulations, normative documents and the regulations or listing rules of the places where the shares of the Bank are listed and the relevant regulations of the relevant securities regulators, the Bank may also send or dispatch the aforesaid notices of general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange, instead of sending or dispatching the same by personal delivery or prepaid mail.</p>

Original Article	Amended Article
<p>Article 78 Shareholders being natural persons and attending the meeting in person shall present their personal identity cards and proof of their shareholdings; Proxies attending the meeting shall present their valid personal identity cards, the powers of attorney and the share certificates of the principals. Corporate shareholders shall be represented by their legal representatives or proxies authorized by the legal representatives. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove their identities as legal representatives and the share certificates; proxies authorized to attend the meeting shall present their personal identity cards, the powers of attorney lawfully issued by the corporate shareholders and the share certificates.</p>	<p>Article <del>78</del><sup>79</sup> Shareholders being natural persons and attending the meeting in person shall present their personal identity cards <u>or other valid proof or evidence of their identities</u> <del>and proof of their shareholdings</del>; Proxies attending the meeting shall present their valid personal identity cards, <u>and</u> the powers of attorney <del>and the share certificates of the principals</del>. Corporate shareholders shall be represented by their legal representatives or proxies authorized by the legal representatives. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove their identities as legal representatives <del>and the share certificates</del>; proxies authorized to attend the meeting shall present their personal identity cards, the powers of attorney lawfully issued by the corporate shareholders <del>and the share certificates</del>.</p>
<p>Article 79 The power of attorney issued by shareholders to authorize other persons to attend the general meeting shall clearly state the followings: ..... Any form issued to a shareholder by the Board of the Bank for use by him for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote for or against separately in respect of each resolution to be voted at the meeting. Such power of attorney shall specify that in the absence of instructions by the shareholder, his proxy may vote as he thinks fit.</p>	<p>Article <del>79</del><sup>80</sup> The power of attorney issued by shareholders to authorize other persons to attend the general meeting shall clearly state the followings: ..... Any form issued to a shareholder by the Board of the Bank for use by him for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote for or against <u>or abstention</u> separately in respect of each resolution to be voted at the meeting. Such power of attorney shall specify that in the absence of instructions by the shareholder, his proxy may vote as he thinks fit.</p>

Original Article	Amended Article
<p>Article 83 After the notice of a general meeting has been given, unless for any force majeure events or contingencies, the Board of Directors shall not change the time for the holding of such meeting; if the time for such general meeting is required to be changed due to force majeure events, an notice shall be given for such adjournment at least five working days before the original general meeting is held. The Board of Directors shall give the reasons for such adjournment and the date for the adjourned meeting in such notice.</p>	<p>Article <del>83</del><sup>4</sup> After the notice of a general meeting has been given, <b><u>the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make announcement and explain the reasons at least two working days prior to the original scheduled date</u></b> <del>unless for any force majeure events or contingencies, the Board of Directors shall not change the time for the holding of such meeting; if the time for such general meeting is required to be changed due to force majeure events, an notice shall be given for such adjournment at least five working days before the original general meeting is held. The Board of Directors shall give the reasons for such adjournment and the date for the adjourned meeting in such notice.</del></p>
<p>Article 91 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) The work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) the profit distribution plan and loss recovery plan prepared by the Board of Directors;</p> <p>(III) Election and replacement of members of the Board of Directors and the Board of Supervisors, the remunerations of the relevant directors and supervisors and the payment thereof;</p> <p>(IV) the annual financial budgets and final accounts of the Bank;</p> <p>(V) the annual report of the Bank;</p> <p>(VI) appointment or removal of an accountant firm;</p> <p>(VII) matters other than those required by the laws, administrative regulations and these Articles of Association to be approved by special resolutions;</p>	<p><del>Article 91 The following matters shall be approved by ordinary resolutions at a general meeting:</del></p> <p><del>(I) The work reports of the Board of Directors and the Board of Supervisors;</del></p> <p><del>(II) the profit distribution plan and loss recovery plan prepared by the Board of Directors;</del></p> <p><del>(III) Election and replacement of members of the Board of Directors and the Board of Supervisors, the remunerations of the relevant directors and supervisors and the payment thereof;</del></p> <p><del>(IV) the annual financial budgets and final accounts of the Bank;</del></p> <p><del>(V) the annual report of the Bank;</del></p> <p><del>(VI) appointment or removal of an accountant firm;</del></p> <p><del>(VII) matters other than those required by the laws, administrative regulations and these Articles of Association to be approved by special resolutions;</del></p>

Original Article	Amended Article
<p>Article 92 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Bank;</p> <p>(II) issuance of bonds or other marketable securities of the Bank and the listing thereof;</p> <p>(III) merger, division, dissolution and liquidation of the Bank or change of the form of the Bank;</p> <p>(IV) amendment to these Articles of Association;</p> <p>(V) equity incentive plan;</p> <p>(VI) material external investments, material acquisitions and mergers, material assets purchases, material assets disposal, material assets write-off and material external guarantees that exceed the scope of powers conferred by the Board of Directors of the Bank;</p> <p>(VII) repurchase of shares of the Bank;</p> <p>(VIII) any other matters determined by the provisions of these Articles of Association and an ordinary resolution at a general meeting that may have material effect on the operation of the Bank and must be approved by special resolutions.</p>	<p>Article 92 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Bank;</p> <p>(II) issuance of bonds or other marketable securities of the Bank and the listing thereof;</p> <p>(III)) merger, division, <b><u>spin-off</u></b>, dissolution and liquidation of the Bank or change of the form of the Bank;</p> <p>(IV) amendment to these Articles of Association;</p> <p>(V) <b><u>review and approve the proposal of</u></b> equity incentive <b><u>plan</u></b>;</p> <p>(VI) material external investments, material acquisitions and mergers, material assets purchases, material assets disposal, material assets write-off, <b><u>significant assets pledged, and</u></b> material external guarantees <b><u>and major external donations</u></b> that exceed the scope of powers conferred by the Board of Directors of the Bank;</p> <p>(VII) repurchase of shares of the Bank <b><u>in accordance with the provisions of the Laws</u></b>;</p> <p><b><u>(VIII) removal of independent directors</u></b>;</p> <p><del>(VIII)</del> any other matters determined by the provisions of <b><u>laws and regulations, regulatory requirements</u></b> or these Articles of Association and an ordinary resolution at a general meeting that may have material effect on the operation of the Bank and must be approved by special resolutions.</p>
<p>New article</p>	<p><b><u>Article 93 Except for matters prescribed by laws and administrative regulations or stipulated in the Articles of Association which shall be passed by special resolution, other matters requiring the approval of the general meeting shall be passed by ordinary resolution.</u></b></p>

Original Article	Amended Article
<p>Article 98 Unless the chairman makes a decision in the spirit of honesty and credibility and agrees that the resolutions on relevant procedures or administrative matters shall be voted on by show of hands, voting for a general meeting shall be held by ballot. At least two shareholders and one supervisor shall count the voting result with respect to each matter considered, and the voting result shall be declared on the spot.</p> <p>If any shareholders or supervisors have interests in the matters to be considered, the related shareholders, supervisors and their proxies shall not participate in vote counting and scrutiny.</p> <p>During the vote on a proposal at the general meeting, vote counting and scrutiny shall be carried out jointly by lawyer, shareholder representatives and supervisor representatives and any relevant person appointed according to the Hong Kong Listing Rules in accordance with the relevant provisions of the Hong Kong Listing Rules, and the result of the vote shall be announced on the spot. Any shareholders or their proxies shall have right to check the results of their votes through the corresponding voting system if they vote by way of internet or other means.</p>	<p>Article 98 Unless the chairman makes a decision in the spirit of honesty and credibility and agrees that the resolutions on relevant procedures or administrative matters shall be voted on by show of hands, voting for a general meeting shall be held by ballot <b><u>in accordance with relevant requirements of laws, rules and regulations, department regulations, the relevant regulations of the securities regulators of the place where the shares of the Bank are listed.</u></b> At least two shareholders and one supervisor shall count the voting result with respect to each matter considered, and the voting result shall be declared on the spot.</p> <p>If any shareholders or supervisors have interests in the matters to be considered, the related shareholders, supervisors and their proxies shall not participate in vote counting and scrutiny.</p> <p>During the vote on a proposal at the general meeting, vote counting and scrutiny shall be carried out jointly by lawyer, shareholder representatives and supervisor representatives and any relevant person appointed according to the Hong Kong Listing Rules in accordance with the relevant provisions of the Hong Kong Listing Rules, and the result of the vote shall be announced on the spot. Any shareholders or their proxies shall have right to check the results of their votes through the corresponding voting system if they vote by way of internet or other means.</p>
<p>Article 103 The minutes of the meeting of a general meeting signed by the directors attending the meeting and a recorder together with such valid information as the signature book for the shareholders attending the meeting, the powers of attorney for proxies to attend the meeting and the results of the votes shall be kept by the Board Secretary as the files of the Bank for at least ten years.</p> <p>The minutes and resolutions of a general meeting shall be filed with the Banking Regulators under the State Council.</p>	<p>Article 103 The minutes of the meeting of a general meeting signed by the directors attending the meeting and a recorder together with such valid information as the signature book for the shareholders attending the meeting, the powers of attorney for proxies to attend the meeting and the results of the votes shall be kept <del>by the Board Secretary</del> <b><u>permanent.</u></b> as the files of the Bank for <del>at least ten years</del></p> <p>The minutes and resolutions of a general meeting shall be filed with the Banking Regulators under the State Council.</p>

Original Article	Amended Article
<p>Article 104 The system of witnessing by lawyers is implemented for the general meeting of the Bank. The lawyers shall issue legal opinions in respect of the following matters and relevant announcements shall be made accordingly:</p> <p>(I) whether the procedures relating to the convening and the holding of such meeting comply with the laws, regulations and these Articles of Association;</p> <p>(II) the legality and validity of the shareholders attending the meeting;</p> <p>(III) the qualifications of the shareholders proposing any temporary proposals at the annual general meeting;</p> <p>(IV) the legality and validity of the voting procedures of the meeting;</p> <p>(V) legal opinions issued on other related matters as requested by the Bank.</p>	<p>Article 104 The system of witnessing by lawyers is implemented for the general meeting of the Bank. The lawyers shall issue legal opinions in respect of the following matters <del>and relevant announcements shall be made accordingly:</del></p> <p>(I) whether the procedures relating to the convening and the holding of such meeting comply with the laws, regulations and these Articles of Association;</p> <p>(II) the legality and validity of the shareholders <b><u>(or shareholder’s proxy) and the convener</u></b> attending the meeting;</p> <p>(III) the qualifications of the shareholders proposing any temporary proposals at the annual general meeting;</p> <p>(IV) the legality and validity of the voting procedures <b><u>and voting results</u></b> of the meeting;</p> <p>(V) legal opinions issued on other related matters as requested by the Bank.</p>
<p>Article 110 When convening a class meeting, the Bank shall give written notice to all shareholders whose names appear in the register of shareholders of such class forty-five (45) days prior to the convening of the meeting to inform them of the matters proposed to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve written reply on the Bank twenty (20) days prior to the convening of the meeting.</p> <p>If the number of voting rights shares represented by the shareholders who intend to attend the meeting reaches more than half of the Bank’s total number of shares of that class at the meeting, the Bank may hold the class meeting; if not, the Bank shall again notify the shareholders within five (V) days by announcement of the matters to be transacted at and the date and venue for, the meeting. After making the related announcement, the class meeting may be held.</p>	<p>Article 110 When convening a class meeting, the Bank shall give written notice to all shareholders whose names appear in the register of shareholders of such class <b><u>with reference to the notice period required by the Articles of Association for convening a general meeting</u></b> <del>forty-five (45) days prior to the convening of the meeting</del> to inform them of the matters proposed to be considered and the date and venue of the meeting. <del>Shareholders who intend to attend the meeting shall serve written reply on the Bank twenty (20) days prior to the convening of the meeting.</del></p> <p><del>If the number of voting rights shares represented by the shareholders who intend to attend the meeting reaches more than half of the Bank’s total number of shares of that class at the meeting, the Bank may hold the class meeting; if not, the Bank shall again notify the shareholders within five (V) days by announcement of the matters to be transacted at and the date and venue for, the meeting. After making the related announcement, the class meeting may be held.</del></p>

Original Article	Amended Article
<p>Article 113 The directors of the Bank are natural persons and shall not be required to hold shares of the Bank. The directors of the Bank include executive directors and non-executive directors (including independent directors). An executive director shall mean a director who acts as a senior manager in the Bank in addition to his office of director; a non-executive director shall mean a director who does not hold any management office in the Bank.</p>	<p>Article 113 The directors of the Bank are natural persons and shall not be required to hold shares of the Bank. The directors of the Bank include executive directors and non-executive directors (including independent directors). An executive director shall mean a director who acts as a senior manager in the Bank in addition to his office of director; a non-executive director shall mean a director who does not hold any <del>management office in the Bank.</del> <b><u>position other than director in the Bank and does not assume the responsibilities of senior management; an independent director shall mean a director who meets the requirements of Article 128 of the Articles of Association. A director shall have the qualifications required by laws, administrative regulations and rules to hold office.</u></b></p>
<p>New article</p>	<p><b><u>Article 115 The directors of the Bank shall perform the following duties or obligations:</u></b></p> <p><b><u>(I) to keep a continuous concern in the Bank’s business management and have the right to request the senior management to provide relevant information reflecting the Bank’s business management in a comprehensive, timely and accurate manner or to give explanations on relevant issues;</u></b></p> <p><b><u>(II) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments;</u></b></p> <p><b><u>(III) to take responsibility for the resolutions of the Board of Directors;</u></b></p> <p><b><u>(IV) to supervise the implementation of the resolutions of the shareholders’ general meeting and the Board of Directors by the senior management;</u></b></p> <p><b><u>(V) to take active participation in trainings organized by the Bank and regulatory agencies, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory requirements, and continue to possess expertise and capabilities required to perform their duties;</u></b></p>

Original Article	Amended Article
	<p><u>(VI) to be accountable to the Bank and all shareholders in the performance of his/her duties and to treat all shareholders fairly;</u></p> <p><u>(VII) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</u></p> <p><u>(VIII) to be faithful and diligent to the Bank, to perform his/her duties with due diligence and prudence, and to ensure that he/she has sufficient time and energy to perform his/her duties</u></p> <p><u>(IX) to comply with laws and regulations, regulatory requirements and the Articles of Association.</u></p>
<p>Article 115 Directors shall be elected or replaced at a general meeting. The term of office of the directors shall be three years. Upon expiry of the current term of office, a director shall be eligible for re-election and reappointment. Prior to the expiry of the office term of a director, a general meeting shall not remove such director from office for no cause. The term of office of a director shall commence from the date of the resolution passed at the general meeting up to the expiry of the current term of office of the Board. The qualifications to act as a director shall be approved by the regulators and commences as of the date of such approval.</p> <p>.....</p> <p>A general meeting may remove a director within his term of office by an ordinary resolution, provided that the relevant laws and administrative regulations shall be complied with (however, the claim for compensation under any contract shall not be affected).</p>	<p>Article 116<del>5</del> Directors shall be elected or replaced at a general meeting. The term of office of the directors shall be three years. Upon expiry of the current term of office, a director shall be eligible for re-election and reappointment. Prior to the expiry of the office term of a director, a general meeting shall not remove such director from office for no cause. The term of office of a director shall commence from the date of the resolution passed at the general meeting up to the expiry of the current term of office of the Board. The qualifications to act as a director shall be approved by the regulators and commences as of the date of such approval.</p> <p>.....</p> <p>A general meeting may remove a <b><u>non-independent</u></b> director within his term of office by an ordinary resolution, <b><u>and remove an independent director within his term of office by special resolution,</u></b> provided that the relevant laws and administrative regulations shall be complied with (however, the claim for compensation under any contract shall not be affected).</p>



Original Article	Amended Article
<p>Article 116 The list of candidates for directors shall be submitted to a general meeting in a form of proposal and the curriculum vitae and basic information about the candidates for directors shall be provided to shareholders. The normal procedure for nomination and election of directors shall be as follows:</p> <p>(I) The list of candidates for directors shall be proposed by the Nomination Committee according to the number of directors to be elected, which number shall be within the scope of the number as provided for in these Articles of Association. The Proposal Shareholder may nominate candidates for directors to the Board, but the number of candidates nominated shall be in compliance with the provisions of these Articles of Association and shall not be more than the directors to be elected and appointed. The same shareholder and its affiliates shall not nominate the candidates for directors and supervisors to a general meeting concurrently; where the persons nominated by the same shareholder and its affiliates for directors (supervisors) act as directors or supervisors, such shareholder shall not nominate any other candidates for directors (supervisors) before the expiry of the office of the persons nominated by him or before the persons nominated by him is replaced; in principle, the directors nominated by the same shareholder and its affiliates shall not exceed 1/3 of the members of the Board of Directors, unless otherwise provided by the state.</p> <p>(II) The Nomination Committee of the Board of Directors shall conduct a preliminary review of the qualifications and conditions of the candidates for directors and submit the qualified candidates to the Board for consideration. After the Board has decided, a written proposal shall be submitted to a general meeting in respect of the candidates for directors.</p>	<p>Article 117<del>6</del> The list of candidates for directors shall be submitted to a general meeting in a form of proposal and the curriculum vitae and basic information about the candidates for <u>non-independent</u> directors shall be provided to shareholders. The normal procedure for nomination and election of <u>non-independent</u> directors shall be as follows:</p> <p>(I) The list of candidates for <u>non-independent</u> directors shall be proposed by the Nomination Committee according to the number of directors <u>of the Board</u> to be elected, which number shall be within the scope of the number as provided for in these Articles of Association. The Proposal Shareholder may nominate candidates for <u>non-independent</u> directors to the Board, but the number of candidates nominated shall be in compliance with the provisions of these Articles of Association and shall not be more than the <u>non-independent</u> directors to be elected and appointed. The same shareholder and its <del>affiliates</del><u>related parties</u> shall not nominate the candidates for directors and supervisors to a general meeting concurrently; where the persons nominated by the same shareholder and its <del>affiliates</del><u>related parties</u> for directors (supervisors) act as directors or supervisors, such shareholder shall not nominate any other candidates for directors (supervisors) before the expiry of the office of the persons nominated by him or before the persons nominated by him is replaced; in principle, the directors nominated by the same shareholder and its <del>affiliates</del><u>related parties</u> shall not exceed 1/3 of the members of the Board of Directors, unless otherwise provided by the state.</p> <p>(II) The Nomination Committee of the Board of Directors shall conduct a preliminary review of the qualifications and conditions of the candidates for <u>non-independent</u> directors and submit the qualified candidates to the Board for consideration. After the Board has decided, a written proposal shall be submitted to a general meeting in respect of the candidates for <u>non-independent</u> directors.</p>

Original Article	Amended Article
<p>(III) The candidates for directors shall undertake in writing to accept the nomination and guarantee that the information disclosed publicly about such candidates for directors is true and complete and they shall perform duties as directors before the general meeting is held.</p> <p>(IV) The Board shall disclose to shareholders the detailed information about the candidates for directors in accordance with the laws, rules and regulations and these Articles of Association so as to ensure that the shareholders have a complete knowledge of the candidates at the time of voting.</p> <p>(V) Each candidate for directors shall be voted on by ballot at a general meeting;</p> <p>(VI) In case of temporary increase of any number of directors, the Nomination Committee or the shareholders who meet the requirements for nomination may also nominate and submit the candidates for consideration by the Board, and such candidates shall be elected or replaced at a general meeting.</p> <p>(VII) The candidates for the directors of the first session of the Board of Directors of the Bank shall be nominated by the preparatory group of the Bank.</p>	<p>(III) The candidates for <b><u>non-independent</u></b> directors shall undertake in writing to accept the nomination and guarantee that the information disclosed publicly about such candidates for directors is true, <b><u>accurate</u></b> and complete and they shall perform duties as directors before the general meeting is held.</p> <p>(IV) The Board shall disclose to shareholders the detailed information about the candidates for directors in accordance with the laws, rules and regulations and these Articles of Association so as to ensure that the shareholders have a complete knowledge of the candidates at the time of voting.</p> <p>(V) Each candidate for <b><u>non-independent</u></b> directors shall be voted on by ballot at a general meeting;</p> <p>(VI) In case of temporary increase of any number of <b><u>non-independent</u></b> directors, the Nomination Committee or the shareholders who meet the requirements for nomination may also nominate and submit the candidates for consideration by the Board, and such candidates shall be elected or replaced at a general meeting.</p> <p>(VII) The candidates for the directors of the first session of the Board of Directors of the Bank shall be nominated by the preparatory group of the Bank.</p>
<p>Article 117 Directors shall prudently, carefully and diligently exercise the rights granted by the Bank and shall ensure:</p> <p>(I) that the business activities of the Bank comply with state laws, administrative regulations and economic policies and no business activities exceed the scope of business as stipulated in the business license;</p> <p>(II) to give impartial treatment to all shareholders;</p>	<p>Article 118<del>7</del> Directors shall prudently, carefully and diligently exercise the rights granted by the Bank and shall ensure:</p> <p>(I) that the business activities of the Bank comply with state laws, administrative regulations and economic policies and no business activities exceed the scope of business as stipulated in the business license;</p> <p>(II) <b><u>act in the best interests of the Bank, maintain strict confidentiality of the Bank, pay close attention to matters that may harm the Bank's interests, report to the Board of Directors and the Board of Supervisors in a timely manner and promote the rectification of problems</u></b> <del>to give impartial treatment to all shareholders;</del></p>

Original Article	Amended Article
<p>(III) to carefully read the relevant business and financial and accounting reports of the Bank and to be keep informed of the business operation and management of the Bank promptly;</p> <p>(IV) to exercise in person the right to manage the business of the Bank lawfully conferred and not be manipulated by others; not to delegate any such right to any person if not permitted by the laws and administrative regulations or approved by an informed general meeting;</p> <p>(V) to accept the supervision and reasonable suggestions of the Board of Supervisors with respect to the performance of their duties.</p>	<p>(III) <b><u>devote sufficient time and energy to participate in the affairs of the Bank, attend the meetings of the Board and special committees as required, seriously study and fully exam the matters submitted to the Board for consideration, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</u></b></p> <p><b><u>(IV) continuously improve their professional standards, with base on the positioning of the duties of the Board, combine their professional knowledge, experience in the industry and work experience, study and put forward scientific and reasonable opinions and proposals, and promote scientific decision-making by the Board;</u></b></p> <p>(V) to carefully read the relevant business and financial and accounting reports of the Bank and to be keep informed of the business operation and management of the Bank promptly;</p> <p><b><u>(<del>V</del>VI) adhere to high standards of professional ethics, free from control or interference by major shareholders and insiders, perform their duties independently and autonomously, and promote the Bank's fair treatment of all shareholders, protect the legitimate rights and interests of stakeholders, and actively fulfill its social responsibilities;</u></b> to exercise in person the right to manage the business of the Bank lawfully conferred and not be manipulated by others; not to delegate any such right to any person if not permitted by the laws and administrative regulations or approved by an informed general meeting;</p> <p>(VII) to accept the supervision and reasonable suggestions of the Board of Supervisors with respect to the performance of their duties-, <b><u>to comply with laws and regulations, regulatory requirements and the Articles of Association, continuously regulate its own performance of duties and responsibilities, and promote and supervise the compliance with laws and regulations of the Bank;</u></b></p> <p><b><u>(VIII) other diligence obligations as stipulated in laws, administrative regulations, rules and regulations and the Articles of Association.</u></b></p>

Original Article	Amended Article
<p>Article 122 If any director fails to attend Board meetings in person or by authorizing another director to attend such meetings for two consecutive times, or the number of board meetings such director attends in person in one year is less than 2/3 of the total number of board meetings, the said director shall be deemed as incapable of performing his duties, and the Board shall make a proposal to the general meeting to remove the said director.</p>	<p>Article 122 <b><u>Directors shall attend at least two-thirds of the on-site meetings of the Board in person each year. If for any reason a director is unable to attend in person, he/she may delegate in writing to other director to attend on his/her behalf, provided that no independent director may delegate a non-independent director to attend on his/her behalf.</u></b>  <b><u>In principle, a director may accept a maximum of two delegations from directors who do not attend 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></b> If any director fails to attend Board meetings in person or by authorizing another director to attend such meetings for two consecutive times, or the number of board meetings such director attends in person in one year is less than 2/3 of the total number of board meetings, the said director shall be deemed as incapable of performing his duties, and the Board shall make a proposal to the general meeting to remove the said director.</p>
<p>Article 124 Where the resignation by a director during the term of his office has an effect on the normal operation of the Bank or results in the number of the members of the Board to fall below the statutory minimum number, the letter of resignation given by such director shall take effect only when the succeeding director has filled up the vacancies caused by his resignation. Before the director so elected takes office, the original director shall continue to act as a director in accordance with applicable laws and these Articles of Association.</p>	<p>Article 124 Where the resignation by a director during the term of his office has an effect on the normal operation of the Bank or results in <b><u>the number of</u></b> the members of the Board to fall below the statutory minimum number <b><u>or two-thirds of the number specified in the Articles of Association,</u></b> <del>the letter of resignation given by such director shall take effect only when the succeeding director has filled up the vacancies caused by his resignation. Before</del> <b><u>before the new</u></b> director <del>so elected</del> takes office, the <del>original</del> <b><u>resigning</u></b> director shall continue to <del>act as a director</del> <b><u>perform his/her duties</u></b> in accordance with applicable laws, <b><u>administrative regulations, regulatory requirements</u></b> and these Articles of Association. <b><u>A director may not resign without the approval of the supervisory authority if the Bank is in the process of disposing of a material risk.</u></b></p>

Original Article	Amended Article
<p>Save as provided in the preceding paragraph, a director's resignation shall become effective on the date when his resignation is served on the Board.</p> <p>The continuing directors shall convene an extraordinary general meeting to elect directors to fill up the vacancies caused by the resignation of the directors. Before a resolution in relation to the election of directors has been made at the general meeting, the duties and powers of the director who has proposed to resign and the continuing Board of Directors shall be reasonably restricted.</p>	<p>Save as provided in the preceding paragraph, a director's resignation shall become effective on the date when his resignation is served on the Board.</p> <p>The continuing directors shall convene an extraordinary general meeting to elect directors to fill up the vacancies caused by the resignation of the directors. Before a resolution in relation to the election of directors has been made at the general meeting, the duties and powers of the director who has proposed to resign and the continuing Board of Directors shall be reasonably restricted.</p> <p><b><u>If the number of the Board of Directors is less than the minimum number required by law or the minimum number required for voting by the Board of Directors due to the reasons including the removal of a director at a general meeting, or death of a director, or the resignation of an independent director due to lack of independence, or the existence of other circumstances that prevent him or her from performing his/her duties as a director, the authority of the Board of Directors shall be exercised by the general meeting until the number of the Board of Directors meets the requirement.</u></b></p>

Original Article	Amended Article
<p>Article 128 An independent director of the Bank shall mean a director who does not hold positions in the Bank other than directorship, person in charge of any special committees under the Board or its member and do not maintain with the Bank and its substantial shareholders a relationship which may possibly hamper his independent and objective judgments. Independent directors of the Bank shall include at least one financial or accounting professional. The independent directors of the Bank shall not be less than 1/3 of all directors in number and the total number shall not be less than three. An independent director shall not serve concurrently in more than two commercial banks. An independent director shall:</p> <p>(I) possess the qualifications for a director of this Bank in accordance with laws, regulations and the provisions of relevant regulators and these Articles of Association;</p> <p>(II) not hold any positions other than directorship in the Bank and shall not have any relationship with the Bank and its substantial shareholders that may prevent him from making independent or objective judgments;</p> <p>(III) have the basic knowledge about the operation of a commercial bank and be familiar with relevant applicable laws;</p> <p>(IV) have a bachelor degree or above or a relevant intermediate professional title or above;</p> <p>(V) have more than five years' experience in legal, economic, financial and accounting work or other work that are required to fulfill duties as independent director;</p> <p>(VI) be able to read, understand and analyze the credit statistics report and financial statements of a commercial bank;</p>	<p>Article 128 An independent director of the Bank shall mean a director who does not hold positions in the Bank other than directorship, person in charge of any special committees under the Board or its member and do not maintain with the Bank <del>and, its substantial</del> shareholders <b><u>and de facto controller</u></b> a relationship which may possibly hamper his independent and objective judgments <b><u>of the Bank's affairs. The Bank shall appoint appropriate personnel as independent</u></b> <del>original-resigning directors of the Bank shall include</del> <b><u>including</u></b> at least one financial or accounting professional. The independent directors of the Bank shall not be less than 1/3 of all directors in number and the total number shall not be less than <del>three</del><b>3</b>. An independent director shall not serve <del>concurrently</del> <b><u>as an independent director</u></b> in more than two commercial banks <b><u>concurrently. A natural person may serve as an independent director in a maximum of 5 domestic or foreign enterprises concurrently. When serves as an independent director in a banking or insurance institution concurrently, the relevant institution should have no affiliation and no conflict of interest.</u></b> An independent director shall:</p> <p>(I) possess the qualifications for a director of this Bank in accordance with laws, regulations and the provisions of relevant regulators and these Articles of Association;</p> <p>(II) not hold any positions other than directorship in the Bank and shall not have any relationship with the Bank and its substantial shareholders that may prevent him from making independent or objective judgments;</p> <p>(III) have the basic knowledge about the operation of a commercial bank and be familiar with relevant applicable laws;</p> <p>(IV) have a bachelor degree or above or a relevant intermediate professional title or above;</p>

Original Article	Amended Article
<p>(VII) ensure to have sufficient time and energy to effectively fulfill duties as independent director; an independent director shall work no less than 15 working days in the Bank every year. A director who is the person in charge of the Audit Committee, the Related Transaction Control Committee and the Risk Management Committee shall work no less than 25 working days in a commercial bank every year.</p>	<p>(V) have more than <del>five</del><sup>5</sup> years' experience in legal, economic, financial and accounting work or other work that are required to fulfill duties as independent director; (VI) be able to read, understand and analyze the credit statistics report and financial statements of a commercial bank;</p> <p>(VII) ensure to have sufficient time and energy to effectively fulfill duties as independent director; an independent director shall work no less than 15 working days in the Bank every year. A director who is the person in charge of the Audit Committee, the Related Transaction Control Committee and the Risk Management Committee shall work no less than <del>25</del><sup>20</sup> working days in a commercial bank every year.</p>
<p>New article</p>	<p><b><u>Article 129 The independent directors shall perform their duties honestly, independently and diligently, safeguard the legitimate rights and interests of the Bank, the small and medium-sized shareholders and financial consumers, and shall not be influenced by the Bank's shareholders, the de facto controller, senior management or other entities or individuals with significant interests in the Bank.</u></b></p> <p><b><u>In the event of material weakness or failure of the corporate governance mechanism of the Bank, the independent directors shall promptly report the situation to the supervisory authority. In addition to reporting the situation to the supervisory authority in accordance with the regulations, the independent directors shall maintain the secrecy of the Bank.</u></b></p> <p><b><u>In the event that an independent director fails to meet the independence requirements or is otherwise unfit to perform the duties of an independent director, and as a result, the number of independent directors of the Bank does not reach the number required by the Articles of Association, the Bank shall make up the number of independent directors in accordance with the provisions of these Articles of Association.</u></b></p>

Original Article	Amended Article
<p>Article 130 Nomination, appointment and replacement of an independent director:</p> <p>(I) The Nomination Committee of the Board of Directors, the Board of Supervisors or shareholders of the Bank who hold more than 1% of the total voting rights shares of the Bank individually or jointly may propose nominate candidates for independent directors to the Board, and such independent directors shall be appointed by a general meeting. A shareholder who has nominated any candidate for director shall not nominate any candidate for independent director and the same shareholder shall nominate one candidate for independent director only. No shareholder shall nominate any candidate for independent director as well as non-employee supervisor at the same time.</p> <p>.....</p>	<p>Article 131<del>0</del> Nomination, appointment and replacement of an independent director:</p> <p>(I) The Nomination Committee of the Board of Directors, the Board of Supervisors or shareholders of the Bank who hold more than 1% of the total voting rights shares of the Bank individually or jointly may propose nominate candidates for independent directors to the Board, and such independent directors shall be appointed by a general meeting. A shareholder who has nominated any candidate for a <b><u>non-independent</u></b> director <b><u>and his/her related parties</u></b> shall not nominate any candidate for independent director—<del>and</del>, the same shareholder shall nominate one candidate for independent director only—<del>No, and</del> no shareholder shall nominate any candidate for independent director as well as <del>non-employee</del> <b><u>external</u></b> supervisor at the same time.</p> <p>.....</p>
<p>New article</p>	<p><b><u>Article 132 An independent director may resign before the expiration of his/her term of office. An independent director resigning shall resign by submitting a written resignation report to the Board of Directors, and explaining any circumstances related to his/her resignation or which he/she deems necessary to draw the attention of the Bank’s shareholders and creditors.</u></b></p> <p><b><u>If the resignation of an independent director results in the number of independent directors on the Board of Directors being less than one-third, the resignation of an independent director shall not be effective until the next independent director fills the vacancy, except in the case of resignation or removal due to loss of independence.</u></b></p> <p><b><u>The independent directors shall attend the meetings of the Board of Directors on a regular basis to understand the Bank’s operation and functioning and to take the initiative to investigate and obtain information necessary for making decisions. If an independent director fails to attend 3 consecutive board meetings in person, he/she shall be deemed to have failed to perform his/her duties and shall be</u></b></p>



Original Article	Amended Article
	<p><b><u>removed by the Board of Directors at a general meeting. The Bank shall convene a general meeting within 3 months to remove him/her from office and elect a new independent director.</u></b></p>
<p>Article 131 An independent director shall express objective and fair independent opinion as regards matters discussed by the Board. When an independent director expresses his opinion, the following matters shall be paid attention to:</p> <p>(I) nomination, appointment and removal of directors;            (II) appointment and removal of senior officers;            (III) remunerations of directors and senior officers;            (IV) profit distribution plan;            (V) matters which may injure the interests of depositors and shareholders;            (VI) material related transactions;            (VII) matters which may cause serious losses to the Bank;            (VIII) other matters as provided for in laws, rules and regulations.</p>	<p>Article 134<del>3</del> An independent director shall express objective and fair independent opinion as regards matters discussed by the Board. When an independent director expresses his opinion, the following matters shall be paid attention to:</p> <p>(I) nomination, appointment and removal of directors;            (II) appointment and removal of senior officers;            (III) remunerations of directors and senior officers;            (IV) profit distribution plan;            (V) <del>matters which may injure the interests of depositors and shareholders;</del>            (VI) <del>material related transactions;</del>            (VII) <del>matters which may cause serious losses to the Bank;</del>  <b><u>appointment or removal of the accounting firm that conducts regular statutory audits on the financial statements of the Bank;</u></b>  <b><u>(VIII) other matters that may have a significant impact on the Bank, its small and medium-sized shareholders and the legitimate rights and interests of financial consumers;</u></b>            (VIIIIX) other matters as provided for in laws, <del>rules and regulations.</del> <b><u>regulations, regulatory requirements or these Articles of Association.</u></b></p>
<p>Article 135 The Board of Directors of the Bank shall comprise thirteen members, which shall have one Chairman.</p> <p>The Chairman of the Board shall be a director who is an employee of the Bank and shall be appointed and removed by vote of more than half of the directors. His qualification shall be verified and approved by the Banking Regulator under the State Council. The Chairman of the Board shall be in office for three years and may be re-elected and reappointed upon expiry of the term of office. An off-office auditing shall be conducted when the Chairman of the Board leaves office.</p>	<p>Article 135<del>7</del> The Board of Directors of the Bank shall comprise <del>13</del><sup>thirteen</sup> members, <b><u>including 3 executive directors and 10 non-executive directors (including 5 independent directors)</u></b> <del>which, and</del> shall have <del>one</del><sup>1</sup> Chairman.</p> <p>The Chairman of the Board shall be a director who is an employee of the Bank and shall be appointed and removed by vote of more than half of the directors. His qualification shall be verified and approved by the Banking Regulator under the State Council. The Chairman of the Board shall be in office for <del>three</del><sup>3</sup> years and may be re-elected and reappointed upon expiry</p>

Original Article	Amended Article
<p>The legal representative or main person in charge of the Controlling Shareholder shall not act as the Chairman of the Board of Directors of the Bank.</p>	<p>of the term of office. An off-office auditing shall be conducted when the Chairman of the Board leaves office.</p> <p>The legal representative or main person in charge of the Controlling Shareholder shall not act as the Chairman of the Board of Directors of the Bank. <b><u>The Chairman of the Board of the Bank may not also serve as the President of the Bank.</u></b></p>
<p>Article 136 The Board shall exercise the following powers:</p> <p>(I) to convene general meetings and report its work to the general meetings;</p> <p>(II) to implement the resolutions of the general meetings;</p> <p>(III) to decide on the business plans and investment plans of the Bank;</p> <p>(IV) to prepare the annual financial budgets and final accounts of the Bank;</p> <p>(V) to prepare the capital replenishment plan, venture capital distribution plan, profit distribution plan and the plan for making up the losses of the Bank;</p> <p>(VI) to prepare plans for increase or reduction of the registered capital of the Bank;</p> <p>(VII) to prepare plans for issue and listing of bonds or other securities of the Bank;</p> <p>(VIII) to prepare plans for merger, division, dissolution or liquidation or alteration of corporate form of the Bank;</p> <p>(IX) to prepare plans for repurchase of any shares of the Bank;</p> <p>(X) to approve the establishment of any corporate bodies, material acquisitions, material external investments, material related transaction, purchase and disposal and write-off of material assets and material external guarantees of the Bank;</p> <p>(XI) to decide on the establishment of any internal management structure and the reform plan for the operation and management affecting the Bank as a whole;</p>	<p>Article 136<del>8</del> The Board shall exercise the following powers:</p> <p>(I) to convene general meetings and report its work to the general meetings;</p> <p>(II) to implement the resolutions of the general meetings;</p> <p>(III) to <b><u>formulate—decide on the development strategy,</u></b> business plans and investment plans of the Bank, <b><u>and oversee the implementation of the strategy;</u></b></p> <p>(IV) to prepare the annual financial budgets and final accounts of the Bank;</p> <p>(V) to prepare the capital replenishment plan, venture capital distribution plan, profit distribution plan and the plan for making up the losses of the Bank;</p> <p>(VI) to prepare plans for increase or reduction of the registered capital of the Bank;</p> <p>(VII) to prepare plans for issue and listing of bonds or other securities of the Bank;</p> <p>(VIII) to <b><u>formulate—prepare—plans for major acquisitions, acquisition of the Bank’s shares or merger, division, spin-off,</u></b> dissolution or liquidation or alteration of corporate form of the Bank; and <del>(IX)</del> to prepare plans for repurchase of any shares of the Bank; <b><u>(IX) to formulate the capital planning of the Bank and assume the ultimate responsibility for capital management;</u></b></p>

Original Article	Amended Article
<p>(XII) to appoint or remove the Bank President and the secretary to the Board; and based on the nomination by the Bank President, to appoint or remove the deputy Bank President and senior officers (such as the persons in charge of finance, credit and audit) of the Company and other persons who the Board believes should be appointed or removed by the Board and to determine their remunerations and rewards and penalties;</p> <p>(XIII) to formulate the basic management system of the Bank (including but not limited to human resource, finance and remuneration) and internal control policies;</p> <p>(XIV) to prepare any amendment proposals to these Articles of Association, the rules of procedures for general meetings and Board meetings;</p> <p>(XV) to formulate the information disclosure system of the Bank and to manage information disclosure of the Bank;</p> <p>(XVI) to propose the appointment or removal of the Bank's auditors to the general meeting;</p> <p>(XVII) to receive the work report and examine the work of the President of the Bank;</p> <p>(XVIII) to prepare the operation and development strategy and capital planning of the Bank and monitor the implementation of such strategy;</p> <p>(XIX) other duties and powers as provided in the laws, rules and regulations and these Articles of Association or conferred by the general meetings.</p>	<p>(X) to consider and approve the establishment of <del>any corporate bodies, material acquisitions, material external investments, material related transaction, purchase and disposal and write-off of material assets and material external guarantees of the Bank;</del> <b><u>significant legal entities, major acquisitions and mergers, major external investments, major related party transactions, major asset acquisitions, major asset disposals and write-offs, major external guarantees, major asset pledges, data governance and major external donations in accordance with the laws and regulations, regulatory requirements and these Articles of Association or within the scope of authorization by the general meeting;</u></b></p> <p>(XI) to decide on the establishment of any internal management structure <b>and branches</b> and the reform plan for the operation and management affecting the Bank as a whole;</p> <p>(XII) <b><u>in accordance with regulatory requirements,</u></b> to <b><u>decide on the appointment or removal of</u></b> <del>appoint or remove</del> the <b><u>president of the Bank</u></b><del>Bank President</del> and the secretary to the Board; and based on the nomination by <b><u>the president of</u></b> the Bank <del>President</del>, to <b><u>decide on the appointment or removal of</u></b> <del>appoint or remove</del> the deputy <b><u>president of the</u></b> Bank <del>President</del>, and <b><u>other</u></b> senior officers (such as the persons in charge of finance, credit and audit) <del>of the Company and other persons who are required to be appointed or removed by the Board in accordance with regulatory requirements;</del> <b><u>the Board believes should be appointed or removed by the Board</u></b> and to determine their remunerations and rewards and penalties; <b><u>to oversee the performance of senior management's responsibilities;</u></b></p> <p>(XIII) <b><u>to formulate the Bank's risk management strategy and internal control policies, to set risk appetite and risk tolerance, and to assume ultimate responsibility for overall risk management;</u></b> to formulate the basic management system of the Bank (including but not limited to human resource, finance and remuneration) <del>and internal control policies;</del></p>

Original Article	Amended Article
	<p>(XIV) to prepare any <del>amendment proposals</del> <b><u>amendments</u></b> to these Articles of Association, <b><u>to formulate</u></b> the rules of procedures for general meetings and <b><u>the rules of procedures for</u></b> Board meetings, <b><u>and to consider and approve the rules of work of special committees of the Board and the relevant corporate governance system;</u></b></p> <p>(XV) to formulate the information disclosure system of the Bank <del>and</del>, <b><u>to be responsible for the</u></b> <del>manage</del> information disclosure of the Bank, <b><u>and to assume ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of accounting and financial reports;</u></b></p> <p>(XVI) to propose the appointment or removal <b><u>or replacement</u></b> of the Bank’s auditors <b><u>that conducts the regular statutory audit of the Bank’s financial statements</u></b> to the general meeting;</p> <p>(XVII) <b><u>in accordance with the relevant regulatory requirements,</u></b> to receive the work report <del>and examine the work of the President</del> <b><u>president and other senior management</u></b> of the Bank, <b><u>to supervise the performance of their duties and to ensure the effective performance of their management responsibilities; to receive supervisory opinions from the banking supervisory authorities of the State Council on the Bank, and to report the implementation of rectification by the Bank;</u></b></p> <p>(XVIII) <del>to prepare the operation and development strategy and capital planning of the Bank and monitor the implementation of such strategy;</del> <b><u>to regularly evaluate and improve the corporate governance of the Bank;</u></b></p> <p>(XIX) <b><u>to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</u></b></p> <p>(XX) <b><u>to establish a mechanism for identifying, reviewing and managing conflicts of interest between the Bank and its shareholders, especially major shareholders;</u></b></p> <p>(XXI) <b><u>to assume responsibility for the management of shareholders’ affairs;</u></b></p>

Original Article	Amended Article
	<p><del>(XXII)</del> other duties and powers as provided in the laws, <del>rules</del> and regulations, <b><u>regulatory requirements</u></b> and these Articles of Association or conferred by the general meetings.</p> <p><b><u>The duties and powers of the Board of Directors shall be exercised collectively by the Board of Directors.</u></b></p> <p><b><u>The duties and powers of the Board of Directors as stipulated in the Company Law shall not in principle be delegated to the chairman of the Board, directors, other organizations or individuals. Where it is necessary to delegate certain specific decision-making matters, such delegation shall be made by way of a resolution of the Board of Directors in accordance with the law. Authorization shall be granted on a case-by-case basis, and the authority of the Board of Directors shall not be delegated to other organizations or individuals in a general or permanent manner.</u></b></p>
<p>Article 137 The Board of the Bank shall establish a standard and open procedure for election of directors, which shall be put into implementation upon approval at a general meeting. The Board shall disclose information about candidates for directors to the general meeting one month before such meeting is held.</p>	<p>Article <del>139</del><sup>37</sup> The Board of the Bank shall establish a standard and open procedure for election of directors, which shall be put into implementation upon approval at a general meeting. The Board shall disclose information about candidates for directors to the general meeting <del>one month</del> before such meeting is held.</p>
<p>Article 138 The Board of the Bank shall establish rules of procedures for Board meetings so as to ensure the work efficiency and scientific decision of the Board. The rules of procedures for Board meetings shall be prepared by the Board and approved at a general meeting. Before making decision on significant matters of the Bank, the Board of Directors shall seek advice from the Party Committee.</p>	<p>Article <del>140</del><sup>38</sup> The Board of the Bank shall establish rules of procedures for Board meetings so as to ensure the work efficiency and scientific decision of the Board. The rules of procedures for Board meetings shall be prepared by the Board and approved at a general meeting <b><u>as an annex to these Article of Association.</u></b> Before making decision on significant matters of the Bank, the Board of Directors shall seek advice from the Party Committee.</p>

Original Article	Amended Article
<p>Article 140 The Board shall prepare a basic authority delegation system of the Bank to determine the authority to make risk investments and large loans with assets of the Bank, including the authority with respect to external investments, acquisitions and mergers, assets purchase, assets disposal, external guarantees, related transactions, and shall establish a strict procedures for examination and decisions; for the purpose of material investment projects and large loans, relevant specialists or professionals shall be organized to review and evaluate and any matters required to be submitted to a general meeting in accordance with the provisions of these Articles of Association shall be submitted to the general meeting for approval.</p> <p>.....</p>	<p>Article 14<del>20</del><sup>20</sup> The Board shall prepare a basic authority delegation system of the Bank to determine the authority to make risk investments and large loans <b>approval</b> with assets of the Bank, including the authority with respect to external investments, acquisitions and mergers, assets purchase, assets disposal, external guarantees, <b>external donations</b>, related transactions, and shall establish a strict procedures for examination and decisions; for the purpose of material investment projects and large loans, relevant specialists or professionals shall be organized to review and evaluate and any matters required to be submitted to a general meeting in accordance with the provisions of these Articles of Association shall be submitted to the general meeting for approval.</p> <p>.....</p>
<p>Article 141 The Chairman of the Board shall exercise the following powers:</p> <ul style="list-style-type: none"> <li>i) to preside over general meetings and to convene and preside over Board meetings;</li> <li>ii) to supervise and check on the implementation of resolutions of the Board and report to the Board;</li> <li>iii) to sign the corporate bonds, equity certificates and other marketable securities of the Bank;</li> <li>iv) to execute important documents of the Board and other documents that require execution by the Bank's legal representative;</li> <li>v) to exercise the power of legal representative;</li> <li>vi) to exercise the special disposal power to handle corporate affairs in compliance with the law and the Bank's interests in cases of emergency caused by natural disasters or other events of force majeure, and report to the Board and general meeting thereafter;</li> <li>vii) other powers provided for in laws, rules and regulations, normative documents and these Articles of Association and conferred by the Board.</li> </ul>	<p>Article 14<del>31</del><sup>31</sup> The Chairman of the Board shall exercise the following powers:</p> <ul style="list-style-type: none"> <li>i) to preside over general meetings and to convene and preside over Board meetings;</li> <li>ii) to supervise and check on the implementation of resolutions of the Board and report to the Board;</li> <li>iii) to sign the corporate bonds, <b>shares</b> <del>equity certificates</del> and other marketable securities of the Bank;</li> <li>iv) to execute important documents of the Board and other documents that require execution by the Bank's legal representative;</li> <li>v) to exercise the power of legal representative;</li> <li>vi) to exercise the special disposal power to handle corporate affairs in compliance with the law and the Bank's interests in cases of emergency caused by natural disasters or other events of force majeure, and report to the Board and general meeting thereafter;</li> <li>vii) other powers provided for in laws, rules and regulations, normative documents and these Articles of Association and conferred by the Board.</li> </ul>

Original Article	Amended Article
<p>Article 142 Where he is unable to perform his duties, the Chairman of the Board shall designate other directors to perform such duties on his behalf.</p>	<p>Article 144<del>2</del> Where <b><u>the Chairman of the Board</u></b> <del>he</del> is unable to <b><u>or fails to</u></b> perform his duties, <b><u>a director selected by more than one half of the directors shall perform the relevant duties</u></b> <del>the Chairman of the Board shall designate other directors to perform such duties on his behalf.</del></p>
<p>Article 143 At least four Board meetings shall be held every year, with at least one meeting to be held in each quarter. The meetings shall be convened by the Chairman, with the written notice to be given to all directors 14 days before such meetings.</p> <p>The Board shall inform the Board of Supervisors to designate a representative to attend Board meetings as a non-voting attendee. Directors of the Bank (including independent directors) shall attend at least 2/3 of the Board meetings in person each year.</p>	<p>Article 145<del>3</del> <b><u>The Board meetings are comprised of regular meetings and extraordinary meetings. Regular meetings of the Board shall be held at strategy; to At least 4 times</u></b> <del>four Board meetings shall be held</del> every year, with at least one meeting to be held in each quarter. The meetings shall be convened by the Chairman, with the written notice to be given to all directors <b><u>and supervisors</u></b> 14 days before such meetings. <del>The Board shall inform the Board of Supervisors to designate a representative to attend Board meetings as a non-voting attendee. Directors of the Bank (including independent directors) shall attend at least 2/3 of the Board meetings in person each year.</del></p>
<p>Article 144 In any of the following circumstances, the Chairman of the Board shall convene an interim meeting of the Board within five working days:</p> <ul style="list-style-type: none"> <li>i) if and when the chairman of the Board believes necessary;</li> <li>ii) if and when more than 1/3 of the directors propose jointly;</li> <li>iii) if and when more than half of the independent directors (at least two independent directors) propose;</li> <li>iv) if and when the Board of Supervisors proposes;</li> <li>v) if and when the President of the Bank proposes;</li> <li>vi) if and when shareholders representing more than one tenth of the voting rights propose;</li> <li>vii) if and when other circumstances as provided in laws, administrative regulations, department regulations or these Articles of Association require.</li> </ul>	<p>Article 146<del>4</del> In any of the following circumstances, the Chairman of the Board shall convene an interim meeting of the Board within five working days:</p> <ul style="list-style-type: none"> <li>i) if and when the chairman of the Board believes necessary;</li> <li>ii) if and when more than 1/3 of the directors propose jointly;</li> <li>iii) if and when more than <b><u>two half of the</u></b> independent directors <del>(at least two independent directors)</del> propose;</li> <li>iv) if and when the Board of Supervisors proposes;</li> <li>v) if and when the President of the Bank proposes;</li> <li>vi) if and when shareholders representing more than one tenth of the voting rights propose;</li> <li>vii) if and when other circumstances as provided in laws, administrative regulations, department regulations or these Articles of Association require.</li> </ul>

Original Article	Amended Article
<p>When an interim Board meeting is to be held according to the proposal as mentioned in the preceding paragraph, a written proposal signed (sealed) by the proposer shall be submitted by the Board Secretary or by the proposer directly to the Board. The written proposal shall contain: .....</p>	<p>When an interim Board meeting is to be held according to the proposal as mentioned in the preceding paragraph, a written proposal signed (sealed) by the proposer shall be submitted by the Board Secretary or by the proposer directly to the Board. The written proposal shall contain: .....</p>
<p>Article 145 The notification for an interim Board meeting shall be given in writing, including notice given by registered mail, telegram, fax or emails confirmed to have been received; the notice period: 5 working days before such meeting is held.</p> <p>In the circumstances as specified in the preceding subclause (ii), (iii), (iv) and (v), where the Chairman of the Board is unable to perform his duties, he shall appoint a director to convene an interim Board meeting on his behalf; where the Chairman of the Board fails to perform his duties for no reasons or appoint a person to perform such duties on his behalf, more than half of the directors may elect a director to convene the meeting.</p>	<p>Article 147<del>5</del> The notification for an interim Board meeting shall be given in writing, <del>including notice given by registered mail, telegram, fax or emails confirmed to have been received;</del> the notice period: 5 working days before such meeting is held.</p> <p>In the circumstances as specified in the preceding subclause (ii), (iii), (iv) and (v), where the Chairman of the Board is unable to <b>or fails to</b> perform his duties, <b>a director selected by more than one half of the directors shall perform the relevant duties</b> <del>he shall appoint a director to convene an interim Board meeting on his behalf; where the Chairman of the Board fails to perform his duties for no reasons or appoint a person to perform such duties on his behalf, more than half of the directors may elect a director to convene the meeting.</del></p>
<p>Article 148 Resolutions made at a Board meeting may be voted on at the on-site meeting (including by telephone, video) or by communication voting, provided that directors are ensured to be able to sufficiently express their opinions, and each director shall have one vote. A director attending a Board meeting by telephone or video conference shall be deemed to attend the on-site meeting.</p>	<p>Article 150<del>48</del> Resolutions made at a Board meeting may be voted on at the on-site meeting (including by telephone, video, <b>etc.</b>) or by <b>circulation of a written resolution</b>, provided that directors are ensured to be able to sufficiently express their opinions, and each director shall have one vote. A director attending <b>an on-site</b> <del>a</del> Board meeting by telephone or video conference <b>or by aid of similar communication equipment, so long as the directors attending the meeting can clearly hear what he/she says and instantly communicate and discuss with him/her,</b> shall be deemed to attend the on-site meeting <b>in person.</b></p>



Original Article	Amended Article
<p>Resolutions made by the Board in respect of the following matters shall not be adopted by communication voting and shall be approved by more than 2/3 of the directors:</p> <ul style="list-style-type: none"> <li>i) annual budgets and final accounts of the Bank;</li> <li>ii) capital replenishment plans, venture capital distribution plans, profit distribution plans and plans for making up losses of the Bank;</li> <li>iii) plans for increase or reduction of the registered capital of the Bank;</li> <li>iv) plans of the Bank for issuance of corporate bonds or other marketable securities and listing thereof;</li> <li>v) plans for division, merger, dissolution and liquidation or change in corporate form of the Bank;</li> <li>vi) share repurchase plans of the Bank;</li> <li>vii) appointment and removal of senior officers;</li> <li>viii) amendments to these Articles of Association;</li> <li>ix) establishment of important corporate bodies, material acquisitions and mergers, material related transactions, material external investments, material assets purchases, material assets disposal, material assets write-off and material external guarantees within the scope of power conferred by a general meeting.</li> <li>x) such material matters as material equity changes or finance restructuring of the Bank;</li> <li>xi) such other matters as required by laws, administrative regulations, department regulations, relevant regulators and these Articles of Association or considered by more than half of all directors that shall be approved by more than 2/3 of the directors.</li> </ul> <p>Where a director or his close associate (as defined in the Hong Kong Listing Rules) has a material interest in any matters to be decided at a Board meeting, such director shall not exercise his voting rights or the voting rights on behalf of other directors on the resolutions of the said matters and such director shall not be counted in the quorum present at the meeting, except as otherwise provided for in laws, rules and regulations, normative documents and the relevant regulations of the securities regulator of the place where the shares of the Bank are listed.</p>	<p><b><u>A Board meeting may be held and the resolution(s) thereof may be voted in form of written circular voting provided that all directors can fully express their opinions. Directors attending the meeting shall sign their names on such resolution(s). Written circular voting shall have a voting time limit, and directors who fail to vote within such voting time limit shall be deemed as abstaining from voting.</u></b></p> <p>Resolutions made by the Board in respect of the following matters shall not be adopted by <del>communication</del> <b><u>written circular</u></b> voting and shall be approved by more than 2/3 of the directors:</p> <ul style="list-style-type: none"> <li>i) annual budgets and final accounts of the Bank;</li> <li>ii) capital replenishment plans, venture capital distribution plans, profit distribution plans and plans for making up losses of the Bank;</li> <li>iii) plans for increase or reduction of the registered capital of the Bank;</li> <li>iv) plans of the Bank for issuance of corporate bonds or other marketable securities and listing thereof;</li> <li>v) plans for <b><u>major acquisition of the Bank or</u></b> division, merger, dissolution and liquidation or change in corporate form of the Bank, <b><u>share repurchase plans of the Bank;</u></b></li> <li>vi) <b><u>remuneration plan</u></b> <del>share repurchase plans</del> of the Bank;</li> <li>vii) appointment and removal of senior officers;</li> <li>viii) amendments to these Articles of Association;</li> <li>ix) establishment of important corporate bodies, material acquisitions and mergers, material related transactions, material external investments, material assets purchases, material assets disposal, material assets write-off <del>and</del>, material external guarantees, <b><u>material pledge and material external donations in accordance with laws and regulations, regulatory provisions and these Articles of Association and</u></b> within the scope of power conferred by a general meeting.</li> </ul>

Original Article	Amended Article
	<p><del>x) such material matters as material equity changes or finance restructuring of the Bank;</del></p> <p>x+) such other matters as required by laws <b>and</b>, <del>administrative regulations, department regulations, relevant regulators</del> <b>regulatory provisions</b> and these Articles of Association or considered by more than half of all directors that shall be approved by more than 2/3 of the directors.</p> <p>Where a director or his close associate (as defined in the Hong Kong Listing Rules) has a material interest in any matters to be decided at a Board meeting, such director shall not exercise his voting rights or the voting rights on behalf of other directors on the resolutions of the said matters and such director shall not be counted in the quorum present at the meeting, except as otherwise provided for in laws, rules and regulations, normative documents and the relevant regulations of the securities regulator of the place where the shares of the Bank are listed.</p>
<p>Article 149 Where related transactions are considered at a Board meeting, a related director shall withdraw and shall not vote. The related director shall withdraw by himself and other directors attending a Board meeting may also request to withdraw.</p>	<p>Article <del>151</del><b>149</b> Where related transactions are considered at a Board meeting, a related director shall withdraw <b>by himself</b> and shall not vote. <del>The related director shall withdraw by himself and o</del>Other directors attending a Board meeting may also request to withdraw.</p> <p><b><u>Resolutions made at the Board meeting on major related transactions shall be approved by more than two-thirds of the non-related directors.</u></b></p> <p><b><u>If the number of non-related directors attending the Board meeting is less than three or a resolution cannot be formed as relevant director withdraws due to material interest, the Board shall timely submit the resolution to the general meeting for consideration, specify the review of the Board on such resolution, and record the opinions of the directors who have no material interest in such resolution.</u></b></p>

Original Article	Amended Article
<p>Article 150 A director shall attend Board meetings in person. If a director is unable to attend for any reasons, he may authorize in writing other directors to attend the meeting on his behalf.</p> <p>The power of attorney shall specify the name of proxy, matters, authority and valid period and shall be executed or sealed by the principal. The director attending the meeting on behalf shall exercise the rights as a director within the scope of authorization.</p> <p>Where a director fails to attend a board meeting and does not appoint another director to attend on his behalf, such director shall be deemed to have given up the right to vote at such a meeting.</p>	<p>Article 152<del>0</del> <del>A director shall attend Board meetings in person.</del> If a director is unable to attend <u>the Board meeting</u> for any reasons, he may authorize in writing other directors to attend the meeting on his behalf.</p> <p>The power of attorney shall specify the name of proxy, matters, authority and valid period and shall be executed or sealed by the principal. The director attending the meeting on behalf shall exercise the rights as a director within the scope of authorization.</p> <p>Where a director fails to attend a board meeting and does not appoint another director to attend on his behalf, such director shall be deemed to have given up the right to vote at such a meeting.</p>
<p>Article 152 The Board shall keep minutes of its meetings, which minutes shall be signed by the directors present at the meeting and the recorder. The directors attending the meeting shall have the right to request an explanatory record in respect of his speech at the meeting in the minutes. The minutes of Board meetings shall be kept permanently by the Board Secretary on file in the Bank.</p>	<p>Article 154<del>2</del> The Board shall keep minutes of its meetings, which minutes shall be signed by the directors present at the meeting, <u>the Board Secretary</u> and the recorder. The directors attending the meeting shall have the right to request an explanatory record in respect of his speech at the meeting in the minutes. The minutes of Board meetings shall be kept permanently <del>by the Board Secretary</del> on file in the Bank.</p>
<p>Article 154 Directors shall sign on the resolutions made at a Board meeting and shall be liable for such resolutions. If a resolution of the Board meeting violates the laws, regulations or these Articles of Association and the Bank suffers serious losses as a result thereof, the directors who participated in the passing of such resolution shall be liable to compensate the Bank. However, if it can be proved that a director expressly objected to the resolution when the resolution was put to vote, and that such objection was recorded in the minutes of the meeting, such director may be excluded from such liability.</p>	<p>Article 156<del>4</del> Directors shall sign on the resolutions made at a Board meeting and shall be liable for such resolutions. If a resolution of the Board meeting violates the laws, regulations or these Articles of Association <u>and resolutions at the general meetings</u> and the Bank suffers serious losses as a result thereof, the directors who participated in the passing of such resolution shall be liable to compensate the Bank. However, if it can be proved that a director expressly objected to the resolution when the resolution was put to vote, and that such objection was recorded in the minutes of the meeting, such director may be excluded from such liability.</p>
<p>Article 160 Supervisors shall comprise shareholder supervisors, employee supervisors of the Bank and external supervisors. The number of the employee supervisors of the Bank shall not be less than 1/3 of the total number of supervisors.</p>	<p>Article 162<del>0</del> Supervisors shall comprise shareholder supervisors, employee supervisors of the Bank and external supervisors. <u>Each proportion</u> <del>The number</del> of the employee supervisors <u>and external supervisors</u> of the Bank shall not be less than 1/3 of the total number of supervisors <u>respectively</u>.</p>

Original Article	Amended Article
<p>Article 164 The list of candidates for non-employee supervisors shall be submitted to a general meeting in a form of proposal and the curriculum vitae and basic information about the candidates for supervisors shall be provided to shareholders. The normal procedure for nomination and election of non-employee supervisors shall be as follows:</p> <p>i) The list of candidates for non-employee supervisors may be nominated by the previous Board of Supervisors according to the number of supervisors to be elected, which shall be within the scope as provided for in these Articles of Association.</p> <p>A single shareholder shall not nominate the candidates for directors and non-employee supervisors to the general meeting at the same time; where the person nominated by a single shareholder for director has been appointed as the director, such shareholder shall not nominate any candidate for non-employee supervisor prior to the expiry of the office term of the said director.</p> <p>ii) After the Board of Supervisors has decided on the basis of the qualification and condition of the candidates for non-employee supervisor, the Board of Supervisors shall submit the list of candidates for non-employee supervisors to the general meeting in a form of written proposal.</p> <p>iii) The candidates for non-employee supervisors shall undertake in writing to accept the nomination and guarantee that the information disclosed publicly about such candidates is true and complete and they shall perform duties as non-employee supervisors before the general meeting is held.</p> <p>iv) Each candidate for non-employee supervisors shall be voted on by ballot at a general meeting.</p> <p>v) In case of temporary increase of any number of non-employee supervisors, the Board of Supervisors may nominate and submit the candidates to a general meeting for election or replacement.</p>	<p>Article 166<del>4</del> The list of candidates for non-employee supervisors shall be submitted to a general meeting in a form of proposal and the curriculum vitae and basic information about the candidates for supervisors shall be provided to shareholders. The normal procedure for nomination and election of non-employee supervisors shall be as follows:</p> <p>i) The list of candidates for non-employee supervisors may be nominated by the <b>shareholders or previous</b> Board of Supervisors according to the number of supervisors to be elected, which shall be within the scope as provided for in these Articles of Association.</p> <p><del>A single shareholder shall not nominate the candidates for directors and non-employee supervisors to the general meeting at the same time; where the person nominated by a single shareholder for director has been appointed as the director, such shareholder shall not nominate any candidate for non-employee supervisor prior to the expiry of the office term of the said director.</del></p> <p>ii) After the Board of Supervisors has decided on the basis of the qualification and condition of the candidates for non-employee supervisor, the Board of Supervisors shall submit the list of candidates for non-employee supervisors to the general meeting in a form of written proposal.</p> <p>iii) The candidates for non-employee supervisors shall undertake in writing to accept the nomination and guarantee that the information disclosed publicly about such candidates is true and complete and they shall perform duties as non-employee supervisors before the general meeting is held.</p> <p>iv) Each candidate for non-employee supervisors shall be voted on by ballot at a general meeting.</p> <p>v) In case of temporary increase of any number of non-employee supervisors, the Board of Supervisors may nominate and submit the candidates to a general meeting for election or replacement.</p>

Original Article	Amended Article
vi) The candidates for non-employee supervisors of the first session of the Board of Supervisors of the Bank shall be nominated by the preparatory group of the Bank.	vi) The candidates for non-employee supervisors of the first session of the Board of Supervisors of the Bank shall be nominated by the preparatory group of the Bank.
Article 165 A supervisor shall work no less than fifteen working days every year to supervise the operation of a commercial bank. Employee supervisors shall also accept the supervision by and report to employee representative congress, employee congress and other forms of democratic supervision.	Article 167 <del>5</del> <b><u>A supervisor shall devote sufficient time and energy to effectively perform his/her duties, and an external supervisor shall work for no less than 15 working days each year at the Bank. A supervisor shall work no less than fifteen working days every year to supervise the operation of a commercial bank.</u></b> Employee supervisors shall also accept the supervision by and report to employee representative congress, employee congress and other forms of democratic supervision.
New article	<b><u>Article 168 An external supervisor shall not be affected by substantial shareholders, senior management and other entities and individuals who have interests in the Company in the decision-making and supervision process, and shall focus on safeguarding the legitimate rights and interests of minority shareholders and other stakeholders. An employee supervisor shall reflect the opinions and suggestions concerning the vital interests of employees at the meetings of the Board of Supervisors, express opinions and exercise voting rights in accordance with the relevant resolutions of the employee representative congress, and safeguard the legitimate rights and interests of employees.</u></b>
Article 166 If any supervisor fails to attend at least two thirds of the meetings of the Board of Supervisors in person in a year or fails to attend two consecutive meetings of the Board of Supervisors in person or by proxy, the said supervisor shall be deemed as incapable of performing his duties and the Board of Supervisors shall propose to a general meeting or an employee representative congress to remove such supervisor.	Article 169 <del>66</del> <b><u>Supervisors shall attend at least two-thirds of the Board of Supervisors' on-site meetings in person each year. If any supervisor cannot attend the meeting for any reason, he may appoint in writing another supervisor to act on his behalf.</u></b> If any supervisor fails to attend at least two thirds of the meetings of the Board of Supervisors in person in a year or fails to attend two consecutive meetings of the Board of Supervisors in person or by proxy, the said supervisor shall be deemed as incapable of performing his duties and the Board of Supervisors shall propose to a general meeting or an employee representative congress to remove such supervisor.

Original Article	Amended Article
<p>Article 169 A supervisor shall perform his duties honestly and diligently in accordance with the laws, administrative regulations and these Articles of Association.</p>	<p><b>Article 172</b><del>69</del> A supervisor shall perform his duties honestly and diligently in accordance with the laws, <del>administrative</del> regulations, <b><u>regulatory provisions</u></b> and these Articles of Association.</p>
<p>Article 170 The Bank shall have a Board of Supervisors. The Board of Supervisors shall be a supervising organ of the Bank and accountable to the general meeting and exercise the following powers:</p> <ul style="list-style-type: none"> <li>i) to examine and supervise the Bank’s financial affairs;</li> <li>ii) to monitor the Board and senior officers in the performance of their duties;</li> <li>iii) to monitor the directors, President and other senior officers in the performance of their duties;</li> <li>iv) to demand rectification from a director and any other senior officer when the acts of such persons are detrimental to the interests of the Bank;</li> <li>v) to conduct special and off-office audits in respect of any directors and senior officers;</li> <li>vi) to conduct audits in respect of the operation policy, risk management and internal control of the Bank and to provide guidance with respect to such internal audits of the Bank;</li> <li>vii) to address inquiries to any directors, the Chairman of the Board and senior officers;</li> <li>viii)to propose the convening of extraordinary general meetings;</li> <li>ix) to propose to general meetings to remove any directors, President or supervisors who have failed to perform their duties or violated any laws, administrative regulations or these Articles of Association;</li> <li>x) to review the financial reports, operation reports and profit distribution plans to be submitted by the Board to general meetings; if any queries arise or any abnormality is found in operations of the Bank, to conduct investigations; and when necessary, to engage such professionals as accountant firms or law firms to assist in the work, for the account of the Bank;</li> </ul>	<p>Article 173<del>0</del> The Bank shall have a Board of Supervisors. The Board of Supervisors shall be a supervising organ of the Bank and accountable to the general meeting and exercise the following powers:</p> <ul style="list-style-type: none"> <li><del>i) to examine and supervise the Bank’s financial affairs;</del></li> <li><del>ii) to monitor the Board and senior officers in the performance of their duties;</del></li> <li><del>iii) to monitor the directors, President and other senior officers in the performance of their duties;</del></li> <li><del>iv) to demand rectification from a director and any other senior officer when the acts of such persons are detrimental to the interests of the Bank;</del></li> <li><b><u>i) to supervise and assess the performance of duties of the Bank by the Board and the senior management and, when any director or senior management member acts against the interests of the Bank, require the director or senior management member to take corrective action, propose to remove the director or senior management member who violates laws, administrative regulations, these Articles of Association or resolutions of the general meeting or file a lawsuit in accordance with the law regarding the same;</u></b></li> <li><b><u>ii) to supervise the selection and engagement procedures of directors;</u></b></li> <li><del>iii) to conduct special and off-office audits in respect of any directors and senior officers;</del></li> <li><del>iv) to</del> <b><u>conduct supervisory review of</u></b> <del>audits in respect of</del> the operation policy, <b><u>financial activities,</u></b> risk management and internal control of the Bank and <b><u>urge necessary rectification actions to be taken</u></b> <del>to provide guidance with respect to such internal audits of the Bank;</del></li> </ul>

Original Article	Amended Article
<p>xi) to propose any remuneration (or allowance) arrangement of a supervisor;</p> <p>xii) other duties and powers as provided in the laws, rules and regulations, department regulations, normative documents and these Articles of Association or conferred by the general meetings.</p> <p>The Board of Supervisors shall have in place detailed rules of procedures for its meetings.</p>	<p><del>vii) to address inquiries to any directors, the Chairman of the Board and senior officers;</del></p> <p><del>viii)</del>to propose the convening of extraordinary general meetings, <b><u>and convene and preside over the general meeting if the Board fails to fulfill its duty to convene and preside over the general meeting;</u></b></p> <p><b><u>vi) to submit proposals to the general meeting;</u></b></p> <p><b><u>vii) to supervise the Board to establish a sound operating philosophy, value norms and the development strategy in line with the conditions of the Bank, evaluate the scientificity, rationality and robustness of the Bank's development strategy, and form an evaluation report;</u></b></p> <p><del>ix)</del><b><u>viii)</u></b> to propose to general meetings to remove any directors, President or supervisors who have failed to perform their duties or violated any laws, administrative regulations or these Articles of Association;</p> <p><b><u>ix) to review and give written opinion on periodic reports of the Bank prepared by the Board;</u></b> to review the financial reports, operation reports and profit distribution plans to be submitted by the Board to general meetings; if any queries arise or any abnormality is found in operations of the Bank, to conduct investigations; and when necessary, to engage such professionals as accountant firms or law firms to assist in the work, for the account of the Bank;</p> <p><del>x)</del> to <b><u>supervise the implementation of the Bank's management</u></b> (or allowance) <b><u>system and the scientificity and rationality of the remuneration (or allowance) plan for senior management</u></b> <del>arrangement of a supervisor;</del></p> <p><del>xii)</del> other duties and powers as provided in the laws, rules and regulations, department regulations, normative documents and these Articles of Association or conferred by the general meetings.</p>

Original Article	Amended Article
	<p>The Board of Supervisors shall have in place detailed rules of procedures for its meetings. <b><u>The rules of procedures for the Board of Supervisors, as an annex to these Articles of Association, shall be prepared by the Board of Supervisors and approved by the general meeting.</u></b></p>
<p>Article 172 The Board of Supervisors shall comprise of 7 supervisors. Meantime, the external supervisors shall not be less than two in number. The external supervisors of the Bank shall not be less than 1/3 of the supervisors. The Board of Supervisors shall have one chairman whose appointment and removal shall be adopted by more than 2/3 of the supervisors by voting. The chairman of the Board of Supervisors shall be full-time.</p>	<p>Article 17<del>5</del><b>2</b> The Board of Supervisors shall comprise of 7 supervisors, <b><u>including 1 shareholder representative supervisor, 3 external supervisors and 3 employee representative supervisors.</u></b> Meantime, the external supervisors shall not be less than two in number. The external supervisors of the Bank shall not be less than 1/3 of the supervisors. The Board of Supervisors shall have <b><u>1</u></b> <del>one</del> chairman whose appointment and removal shall be adopted by more than 2/3 of the supervisors by voting. The chairman of the Board of Supervisors shall be full-time.</p>
<p>Article 179 Meetings of the Board of Supervisors shall consist of regular meetings and interim meetings. Regular meetings of the Board of Supervisors shall be held at least four times every year, with one meeting held at least in one quarter. Such meetings shall be held before the annual reports, half-year reports and quarterly reports of the Bank are completed but not disclosed. The notice of such meetings and meeting documents shall be sent to all supervisor 10 days before such meetings are held. When proposed by the chairman of the Board of Supervisors or more than 1/3 of the supervisors, an interim meeting of the Board of Supervisors may be held. The notice of such meeting and meeting documents shall be sent to all supervisors 5 days before such meeting is held.</p> <p>.....</p>	<p>Article 18<del>2</del><b>7</b><del>9</del> Meetings of the Board of Supervisors shall consist of regular meetings and interim meetings. Regular meetings of the Board of Supervisors shall be held at least <b><u>4</u></b> <del>four</del> times every year, with one meeting held at least in one quarter. <del>Such meetings shall be held before the annual reports, half year reports and quarterly reports of the Bank are completed but not disclosed.</del> The notice of such meetings <del>and meeting documents</del> shall be sent to all supervisor 10 days before such meetings are held. When proposed by the chairman of the Board of Supervisors or more than 1/3 of the supervisors, an interim meeting of the Board of Supervisors may be held. The notice of such meeting <del>and meeting documents</del> shall be sent to all supervisors 5 days before such meeting is held.</p> <p>.....</p>



Original Article	Amended Article
<p>Article 181 Supervisors shall attend meetings of the Board of Supervisors in person. Where a supervisor fails to attend a meeting in person for any reasons, he may appoint another supervisor in writing to attend the meeting on his behalf. A non-employee supervisor may appoint another non-employee supervisor to attend the meeting on his behalf.</p> <p>.....</p>	<p>Article 184<del>1</del> Supervisors shall attend meetings of the Board of Supervisors in person. Where a supervisor fails to attend a meeting in person for any reasons, he may appoint another supervisor in writing to attend the meeting on his behalf. <b><u>However, one supervisor shall not accept appointment by more than two supervisors at a meeting of the Board of Supervisors.</u></b> A non-employee supervisor may appoint another non-employee supervisor to attend the meeting on his behalf.</p> <p>.....</p>
<p>Article 188 Where a person meets one of the conditions as provided for in Article 147 of the Company Law or is prohibited by the Banking Regulator under the State Council from entering the market, such person shall not act as the President of the Bank, provided such prohibition has not elapsed.</p>	<p>Article 191<del>88</del> Where a person meets one of the conditions as provided for in Article 146<del>7</del> of the Company Law or is prohibited by the Banking Regulator under the State Council from entering the market, such person shall not act as the President of the Bank <b><u>or other senior management,</u></b> provided such prohibition has not elapsed.</p>
<p>Article 194 The President of the Bank shall perform his duties faithfully and diligently in accordance with laws, administrative regulations and these Articles of Association.</p>	<p>Article 197<del>4</del> The President <b><u>and other senior management</u></b> of the Bank shall <b><u>abide by</u></b> <del>perform his duties faithfully and diligently in accordance with laws, administrative</del> regulations, <b><u>regulatory provisions</u></b> and these Articles of Association, <b><u>possess good professional integrity and observe the code of professional ethics with high standards, assume the obligations of loyalty, diligence and prudence to the Bank, perform their duties in good faith with due care and prudence, ensure dedication of sufficient time and energy to their duties and avoid negligence or breach of authority in performing their duties.</u></b></p>
<p>Article 195 The President of the Bank may resign prior to the expiry of his term of office. No President or Vice Presidents may leave office until an off-office auditing has been conducted.</p>	<p>Article 198<del>5</del> The President <b><u>and Vice Presidents</u></b> of the Bank may resign prior to the expiry of his term of office: <del>No President or Vice Presidents,</del> <b><u>but cannot may</u></b> leave office until an off-office auditing has been <b><u>completed</u></b> <del>conducted.</del></p>

Original Article	Amended Article
<p>Article 196 Where the President and Vice Presidents of the Bank make operating decisions beyond the scope of authorization by the Board of Directors or in violation of any state laws, rules, administrative regulations and these Articles of Association, and such decisions result in material losses of the Bank, the President and Vice Presidents of the Bank participating in such decisions shall be liable to compensate and be removed by the Board.</p> <p>The operating activities by the President and Vice Presidents of the Bank within the scope of powers and duties according to the law shall not be interfered with. The President and Vice President shall have the right to refuse to be interfered with by individual directors in the absence of any resolutions of the Board.</p>	<p><del>199</del><b>196</b> Where the President and Vice Presidents of the Bank make operating decisions beyond the scope of authorization by the Board of Directors or in violation of any state laws, rules, administrative regulations and these Articles of Association, and such decisions result in material losses of the Bank, the President and Vice Presidents of the Bank participating in such decisions shall be liable to compensate and be removed by the Board.</p> <p>The operating <b>and management</b> activities by the President and Vice Presidents of the Bank within the scope of powers and duties according to the law shall not be <b>improperly</b> interfered with by <b>shareholders and directors</b>. <del>The President and Vice President shall have the right to refuse to be interfered with by individual directors in the absence of any resolutions of the Board.</del></p>
<p>Article 198 A person shall not serve as director, supervisor, President and other senior officer of the Bank if he/she:</p> <p>i) has no capacity or limited capacity for civil conduct;</p> <p>ii) has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation;</p> <p>iii) was a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p>	<p>Article <del>201</del><b>198</b> A person shall not serve as director, supervisor, President and other senior officer of the Bank if he/she:</p> <p>i) has no capacity or limited capacity for civil conduct;</p> <p>ii) has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than <b>5 five</b> years have elapsed since the date of the completion of implementation of such punishment or deprivation;</p> <p>iii) was a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and was personally liable for the insolvency of such company or enterprise, where less than <b>3 three</b> years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p>

Original Article	Amended Article
<p>iv) was a former legal representative of a company or enterprise of which the business license has been revoked due to violation of the law and has incurred personal liability in relation thereto, where less than three years have elapsed since the date of the revocation of the business license of such company or enterprise;</p> <p>v) has a relatively large amount of debts due and outstanding;</p> <p>vi) is subject to investigation by judicial body for violation of criminal law where the said investigation has not yet been concluded;</p> <p>vii) is not eligible for enterprise leadership according to the laws and administrative regulation;</p> <p>viii) is not a natural person;</p> <p>ix) has been convicted of contravention of provisions of relevant securities regulations by relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years have elapsed since the date of the conviction;</p> <p>x) is any other person who is not eligible for enterprise leadership according to the laws, administrative regulations, department regulations, normative documents or the provisions of the relevant regulators or these Articles of Association.</p> <p>Where any directors, supervisors or senior officers are elected or appointed in violation of the provision of this clause, such election or appointment shall be null and void. In case of any occurrence of any such conditions with respect to any directors, supervisors or senior officers during their term of office, such directors, supervisors or senior officers shall be removed by the Bank.</p>	<p>iv) was a former legal representative of a company or enterprise of which the business license has been revoked due to violation of the law and has incurred personal liability in relation thereto, where less than <b>3</b> <del>three</del> years have elapsed since the date of the revocation of the business license of such company or enterprise;</p> <p>v) has a relatively large amount of debts due and outstanding;</p> <p>vi) is subject to investigation by judicial body for violation of criminal law where the said investigation has not yet been concluded;</p> <p>vii) is not eligible for enterprise leadership according to the laws and administrative regulation;</p> <p>viii) is not a natural person;</p> <p>ix) has been convicted of contravention of provisions of relevant securities regulations by relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than <del>five (5)</del> years have elapsed since the date of the conviction;</p> <p>x) <b><u>is prohibited from entering into the securities market by the securities regulatory authority for a period which has not yet expired;</u></b></p> <p><b><u>xi) is any other person who shall not act as a director, supervisor and senior management of the Bank</u></b> <del>is not eligible for enterprise leadership</del> according to the laws, administrative regulations, department regulations, normative documents or the provisions of the relevant regulators or these Articles of Association.</p> <p>Where any directors, supervisors or senior officers are elected or appointed in violation of the provision of this clause, such election or appointment shall be null and void. In case of any occurrence of any such conditions with respect to any directors, supervisors or senior officers during their term of office, such directors, supervisors or senior officers shall be removed by the Bank.</p>

Original Article	Amended Article
<p>Article 209 The Bank shall not directly or indirectly provide loan or loan guarantee to the directors, supervisors and senior officers of the Bank or its parent bank, or to the associates of the aforesaid persons. In the following circumstances, the preceding paragraph shall not apply:</p> <p>(i) The Bank provides loans to or loan guarantees for its subsidiaries;</p> <p>(ii) The Bank, in accordance with the engagement contracts approved at the general meeting, provides loans, loan guarantees or other monies to the directors, supervisors and senior officers of the Bank so that they may pay the expenses incurred for the Bank or for fulfilling their duties;</p> <p>(iii) If the scope of normal business of the Bank includes provision of loans or loan guarantees, the Bank may provide loans or loan guarantees to relevant directors, supervisors, senior officers and their associates, but provision of loans or loan guarantees shall be subject to normal business conditions.</p>	<p>Article <del>212</del><sup>209</sup> The Bank shall not directly or indirectly provide loan or loan guarantee to the directors, supervisors and senior officers of the Bank or its parent bank, or to the associates of the aforesaid persons. In the following circumstances, the preceding paragraph shall not apply:</p> <p>(i) The Bank provides loans to or loan guarantees for <del>its</del> subsidiaries;</p> <p>(ii) The Bank, in accordance with the engagement contracts approved at the general meeting, provides loans, loan guarantees or other monies to the directors, supervisors and senior officers of the Bank so that they may pay the expenses incurred for the Bank or for fulfilling their duties;</p> <p>(iii) If the scope of normal business of the Bank includes provision of loans or loan guarantees, the Bank may provide loans or loan guarantees to relevant directors, supervisors, senior officers and their associates, but provision of loans or loan guarantees shall be subject to normal business conditions. <b><u>The Bank shall not grant loans to the related parties, and the terms of providing secured loans to the related parties shall not be more favourable than the terms for similar loans granted to other borrowers.</u></b></p> <p><b><u>Related parties referred to above shall mean:</u></b></p> <p><b><u>(i) directors, supervisors, management personnel, personnel engaged in the credit business of the Bank and their close relatives;</u></b></p> <p><b><u>(ii) companies, enterprises and other economic organizations in which the personnel referred to above make investment or hold senior management posts.</u></b></p>

Original Article	Amended Article
<p>Article 215 The Bank shall establish a sound financial and accounting system in accordance with the laws, administrative regulations and the provisions of the competent authorities under the State Council and establish its financial and accounting system and internal audit system in accordance with the relevant financial and accounting system of a financial enterprise. The Bank shall establish an independent vertical internal audit management system with dedicated persons to conduct internal audit and supervision of revenue and expenditures and economic activities of the Bank. The internal audit system and duties of audit personnel of the Bank shall be approved by Board of Directors before such system and duties are to be implemented. The person in charge of the audit of the Bank shall be accountable to the Audit Committee and report its work to such Committee.</p>	<p>Article 215<del>8</del> The Bank shall establish a sound financial and accounting system in accordance with the laws, administrative regulations and the provisions of the competent authorities under the State Council and establish its financial and accounting system and internal audit system in accordance with the relevant financial and accounting system of a financial enterprise. The Bank shall establish an independent vertical internal audit management system with dedicated persons to conduct internal audit and supervision of revenue and expenditures and economic activities of the Bank. The internal audit system and duties of audit personnel of the Bank shall be approved by Board of Directors before such system and duties are to be implemented. The person in charge of the audit of the Bank shall be accountable to the <b><u>Board and its</u></b> Audit Committee and <b><u>regularly</u></b> report its work to the <b><u>Board and its Audit Committee and the Board of Supervisors</u></b><del>—such Committee.</del></p>
<p>Article 219 The Bank shall publish two financial reports each financial year, that is to publish a half-year financial report within 60 days from the date of the end of the first six months of each financial year and an annual financial report within 120 days from the date of the financial year respectively.</p>	<p>Article 219<del>223</del> The Bank shall publish two financial reports each financial year, that is to publish a half-year financial report within <del>60 days</del> <b><u>2 months</u></b> from the date of the end of the first <del>six-6</del> months of each financial year and an annual financial report within <del>120 days</del> <b><u>4 months</u></b> from the date of the financial year respectively.</p>
<p>Article 232 The accountant firm appointed by the Bank shall have the following rights:</p> <ul style="list-style-type: none"> <li>i) the right to inspect at any time the books, records and vouchers of the Bank, and to require the directors, President and other senior officers of the Bank to provide any relevant information and explanation thereof;</li> <li>ii) the right to require the Bank to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of duties of such accountants' firm; and</li> </ul> <p>.....</p>	<p>Article 232<del>52</del> The accountant firm appointed by the Bank shall have the following rights:</p> <ul style="list-style-type: none"> <li>i) the right to inspect <del>at any time</del> the books, records and vouchers of the Bank, and to require the directors, President and other senior officers of the Bank to provide any relevant information and explanation thereof;</li> <li>ii) the right to require the Bank to take all reasonable steps to obtain from <del>its</del> subsidiaries such information and explanation as are necessary for the performance of duties of such accountants' firm; and</li> </ul> <p>.....</p>

Original Article	Amended Article
<p>Article 238 The notice of the Bank (including but not limited to the notice of general meetings, Board meetings and meetings of the Board of Supervisors) may be delivered as follows:</p> <p>i) by hand;</p> <p>ii) by mail, fax or telephone;</p> <p>iii) by announcement in newspapers and other designated media;</p> <p>.....</p>	<p>Article <del>241</del><sup>38</sup> The notice of the Bank (including but not limited to the notice of general meetings, Board meetings and meetings of the Board of Supervisors) may be delivered as follows:</p> <p>i) by hand;</p> <p>ii) by mail, fax, <del>or</del> telephone <b><u>or other means of instant communication</u></b>;</p> <p>iii) by announcement in newspapers and other designated media;</p> <p>.....</p>
<p>Article 241 Where a notice of the Bank is served by hand, the addressee shall signs his name (or affixes his chop) on the receipt, and the date on which the addressee signs the receipt shall be the date of service; where a notice of the Bank is to be sent by post, such notice is deemed to be served five working days after the date on which it is deposited at the post office. Where a notice is sent by facsimile or email or telephone, the date of email, fax or telephone shall be the date of service; where a notice of the Bank is sent by public announcement, the date on which the announcement is first published shall be the date of service.</p>	<p>Article <del>244</del> Where a notice of the Bank is served by hand, the addressee shall signs his name (or affixes his chop) on the receipt, and the date on which the addressee signs the receipt shall be the date of service; where a notice of the Bank is to be sent by post, such notice is deemed to be served five working days after the date on which it is deposited at the post office. Where a notice is sent by <del>facsimile or email, fax, or</del> telephone <b><u>or other means of instant communication</u></b>, the date of email, fax, <del>or</del> telephone <b><u>or other means of instant communication</u></b> shall be the date of service; where a notice of the Bank is sent by public announcement, the date on which the announcement is first published shall be the date of service.</p>
<p>Article 270 These Articles of Association are written in Chinese. In case of any discrepancies between versions in other languages or different versions of these Articles of Association, the latest Chinese version approved by the Banking Regulator under the State Council for registration with the Administration for Industry and Commerce of the place where the Bank is incorporated shall prevail.</p>	<p>Article <del>273</del><sup>0</sup> These Articles of Association are written in Chinese. In case of any discrepancies between versions in other languages or different versions of these Articles of Association, <u>the latest Chinese version approved</u> by the Banking Regulator under the State Council for registration with the <b><u>market supervision and management department</u></b> <del>Administration for Industry and Commerce of the place where the Bank is incorporated</del> shall prevail.</p>

*Note:* As a result of addition and deletion of articles and sequence adjustments, numbering of the original articles of the Articles of Association has been adjusted and hence those cross-referenced Articles have been adjusted accordingly, as well as the conversion of figures between uppercase and lowercase, which are not showed separately.

## Appendix II

### COMPARISON TABLE FOR AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Article 1 To regulate the rules of procedures for shareholders' general meetings, safeguard the legitimate rights and interests of the shareholders, and guarantee the exercise of powers of shareholders' general meetings according to law, Jilin Jiutai Rural Commercial Bank Corporation Limited (hereinafter referred to as the "Bank") has hereby formulated these Rules in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Law of the People's Republic of China on Commercial Banks (the "Commercial Bank Law"), the Interim Rules on Rural Commercial Bank Management (the "Interim Rules"), the Guide on the Corporate Governance of Commercial Banks (the "Guide on Governance"), the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws, rules and regulatory documents as well as the Articles of Association of Jilin Jiutai Rural Commercial Bank Corporation Limited (the "Articles of Association").</p>	<p>Article 1 To regulate the rules of procedures for shareholders' general meetings, safeguard the legitimate rights and interests of the shareholders, and guarantee the exercise of powers of shareholders' general meetings according to law, Jilin Jiutai Rural Commercial Bank Corporation Limited (hereinafter referred to as the "Bank") has hereby formulated these Rules in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Law of the People's Republic of China on Commercial Banks (the "Commercial Bank Law"), <del>the Interim Rules on Rural Commercial Bank Management (the "Interim Rules"), the Guide on the Corporate Governance of Commercial Banks (the "Guide on Governance");</del> <b><u>the Corporate Governance Guidelines for Banking and Insurance Institutions (the "Governance Guidelines")</u></b>, the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws, rules and regulatory documents as well as the Articles of Association of Jilin Jiutai Rural Commercial Bank Corporation Limited (the "Articles of Association").</p>
<p>Article 3 Shareholders legally and validly holding voting shares of the Bank shall be entitled to attend the shareholders' general meeting in person or by proxy, and shall have the right to know, to speak, to question and to vote.</p>	<p>Article 3 Shareholders legally and validly holding voting shares of the Bank shall be entitled to attend the shareholders' general meeting in person or by proxy, and shall have the right to know, to speak, to question and to vote, <b><u>except as otherwise provided by these Rules.</u></b></p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Article 6 The Board of Directors of the Bank shall engage lawyers with practicing qualification to attend the general meetings and express opinions in respect of the following matters and relevant announcements shall be made accordingly:</p> <p>(I) whether the procedures relating to the convening and the holding of such meeting comply with the laws, regulations and these Articles of Association;</p> <p>(II) the legality and validity of the shareholders attending the meeting;</p> <p>(III) the qualifications of the shareholders proposing any temporary proposals at the annual general meeting;</p> <p>(IV) the legality and validity of the voting procedures of the meeting;</p> <p>(V) legal opinions issued on other related matters as requested by the Bank.</p> <p>The agenda and proposals of the shareholders' general meetings shall be arranged by the Board in a legal, fair and reasonable manner, ensure each proposal shall be fully discussed at the shareholders' general meeting.</p>	<p>Article 6 The Board of Directors of the Bank shall engage lawyers with practicing qualification to attend the general meetings and express opinions in respect of the following matters <del>and relevant announcements shall be made accordingly:</del></p> <p>(I) whether the procedures relating to the convening and the holding of such meeting comply with the laws, regulations and these Articles of Association;</p> <p>(II) the legality and validity of the shareholders <u>(or shareholder's proxy) and the convener</u> attending the meeting;</p> <p>(III) the qualifications of the shareholders proposing any temporary proposals at the annual general meeting;</p> <p>(IV) the legality and validity of the voting procedures <u>and voting results</u> of the meeting;</p> <p>(V) legal opinions issued on other related matters as requested by the Bank.</p> <p>The agenda and proposals of the shareholders' general meetings shall be arranged by the Board in a legal, fair and reasonable manner, ensure each proposal shall be fully discussed at the shareholders' general meeting.</p>
<p>Article 7 The shareholders' general meeting shall exercise the power in accordance with the Company Law, the Interim Rules, the Guide on Governance and other laws, regulations, rules and within the scope specified in the Articles of the Bank.</p>	<p>Article 7 The shareholders' general meeting shall exercise the power in accordance with the Company Law, <del>the Interim Rules, the Guide on Governance</del> <u>Guidelines</u> and other laws, regulations, rules and within the scope specified in the Articles of the Bank.</p>
<p>Article 8 The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>i) to decide on the development strategy and plans and to decide on business policies and investment plans of the Bank;</p> <p>ii) to elect and replace directors and decide the remuneration of relevant directors;</p> <p>iii) to elect and place supervisors taken upon by shareholder representatives and to decide on the remuneration of relevant supervisors;</p>	<p>Article 8 The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>i) to decide on the development strategy and plans and to decide on business policies and investment plans of the Bank;</p> <p>ii) to elect and replace directors and decide the remuneration of relevant directors <u>as well as dismissal of independent directors</u>;</p> <p>iii) to elect and place supervisors taken upon by <del>shareholder</del> <u>non-employee</u> representatives and to decide on the remuneration of relevant supervisors;</p>



Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>iv) to examine and approve reports prepared by the Board of Directors and the Board of Supervisors;</p> <p>v) to examine and approve the rules procedures for general meetings, meetings of the Board of Directors and meetings of the Board of Supervisors;</p> <p>vi) to examine and approve annual budgets, final accounts, profit distribution plans and plans for making up for losses of the Bank;</p> <p>vii) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p> <p>viii) to adopt resolutions on the merger, division, dissolution, liquidation and other matters of the Bank;</p> <p>ix) to adopt resolutions on the issuance of bonds and other marketable securities of the Bank and the listing thereof;</p> <p>x) to establish and amend these Articles of Association;</p> <p>xi) to resolve the appointment, removal and non-reappointment of accounting firm of the Bank;</p> <p>xii) to examine and approve related transactions required by the laws, administration regulations, department regulations, normative documents and the securities regulators of the place where the shares of the Bank are listed to be approved by a general meeting;</p> <p>xiii) to examine any proposals submitted by any shareholder who individually or jointly hold more than 3% of the total voting rights shares of the Bank (the "Proposal Shareholder") in accordance with the law;</p> <p>xiv) to examine any other matters required by the laws, administrative regulations, department regulations, normative documents, relevant regulatory authorities, these Articles of Association and the rules of procedures for general meetings to be approved by a general meeting.</p>	<p>iv) to examine and approve reports prepared by the Board of Directors and the Board of Supervisors;</p> <p>v) to examine and approve the rules procedures for general meetings, meetings of the Board of Directors and meetings of the Board of Supervisors;</p> <p><b><u>vi) to examine and approve equity incentive scheme plan;</u></b></p> <p><b><u>vii) to decide the acquisition of the shares of the Bank according to requirements of laws;</u></b></p> <p>viii) to examine and approve annual budgets, final accounts, profit distribution plans and plans for making up for losses of the Bank;</p> <p><del>ix</del>ix) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p> <p><del>viii</del>x) to adopt resolutions on the merger, division, <b><u>spin-off</u></b>, dissolution, liquidation and other matters of the Bank;</p> <p><del>ix</del>xi) to adopt resolutions on the issuance of bonds and other marketable securities of the Bank and the listing thereof;</p> <p>xii) to establish and amend these Articles of Association;</p> <p><b><u>xiii) to examine or authorize the Board of Directors to approve matters such as the Bank's major external investment, major merger &amp; acquisition, major assets acquisition, major assets disposal, major assets written-off, major assets mortgage, major external guarantee and major external donation;</u></b></p> <p>xiv) to resolve the appointment, removal and non-reappointment of accounting firm of the Bank <b><u>for regular statutory audit of the Bank's financial report;</u></b></p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>The above matters within the scope of a general meeting shall be determined by a general meeting; however, when necessary, reasonable and lawful, a general meeting may authorize the Board of Directors to determine, and the content of authorization shall be clear and specific.</p> <p>Where the matters authorized shall be adopted at a general meeting by an ordinary resolution as required by the Articles of Association, the authorization given to the Board shall be adopted by more than half of the attending shareholders (including shareholder proxies) having voting rights; if the matters authorized shall be adopted at a general meeting by a special resolution as required by these Articles of Association, the authorization given to the Board shall be adopted by more than 2/3 of the attending shareholders having voting rights.</p>	<p>xvii) to examine and approve related transactions required by the laws, administration regulations, department regulations, normative documents and the securities regulators of the place where the shares of the Bank are listed to be approved by a general meeting;</p> <p>xviii) to examine any proposals submitted by any shareholder who individually or jointly hold more than 3% of the total voting rights shares of the Bank (the "Proposal Shareholder") in accordance with the law;</p> <p>xivii) to examine any other matters required by the laws, administrative regulations, department regulations, normative documents, relevant regulatory authorities, these Articles of Association and the rules of procedures for general meetings to be approved by a general meeting.</p> <p>The above matters within the scope of a general meeting shall be determined by a general meeting; however, when necessary, reasonable and lawful, a general meeting may authorize the Board of Directors to determine, and the content of authorization shall be clear and specific. <b><u>The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board of Director.</u></b></p> <p>Where the matters authorized shall be adopted at a general meeting by an ordinary resolution as required by these Articles of Association, the authorization given to the Board shall be adopted by more than half of the attending shareholders (including shareholder proxies) having voting rights; if the matters authorized shall be adopted at a general meeting by a special resolution as required by the Articles of Association, the authorization given to the Board shall be adopted by more than 2/3 of the attending shareholders having voting rights.</p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Article 9 Annual general meeting shall be held once a year and shall be held within six months of the date of the previous financial year. Where such meetings are required to be adjourned in any special circumstances, a report shall be submitted to the Banking Regulator with an explanation for such adjournment.</p>	<p>Article 9 Annual general meeting shall be held once a year and shall be held within <del>six</del> <u>6</u> months of the date of the previous financial year. Where such meetings are required to be adjourned in any special circumstances, a report shall be submitted to the Banking Regulator <b><u>under the State Council</u></b> with an explanation for such adjournment.</p>
<p>Article 10 The Bank shall hold an extraordinary meeting within two months of the date of the occurrence of any of the following events:</p> <ul style="list-style-type: none"> <li>i) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles of Association;</li> <li>ii) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital of the Bank;</li> <li>iii) the shareholders who individually or jointly hold more than 10% of the total voting rights shares have requested in writing to convene such a meeting (the shareholding percentage shall be calculated based on the shareholding on the date when such shareholders make such written request);</li> <li>iv) when the Board deems it necessary to convene such a meeting;</li> <li>v) when the Board of Supervisors deems it necessary to convene such a meeting;</li> <li>vi) in any other circumstances as provided for in the laws, administrative regulations, department regulations or the Articles of Association.</li> </ul>	<p>Article 10 The Bank shall hold an extraordinary meeting within two months of the date of the occurrence of any of the following events:</p> <ul style="list-style-type: none"> <li>i) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles of Association;</li> <li>ii) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital of the Bank;</li> <li>iii) the shareholders who individually or jointly hold more than 10% of the total voting rights shares have requested in writing to convene such a meeting (the shareholding percentage shall be calculated based on the shareholding on the date when such shareholders make such written request);</li> <li>iv) when the Board deems it necessary to convene such a meeting;</li> <li>v) when the Board of Supervisors deems it necessary to convene such a meeting;</li> <li><b><u>vi) when more than a half and no less than two independent directors propose to convene such a meeting;</u></b></li> <li>vii) in any other circumstances as provided for in the laws, administrative regulations, department regulations or the Articles of Association.</li> </ul>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Article 11 Where a general meeting of the Bank is convened, the Board shall give a written notice to all registered shareholders of the Bank 45 days before such meeting is held. Any shareholders intending to attend shall deliver to the Bank a written reply indicating his intention to attend such meeting 20 days before the meeting. Based on the written replies received 20 days before a general meeting, the Bank shall calculate the number of the voting rights shares represented by the shareholders intending to attend the meeting. Where the number of the voting right shares represented by the shareholders intending to attend the meeting is more than 1/2 of the total number of the voting rights shares of the Bank, the Bank shall convene such general meeting; otherwise, the Bank shall, within five days, inform the shareholders again of the matters to be deliberated at the meeting, the date and venue of the meeting by means of a public announcement. After making such announcement, the Bank may convene the general meeting.</p>	<p>Article 11 Where <del>a</del><b><u>an annual</u></b> general meeting of the Bank is convened, <del>the Board shall give a written a</del> notice <b><u>shall be given</u></b> to all registered shareholders of the Bank <del>20</del><b><u>45</u></b> days before such meeting <del>is held</del>. <del>Any shareholders intending to attend shall deliver to the Bank a written reply indicating his intention to attend such meeting 20 days before the meeting.</del> <b><u>An extraordinary general meeting shall be convened by notifying the registered shareholders of the Bank 15 days before the meeting. If otherwise provided by laws, regulations or the securities supervisory authority where the Bank's shares are listed, the provisions shall be complied with.</u></b> <del>Based on the written replies received 20 days before a general meeting, the Bank shall calculate the number of the voting rights shares represented by the shareholders intending to attend the meeting. Where the number of the voting right shares represented by the shareholders intending to attend the meeting is more than 1/2 of the total number of the voting rights shares of the Bank, the Bank shall convene such general meeting; otherwise, the Bank shall, within five days, inform the shareholders again of the matters to be deliberated at the meeting, the date and venue of the meeting by means of a public announcement. After making such announcement, the Bank may convene the general meeting.</del></p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Article 13 After the notice of a general meeting has been given, unless for any force majeure events or contingencies, the Board of Directors shall not change the time for the holding of such meeting; if the time for such general meeting is required to be changed due to force majeure events, an notice shall be given for such adjournment at least five working days before the original general meeting is held. The Board of Directors shall give the reasons for such adjournment and the date for the adjourned meeting in such notice.</p>	<p>Article 13 After the notice of a general meeting has been given, <b><u>the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make announcement and explain the reasons at least 2 working days prior to the original scheduled date</u></b> <del>unless for any force majeure events or contingencies, the Board of Directors shall not change the time for the holding of such meeting; if the time for such general meeting is required to be changed due to force majeure events, an notice shall be given for such adjournment at least five working days before the original general meeting is held. The Board of Directors shall give the reasons for such adjournment and the date for the adjourned meeting in such notice.</del></p>
<p>Article 16 A general meeting shall be convened by the Board in accordance with the laws. The Chairman of the Board shall act as the chairman of the meeting and preside over such meeting. Where the Chairman of the Board fails to perform his duties for any reasons, other directors designated by the Chairman of the Board shall act as the chairman of the meeting and preside over such meeting; where the Chairman of the Board fails to attend the meeting nor designate any person, the Board of Directors shall designate a director to serve as the chairman of the meeting and preside over such meeting; if the Board fails to designate the chairman of the meeting, the shareholders attending the meeting may appoint one of them to serve as the chairman of the meeting and preside over such meeting. If, for any reasons, the shareholders fail to appoint the chairman of meeting, the shareholder (including shareholder proxies) who attends the meeting with the most of the shares having voting rights shall act as the chairman of the meeting.</p>	<p>Article 16 A general meeting shall be convened by the Board in accordance with the laws. The Chairman of the Board shall act as the chairman of the meeting and preside over such meeting. Where the Chairman of the Board fails to perform his duties for any reasons, other directors designated by the Chairman of the Board shall act as the chairman of the meeting and preside over such meeting; where the Chairman of the Board fails to attend the meeting nor designate any person, <b><u>a director shall be elected by more than a half of</u></b> the Board of Directors <del>shall designate a director</del> to serve as the chairman of the meeting and preside over such meeting; if the Board fails to <b><u>elect</u></b> <del>designate</del> the chairman of the meeting, the shareholders attending the meeting may appoint one of them to serve as the chairman of the meeting and preside over such meeting. If, for any reasons, the shareholders fail to appoint the chairman of meeting, the shareholder (including shareholder proxies) who attends the meeting with the most of the shares having voting rights shall act as the chairman of the meeting.</p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Article 17 Any Shareholder entitled to attend and having voting rights at a general meeting may appoint one or more persons (these persons need not be Shareholders) as proxies to attend and vote on his/her behalf. If a shareholder appoints a proxy to attend and vote on his/her behalf at a general meeting, the shareholder shall appoint a proxy in writing. The power of attorney issued by the shareholder shall contain the following information:</p> <p>(I) the name of the proxies and the number of shares represented by such proxies;</p> <p>(II) whether the proxies have the right to vote;</p> <p>(III) instructions to vote for, against or abstain from voting on each of the items in the agenda of the meeting;</p> <p>(IV) whether the proxies have the voting right in respect of any temporary proposals included in the agenda; if any, the specific instructions to vote;</p> <p>(V) the signing date and the effective period of the power of attorney;</p> <p>(VI) signature (or seal) of the principals. For powers of attorney from corporate shareholders, the seal of the corporate entity shall be affixed.</p> <p>Any form issued to a shareholder by the Board of the Bank for use by him for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote for or against separately in respect of each resolution to be voted at the meeting.</p> <p>Such power of attorney shall specify that in the absence of specific instructions by the shareholder, his proxy may vote as he thinks fit.</p> <p>A proxy may exercise the following rights according to the authorization of the Shareholders:</p> <p>(I) the right of speech of the Shareholder at the Shareholders' general meeting;</p> <p>(II) the right to demand or join other Shareholders in demanding a poll;</p> <p>(III) the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>	<p>Article 17 Any Shareholder entitled to attend and having voting rights at a general meeting may appoint one or more persons (these persons need not be Shareholders) as proxies to attend and vote on his/her behalf. If a shareholder appoints a proxy to attend and vote on his/her behalf at a general meeting, the shareholder shall appoint a proxy in writing. The power of attorney issued by the shareholder shall contain the following information:</p> <p>(I) the name of the proxies and the number of shares represented by such proxies;</p> <p>(II) whether the proxies have the right to vote;</p> <p>(III) instructions to vote for, against or abstain from voting on each of the items in the agenda of the meeting;</p> <p>(IV) whether the proxies have the voting right in respect of any temporary proposals included in the agenda; if any, the specific instructions to vote;</p> <p>(V) the signing date and the effective period of the power of attorney;</p> <p>(VI) signature (or seal) of the principals. For powers of attorney from corporate shareholders, the seal of the corporate entity shall be affixed.</p> <p>Any form issued to a shareholder by the Board of the Bank for use by him for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote for or against <b><u>or abstain from voting</u></b> separately in respect of each resolution to be voted at the meeting.</p> <p>Such power of attorney shall specify that in the absence of specific instructions by the shareholder, his proxy may vote as he thinks fit.</p> <p>A proxy may exercise the following rights according to the authorization of the Shareholders:</p> <p>(I) the right of speech of the Shareholder at the Shareholders' general meeting;</p> <p>(II) the right to demand or join other Shareholders in demanding a poll;</p> <p>(III) the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Article 18 Shareholders being natural persons and attending the meeting in person shall present their personal identity cards and shareholding certificate; Proxies attending the meeting shall present their valid personal identity cards, the powers of attorney and the share certificates of the principals.</p>	<p>Article 18 Shareholders being natural persons and attending the meeting in person shall present their personal identity cards <u>or other valid proof or evidence of their identities</u> <del>and shareholding certificate</del>; proxies attending the meeting shall present their valid personal identity cards, <u>and</u> the powers of attorney <del>and the share certificates of the principals</del>.</p>
<p>Article 19 Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the general meetings of the Bank as the representative of such legal person. In the case of attendance by legal representatives, they shall produce their identity cards and valid proof of their capacities as legal representatives and shareholding certificate. In the case of attendance by proxies of shareholders, such proxies shall produce their identity cards and the letters of authorization issued by such legal representatives according to the laws and shareholding certificate.</p>	<p>Article 19 Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the general meetings of the Bank as the representative of such legal person. In the case of attendance by legal representatives, they shall produce their identity cards and valid proof of their capacities as legal representatives <del>and shareholding certificate</del>. In the case of attendance by proxies of shareholders, such proxies shall produce their identity cards and the letters of authorization issued by such legal representatives according to the laws <del>and shareholding certificate</del>.</p>
<p>Article 20 The power of attorney for the voting proxy shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours before the scheduled voting time.</p>	<p>Article 20 The power of attorney for the voting proxy shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least <del>twenty-four</del> <b>24</b> hours prior to the meeting at which the proxy is authorized to vote or <del>twenty-four</del> <b>24</b> hours before the scheduled voting time. <u>Where such a power of attorney is signed by a person authorized by the principal, the letter of authorization authorizing signature or other authorization documents shall be notarized. The notarized letter of authorization or other authorization documents shall, together with the power of attorney for the voting proxy, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting.</u></p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>If the shareholder is a recognized clearing house or its proxy, such shareholder may authorize more than one person it thinks fit to act as its representative at any shareholder's meeting or any class of any shareholder's meeting; however, if more than two persons are authorized, the power of attorney shall specify the number and class of the shares with respect to such persons so authorized. The power of attorney shall be executed by a person authorized by such recognized clearing house. The person so authorized may attend the meeting and exercise any rights on behalf of such recognized clearing house (or its proxy) (without producing any share certificate, notarized power of attorney and/or further evidence to prove that the person has been so authorized) as if such person were an individual shareholder of the Bank.</p>	<p><u>Where the principal is a legal person, its legal representative or a person authorized by its board or other decision making body upon resolution shall attend the general meeting of the Bank.</u> If the shareholder is a recognized clearing house or its proxy, such shareholder may authorize more than <del>one</del><sup>1</sup> person it thinks fit to act as its representative at any shareholder's meeting or any class of any shareholder's meeting; however, if more than <del>two</del><sup>2</sup> persons are authorized, the power of attorney shall specify the number and class of the shares with respect to such persons so authorized. The power of attorney shall be executed by a person authorized by such recognized clearing house. The person so authorized may attend the meeting and exercise any rights on behalf of such recognized clearing house (or its proxy) (without producing any share certificate, notarized power of attorney and/or further evidence to prove that the person has been so authorized) as if such person were an individual shareholder of the Bank.</p>
<p>Article 27 After the notice of the meeting is issued, the Board of Directors shall not make any new proposal on matters not listed in the notice of the meeting, and any amendment to the original proposal shall be announced fifteen days prior to the general meeting. Otherwise, the date of the meeting shall be postponed to ensure a minimum interval of fifteen days.</p>	<p><del>Article 27 After the notice of the meeting is issued, the Board of Directors shall not make any new proposal on matters not listed in the notice of the meeting, and any amendment to the original proposal shall be announced fifteen days prior to the general meeting. Otherwise, the date of the meeting shall be postponed to ensure a minimum interval of fifteen days.</del></p>
<p>Article 28 When the Bank convenes a general meeting, the Board, the Board of Supervisors and Proposal Shareholders are entitled to propose new proposals to the general meeting in writing. The Bank shall include in the meeting agenda such proposals as required to be deliberated at a general meeting.</p> <p>If a new proposal is a new matter not listed in the notice of the Board meeting, and belongs to one of the matters listed below, the proposer shall submit the proposal to the Board and have it reviewed and announced by the Board 10 days prior to the general meeting:</p>	<p>Article <del>27</del><sup>8</sup>When the Bank convenes a general meeting, the Board, the Board of Supervisors and Proposal Shareholders are entitled to propose <del>new</del> proposals to the general meeting in writing. The Bank shall include in the meeting agenda such proposals as required to be deliberated at a general meeting.</p> <p><del>If a new proposal is a new matter not listed in the notice of the Board meeting, and belongs to one of the matters listed below, the proposer shall submit the proposal to the Board and have it reviewed and announced by the Board 10 days prior to the general meeting;</del></p>



Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>1. any increase or decrease in the registered capital of the Bank;</p> <p>2. the separation, merger, dissolution and liquidation of the Bank;</p> <p>3. amendment of the Articles of Association of the Bank;</p> <p>4. profit distribution plan and loss recovery plan;</p> <p>5. appointment and removal of members of the Board of Directors and the Board of Supervisors;</p> <p>6. change in the investment of proceeds from share issuance;</p> <p>7. change of accounting firm;</p> <p>For proposals other than these, the proposer may submit the proposal to the Board of Directors in advance and have it announced by the Board of Directors, or may propose it directly at the general meeting.</p>	<p><del>1. any increase or decrease in the registered capital of the Bank;</del></p> <p><del>2. the separation, merger, dissolution and liquidation of the Bank;</del></p> <p><del>3. amendment of the Articles of Association of the Bank;</del></p> <p><del>4. profit distribution plan and loss recovery plan;</del></p> <p><del>5. appointment and removal of members of the Board of Directors and the Board of Supervisors;</del></p> <p><del>6. change in the investment of proceeds from share issuance;</del></p> <p><del>7. change of accounting firm;</del></p> <p><del>For proposals other than these, the proposer may submit the proposal to the Board of Directors in advance and have it announced by the Board of Directors, or may propose it directly at the general meeting.</del></p>
	<p>Article 28 <del>If a new proposal is a new matter not listed in the notice of the Board meeting, and belongs to one of the matters listed below, the proposer shall submit the proposal to the Board and have it reviewed and announced by the Board 10 days prior to the general meeting:</del> <b><u>Shareholders may submit temporary proposals to the Board of Directors in writing 10 days prior to the date of the general meeting. The Board of Directors shall issue a supplementary notice of the general meeting and make an announcement within 2 days after receiving the proposals. Except as provided in the preceding paragraph, after the notice of the general meeting has been given, the Board of Directors shall not make any new proposal for matters not listed in the notice of the meeting.</u></b></p>
<p>Article 30 If a shareholder proposing a proposal disagrees with the decision of the Board of Directors not to include its proposal in the agenda of a general meeting, he/she may request the convening of an extraordinary general meeting in accordance with the prescribed procedures.</p>	<p>Article 30 If a shareholder proposing a proposal disagrees with the decision of the Board of Directors not to include its proposal in the agenda of a general meeting, he/she may request the convening of an extraordinary general meeting in accordance with the prescribed procedures.</p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Article 32 Except for resolutions on procedural or administrative matters, which may be decided by the chairman of the meeting in the spirit of honesty and credibility and voted on by a show of hands, all proposals on the agenda of the general meeting shall be voted on by poll, and shall not be suspended or not voted on for any reason. If there are different proposals on the same matter, the general meeting shall vote on the matter in the order in which the proposals are made.</p> <p>At least two shareholders and one supervisor shall count the voting result with respect to each matter considered, and the voting result shall be declared on the spot.</p> <p>If any shareholders or supervisors have interests in the matters to be considered, the related shareholders, supervisors and their proxies shall not participate in vote counting and scrutiny.</p> <p>During the vote on a proposal at the general meeting, vote counting and scrutiny shall be carried out jointly by lawyer, shareholder representatives and supervisor representatives and any relevant person appointed according to the Hong Kong Listing Rules in accordance with the relevant provisions of the Hong Kong Listing Rules, and the result of the vote shall be announced on the spot. Any shareholders or their proxies shall have right to check the results of their votes through the corresponding voting system if they vote by way of internet or other means.</p>	<p>Article 32 Except for resolutions on procedural or administrative matters, which may be decided by the chairman of the meeting in the spirit of honesty and credibility and voted on by a show of hands <b><u>in accordance with the laws, administrative regulations, departmental rules and regulations, regulatory documents, and the relevant regulations of the securities supervisory authority where the Bank's shares are listed</u></b>, all proposals on the agenda of the general meeting shall be voted on by poll, and shall not be suspended or not voted on for any reason. If there are different proposals on the same matter, the general meeting shall vote on the matter in the order in which the proposals are made.</p> <p>At least <del>two</del><sup>2</sup> shareholders and <del>one</del><sup>1</sup> supervisor shall count the voting result with respect to each matter considered, and the voting result shall be declared on the spot.</p> <p>If any shareholders or supervisors have interests in the matters to be considered, the related shareholders, supervisors and their proxies shall not participate in vote counting and scrutiny.</p> <p>During the vote on a proposal at the general meeting, vote counting and scrutiny shall be carried out jointly by lawyer, shareholder representatives and supervisor representatives and any relevant person appointed according to the Hong Kong Listing Rules in accordance with the relevant provisions of the Hong Kong Listing Rules, and the result of the vote shall be announced on the spot. Any shareholders or their proxies shall have right to check the results of their votes through the corresponding voting system if they vote by way of internet or other means.</p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Article 35 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) The work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) the profit distribution plan and loss recovery plan prepared by the Board of Directors;</p> <p>(III) Election and replacement of members of the Board of Directors and the Board of Supervisors, the remunerations of the relevant directors and supervisors and the payment thereof;</p> <p>(IV) the annual financial budgets and final accounts of the Bank;</p> <p>(V) the annual report of the Bank;</p> <p>(VI) appointment or removal of an accountant firm;</p> <p>(VII) matters other than those required by the laws, administrative regulations and these Articles of Association to be approved by special resolutions;</p>	<p><del>Article 35 The following matters shall be approved by ordinary resolutions at a general meeting:</del></p> <p><del>(I) The work reports of the Board of Directors and the Board of Supervisors;</del></p> <p><del>(II) the profit distribution plan and loss recovery plan prepared by the Board of Directors;</del></p> <p><del>(III) Election and replacement of members of the Board of Directors and the Board of Supervisors, the remunerations of the relevant directors and supervisors and the payment thereof;</del></p> <p><del>(IV) the annual financial budgets and final accounts of the Bank;</del></p> <p><del>(V) the annual report of the Bank;</del></p> <p><del>(VI) appointment or removal of an accountant firm;</del></p> <p><del>(VII) matters other than those required by the laws, administrative regulations and these Articles of Association to be approved by special resolutions;</del></p>
<p>Article 36 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Bank;</p> <p>(II) issuance of bonds or other marketable securities of the Bank and the listing thereof;</p> <p>(III) merger, division, dissolution and liquidation of the Bank or change of the form of the Bank;</p> <p>(IV) amendment to these Articles of Association;</p> <p>(V) equity incentive plan;</p> <p>(VI) material external investments, material acquisitions and mergers, material assets purchases, material assets disposal, material assets write-off and material external guarantees that exceed the scope of powers conferred by the Board of Directors of the Bank;</p>	<p>Article 36<del>5</del> The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Bank;</p> <p>(II) issuance of bonds or other marketable securities of the Bank and the listing thereof;</p> <p>(III) merger, division, <b><u>spin-off</u></b>, dissolution and liquidation of the Bank or change of the form of the Bank;</p> <p>(IV) amendment to these Articles of Association;</p> <p>(V) <b><u>review and approve the proposal of</u></b> equity incentive plan;</p> <p>(VI) material external investments, material acquisitions and mergers, material assets purchases, material assets disposal, material assets write-off, <b><u>significant assets pledged, and</u></b> material external guarantees <b><u>and major external donations</u></b> that exceed the scope of powers conferred by the Board of Directors of the Bank;</p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>(VII) repurchase of shares of the Bank;  (VIII) any other matters determined by the provisions of these Articles of Association and an ordinary resolution at a general meeting that may have material effect on the operation of the Bank and must be approved by special resolutions.</p>	<p>(VII) repurchase of shares of the Bank <b><u>in accordance with the provisions of the Laws;</u></b>  <b><u>(VIII) Removal of independent directors;</u></b>  <del>(VIII)</del> any other matters determined by the provisions of <b><u>laws and regulations, regulatory requirements or</u></b> these Articles of Association and an ordinary resolution at a general meeting that may have material effect on the operation of the Bank and must be approved by special resolutions.</p>
<p>New article</p>	<p><b><u>Article 36 Except for matters prescribed by laws and administrative regulations or stipulated in the Articles of Association which shall be passed by special resolution, other matters requiring the approval of the general meeting shall be passed by ordinary resolution.</u></b></p>
<p>Article 37 The election of directors and supervisors shall be conducted by the differential voting system.</p>	<p>Article 37 The election of directors and supervisors <del>shall</del> <b><u>may</u></b> be conducted by the differential voting system <b><u>or by equal number of votes. If the number of candidates for directors or supervisors is more than the number of candidates to be elected, the election shall be</u></b> conducted by the differential voting system, <b><u>and any candidate shall be elected in the order of the number of votes received, in descending order. In the event of a tie, the candidates with the same number of votes at the end of the list shall be elected as directors and supervisors by the shareholders present at the shareholders' meeting.</u></b></p>
<p>Article 39 If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he/she may recount the number of votes cast. If an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he/she has the right to demand a vote recount immediately following the announcement of the result.</p>	<p>Article 39 If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he/she may recount the number of votes cast. If an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he/she has the right to demand a vote recount immediately following the announcement of the result, <b><u>in which case the chairman of the meeting shall promptly recount the votes.</u></b></p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Resolutions adopted at the shareholders' general meeting shall be announced in a timely manner in accordance with the requirements of the Hong Kong Listing Rules. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution.</p> <p>If the votes are counted at a shareholders' general meeting, the results shall be recorded into the minutes.</p>	<p>Resolutions adopted at the shareholders' general meeting shall be announced in a timely manner in accordance with the requirements of the Hong Kong Listing Rules. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution.</p> <p>If the votes are counted at a shareholders' general meeting, the results shall be recorded into the minutes.</p>
<p>Article 40 More than half (at least two) of the independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association of the Bank, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days of receiving the proposal from the independent directors.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall give an explanation.</p>	<p>Article 40 More than half (<del>at least two</del>) of the <b>and not less than 2</b> independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association of the Bank, make a written response as to whether or not it agrees to convene an extraordinary general meeting within <del>ten</del><b>10</b> days of receiving the proposal from the independent directors.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall give an explanation.</p>
<p>Article 42 The Board of Directors shall, in accordance with the laws, regulations and the Articles of Association of the Bank, decide whether to convene the general meeting for the written proposals to convene a general meeting submitted by proposing shareholders. The resolution of the Board of Directors shall be returned to the proposing shareholders within fifteen days after receipt of the aforementioned written proposal.</p>	<p>Article <b>42</b> The Board of Directors shall, in accordance with the laws, regulations and the Articles of Association of the Bank, decide whether to convene the general meeting for the written proposals to convene a general meeting submitted by proposing shareholders. The resolution of the Board of Directors shall, <del>be returned to the proposing shareholder</del> within <del>fifteen</del><b>10</b> days after receipt of the aforementioned written proposal, <b><u>give a written reply on whether to agree or not to convene an extraordinary general meeting.</u></b></p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Article 44 Where the Board of Directors does not agree to convene an extraordinary general meeting or does not respond within fifteen days upon receipt of the request, the proposing shareholders shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting and make such proposal in writing to the Board of Supervisors.</p> <p>If the Board of Supervisors agrees to convene the extraordinary general meeting, it shall issue a notice of convening the shareholders' general meeting within five days upon receipt of the original requests. Any changes made to the original requests in the notice shall be agreed by the proposing shareholders.</p> <p>Where the Board of Supervisors fails to give a notice of the general meeting, the Board of Supervisors shall be deemed not to agree to convene and preside over the general meeting. The shareholders holding more than 10% of the shares in the Bank for consecutive 90 days individually or in aggregate (the "Convening Shareholder") may convene and preside over a general meeting.</p> <p>Any reasonable expenses incurred by the shareholders in convening and holding such meeting due to the failure of the Board of Directors to convene such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts owed by the Company to the directors in default.</p>	<p>Article 44 Where the Board of Directors does not agree to convene an extraordinary general meeting or does not respond within <del>fifteen</del> <b>10</b> days upon receipt of the request, the proposing shareholders shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting and make such proposal in writing to the Board of Supervisors.</p> <p>If the Board of Supervisors agrees to convene the extraordinary general meeting, it shall issue a notice of convening the shareholders' general meeting within <del>five</del> <b>5</b> days upon receipt of the original requests. Any changes made to the original requests in the notice shall be agreed by the proposing shareholders.</p> <p>Where the Board of Supervisors fails to give a notice of the general meeting, the Board of Supervisors shall be deemed not to agree to convene and preside over the general meeting. The shareholders holding more than 10% of the shares in the Bank for consecutive 90 days individually or in aggregate (the "Convening Shareholder") may convene and preside over a general meeting.</p> <p>Any reasonable expenses incurred by the shareholders in convening and holding such meeting due to the failure of the Board of Directors to convene such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts owed by the Company to the directors <b>and supervisors</b> in default.</p>
<p>Article 45 The Board of Supervisors shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting and shall make such a proposal in written form. The Board of Directors shall give a written reply on whether to agree or not to hold an extraordinary general meeting within ten days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles of Association.</p>	<p>Article 45 The Board of Supervisors shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting and shall make such a proposal in written form. The Board of Directors shall give a written reply on whether to agree or not to hold an extraordinary general meeting within <del>ten</del> <b>10</b> days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles of Association.</p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Where the Board of Directors agrees to hold an extraordinary general meeting, a notice of general meeting shall be given within five days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to the approval from the Board of Supervisors.</p> <p>Where the Board of Directors does not agree to hold such meeting or fails to give a written reply within ten days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a general meeting. In such a case, the Board of Supervisors may convene and preside over the meeting on its own.</p>	<p>Where the Board of Directors agrees to hold an extraordinary general meeting, a notice of general meeting shall be given within <del>five</del><b>5</b> days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to the approval from the Board of Supervisors.</p> <p>Where the Board of Directors does not agree to hold such meeting or fails to give a written reply within <del>ten</del><b>10</b> days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a general meeting. In such a case, the Board of Supervisors may convene and preside over the meeting on its own.</p>
<p>Article 47 For the extraordinary general meeting to be convened by the Board of Supervisors or proposing shareholders, the Board of Directors and Board Secretary shall duly perform their duties. The Board of Directors shall ensure that the procedure of the meeting is regular, the reasonable expenses for convention of meeting shall be borne by the Company. The procedures for convening the meeting shall satisfy the following requirements:</p> <ol style="list-style-type: none"> <li>1. The meeting shall be convened by the Board of Directors. The Board Secretary shall attend the meeting. Directors and supervisors shall attend the meeting. The Chairman of the Board of Directors is responsible for presiding over the meeting. If there is any special reason that the Chairman of the Board of Directors fails to perform his duties, other directors shall preside over the meeting;</li> <li>2. The Board of Directors shall engage qualified lawyers to provide legal opinion in accordance with the provisions of Article 6 to these Rules;</li> <li>3. The convening procedures shall comply with the laws, regulations and relevant provisions.</li> </ol>	<p>Article 47 For the extraordinary general meeting to be convened by the Board of Supervisors or proposing shareholders, the Board of Directors and Board Secretary shall duly perform their duties. The Board of Directors shall ensure that the procedure of the meeting is regular, the reasonable expenses for convention of meeting shall be borne by the Company. The procedures for convening the meeting shall satisfy the following requirements:</p> <p><del>1.</del><b>(i)</b> The meeting shall be convened by the Board of Directors. The Board Secretary shall attend the meeting. Directors and supervisors shall attend the meeting. The Chairman of the Board of Directors is responsible for presiding over the meeting. If there is any special reason that the Chairman of the Board of Directors fails to perform his duties, other directors <b><u>designated by the Chairman</u></b> shall preside over the meeting. <b><u>If the Chairman is unable to attend the meeting and has not designated a person, more than half of the directors shall elect one director to serve as the chairman of the meeting and preside over the meeting;</u></b></p> <p><del>2.</del><b>(ii)</b> The Board of Directors shall engage qualified lawyers to provide legal opinion in accordance with the provisions of Article 6 to these Rules;</p> <p><del>3.</del><b>(iii)</b> The convening procedures shall comply with the laws, regulations and relevant provisions.</p>

Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>Article 57 When convening a class meeting, the Bank shall give written notice to all shareholders whose names appear in the register of shareholders of such class forty-five days prior to the convening of the meeting to inform them of the matters proposed to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve written reply on the Bank twenty days prior to the convening of the meeting. If the number of shares carrying voting rights at the meeting represented by the shareholders who intend to attend the meeting reaches more than one half of the total number of shares of such class carrying voting rights at the meeting, the Company may hold the class meeting; if not, the Bank shall within five days notify the shareholders, again by public announcement, of the matters to be considered, the date and the place for the class meeting. The Bank may then convene the class meeting after publication of such announcement.</p>	<p>Article 57 When convening a class meeting, the Bank shall, <u>in accordance with the notice period requirement for convening a general meeting under these Rules</u>, give written notice to all shareholders whose names appear in the register of shareholders of such class <del>forty five days prior to the convening of the meeting</del> to inform them of the matters proposed to be considered and the date and venue of the meeting. <del>Shareholders who intend to attend the meeting shall serve written reply on the Bank twenty days prior to the convening of the meeting.</del>  <del>If the number of shares carrying voting rights at the meeting represented by the shareholders who intend to attend the meeting reaches more than one half of the total number of shares of such class carrying voting rights at the meeting, the Company may hold the class meeting; if not, the Bank shall within five days notify the shareholders, again by public announcement, of the matters to be considered, the date and the place for the class meeting. The Bank may then convene the class meeting after publication of such announcement.</del></p>
<p>Article 59 Save for other class shareholders, holders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes. The special procedures for voting by class shareholders shall not apply to the following circumstances:</p> <p>(i) where the Bank issues, upon the approval by a special resolution at a shareholders' general meeting, either separately or concurrently once every 12 months, not more than 20 per cent of the number of each of its issued outstanding domestic shares and overseas-listed foreign shares;</p>	<p>Article 59 Save for other class shareholders, holders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes. The special procedures for voting by class shareholders shall not apply to the following circumstances:</p> <p>(i) where the Bank issues, upon the approval by a special resolution at a shareholders' general meeting, either separately or concurrently once every <del>12</del> <u>twelve</u> months, not more than <del>20 per cent</del> <u>20%</u> of the number of each of its issued outstanding domestic shares and overseas-listed foreign shares;</p> <p>(ii) where the Bank's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is carried out within <del>fifteen</del> <u>15</u> months from the date of approval of the <u>securities</u> supervisory authority of <del>the Securities Commission</del> of the State Council;</p>



Original Article of Rules of Procedures for Shareholders' General Meetings	Amended Article of Rules of Procedures for Shareholders' General Meetings
<p>(ii) where the Bank's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is carried out within fifteen months from the date of approval of the supervisory authority of the Securities Commission of the State Council;</p> <p>(iii) upon approval by the banking regulatory authority under the State Council, the securities regulatory authority under the State Council and other relevant regulatory bodies, shareholders of the Bank have listed and traded their unlisted shares overseas.</p>	<p>(iii) upon approval by the Banking Regulator <del>banking regulatory authority</del> under the State Council, the securities regulatory authority under the State Council and other relevant regulatory bodies, shareholders of the Bank have listed and traded their unlisted shares overseas.</p>
<p>Article 61 The Board of Directors shall submit the minutes of the shareholders' general meeting, resolutions of the shareholders' general meeting and other documents to the China banking regulatory authority for filing.</p>	<p>Article 61 The Board of Directors shall submit the minutes of the shareholders' general meeting, resolutions of the shareholders' general meeting and other documents to the <del>China</del> banking regulatory authority <b><u>of the State Council</u></b> for filing.</p>
<p>Article 62 The minutes of the meeting of a general meeting signed by the directors attending the meeting and a recorder together with such valid information as the signature book for the shareholders attending the meeting, the powers of attorney for proxies to attend the meeting and the results of the votes shall be kept by the Board Secretary as the files of the Bank for at least ten years.</p>	<p>Article 62 The minutes of the meeting of a general meeting signed by the directors attending the meeting and a recorder together with such valid information as the signature book for the shareholders attending the meeting, the powers of attorney for proxies to attend the meeting and the results of the votes shall be kept <del>by the Board Secretary</del> as the files of the Bank for <del>at least ten years</del> <b><u>permanent</u></b>.</p>
<p>Article 67 For matters not stipulated in these Rules, the Articles of Association of the Bank, the Company Law, the Interim Provisions, the Governance Guidelines and other relevant provisions shall apply.</p>	<p>Article 67 For matters not stipulated in these Rules, the Articles of Association of the Bank, the Company Law, <del>the Interim Provisions,</del> the Governance <b><u>Guidelines Code</u></b> and other relevant provisions shall apply.</p>
<p>Article 69 These Rules shall be adopted by an ordinary resolution at the shareholders' general meeting of the Bank and become effective on the date of listing and trading of H shares publicly issued by the Bank on The Stock Exchange of Hong Kong Limited. The original rules of procedure of the shareholders' general meeting of the Bank shall automatically become invalid from the effective date of these Rules.</p>	<p>Article 69 These Rules shall be <b><u>effective from the date of adoption</u></b> <del>adopted</del> by an ordinary resolution at the shareholders' general meeting of the Bank <del>and become effective on the date of listing and trading of H shares publicly issued by the Bank on The Stock Exchange of Hong Kong Limited.</del> <del>The original rules of procedure of the shareholders' general meeting of the Bank shall automatically become invalid from the effective date of these Rules.</del></p>

*Note:* As a result of addition and deletion of articles and sequence adjustments, numbering of the original articles of the Rules of Procedures for Shareholders' General Meetings has been adjusted and hence those cross-referenced articles have been adjusted accordingly, as well as the conversion of figures between uppercase and lowercase, which are not showed separately.

## Appendix III

### COMPARISON TABLE FOR AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
<p>Article 1 To improve the legal person governance structure, and guarantee the exercise of powers of the Board of Directors according to law, Jilin Jiutai Rural Commercial Bank Corporation Limited (hereinafter referred to as the “Bank”) has hereby formulated the rules of procedures in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on Commercial Banks, the Interim Rules on Rural Commercial Bank Management, the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Guide on the Corporate Governance of Commercial Banks, the Articles of Association of Jilin Jiutai Rural Commercial Bank Corporation Limited (the “Articles of Association”) and other relevant laws, rules and regulatory documents, as well as in combination with the actual situation.</p>	<p>Article 1 To improve the legal person governance structure, and guarantee the exercise of powers of the Board of Directors according to law, Jilin Jiutai Rural Commercial Bank Corporation Limited (hereinafter referred to as the “Bank”) has hereby formulated the rules of procedures in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on Commercial Banks, <del>the Interim Rules on Rural Commercial Bank Management,</del> the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), <del>the Guide on the Corporate Governance of Commercial Banks,</del> <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, the Articles of Association of Jilin Jiutai Rural Commercial Bank Corporation Limited (the “Articles of Association”) and other relevant laws, rules and regulatory documents, as well as in combination with the actual situation.</p>
<p>Article 2 The Board of Directors shall be the executive body of the general meetings and the operation decision making body of the Bank, accountable to the general meeting. The Board of Directors fulfills the obligations according to the provisions of the Interim Rules on Rural Commercial Bank Management, the Articles of Association and other relevant laws, regulations, regulatory documents.</p>	<p>Article 2 The Board of Directors shall be the executive body of the general meetings and the operation decision making body of the Bank, accountable to the general meetings. The Board of Directors fulfills the obligations according to the provisions of <del>the Interim Rules on Rural Commercial Bank Management,</del> <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, the Articles of Association and other relevant laws, regulations, regulatory documents.</p>

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
<p>Article 3 The Board of Directors of the Bank shall comprise thirteen members, which shall have one Chairman.</p> <p>The Chairman of the Board shall be a director who is an employee of the Bank and shall be appointed and removed by vote of more than half of the directors. His qualification shall be verified and approved by the Banking Regulator under the State Council. The Chairman of the Board shall be in office for three years and may be re-elected and reappointed upon expiry of the term of office. An off-office auditing shall be conducted when the Chairman of the Board leaves office.</p>	<p>Article 3 The Board of Directors of the Bank shall comprise <del>thirteen</del> <u>13</u> members, <u>including 3 executive directors and 10 non-executive directors (including 5 independent directors)</u>—<del>which, and</del> shall have <del>one</del> <u>1</u> Chairman.</p> <p>The Chairman of the Board shall be a director who is an employee of the Bank and shall be appointed and removed by vote of more than half of the directors. His qualification shall be verified and approved by the Banking Regulator under the State Council. The Chairman of the Board shall be in office for <del>three</del> <u>3</u> years and may be re-elected and reappointed upon expiry of the term of office. An off-office auditing shall be conducted when the Chairman of the Board leaves office.</p> <p><b><u>The legal representative or main person in charge of the Controlling Shareholder shall not act as the Chairman of the Board of Directors of the Bank. The Chairman of the Bank may not also serve as the President of the Bank.</u></b></p>
<p>Article 5 The Board shall exercise the following powers within the scope as specified in the Articles of Association:</p> <p>(I) to convene general meetings and report its work to the general meetings;</p> <p>(II) to implement the resolutions of the general meetings;</p> <p>(III) to decide on the business plans and investment plans of the Bank;</p> <p>(IV) to prepare the annual financial budgets and final accounts of the Bank;</p> <p>(V) to prepare the capital replenishment plan, venture capital distribution plan, profit distribution plan and the plan for making up the losses of the Bank;</p> <p>(VI) to prepare plans for increase or reduction of the registered capital of the Bank;</p> <p>(VII) to prepare plans for issue and listing of bonds or other securities of the Bank;</p>	<p>Article 5 The Board shall exercise the following powers within the scope as specified in the Articles of Association:</p> <p>(I) to convene general meetings and report its work to the <u>Shareholders'</u> general meetings;</p> <p>(II) to implement the resolutions of the general meetings;</p> <p>(III) to <del>formulate</del> <u>decide on the development strategy,</u> business plans and investment plans of the Bank, <u>and oversee the implementation of the strategy;</u></p> <p>(IV) to prepare the annual financial budgets and final accounts of the Bank;</p> <p>(V) to prepare the capital replenishment plan, venture capital distribution plan, profit distribution plan and the plan for making up the losses of the Bank;</p> <p>(VI) to prepare plans for increase or reduction of the registered capital of the Bank;</p> <p>(VII) to prepare plans for issue and listing of bonds or other securities of the Bank;</p>

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
<p>(VIII) to prepare plans for merger, division, dissolution or liquidation or alteration of corporate form of the Bank;</p> <p>(X) to approve the establishment of any corporate bodies, material acquisitions, material external investments, material related transaction, purchase and disposal and write-off of material assets and material external guarantees of the Bank;</p> <p>(XI) to decide on the establishment of any internal management structure;</p> <p>(XII) to appoint or remove the Bank President and the secretary to the Board; and based on the nomination by the Bank President, to appoint or remove the deputy Bank President and senior officers (such as the persons in charge of finance, credit and audit) of the Company and other persons who the Board believes should be appointed or removed by the Board and to determine their remunerations and rewards and penalties;</p> <p>(XIII) to formulate the basic management system of the Bank (including but not limited to human resource, finance and remuneration) and internal control policies;</p> <p>(XIV) to prepare any amendment proposals to these Articles of Association, the rules of procedures for general meetings and Board meetings;</p> <p>(XV) to formulate the information disclosure system of the Bank and to manage information disclosure of the Bank;</p> <p>(XVI) to propose the appointment or removal of the Bank's auditors to the general meeting;</p> <p>(XVII) to receive the work report and examine the work of the President of the Bank;</p> <p>(XVIII) to prepare the operation and development strategy and capital planning of the Bank and monitor the implementation of such strategy;</p> <p>(XIX) other duties and powers as provided in the laws, rules and regulations and these Articles of Association or conferred by the general meetings.</p>	<p>(VIII) to <u>formulate</u> <del>prepare</del> plans for <u>major acquisitions, acquisition of the Bank's shares or merger, division, spin-off</u>, dissolution or liquidation or alteration of corporate form of the Bank; <u>and (IX) to prepare plans for repurchase</u> of any shares of the Bank;</p> <p><u>(IX) to formulate the capital planning of the Bank and assume the ultimate responsibility for capital management;</u></p> <p>(X) to consider and approve the establishment of <del>any corporate bodies, material acquisitions, material external investments, material related transaction, purchase and disposal and write off of material assets and material external guarantees of the Bank;</del> significant legal entities, major acquisitions and mergers, major external investments, major connected transactions, major asset acquisitions, major asset disposals and write-offs, <u>major external guarantees, major asset pledges, data governance and major external donations in accordance with the laws and regulations, regulatory requirements and the Articles of Association or within the scope of authorization by the general meeting;</u></p> <p>(XI) to decide on the establishment of any internal management structure <u>and branches and the reform plan for the operation and management affecting the Bank as a whole;</u></p> <p>(XII) <u>in accordance with regulatory requirements, to decide on the appointment or removal of</u> <del>appoint or remove</del> the <u>president of the Bank</u><del>Bank President</del> and the secretary to the Board; and based on the nomination by <u>the president of the Bank</u><del>President</del>, to <u>decide on the appointment or removal of</u> <del>appoint or remove</del> the deputy <u>president of the Bank</u><del>President</del>, and <u>other senior officers (such as the persons in charge of finance, credit and audit) of the Company and other persons who are required to be appointed or removed by the Board in accordance with regulatory requirements;</u> <del>the Board believes should be appointed or removed by</del></p>

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
	<p><del>the Board</del> and to determine their remunerations and rewards and penalties; <b><u>to oversee the performance of senior management’s responsibilities;</u></b></p> <p>(XIII) <b><u>to formulate the Bank’s risk management strategy and internal control policies, to set risk appetite and risk tolerance, and to assume ultimate responsibility for overall risk management;</u></b> to formulate the basic management system of the Bank (including but not limited to human resource, finance and remuneration) <del>and internal control policies;</del></p> <p>(XIV) to prepare any <del>amendment proposals</del> <b><u>amendments</u></b> to these Articles of Association, <b><u>to formulate</u></b> the rules of procedures for general meetings and <b><u>the rules of procedures for Board meetings, and to consider and approve the rules of work of special committees of the Board and the relevant corporate governance system;</u></b></p> <p>(XV) to formulate the information disclosure system of the Bank <del>and,</del> to <b><u>be responsible for the manage</u></b> information disclosure of the Bank, <b><u>and to assume ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of accounting and financial reports;</u></b></p> <p>(XVI) to propose the appointment or removal <b><u>or replacement</u></b> of the Bank’s auditors <b><u>that conduct the regular statutory audit of the Bank’s financial statements</u></b> to the general meeting;</p> <p>(XVII) <b><u>in accordance with the relevant regulatory requirements,</u></b> to receive the work report <del>and examine the work of the President</del> <b><u>president and other senior management</u></b> of the Bank, <b><u>to supervise the performance of their duties and to ensure the effective discharge of their management responsibilities; to receive supervisory opinions from the banking supervisory authorities of the State Council on the Bank, and to report the implementation of rectification by the Bank;</u></b></p>

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
	<p>(XVIII) <del>to prepare the operation and development strategy and capital planning of the Bank and monitor the implementation of such strategy;</del> <b><u>to regularly evaluate and improve the corporate governance of the Bank;</u></b></p> <p>(XIX) <b><u>to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</u></b></p> <p>(XX) <b><u>to establish a mechanism for identifying, reviewing and managing conflicts of interest between the Bank and its shareholders, especially major shareholders;</u></b></p> <p>(XXI) <b><u>to assume responsibility for the management of shareholders' affairs;</u></b></p> <p>(XXII) other duties and powers as provided in the laws, rules and regulations, <b><u>regulatory requirements</u></b> and these Articles of Association or conferred by the general meetings.</p> <p><b><u>The duties and powers of the Board of Directors shall be exercised collectively by the Board of Directors.</u></b></p> <p><b><u>The duties and powers of the Board of Directors as stipulated in the Company Law shall not in principle be delegated to the chairman, directors, other organizations or individuals. Where it is necessary to delegate certain specific decision-making matters, such delegation shall be made by way of a resolution of the Board of Directors in accordance with the law.</u></b></p> <p><b><u>Authorization shall be granted on a case-by-case basis, and the authority of the Board of Directors shall not be delegated to other organizations or individuals in a general or permanent manner.</u></b></p>
New article	<p><b><u>Article 6 The Board of the Bank shall establish a standard and open procedure for election of directors, which shall be put into implementation upon approval at a general meeting. The Board shall disclose information about candidates for directors to the general meeting before such meeting is held.</u></b></p>

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
<p>Article 7 The Board shall prepare a basic authority delegation system of the Bank to determine the authority to make risk investments and large loans with assets of the Bank, including the authority with respect to external investments, acquisitions and mergers, assets purchase, assets disposal, external guarantees, related transactions, and shall establish a strict procedures for examination and decisions; for the purpose of material investment projects and large loans, relevant specialists or professionals shall be organized to review and evaluate and any matters required to be submitted to a general meeting in accordance with the provisions of these Articles of Association shall be submitted to the general meeting for approval.</p> <p>The Board shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within 4 months before such proposal to dispose of the fixed assets exceeds 33% of the value of the fixed assets as shown on the latest balance sheet considered and approved by the general meeting.</p> <p>Disposals of the fixed assets mentioned herein include transfer of some asset interests, but do not include guarantee provided by pledge of fixed assets.</p> <p>The effectiveness of any disposal by the Bank of the fixed assets shall not be affected by any breach of the foregoing provisions in Paragraph 2 of this Article.</p>	<p>Article <del>7</del><b>8</b> The Board shall prepare a basic authority delegation system of the Bank to determine the authority to make risk investments and large loans <b>approval</b> with assets of the Bank, including the authority with respect to external investments, acquisitions and mergers, assets purchase, assets disposal, external guarantees, <b>external donations</b>, related transactions, and shall establish a strict procedures for examination and decisions; for the purpose of material investment projects and large loans, relevant specialists or professionals shall be organized to review and evaluate and any matters required to be submitted to a general meeting in accordance with the provisions of these Articles of Association shall be submitted to the general meeting for approval.</p> <p>The Board shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within 4 months before such proposal to dispose of the fixed assets exceeds 33% of the value of the fixed assets as shown on the latest balance sheet considered and approved by the general meeting.</p> <p>Disposals of the fixed assets mentioned herein include transfer of some asset interests, but do not include guarantee provided by pledge of fixed assets.</p> <p>The effectiveness of any disposal by the Bank of the fixed assets shall not be affected by any breach of the foregoing provisions in Paragraph 2 of this Article.</p>
<p>Article 9 The Chairman of the Board shall exercise the following powers:</p> <ul style="list-style-type: none"> <li>i) to preside over general meetings and to convene and preside over Board meetings;</li> <li>ii) to supervise and check on the implementation of resolutions of the Board and report to the Board;</li> <li>iii) to sign the corporate bonds, equity certificates and other marketable securities of the Bank;</li> </ul>	<p>Article <del>9</del><b>10</b> The Chairman of the Board shall exercise the following powers:</p> <ul style="list-style-type: none"> <li>i) to preside over general meetings and to convene and preside over Board meetings;</li> <li>ii) to supervise and check on the implementation of resolutions of the Board and report to the Board;</li> <li>iii) to sign the corporate bonds, <b>shares</b> <del>equity certificates</del> and other marketable securities of the Bank;</li> </ul>



Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
<p>iv) to execute important documents of the Board and other documents that require execution by the Bank's legal representative;</p> <p>v) to exercise the power of legal representative;</p> <p>vi) to exercise the special disposal power to handle corporate affairs in compliance with the law and the Bank's interests in cases of emergency caused by natural disasters or other events of force majeure, and report to the Board and general meeting thereafter;</p> <p>vii) other powers provided for in laws, rules and regulations, normative documents and these Articles of Association and conferred by the Board.</p>	<p>iv) to execute important documents of the Board and other documents that require execution by the Bank's legal representative;</p> <p>v) to exercise the power of legal representative;</p> <p>vi) to exercise the special disposal power to handle corporate affairs in compliance with the law and the Bank's interests in cases of emergency caused by natural disasters or other events of force majeure, and report to the Board and general meeting thereafter;</p> <p>vii) other powers provided for in laws, rules and regulations, normative documents and these Articles of Association and conferred by the Board.</p>
<p>Article 10 Where he is unable to perform his duties, the Chairman of the Board shall designate other directors to perform such duties on his behalf.</p>	<p>Article <del>11</del><sup>10</sup> Where <del>the Chairman of the Board</del> <b>he</b> is unable to <b>or fails to</b> perform his duties, <b>a director selected by more than one half of the directors shall perform the relevant duties</b> <del>the Chairman of the Board shall designate other directors to perform such duties on his behalf.</del></p>
<p>Paragraph 2 of Article 11 The major duties and responsibilities of the strategy and development committee are:</p> <p>(1) to formulate the operation and management objectives and long-term development strategy of the Bank;</p> <p>(2) to analyze and evaluate the capital management of the Bank on a regular basis and to consider the capital plan and capital replenishment plan and make recommendations;</p> <p>(3) to consider equity investment plan which is material to the Bank and make recommendations;</p> <p>(4) to supervise, review and evaluate the implementation of annual operation plans and investment plans of the Bank;</p>	<p>Paragraph 2 of Article <del>11</del><sup>12</sup> The major duties and responsibilities of the strategy and development committee are:</p> <p>(1) to formulate the operation and management objectives and long-term development strategy of the Bank;</p> <p>(2) to analyze and evaluate the capital management of the Bank on a regular basis and to consider the capital plan and capital replenishment plan and make recommendations;</p> <p>(3) to consider equity investment plan which is material to the Bank and make recommendations;</p> <p>(4) to supervise, review and evaluate the implementation of annual operation plans and investment plans of the Bank;</p>

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<p>(5) to communicate with the senior management and department heads for the operation and risk exposure of the Bank on a regular basis and give opinions and make recommendations;</p> <p>(6) to review and evaluate the corporate governance of the Bank and make recommendation to the board of directors on the formulation and optimization of corporate governance policies and systems;</p> <p>(7) Other duties as authorized by the board of directors.</p>	<p>(5) to communicate with the senior management and department heads for the operation and risk exposure of the Bank on a regular basis and give opinions and make recommendations;</p> <p>(6) to review and evaluate the corporate governance of the Bank and make recommendation to the board of directors on the formulation and optimization of corporate governance policies and systems;</p> <p>(7) <b><u>to study and decide the Bank’s green finance development strategies, and report to the Board of Directors for approval, and to assist the Board of Directors in guiding the Bank to form the green finance concept of energy conservation, environmental protection, low carbon, sustainable development; to consider and approve the green finance objectives formulated and green finance report submitted by the senior management, and supervise, assess the implementation of the Bank’s green finance development strategies;</u></b></p> <p>(8) Other duties <b><u>as required by laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, the Articles of Association and</u></b> authorized by the <b><u>Board of Directors of the Bank</u></b> <del>board of directors.</del></p>
<p>Paragraph 3, Article 11 The main duties and responsibilities of the Related-party Transactions Control Committee are:</p> <p>(I) to be responsible for the collection and management of information on related parties, to confirm the list and information of the Bank’s related parties, to report to the Board of Directors and the Board of Supervisors, and to announce the related parties it has confirmed to the relevant staff of the Bank in a timely manner;</p> <p>(II) to confirm the types of related-party transactions of the Bank, to be responsible for the management, review and approval of related-party transactions within the authority of the Board of Directors, and control the risks of related-party transactions;</p> <p>(III) to organize annual special audit on the related-party transactions;</p>	<p>Paragraph 3, Article 1+2 The main duties and responsibilities of the Related-party Transactions Control Committee are:</p> <p><del>(I) to be responsible for the collection and management of information on related parties, to confirm the list and information of the Bank’s related parties, to report to the Board of Directors and the Board of Supervisors, and to announce the related parties it has confirmed to the relevant staff of the Bank in a timely manner;</del></p> <p><del>(II) to confirm the types of related-party transactions of the Bank, to be responsible for the management, review and approval of related party transactions within the authority of the Board of Directors, and control the risks of related party transactions;</del></p> <p><del>(III) to organize annual special audit on the related party transactions;</del></p>

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<p>(IV) to review and disclose the information of the related parties and the related-party transactions;</p> <p>(V) to formulate rules and regulations and management system in relation to the related-party transactions of the Bank;</p> <p>(VII) to accepting the filing of general related-party transactions;</p> <p>(VII) to examine and supervise the control of the related-party transactions of the Bank and the implementation of the related-party transactions control system by the directors, senior management and connected persons of the Bank, and to report to the Board of Directors of such matters;</p> <p>(VIII) after reviewing significant related-party transactions, submit them to the Board of Directors for approval and report them to the Board of Supervisors within ten days from the date of approval by the Board of Directors and report them to the banking supervisory authorities; to report the related-party transactions related to the directors and senior management of the Bank to the Board of Supervisors within ten working days from the date of approval;</p> <p>(IX) other matters as authorized by laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, the Articles of Association of the Bank, the related-party transactions management rules of the Bank and the Board of Directors of the Bank.</p>	<p><del>(IV) to review and disclose the information of the related parties and the related party transactions;</del></p> <p><del>(V) to formulate rules and regulations and management system in relation to the related party transactions of the Bank;</del></p> <p><del>(VII) to accepting the filing of general related-party transactions;</del></p> <p><del>(VII) to examine and supervise the control of the related-party transactions of the Bank and the implementation of the related party transactions control system by the directors, senior management and connected persons of the Bank, and to report to the Board of Directors of such matters;</del></p> <p><del>(VIII) after reviewing significant related party transactions, submit them to the Board of Directors for approval and report them to the Board of Supervisors within ten days from the date of approval by the Board of Directors and to report them to the banking supervisory authorities; report the related party transactions related to the directors and senior management of the Bank to the Board of Supervisors within ten working days from the date of approval;</del></p> <p><b><u>(I) to approve the rules and regulations and management system related to the related-party transactions of the Bank, to establish an effective risk control mechanism for the related-party transactions and to evaluate their effectiveness on a regular basis;</u></b></p> <p><b><u>(II) to approve the types and the determination rules of the related parties and the related-party transactions of the Bank;</u></b></p> <p><b><u>(III) to confirm the list of related parties of the Bank and their related information and to report to the Board of Directors and the Board of Supervisors, and to announce to the relevant staff of the Bank;</u></b></p> <p><b><u>(IV) to review the material related-party transactions of the Bank and to submit them to the Board of Directors for approval and to report them to the banking supervisory authority of the State Council in accordance with the regulatory requirements; and to file the general related-party transactions;</u></b></p>

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	<p><u>(V) to inspect and supervise the implementation of the related-party transactions system of the Bank by the directors, senior management and other personnel of the Bank, and to review and report to the Board of Directors;</u></p> <p><u>(VI) to review related parties and related-party transactions information and to disclose the related-party transactions;</u></p> <p><del>(IX)</del><u>(VII)</u> other matters as authorized by laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, the Articles of Association of the Bank, the related-party transactions management rules of the Bank and the Board of Directors of the Bank.</p>
<p>Paragraph 4, Article 11 The main duties and responsibilities of the Risk Management Committee are: ..... (XVII) other matters authorized by laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules and the Board of Directors.</p>	<p>Paragraph 4, Article 1+<del>2</del> The main duties and responsibilities of the Risk Management Committee are: ..... (XVII) other matters as authorized by laws, administrative regulations, <u>departmental rules, regulatory documents,</u> the Hong Kong Listing Rules, <u>the Articles of Association of the Bank</u> and <u>authorized by</u> the Board of Directors <u>of the Bank.</u></p>
<p>Paragraph 5, Article 11 The main duties and responsibilities of the Nomination Committee are: ..... (VII) other matters as authorized by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Board of Directors. .....</p>	<p>Paragraph 5, Article 1+<del>2</del> The main duties and responsibilities of the Nomination Committee are: ..... (VII) other matters as authorized by law, administrative regulations, <u>departmental rules, regulatory documents,</u> the Hong Kong Listing Rules, <u>the Articles of Association of the Bank</u> and <u>authorized by</u> the Board of Directors <u>of the Bank.</u></p>
<p>Paragraph 6, Article 11 The main duties and responsibilities of the Compensation Committee are: ..... (XIII) to ensure that no Director or any of his/her associates (as defined in the Hong Kong Listing Rules) is involved in deciding his/her own remuneration; and (XIV) other matters as authorised by laws, administrative regulations, the Hong Kong Listing Rules and the Board of Directors.</p>	<p>Paragraph 6, Article 1+<del>2</del> The main duties and responsibilities of the Compensation Committee are: ..... (XIII) to ensure that no Director or any of his/her associates (as defined in the Hong Kong Listing Rules) is involved in deciding his/her own remuneration;<del>and</del> <u>(XIV) to review and/or approval of matters relating to share plans as set out in Chapter 17 of the Hong Kong Listing Rules; and</u></p>

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	<p><u>(XV)</u> other matters as authorised by laws, administrative regulations, <b><u>departmental rules, regulatory documents,</u></b> the Hong Kong Listing Rules, <b><u>the Articles of Association of the Bank</u></b> and <b><u>authorized by</u></b> the Board of Directors <b><u>of the Bank.</u></b></p>
<p>Paragraph 7, Article 11 All members of the Audit Committee shall be non-executive directors, at least one of whom shall be an independent director with appropriate professional qualifications as required by the Hong Kong Listing Rules or with appropriate accounting or related financial management expertise. The main duties and responsibilities of the Audit Committee are:</p> <p>(I) to examine the Bank’s risk and compliance status, internal control management system, accounting policies, basic audit management system, financial reporting procedures and financial position; to review the Bank’s financial information, including the integrity of the Bank’s financial statements, annual report and accounts, semi-annual report and, if prepared for publication, quarterly reports; to review the material opinions contained in the financial statements and reports and other information about its operating and management activities; and to review the operating efficiency, profit distribution, and capital operations. The Audit Committee shall review such statements and reports before submission to the Board of Directors, focusing particularly on the following matters:</p> <p>(1) any changes in accounting policies and practices;</p> <p>(2) where significant judgment is involved;</p> <p>(3) significant adjustments resulting from the audit;</p> <p>(4) the going concern assumptions and any qualifications;</p>	<p>Paragraph 7, Article 14<del>2</del> All members of the Audit Committee shall be non-executive directors, at least <del>one</del><b>1</b> of whom shall be an independent director with appropriate professional qualifications as required by the Hong Kong Listing Rules or with appropriate accounting or related financial management expertise. The main duties and responsibilities of the Audit Committee are:</p> <p>(I) to examine the Bank’s risk and compliance status, internal control management system, accounting policies, basic audit management system, financial reporting procedures and financial position; to review the Bank’s financial information, including the integrity of the Bank’s financial statements, annual report and accounts, semi-annual report and, if prepared for publication, quarterly reports; to review the material opinions contained in the financial statements and reports and other information about its operating and management activities; and to review the operating efficiency, profit distribution, and capital operations. The Audit Committee shall review such statements and reports before submission to the Board of Directors, focusing particularly on the following matters:</p> <p><del>(1)</del><b>1.</b> any changes in accounting policies and practices;</p> <p><del>(2)</del><b>2.</b> where significant judgment is involved;</p> <p><del>(3)</del><b>3.</b> significant adjustments resulting from the audit;</p> <p><del>(4)</del><b>4.</b> the going concern assumptions and any qualifications;</p>

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<p>(5) compliance with accounting standards; and  (6) compliance with the financial reporting requirements under the Hong Kong Listing Rules and other legal and regulatory requirements;  (II) In respect of (1) above:  (1) members of the Audit Committee should liaise with the Board and senior management. The Audit Committee shall hold at least two meetings per year with the Bank’s external auditors; and  (2) the Audit Committee shall consider any significant or unusual matters that are, or may need to be, reflected in such reports and accounts, and shall give due consideration to any matters proposed by the accounting and financial reporting staff and compliance officers of the Bank;  .....  (XXV) other matters as authorized by law, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, the Articles of Association of the Bank and authorized by the Board of Directors of the Bank.</p>	<p><del>(5)</del><u>5.</u> compliance with accounting standards; and  <del>(6)</del><u>6.</u> compliance with the financial reporting requirements under the Hong Kong Listing Rules and other legal and regulatory requirements;  (II) In respect of (1) above:  <del>(1)</del><u>1.</u> members of the Audit Committee should liaise with the Board and senior management. The Audit Committee shall hold at least two meetings per year with the Bank’s external auditors; and  <del>(2)</del><u>2.</u> the Audit Committee shall consider any significant or unusual matters that are, or may need to be, reflected in such reports and accounts, and shall give due consideration to any matters proposed by the accounting and financial reporting staff and compliance officers of the Bank;  .....  (XXV) other matters as authorized by law, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, the Articles of Association of the Bank and authorized by the Board of Directors of the Bank.</p>
<p>Paragraph 8, Article 11 The main duties and responsibilities of the Consumer Rights Protection Committee are:  (I) to determine the strategies, policies and objectives for protection of the rights of financial customers of the Bank and supervise the senior management for implementation of the same and relevant work; to receive regularly the special reports on protection of rights of financial customers as prepared by the senior management and to disclose such reports as important information;  (II) to supervise the protection of rights of financial customers and evaluate the completeness, timeliness and effectiveness of the protection works of the Bank; and to review the duty performance of the senior management in this regard; and</p>	<p>Paragraph 8, Article 1<del>1</del><u>2</u> The main duties and responsibilities of the Consumer Rights Protection Committee are:  (I) to determine the strategies, policies and objectives for protection of the rights of financial customers of the Bank and supervise the senior management for implementation of the same and relevant work; to receive regularly the special reports on protection of rights of financial customers as prepared by the senior management and to disclose such reports as important information;  (II) to supervise the protection of rights of financial customers and evaluate the completeness, timeliness and effectiveness of the protection works of the Bank; and to review the duty performance of the senior management in this regard; and</p>

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<p>(III) to review other matters in relation to the protection of customers' rights or authorized by the Board.</p>	<p>(III) to review other matters in relation to the protection of customers' rights or authorized by <del>the Board laws,</del> <b><u>administrative regulations, departmental rules and regulations, regulatory documents, the Hong Kong Listing Rules, the Articles of Association of the Bank and by the Board of Directors of the Bank.</u></b></p>
<p>Paragraph 9 and Paragraph 10, Article 11 The main duties and responsibilities of the Three Rurals Financial Services Committee are:</p> <p>(I) to formulate the development strategy plan, policies and basic management systems of “three rurals” business in accordance with the general development strategy plan of the Bank and make recommendations to the Board;</p> <p>(II) to determine the risk strategy plan and other important matters in relation to “three rurals” business development in accordance with the general development strategy plan of the Bank;</p> <p>(III) to consider the important factors having impact on the development of the “three rurals” business of the Bank with reference to changes of government policy and financial market conditions in relation of “three rurals” and to make recommendations to the Board for the changes to the development strategy plan of “three rurals” business in a timely manner;</p> <p>(IV) to supervise the implementation of the development strategy plan, policies and basic management systems of “three rurals” business of the Bank;</p> <p>(V) to evaluate the results of “three rurals” services and to propose suggestions to the Board accordingly;</p> <p>(VI) to review the “three rurals” business plan in accordance with the business plan of the Bank and to make recommendations to the Board; and</p> <p>(VII) to review other matters in relation to “three rurals” business or authorised by the Board.</p>	<p>Paragraph 9 and Paragraph 10, Article 14<del>2</del> The main duties and responsibilities of the Three Rurals Financial Services Committee are:</p> <p>(I) to formulate the development strategy plan, policies and basic management systems of “three rurals” business in accordance with the general development strategy plan of the Bank and make recommendations to the Board;</p> <p>(II) to determine the risk strategy plan and other important matters in relation to “three rurals” business development in accordance with the general development strategy plan of the Bank;</p> <p>(III) to consider the important factors having impact on the development of the “three rurals” business of the Bank with reference to changes of government policy and financial market conditions in relation of “three rurals” and to make recommendations to the Board for the changes to the development strategy plan of “three rurals” business in a timely manner;</p> <p>(IV) to supervise the implementation of the development strategy plan, policies and basic management systems of “three rurals” business of the Bank;</p> <p>(V) to evaluate the results of “three rurals” services and to propose suggestions to the Board accordingly;</p> <p>(VI) to review the “three rurals” business plan in accordance with the business plan of the Bank and to make recommendations to the Board; and</p> <p>(VII) to review other matters in relation to “three rurals” business or authorised by <del>the Board laws,</del> <b><u>administrative regulations, departmental rules and regulations, regulatory documents, the Hong Kong Listing Rules, the Articles of Association of the Bank and by the Board of Directors of the Bank.</u></b></p>

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<p>Each committee shall formulate its own working rules and regulations, specifying the duties, rules of procedure and working procedures of the special committee. The establishment, composition, terms of reference and information disclosure requirements of each committee shall comply with the relevant provisions of laws, administrative regulations, departmental rules and regulations, and requirements from relevant regulatory authorities, the Hong Kong Listing Rules and the Articles of Association of the Bank. Each committee shall formulate an annual work plan and hold regular meetings.</p>	<p>Each committee shall formulate its own working rules and regulations, specifying the duties, rules of procedure and working procedures of the special committee. The establishment, composition, terms of reference and information disclosure requirements of each committee shall comply with the relevant provisions of laws, administrative regulations, departmental rules and regulations, <b><u>regulatory documents, and relevant requirements</u></b> from relevant regulatory authorities, the Hong Kong Listing Rules and the Articles of Association of the Bank. Each committee shall formulate an annual work plan and hold regular meetings.</p>
<p>Article 12 There should be a secretary to the Board of Directors, who should be nominated by the chairman of the Board of Directors, and appointed or removed by the Board of Directors. The qualifications of the secretary of the Board of Directors are subject to the examination by the banking supervisory authority. The secretary of the Board of Directors is responsible for the day-to-day specific affairs of the Board of Directors.</p> <p>The secretary of the Board of Directors is the senior management of the Bank and is responsible to and reports to the Board of Directors. The term of office of the secretary of the Board of Directors is three years, renewable upon expiry.</p>	<p>Article <del>12</del><sup>3</sup> There should be a secretary to the Board of Directors, who should be nominated by the chairman of the Board of Directors, and appointed or removed by the Board of Directors. The qualifications of the secretary of the Board of Directors are subject to the examination by the banking supervisory authority. The secretary of the Board of Directors is responsible for the day-to-day specific affairs of the Board of Directors.</p> <p>The secretary of the Board of Directors is the senior management of the Bank and is responsible to and reports to the Board of Directors. The term of office of the secretary of the Board of Directors is <del>three</del><sup>3</sup> years, renewable upon expiry.</p>
<p>Article 13 The meetings of the Board of Directors of the Bank include regular meetings and extraordinary meetings. The Board of Directors shall convene at least four meetings per year and at least one meeting per quarter, which shall be convened and chaired by the Chairman of the Bank. The notice of the meeting and the agenda of the meeting shall be sent to all directors and the banking supervisory authority in writing 14 days before the meeting.</p> <p>The Board of Directors shall notify the Board of Supervisors to send its members to attend Board meetings. The directors (including independent directors) of the Bank shall attend at least two-thirds of the total number of board meetings in person each year.</p>	<p>Article <del>13</del><sup>4</sup> The meetings of the Board of Directors of the Bank include regular meetings and extraordinary meetings. The Board of Directors shall convene at least four <b><u>regular</u></b> meetings per year and at least one meeting per quarter, which shall be convened and chaired by the Chairman of the Bank. The notice of the meeting <del>and the agenda of the meeting</del> shall be sent to all directors and <del>the banking supervisory authority</del> <b><u>supervisors</u></b> in writing 14 days before the meeting.</p> <p><del>The Board of Directors shall notify the Board of Supervisors to send its members to attend Board meetings.</del> The directors (including independent directors) of the Bank shall attend at least two-thirds of the total number of board meetings in person each year.</p>



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<p>Article 14 In any of the following circumstances, shall convene an interim meeting of the Board within five working days:</p> <p>(I) if and when the chairman of the Board believes necessary;</p> <p>(II) if and when more than 1/3 of the directors propose jointly;</p> <p>(III) if and when more than half of the independent directors (at least two independent directors) propose;</p> <p>(IV) if and when the Board of Supervisors proposes;</p> <p>(V) if and when the President of the Bank proposes;</p> <p>(VI) if and when shareholders representing more than one tenth of the voting rights propose;</p> <p>(VII) if and when other circumstances as provided in laws, administrative regulations, department regulations or these Articles of Association require.</p> <p>When an interim Board meeting is to be held according to the proposal as mentioned in the preceding paragraph, a written proposal signed (sealed) by the proposer shall be submitted by the Board Secretary or by the proposer directly to the Board. The written proposal shall contain:</p> <p>(I) the name of the proposer;</p> <p>(II) the reasons for the proposal or the objective matters on which the proposal is based;</p> <p>(III) the time or period of time, venue or method for the meeting proposed;</p> <p>(IV) the precise and specific proposals;</p> <p>(V) The contact method of the proposer and the date of the proposal etc.</p> <p>The content of the proposal shall comply with the relevant provisions of the Rules. The Board Secretary shall forward such written proposal to the Chairman of the Board upon receipt of such proposal. Where the Chairman believes that such proposal is not specific, he may request the proposer to make amendments or supplements to such proposal, and the proposer shall cooperate. If there are different proposals on the same matter, the Chairman of the Board may make appropriate adjustments.</p>	<p>Article <del>14</del><sup>145</sup> In any of the following circumstances, <u>the Chairman of the Board</u> shall convene an interim meeting of the Board within five working days:</p> <p>(I) if and when the chairman of the Board believes necessary;</p> <p>(II) if and when more than 1/3 of the directors propose jointly;</p> <p>(III) if and when more than <del>half of the independent directors</del> (at least two independent directors) propose;</p> <p>(IV) if and when the Board of Supervisors proposes;</p> <p>(V) if and when the President of the Bank proposes;</p> <p>(VI) if and when shareholders representing more than one tenth of the voting rights propose;</p> <p>(VII) if and when other circumstances as provided in laws, administrative regulations, department regulations or these Articles of Association require.</p> <p>When an interim Board meeting is to be held according to the proposal as mentioned in the preceding paragraph, a written proposal signed (sealed) by the proposer shall be submitted by the Board Secretary or by the proposer directly to the Board. The written proposal shall contain:</p> <p>(I) the name of the proposer;</p> <p>(II) the reasons for the proposal or the objective matters on which the proposal is based;</p> <p>(III) the time or period of time, venue or method for the meeting proposed;</p> <p>(IV) the precise and specific proposals;</p> <p>(V) The contact method of the proposer and the date of the proposal etc.</p> <p>The content of the proposal shall comply with the relevant provisions of the Rules. The Board Secretary shall forward such written proposal to the Chairman of the Board upon receipt of such proposal. Where the Chairman believes that such proposal is not specific, he may request the proposer to make amendments or supplements to such proposal, and the proposer shall cooperate. If there are different proposals on the same matter, the Chairman of the Board may make appropriate adjustments.</p>

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<p>Article 15 The notification for an interim Board meeting shall be given in writing, including notice given by registered mail, telegram, fax or emails confirmed to have been received;</p> <p>The notice period: the notice shall be delivered to all directors within 5 working days before such meeting is held.</p> <p>In the circumstances as specified in the preceding subclause (ii), (iii), (iv) and (v), where the Chairman of the Board is unable to perform his duties, he shall appoint a director to convene an interim Board meeting on his behalf; where the Chairman of the Board fails to perform his duties for no reasons or appoint a person to perform such duties on his behalf, more than half of the directors may elect a director to convene the meeting.</p>	<p>Article <del>15</del><u>6</u> The notification for an interim Board meeting shall be given in writing, <del>including notice given by registered mail, telegram, fax or emails confirmed to have been received;</del></p> <p>The notice period: <del>the notice shall be delivered to all directors</del> within 5 working days before such meeting is held.</p> <p>In the circumstances as specified in the preceding subclause (ii), (iii), (iv) and (v), where the Chairman of the Board is unable to <u>or fails to</u> perform his duties, <u>a director selected by more than one half of the directors shall perform the relevant duties</u> <del>he shall appoint a director to convene an interim Board meeting on his behalf; where the Chairman of the Board fails to perform his duties for no reasons or appoint a person to perform such duties on his behalf, more than half of the directors may elect a director to convene the meeting.</del></p>
<p>Article 16 The notice of Board meeting shall include:</p> <ol style="list-style-type: none"> <li>(1) date and place of the meeting;</li> <li>(2) deadlines of the meeting;</li> <li>(3) reasons of and agenda for the meeting; and</li> <li>(4) date of the notice.</li> </ol> <p>Where a notice of the Bank is served by hand, the addressee shall signs his name (or affixes his chop) on the receipt, and the date on which the addressee signs the receipt shall be the date of service; where a notice of the Bank is to be sent by post, such notice is deemed to be served five working days after the date on which it is deposited at the post office. Where a notice is sent by facsimile or email or telephone, the date of email, fax or telephone shall be the date of service; where a notice of the Bank is sent by public announcement, the date on which the announcement is first published shall be the date of service.</p>	<p>Article <del>16</del><u>7</u> The notice of Board meeting shall include:</p> <ol style="list-style-type: none"> <li>(1) date and place of the meeting;</li> <li>(2) deadlines of the meeting;</li> <li>(3) reasons of and agenda for the meeting; and</li> <li>(4) date of the notice.</li> </ol> <p>Where a notice of the Bank is served by hand, the addressee shall signs his name (or affixes his chop) on the receipt, and the date on which the addressee signs the receipt shall be the date of service; where a notice of the Bank is to be sent by post, such notice is deemed to be served <del>five</del> <u>5</u> working days after the date on which it is deposited at the post office. Where a notice is sent by <del>facsimile or email, fax, or telephone</del> <u>or other means of instant communication</u>, the date of email, fax, <del>or</del> telephone <u>or other means of instant communication</u> shall be the date of service; where a notice of the Bank is sent by public announcement, the date on which the announcement is first published shall be the date of service.</p>

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
<p>After a written notice on the regular meeting of the Board of Directors is sent, if the time or venue or such other details of the meeting needs to be changed or the proposals for the meeting need to be supplemented, revised or cancelled, a written notice on changes specifying the circumstances, the relevant details of the new proposals, and other relevant materials shall be distributed three days before the original date of the meeting. If the meeting is less than three days away, the meeting shall be correspondingly postponed or held as originally scheduled with the unanimous approval of all directors attending the meeting.</p> <p>If, after the notice of an extraordinary Board meeting is sent, it is necessary to change the date, location, etc. of the meeting or add, change or cancel proposal for the meeting, then it shall be necessary to seek the prior consent of all directors attending the meeting and make relevant records.</p>	<p>After a written notice on the regular meeting of the Board of Directors is sent, if the time or venue or such other details of the meeting needs to be changed or the proposals for the meeting need to be supplemented, revised or cancelled, a written notice on changes specifying the circumstances, the relevant details of the new proposals, and other relevant materials shall be distributed three days before the original date of the meeting. If the meeting is less than three days away, the meeting shall be correspondingly postponed or held as originally scheduled with the unanimous approval of all directors attending the meeting.</p> <p>If, after the notice of an extraordinary Board meeting is sent, it is necessary to change the date, location, etc. of the meeting or add, change or cancel proposal for the meeting, then it shall be necessary to seek the prior consent of all directors attending the meeting and make relevant records.</p>
<p>Article 18 A director shall attend the meetings of the Board of Directors in person. If a director is not able to attend the meeting of the Board of Directors for any reason, he may appoint in writing his proxy or other directors to attend the meeting on his behalf. A power of attorney shall indicate the name of the proxy, matters of entrustment, authorization and its valid term, and shall be signed and sealed by the appointer.</p> <p>The proxy and appointed director who attends the meeting shall exercise duties as authorized. If a director fails to attend a meeting of the Board of Directors in person and fails to appoint a proxy to attend the meeting, he/she shall be deemed to have waived his/her voting rights at the meeting.</p>	<p>Article <del>18</del><sup>189</sup> A director shall attend the meetings of the Board of Directors in person. If a director is not able to attend the meeting of the Board of Directors <b><u>in person</u></b> for any reason, he may appoint in writing <del>his proxy or</del> other directors to attend the meeting on his behalf. A power of attorney shall indicate the name of the proxy, matters of entrustment, authorization and its valid term, and shall be signed and sealed by the appointer.</p> <p>The proxy and appointed director who attends the meeting shall exercise duties as authorized. If a director fails to attend a meeting of the Board of Directors in person and fails to appoint a proxy to attend the meeting, he/she shall be deemed to have waived his/her voting rights at the meeting.</p>

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
<p>Article 19 The Board of Directors shall suggest the shareholder’ general meeting to replace the directors (including independent directors) who fail to or are unable to perform their duties. In case a director (including independent director) has failed to be present in person at two consecutive Board meetings, nor authorized another director to be present at the Board meeting, or his attendance in person is less than two-thirds of the total number of Board meetings held within one year, he shall be considered unable to fulfil his duties, and the Board of Directors shall suggest the shareholder’ general meeting to replace him.</p>	<p>Article <del>19</del><u>20</u> The Board of Directors shall suggest the shareholder’ general meeting to replace the directors (<del>including independent directors</del>) who fail to or are unable to perform their duties. In case a director (<del>including independent director</del>) has failed to be present in person at two consecutive Board meetings, nor authorized another director to be present at the Board meeting, or his attendance in person is less than two-thirds of the total number of Board meetings held within one year, he shall be considered unable to fulfil his duties, and the Board of Directors shall suggest the shareholder’ general meeting to replace him. <b><u>In case an independent director has failed to be present in person at 3 consecutive Board meetings, he shall be considered unable to fulfil his duties, and the Board of Directors shall suggest the shareholder’ general meeting to replace him. The Bank shall convene a shareholders’ general meeting within 3 months to remove him from office and elect a new independent director.</u></b></p> <p><b><u>If a director attends an on-site Board meeting by telephone, video conference or by way of similar communication equipment, so long as the directors attending the meeting in person can clearly hear what he or she says and communicate and discuss immediately with him or her, the director shall be deemed to have attended the meeting in person.</u></b></p>
<p>Article 20 The following persons or entities are entitled to submit proposals to the Board of Directors:</p> <ul style="list-style-type: none"> <li>(i) shareholders representing more than one tenth of the voting rights;</li> <li>(ii) more than one-third of the directors;</li> <li>(iii) the Board of Supervisors;</li> <li>(iv) more than half of the independent directors (at least two);</li> <li>(v) the Chairman of the Board of Directors;</li> <li>(vi) special committees of the Board of Directors;</li> <li>(vii) the president.</li> </ul>	<p>Article <del>20</del><u>1</u> The following persons or entities are entitled to submit proposals to the Board of Directors:</p> <ul style="list-style-type: none"> <li>(i) shareholders representing more than one tenth of the voting rights;</li> <li>(ii) more than one-third of the directors;</li> <li>(iii) the Board of Supervisors;</li> <li>(iv) more than half of the independent directors (at least two);</li> <li>(v) the Chairman of the Board of Directors;</li> <li>(vi) special committees of the Board of Directors;</li> <li>(vii) the president.</li> </ul>

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
<p>Article 24 The voting method for resolutions of the Board of Directors is to vote by disclosed ballot, and the voting system of one person, one vote is implemented. In the case of an equality of votes, the Chairman shall be entitled to an additional vote.</p>	<p>Article <del>24</del><u>5</u> The voting method for resolutions of the Board of Directors is to vote by disclosed ballot or <b><u>show of hands</u></b>, and the voting system of one person, one vote is implemented. In the case of an equality of votes, the Chairman shall be entitled to an additional vote, <b><u>save for otherwise provided by laws, regulations and requirements of securities regulatory authority and stock exchange where the Bank's shares are listed.</u></b></p>
<p>Article 25 Where related transactions are considered at a Board meeting, a related director shall withdraw and shall not vote. The related director may withdraw by himself and any other directors attending a Board meeting may also request to withdraw.</p>	<p>Article <del>25</del><u>6</u> Where related transactions are considered at a Board meeting, a related director shall withdraw and shall not vote. The related director may withdraw by himself and any other directors attending a Board meeting may also request to withdraw. <b><u>A non-related director may not appoint a related director to attend on his/her behalf. In principle, a director may accept a maximum of two delegations from directors who do not attend the meeting in person.</u></b></p>
<p>Article 26 An independent director shall express objective and fair independent opinion as regards matters discussed by the Board. When an independent director expresses his opinion, the following matters shall be paid attention to:</p> <ul style="list-style-type: none"> <li>(i) nomination, appointment and removal of directors;</li> <li>(ii) appointment and removal of senior officers;</li> <li>(iii) remunerations of directors and senior officers;</li> <li>(iv) profit distribution plan;</li> <li>(v) matters which may injure the interests of depositors and shareholders;</li> <li>(vi) material related transactions;</li> <li>(vii) matters which may cause serious losses to the Bank;</li> <li>(viii) other matters as provided for in laws, rules and regulations.</li> </ul>	<p>Article <del>26</del><u>7</u> An independent director shall express objective and fair independent opinion as regards matters discussed by the Board. When an independent director expresses his opinion, the following matters shall be paid attention to:</p> <ul style="list-style-type: none"> <li>(i) nomination, appointment and removal of directors;</li> <li>(ii) appointment and removal of senior officers;</li> <li>(iii) remunerations of directors and senior officers;</li> <li>(iv) profit distribution plan;</li> <li><del>(v) matters which may injure the interests of depositors and shareholders;</del></li> <li><del>(vi)</del> material related transactions;</li> <li><del>(vi)</del> matters which may cause serious losses to the Bank;</li> <li><b><u>(vii) appointment or removal of the accounting firm that conducts regular statutory audits on the financial statements of the Bank;</u></b></li> <li><b><u>(viii) other matters that may have a significant impact on the legitimate rights and interests of the Bank, its small and medium-sized shareholders and financial consumers;</u></b></li> <li><del>(ix)</del> other matters as provided for in laws, rules and regulations.</li> </ul>

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
<p>Article 27 The Board shall keep minutes of its meetings, which minutes shall be signed by the directors present at the meeting and the recorder. The directors attending the meeting shall have the right to request an explanatory record in respect of his speech at the meeting in the minutes. The minutes of Board meetings shall be kept permanently by the Board Secretary on file in the Bank.</p>	<p>Article <del>27</del><sup>28</sup> The Board shall keep minutes of its meetings, which minutes shall be signed by the directors present at the meeting, <u>the Board Secretary</u> and the recorder. The directors attending the meeting shall have the right to request an explanatory record in respect of his speech at the meeting in the minutes. The minutes of Board meetings shall be kept permanently <del>by the Board Secretary</del> on file in the Bank.</p>
<p>Article 29 Resolutions made at a Board meeting may be voted on at the on-site meeting (including by telephone, video) or by communication voting, provided that directors are ensured to be able to sufficiently express their opinions, and shall be approved by more than half of all directors present at the meeting. A resolution approving related party transactions made by the Board of Directors shall be passed by more than half of disinterested directors. Major events shall be approved by more than two-thirds of all directors. Resolutions made by the Board in respect of the following matters shall not be adopted by communication voting and shall be approved by more than 2/3 of the directors:</p>	<p>Article <del>30</del><sup>29</sup> Resolutions made at a Board meeting may be voted on at the on-site meeting (including by telephone, video, <u>etc.</u>) or by <del>communication voting</del> <u>circulation of a written resolution</u>, provided that directors are ensured to be able to sufficiently express their opinions, and <u>each director shall have one vote.</u> <u>Resolutions made at the Board meeting</u> shall be approved by more than half of all directors present at the meeting. A resolution approving related party transactions made by the Board of Directors shall be passed by more than half of disinterested directors. Major events shall be approved by more than two-thirds of all directors. <del>Resolutions made by the Board in respect of the following matters shall not be adopted by communication voting and shall be approved by more than 2/3 of the directors:</del></p> <p><u>A Board meeting may be held and the resolution(s) thereof may be voted by circulation of a written resolution provided that all directors can fully express their opinions. Directors attending the meeting shall sign their names on such resolution(s). Voting by circulation of a written resolution shall have a voting time limit, and directors who fail to vote within such voting time limit shall be deemed as abstaining from voting.</u></p> <p>Resolutions made by the Board in respect of the following matters shall not be adopted by <del>communication</del> voting <u>by circulation of a written resolution</u> and shall be approved by more than 2/3 of the directors:</p>

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
<p>(i) annual budgets and final accounts of the Bank;</p> <p>(ii) capital replenishment plans, venture capital distribution plans, profit distribution plans and plans for making up losses of the Bank;</p> <p>(iii) plans for increase or reduction of the registered capital of the Bank;</p> <p>(iv) plans of the Bank for issuance of corporate bonds or other marketable securities and listing thereof;</p> <p>(v) plans for division, merger, dissolution and liquidation or change in corporate form of the Bank;</p> <p>(vi) share repurchase plans of the Bank;</p> <p>(vii) appointment and removal of senior officers;</p> <p>(viii) amendments to the Articles of Association of the Bank;</p> <p>(ix) establishment of important corporate bodies, material acquisitions and mergers, material related transactions, material external investments, material assets purchases, material assets disposal, material assets write-off and material external guarantees within the scope of power conferred by a general meeting;</p> <p>(x) such material matters as material equity changes or finance restructuring of the Bank;</p> <p>(xi) such other matters as required by laws, administrative regulations, department regulations, relevant regulators and the Articles of Association of the Bank or considered by more than half of all directors that shall be approved by more than 2/3 of the directors. Where a director or his close associate (as defined in the Hong Kong Listing Rules) has a material interest in any matters to be decided at a Board meeting, such director shall not exercise his voting rights or the voting rights on behalf of other directors on the resolutions of the said matters and such director shall not be counted in the quorum present at the meeting, except as otherwise provided for in laws, rules and regulations, normative documents and the relevant regulations of the securities regulator of the place where the shares of the Bank are listed.</p>	<p>(i) annual budgets and final accounts of the Bank;</p> <p>(ii) capital replenishment plans, venture capital distribution plans, profit distribution plans and plans for making up losses of the Bank;</p> <p>(iii) plans for increase or reduction of the registered capital of the Bank;</p> <p>(iv) plans of the Bank for issuance of corporate bonds or other marketable securities and listing thereof;</p> <p>(v) plans for <b><u>major acquisition or division</u></b>, merger, <b><u>division, spin-off</u></b>, dissolution and liquidation or change in corporate form of the Bank, <b><u>share repurchase plans of the Bank</u></b>;</p> <p>(vi) <b><u>remuneration plan</u></b> <del>share repurchase plans</del> of the Bank;</p> <p>(vii) appointment and removal of senior officers;</p> <p>(viii) amendments to the Articles of Association of the Bank;</p> <p>(ix) establishment of important corporate bodies, material acquisitions and mergers, material related transactions, material external investments, <b><u>material external donations</u></b>, material assets purchases, material assets disposal, material assets write-off and material external guarantees <b><u>in accordance with laws and regulations, regulatory provisions and the Articles of Association of the Bank and</u></b> within the scope of power conferred by a general meeting;</p> <p><del>(x) such material matters as material equity changes or finance restructuring of the Bank;</del></p> <p>(x<sup>±</sup>) such other matters as required by laws, administrative regulations, department regulations, <del>relevant regulators</del> <b><u>regulatory provisions</u></b> and the Articles of Association of the Bank or considered by more than half of all directors that shall be approved by more than 2/3 of the directors.</p>

Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
	<p>Where a director or his close associate (as defined in the Hong Kong Listing Rules) has a material interest in any matters to be decided at a Board meeting, such director shall not exercise his voting rights or the voting rights on behalf of other directors on the resolutions of the said matters and such director shall not be counted in the quorum present at the meeting, except as otherwise provided for in laws, rules and regulations, normative documents and the relevant regulations of the securities regulator of the place where the shares of the Bank are listed.</p> <p><b><u>The resolution made at the Board meeting to approve the proposed matters should also be approved by more than two-thirds of the non-related directors.</u></b></p> <p><b><u>If the number of non-related directors attending the Board meeting is less than three or a resolution cannot be formed as relevant director withdraws due to material interest, the Board shall timely submit the resolution to the general meeting for consideration.</u></b></p> <p><b><u>When submitting such resolution to the shareholders' general meeting for consideration, the Board of Directors shall specify the review of the Board on such resolution, and record the opinions of the directors who have no material interest in such resolution.</u></b></p> <p><b><u>For matters falling within the scope of authority of the shareholders' general meeting, the implementation of the resolutions made by the Board of Directors shall be subject to the consideration and approval at the shareholders' general meeting.</u></b></p>



Original Article of Rules of Procedures for Board Meetings	Amended Article of Rules of Procedures for Board Meetings
<p>Article 30 Directors shall sign on the resolutions made at a Board meeting and shall be liable for such resolutions. If a resolution of the Board meeting violates the national laws, regulations, administrative rules or the Articles of Association of the Bank and the Bank suffers serious losses as a result thereof, the directors who participated in the passing of such resolution shall be liable to compensate the Bank. However, if it can be proved that a director expressly objected to the resolution when the resolution was put to vote, and that such objection was recorded in the minutes of the meeting, such director may be excluded from such liability.</p>	<p>Article <del>30</del><b>1</b> Directors shall sign on the resolutions made at a Board meeting and shall be liable for such resolutions. If a resolution of the Board meeting violates the national laws, regulations, <del>administrative rules or</del> <b><u>resolutions of the shareholders' general meeting</u></b> and the Bank suffers serious losses as a result thereof, the directors who participated in the passing of such resolution shall be liable to compensate the Bank. However, if it can be proved that a director expressly objected to the resolution when the resolution was put to vote, and that such objection was recorded in the minutes of the meeting, such director may be excluded from such liability.</p>
<p>Article 33 These Rules shall be adopted by an ordinary resolution at the shareholders' general meeting of the Bank and become effective on the date of listing and trading of H shares publicly issued by the Bank on The Stock Exchange of Hong Kong Limited. The original rules of procedure of the shareholders' general meeting of the Bank shall automatically become invalid from the effective date of these Rules. Amendments to these Rules shall be implemented after being approved by an ordinary resolution at the shareholders' general meeting. Amendments to these Rules shall be implemented after being approved by an ordinary resolution at the shareholders' general meeting.</p>	<p>Article <del>33</del> These Rules shall <del>be adopted by an ordinary resolution at the shareholders' general meeting of the Bank and</del> <b><u>become effective on the date of adoption by an ordinary resolution at the shareholders' general meeting</u></b> <del>listing and trading of H shares publicly issued by the Bank on The Stock Exchange of Hong Kong Limited. The original rules of procedure of the shareholders' general meeting of the Bank shall automatically become invalid from the effective date of these Rules. Amendments to these Rules shall be implemented after being approved by an ordinary resolution at the shareholders' general meeting.</del> Amendments to these Rules shall be <del>implemented</del> <b><u>effective</u></b> after being approved by an ordinary resolution at the shareholders' general meeting.</p>

*Note:* As a result of addition and deletion of articles and sequence adjustments, numbering of the original articles of the Rules of Procedures for Board Meetings has been adjusted and hence those cross-referenced articles have been adjusted accordingly, as well as the conversion of figures between uppercase and lowercase, which are not showed separately.