
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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SHENGJING BANK CO., LTD.*
盛京銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02066)

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022,
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2022,
FINAL FINANCIAL ACCOUNTS FOR 2022 AND
FINANCIAL BUDGET REPORT FOR 2023,
PROFIT DISTRIBUTION PLAN FOR 2022,
APPOINTMENT OF AUDITORS FOR 2023,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
SHAREHOLDERS' GENERAL MEETINGS,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD
OF DIRECTORS,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR BOARD OF SUPERVISORS MEETING,
GENERAL MANDATE TO ISSUE NEW SHARES,
PROPOSED EXTENSION OF TERM OF VALIDITY OF FINANCIAL BONDS
AND RELEVANT AUTHORISATION MATTERS,
PROPOSED ELECTION OF EXECUTIVE DIRECTOR,
PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISOR
AND
NOTICE OF 2022 ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 1 to 9 of this circular.

A notice convening the AGM to be held at Room 604, 6/F, No. 109 Beizhan Road, Shenhe District, Shenyang, Liaoning Province, the PRC at 9:30 a.m. on Friday, 2 June 2023, is set out on pages 118 to 121 of this circular.

Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon on or before Friday, 12 May 2023 to the H Share Registrar; and (ii) the form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening the AGM or any adjournment thereof (as the case may be) to the H Share Registrar. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

19 April 2023

* *Shengjing Bank Co., Ltd. is not an authorised 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 authorised to carry on banking and/or deposit-taking business in Hong Kong.*

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DEFINITIONS

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

“AGM”	the 2022 annual general meeting or its any adjourned meeting of the Bank to be held at Room 604, 6/F, No. 109 Beizhan Road, Shenhe District, Shenyang, Liaoning Province, the PRC at 9:30 a.m. on Friday, 2 June 2023
“Articles of Association”	the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time
“Bank”	Shengjing Bank Co., Ltd. (盛京銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 02066)
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Bank
“Domestic Shares”	ordinary share(s) in the share capital of the Bank with nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“Financial Bonds”	financial bonds in the aggregate principal amount of up to RMB30 billion to members of the inter-bank bond market in China
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shares”	overseas-listed foreign shares in the share capital of the Bank with nominal value of RMB1.00 each, which are subscribed for or traded in Hong Kong dollars and listed on the Main Board of the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	14 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, Macau and Taiwan
“Relevant Authorisation Matters”	authorisation to the Board, which will in turn authorise the senior management of the Bank, to implement the issuance of the Financial Bonds
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of procedures for Shareholders’ General Meetings”	the rules of procedures for shareholders’ general meetings of Shengjing Bank Co., Ltd
“Rules of Procedures for the Board of Directors”	the rules of procedures for Board of Directors of Shengjing Bank Co., Ltd.
“Rules of Procedures for the Board of Supervisors Meeting”	the rules of procedures for the Board of Supervisors Meeting of Shengjing Bank Co., Ltd
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of the Bank
“Shares”	the Domestic Shares and the H Shares
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

LETTER FROM THE BOARD



SHENGJING BANK CO., LTD.*
盛京銀行股份有限公司*

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

(Stock Code: 02066)

Executive Directors:

LIU Xu
SHI Yang
LI Ying

Non-executive Directors:

SU Qingxiang
LIANG Zhifang
WANG Jun
JIANG Aiguo

Independent non-executive Directors:

XING Tiancai
TAI Kwok Leung, Alexander
LI Jinyi
WANG Mo
LV Dan

Registered office:

No. 109 Beizhan Road
Shenhe District
Shenyang
Liaoning Province
the PRC

Principal place of business in Hong Kong:

Unit 4105, 41/F
Office Tower, Convention Plaza
No. 1 Harbour Road
Wanchai
Hong Kong

To the Shareholders

Dear Sir or Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022,
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2022,
FINAL FINANCIAL ACCOUNTS FOR 2022 AND
FINANCIAL BUDGET REPORT FOR 2023,
PROFIT DISTRIBUTION PLAN FOR 2022,
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SHAREHOLDERS' GENERAL MEETINGS,
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OF DIRECTORS,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR BOARD OF SUPERVISORS MEETING,
GENERAL MANDATE TO ISSUE NEW SHARES,
PROPOSED EXTENSION OF TERM OF VALIDITY OF FINANCIAL BONDS
AND RELEVANT AUTHORISATION MATTERS,
PROPOSED ELECTION OF EXECUTIVE DIRECTOR,
PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISOR
AND
NOTICE OF 2022 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

It is proposed that at the AGM of the Bank to be held on 2 June 2023, the notice of which is set out on pages 118 to 121 of this circular, resolutions will be proposed to approve, inter alia, the Work Report of the Board of Directors for 2022; the Work Report of the Board of Supervisors for 2022; the Final Financial Accounts for 2022 and the Financial Budget Report for 2023; the Profit Distribution Plan for 2022; the Appointment of Auditors for 2023; the proposed amendments to the Articles of Association; the proposed amendments to the Rules of Procedure for Shareholders' General Meetings; the proposed amendments to the Rules of Procedure for Board of Directors; the proposed amendments to the Rules of Procedure for Board of Supervisors Meeting; the General Mandate to Issue New Shares; the proposed extension of term of validity of Financial Bonds and Relevant Authorisation Matters; the proposed election of executive Director; and the proposed election of shareholder Supervisor.

The purpose of this circular is to set out the notice of the AGM and to provide you with details regarding the resolutions mentioned above.

II. MATTERS TO BE RESOLVED AT THE AGM

1. Work Report of the Board of Directors for 2022

Please refer to the Work Report of the Board of Directors in the Annual Report for 2022 to be published in due course.

2. Work Report of the Board of Supervisors for 2022

Please refer to the Work Report of the Board of Supervisors in the Annual Report for 2022 to be published in due course.

3. Final Financial Accounts for 2022 and Financial Budget Report for 2023

Please refer to the financial statements in the Annual Report for 2022 to be published in due course for details of the final financial accounts for the year ended 31 December 2022.

The total budget of business and management expenses for 2023 will be capped at RMB6.0 billion.

LETTER FROM THE BOARD

4. Profit Distribution Plan for 2022

On 24 March 2023, the Board resolved to submit to the Shareholders for their consideration and approval a profit distribution plan for the year ended 31 December 2022 as follows:

- (i) Allocation to the statutory surplus reserve: RMB92 million;
- (ii) Allocation to the general risk reserve: RMB777 million; and
- (iii) No cash dividend distribution, bonus issue or transferring capital reserve to share capital.

5. Appointment of Auditors for 2023

The Board recommended the re-appointment of Crowe (HK) CPA Limited as the domestic and overseas auditors of the Bank for 2023, with a term commencing on the date on which the relevant resolution is passed until the date of conclusion of the 2023 annual general meeting of the Bank, and the audit expenses for 2023 is RMB6.5 million.

6. Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Bank dated 24 March 2023 in relation to, among other things, the proposed amendments to the Articles of Association. A special resolution will be proposed at the AGM that the amendments set out in Appendix I to this circular will be made to the Articles of Association.

7. Proposed Amendments to the Rules of Procedure for Shareholders' General Meetings

An ordinary resolution will be proposed at the AGM that the amendments set out in Appendix II to this circular will be made to the Rules of Procedure for Shareholders' General Meetings.

8. Proposed Amendments to the Rules of Procedure for Board of Directors

An ordinary resolution will be proposed at the AGM that the amendments set out in Appendix III to this circular will be made to the Rules of Procedure for Board of Directors.

9. Proposed Amendments to the Rules of Procedure for Board of Supervisors Meeting

An ordinary resolution will be proposed at the AGM that the amendments set out in Appendix IV to this circular will be made to the Rules of Procedure for Board of Supervisors Meeting.

LETTER FROM THE BOARD

10. General Mandate to Issue New Shares

As at the Latest Practicable Date, the Bank had 6,455,937,700 Domestic Shares and 2,340,742,500 H Shares in issue, respectively. On 24 March 2023, the Board resolved to submit to the Shareholders for their consideration and approval a special resolution in respect of the grant of a general mandate (the “**General Mandate**”), details of which are as follows:

- (i) the Board is unconditionally approved to exercise, during the Relevant Period (as defined below), all powers of the Bank to separately or concurrently authorise, allot, issue or otherwise dispose of new Domestic Shares and new H Shares of the Bank which must not exceed 20% of the respective amounts of existing Domestic Shares and H Shares of the Bank as at the date of passing the relevant resolution;
- (ii) after the issuance of new Shares pursuant to the General Mandate, the Board is authorised to deal with all matters relating to the increase in the registered capital of the Bank and to make such appropriate and necessary amendments to the Articles of Association relating to the share capital, shareholding structure and registered capital, to complete domestic and overseas statutory procedures for approval, registration and filing, and to take any other action and complete any procedure required to effect the issuance of new Shares pursuant to this special resolution and the increase in the registered capital of the Bank. The Board is authorised to re-delegate such authorisation to persons designated by the Board to sign, execute, modify, complete and submit all agreements, contracts and documents in relation to the allotment and issuance of and dealing with new Shares under the General Mandate, unless otherwise stipulated by laws or regulations; and
- (iii) “**Relevant Period**” means the period from the date of passing the relevant Shareholders’ resolution in respect of the General Mandate until the earliest of:
 - (a) the conclusion of the next AGM of the Bank; or
 - (b) the expiration of the 12-month period from the date of passing the relevant Shareholders’ resolution; or
 - (c) the date on which the authorisation granted to the Board in accordance with the Shareholders’ resolution under this item is revoked or varied by a special resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

The Directors believe that the General Mandate will give the Bank flexibility to issue new Shares, supplement the capital in a timely manner, and ensure the stable operation of the Bank. Accordingly, the Directors consider that the approval of the grant of the General Mandate is in the interests of the Bank and the Shareholders as a whole.

The Board will only exercise the General Mandate, if granted by the Shareholders, in accordance with the Company Law of the PRC and the Listing Rules and all applicable laws, rules and regulations of any other governmental or regulatory authorities and only if all necessary approvals from the CSRC and/or other relevant PRC governmental authorities are obtained.

11. Proposed Extension of Term of Validity of Financial Bonds and Relevant Authorisation Matters

Reference is made to the announcement of the Bank dated 24 March 2023 in relation to, among other things, the proposed extension of term of validity of financial bonds and relevant authorisation matters among other things.

The original resolution regarding the Financial Bonds and Relevant Authorisation Matters has been considered and approved at the annual general meeting held by the Bank on 5 June 2020. Such resolution is valid for 36 months from the date of approval by the said general meeting until 4 June 2023. According to the approvals the Bank has obtained from the Liaoning Bureau of the China Banking and Insurance Regulatory Commission and the People's Bank of China (the "**Approvals**"), the Bank can issue Tier 2 capital bonds of RMB15 billion in the inter-bank bond market, with the Approvals being effective until 29 November 2024.

The validity of the resolution and the authorisation of the general meeting on the Financial Bonds and Relevant Authorisation Matters stated above is about to expire; therefore, the Board proposes that the term of validity of the Financial Bonds and Relevant Authorisation Matters would be extended to 29 November 2024, being consistent with the validity of the Approvals. A special resolution will be proposed at the AGM to extend the term of validity of the Financial Bonds and Relevant Authorisation Matters to 29 November 2024. Save the extension of the term of validity of the Financial Bonds and Relevant Authorisation Matters, other details of the financial bonds disclosed in the Bank's circular dated 21 April 2020 remain unchanged and effective.

LETTER FROM THE BOARD

12. Proposed Election of Executive Director

Reference is made to the announcement of the Bank dated 11 April 2023 in relation to, among other things, the proposed nomination of Mr. SUN Jin (“**Mr. SUN**”) as an executive Director of the seventh session of the Board.

The biographical details of Mr. Sun are set out below:

Mr. SUN Jin (孫進), aged 50, joined the Bank in April 2023, acts as the secretary of the Party Committee of the Bank and was nominated as a candidate for executive Director of the Bank on 11 April 2023. From October 2016 to April 2023, Mr. SUN served as the vice president and a member of the Party Committee of the Liaoning Branch of Bank of China. He served as the general manager of the Human Resources Department and the director of the Organization Department of the Party Committee of the Liaoning Branch of Bank of China from October 2012 to October 2016; the director of the General Office of Bank of China Liaoning Provincial Branch from October 2009 to October 2012. From August 2002 to October 2009, Mr. SUN held several positions successively in Bank of China, including the vice president of Zhuanghe Sub-branch and the vice president of Zhongshan Sub-branch in Dalian, Liaoning Province, the deputy general manager of the Business Department of the Provincial Branch, the president and secretary of the Party Committee of Dalian Ganjingzi Sub-branch. From July 1999 to August 2002, Mr. SUN worked for Zhongshan Square Sub-branch of Bank of China Dalian Branch, Liaoning Province, acting as a credit officer of the Retail Business Department, the deputy director of the Savings Division and the chief of Due Diligence Group of Risk Management Department. From August 1994 to July 1999, Mr. SUN worked in the Credit Card Division and the Credit Management Division of Bank of China Dalian Branch, Liaoning Province. Mr. SUN has about 29 years of experience in banking operation and management.

Mr. SUN obtained his doctorate of finance from Northeast University of Finance and Economics in June 2013 and holds the title of senior economist.

The basic remuneration is determined based on his management position in the Bank; the performance-based remuneration is determined with reference to the Bank’s business performance and individual performance review; other benefits include statutory pension, medical insurance and housing provident funds, and enterprise annuity. The Bank will disclose details of the annual remuneration in its annual report each year.

LETTER FROM THE BOARD

As at the date of this circular, save as disclosed above, Mr. SUN (i) did not hold any directorship in any other listed companies in the past three years; (ii) has no relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank; (iii) did not hold any other post in the Bank or its subsidiaries; (iv) did not have other significant duties or professional experience; and (v) does not have any interests in shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to the appointment of Mr. SUN as an executive Director of the Bank, and the Bank is not aware of any other matters that need to be brought to attention of the Shareholders of the Bank.

The election of Mr. Sun is subject to the approval by the Shareholders by way of an ordinary resolutions at the AGM and the approval of their eligibility by the banking and insurance regulatory authorities. The term of office for Mr. Sun will commence upon the approval of his/her eligibility by the banking and insurance regulatory authorities and until the end of the term of the current session of the Board.

13. Proposed Election of Shareholder Supervisor

Reference is made to the announcement of the Bank dated 11 April 2023 in relation to, among other things, the proposed election of Mr. LIU Yan (“**Mr. LIU**”) as a shareholder representative Supervisor of the seventh session of the Board of Supervisors. The biographical details of Mr. LIU are set out below:

Mr. LIU Yan (劉岩), aged 52, joined the Bank in April 2023 and was nominated as the shareholder Supervisor on 11 April 2023. He has extensive experience of working for governmental departments and in the field of stated-owned enterprise management. From November 2021 to April 2023, Mr. LIU served as the deputy secretary-general of Shenyang Municipal People’s Government. He served as the deputy secretary of Shenhe District, Shenyang City from May 2021 to November 2021; a member of the standing committee of District Committee and the director of United Front Work Department of Dadong District, Shenyang City from June 2019 to May 2021; the secretary of Working Committee for Discipline Inspection, Shenyang Area of China (Liaoning) Pilot Free Trade Zone from October 2017 to June 2019; the leader of discipline inspection group and a member of the Party Committee of Shenyang Municipal Bureau of Planning and Natural Resources from March 2013 to October 2017; the assistant researcher of Secretariat I, the division-level secretary and the director of Technology Department in the General Office of Shenyang

LETTER FROM THE BOARD

Municipal People's Government from December 2003 to March 2013; a junior officer, a senior officer and the deputy director of the Enterprise Reform Office in Shenyang Municipal Economic and Trade Commission from January 1996 to December 2003. From July 1992 to January 1996, Mr. LIU worked in the Sixth Northeastern Pharmaceutical Factory.

Mr. LIU was granted the bachelor degree of economy by Nankai University in July 1992 and the master degree of business administration by Dalian University of Technology in April 2002 and the master degree of public management by Illinois Institute of Technology in May 2009.

As at the date of this circular, save as disclosed above, Mr. LIU (i) did not hold any directorship and supervisorship in any other listed companies in the past three years; (ii) has no relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank; (iii) did not hold any other post in the Bank or its subsidiaries; (iv) did not have other significant duties or professional experience; and (v) does not have any interests in shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to the appointment of Mr. LIU as a shareholder representative Supervisor of the Bank, and the Bank is not aware of any other matters that need to be brought to attention of the Shareholders.

The election of Mr. LIU is subject to the approval by the Shareholders by way of an ordinary resolution at the AGM. The term of office for Mr. LIU shall commence from the date of approval at the AGM until the end of the term of the current session of the Board of Supervisors.

The basic remuneration is determined based on his management position in the Bank; the performance-based remuneration is determined with reference to the Bank's business performance and individual performance review; other benefits include statutory pension, medical insurance and housing provident funds, and enterprise annuity. The Bank will disclose details of the annual remuneration in its annual report each year.

LETTER FROM THE BOARD

III. AGM

The AGM will be held at Room 604, 6/F, No. 109 Beizhan Road, Shenhe District, Shenyang, Liaoning Province, the PRC at 9:30 a.m. on Friday, 2 June 2023 to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the AGM. A form of proxy and a reply slip will be despatched to the Shareholders in accordance with the Listing Rules on Wednesday, 19 April 2023.

Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon. If you intend to attend the AGM, you are required to complete and return the reply slip to the H Share Registrar on or before Friday, 12 May 2023. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meetings should you so wish.

IV. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the AGM are in the interests of the Bank and the Shareholders as a whole and accordingly recommend that the Shareholders vote in favour of all the resolutions to be proposed at the AGM.

By order of the Board
Shengjing Bank Co., Ltd.
ZHOU Zhi
Joint Company Secretary

Shenyang, Liaoning Province, China

19 April 2023

* *Shengjing Bank Co., Ltd. is not an authorised 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 authorised to carry on banking and/or deposit-taking business in Hong Kong.*

COMPARISON TABLE OF THE ARTICLES OF ASSOCIATION OF SHENGJING BANK CO., LTD.

No.	Current Articles	Articles After Amendment	Basis of Amendments
1	<p>Article 1 For the purpose of protecting the legitimate rights and interests of Shengjing Bank Co., Ltd. (hereinafter referred to as the “Bank”), its shareholders and creditors, and of standardizing the organization and activities of the Bank, the Articles of Association of the Bank (hereinafter referred to as the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Law of the People’s Republic of China on Banking Regulation and Supervision (hereinafter referred to as the “Banking Regulation and Supervision Law”), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listing Abroad (hereinafter referred to as the “Mandatory Provisions”), the Guidelines on the Corporate Governance of Commercial Banks, the Interim Measures for the Equity Management of Commercial Banks and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) as well as other relevant laws, administrative regulations and rules.</p>	<p>Article 1 For the purpose of protecting the legitimate rights and interests of Shengjing Bank Co., Ltd. (hereinafter referred to as the “Bank”), its shareholders and creditors, and of standardizing the organization and activities of the Bank, the Articles of Association of the Bank (hereinafter referred to as the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Law of the People’s Republic of China on Banking Regulation and Supervision (hereinafter referred to as the “Banking Regulation and Supervision Law”), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listing Abroad (hereinafter referred to as the “Mandatory Provisions”), the Guidelines on the Corporate Governance of Commercial Banks <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, the Interim Measures for the Equity Management of Commercial Banks and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) as well as other relevant laws, administrative regulations and rules.</p>	<p>The basis of the formulation of the Articles of Association are updated in accordance with the latest laws and regulations. The Guidelines on the Corporate Governance of Commercial Banks was repealed on 2 June 2021.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
2	<p>Article 16 The Party committee of the Bank shall accept the management of the Party committee of Shenyang municipal enterprises. The Party committee Secretary of the Bank shall be elected within the Bank in accordance with relevant regulations and is subject to approval of higher level Party committee of the enterprise. In principle, the Party secretary and Chairman of the Board of the Bank shall be the same person. The Party committee of the Bank shall play a core leading role from both the leadership and political perspective and ensure that the guidelines and policies as well as major deployment of both the Party and the State shall be thoroughly implemented. The Bank shall incorporate Party leadership at all levels of corporate governance and shall comply with the corporate governance procedures in talent selection and employment and give full play to the supervisory function of the Party committee. The Bank shall implement an accountability system relating to the conduct and integrity of the Party and perform the relevant supervisory responsibilities, strengthen the establishment of Party organization at basic level and the composition of party members, and shall also ensure that the Party will supervise its own conduct and enforce strict discipline.</p>	<p>Article 16 The Party committee of the Bank shall accept the management of the Party committee of Shenyang municipal enterprises. The Party committee Secretary of the Bank shall be elected within the Bank in accordance with relevant regulations and is subject to approval of higher level Party committee of the enterprise. In principle, the Party secretary and Chairman of the Board of the Bank shall be the same person. The Party committee of the Bank shall play a core leading role from both the leadership and political perspective and ensure that the guidelines and policies as well as major deployment of both the Party and the State shall be thoroughly implemented. The Bank shall incorporate Party leadership at all levels of corporate governance and shall comply with the corporate governance procedures in talent selection and employment and give full play to the supervisory function of the Party committee. The Bank shall implement an accountability system relating to the conduct and integrity of the Party and perform the relevant supervisory responsibilities, strengthen the establishment of Party organization at basic level and the composition of party members, and shall also ensure that the Party will supervise its own conduct and enforce strict discipline.</p> <p><u>According to the relevant requirements of Constitution of the Communist Party of China and the Company Law, the Bank shall establish an organization of the Communist Party of China, carry out party activities, and establish a Party work organization. The Bank shall be equipped with a sufficient number of Party affairs staff and ensure the working capital of the Party organization.</u></p>	<p>Amended in accordance with Article 10 of the Corporate Governance Guidelines for Banking and Insurance Institutions with reference to Article 7 of the Guidelines of Articles of Association of Central State-owned Enterprises (for trial implementation) (wholly state-owned/state-owned holding companies).</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
3	<p>Article 37 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained from the shareholders at a general meeting in accordance with the Articles. The Bank may, having first obtained the prior approval of shareholders at a general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but not limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchased shares.</p> <p>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</p> <p>Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, tenders shall be made available to all shareholders in the same manner.</p>	<p>Article 37 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained from the shareholders at a general meeting in accordance with the Articles. The Bank may, having first obtained the prior approval of shareholders at a general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but not limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchased shares.</p> <p>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</p> <p>Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, tenders shall be made available to all shareholders in the same manner.</p>	<p>With effect from 1 January 2022, Rule 8 of Appendix III to the former Listing Rules has been repealed.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
4	<p>Article 42 All fully paid H shares may be freely transferred in accordance with the Articles. However, the Board of Directors may refuse to recognize the documents for transfer without stating any reason unless the conditions stipulated below are met:</p> <p>(1) the standard fee prescribed in the Hong Kong Listing Rules has been paid to the Bank, and all transfer documents and other documents which relate to or may affect the title of any shares have been registered;</p> <p>(2) the transfers are only in relation to H shares;</p> <p>(3) stamp duty (as stipulated by Hong Kong law) which is payable for the transfer documents has been duly paid;</p> <p>(4) the relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(5) where the shares are intended to be transferred to joint holders, the number of such joint shareholders is not more than four (4); and</p> <p>(6) the shares are free and clear of any lien of the Bank.</p> <p>If the Board of Directors refuses to register any transfer of shares, the Bank shall issue a notice to the transferor and the transferee within 2 months from the date on which the transfer application has been duly submitted, to notify them of the refusal to register such transfer.</p>	<p>Article 42 All fully paid H shares may be freely transferred in accordance with the Articles. However, the Board of Directors may refuse to recognize the documents for transfer without stating any reason unless the conditions stipulated below are met:</p> <p>(1) the standard fee prescribed in the Hong Kong Listing Rules has been paid to the Bank, and all transfer documents and other documents which relate to or may affect the title of any shares have been registered;</p> <p>(2) the transfers are only in relation to H shares;</p> <p>(3) stamp duty (as stipulated by Hong Kong law) which is payable for the transfer documents has been duly paid;</p> <p>(4) the relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(5) where the shares are intended to be transferred to joint holders, the number of such joint shareholders is not more than four (4); and</p> <p>(6) <u>(5)</u> the shares are free and clear of any lien of the Bank.</p> <p>If the Board of Directors refuses to register any transfer of shares, the Bank shall issue a notice to the transferor and the transferee within 2 months from the date on which the transfer application has been duly submitted, to notify them of the refusal to register such transfer.</p>	<p>With effect from 1 January 2022, Rule 1(3) of Appendix III to the former Listing Rules has been repealed.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
5	Newly Added Article	<p data-bbox="743 268 959 293">Chapter 4 Party Committee</p> <p data-bbox="743 353 1158 597"><u>Article 45 According to the Constitution of the Communist Party of China and with the approval of Party organisations of higher level, the Bank has established the Committee of Shengjing Bank of the Communist Party of China (hereinafter referred to as the “Party Committee”).</u></p> <p data-bbox="743 655 1158 810"><u>The appointment of the secretary, the deputy secretary and members of the Party Committee is determined in accordance with the approval of Party organisations of higher level.</u></p> <p data-bbox="743 868 1158 1023"><u>The organisation and structure of the Discipline Inspection Commission of the Bank follows the relevant requirements set by Shenyang Municipal Discipline Inspection Commission and Supervision Commission.</u></p>	<p data-bbox="1185 268 1393 768">Amended in accordance with Article 10 of the Corporate Governance Guidelines for Banking and Insurance Institutions with reference to Article 27 and Article 28 of the Guidelines of Articles of Association of Central State-owned Enterprises (for trial implementation) (wholly state-owned/state-owned holding companies).</p>
6	Newly Added Article	<p data-bbox="743 1055 1158 1555"><u>Article 46 Qualified members of the Party Committee of the Bank shall join the Board of Directors, the Board of Supervisors and senior management officers with the legal procedures, and qualified members of the Board of Directors, the Board of Supervisor s and senior management officers shall join the Party committee in accordance with the relevant regulations and process. In general, the secretary of the Party Committee and chairman of the Board of Directors of the Bank shall be held by one person, and the the president of the Bank who is a Party member shall generally serve as the deputy secretary of the Party Committee.</u></p>	<p data-bbox="1185 1055 1393 1725">Amended in accordance with Article 11 of the Corporate Governance Guidelines for Banking and Insurance Institutions with reference to Article 31 of the Guidelines of Articles of Association of Central State-owned Enterprises (for trial implementation) (wholly state-owned/state-owned holding companies) and Article 9 of the Administrative Measures for the Formulation of Articles of Association of State-owned Enterprises.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
7	Newly Added Article	<p><u>Article 47 The Party Committee of the Bank plays a leading role in guiding the direction, managing the overall situation, ensuring the implementation, and discussing and deciding on significant events of the Bank in accordance with the regulations. Significant business and management events shall be studied and discussed by the Party Committee before a decision is made by the Board of Directors or senior management officers.</u></p>	<p>Amended in accordance with Article 12 of the Corporate Governance Guidelines for Banking and Insurance Institutions with reference to Article 30 of the Guidelines of Articles of Association of Central State-owned Enterprises (for trial implementation) (wholly state-owned/state-owned holding companies) and Article 9 of the Administrative Measures for the Formulation of Articles of Association of State-owned Enterprises.</p>
8	Newly Added Article	<p><u>Article 48 Party Committee of the Bank performs the following duties and responsibilities pursuant to the rules of the Party such as the Constitution of the Communist Party of China:</u></p> <p>(1) <u>to ensure the Bank’s implementation of policies and guidelines of the Party and the State, implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations;</u></p> <p>(2) <u>to strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, uphold the integration of the principle that the Party manages the officials with the lawful selection of the management by the Board of Directors and the lawful exercise of authority of appointment, promotion and demotion of personnel by the management;</u></p>	<p>Amended in accordance with Article 10 of the Corporate Governance Guidelines for Banking and Insurance Institutions with reference to the Guidelines Regarding Incorporating Party Construction Work into the Articles of Association of Central Financial Enterprises issued by the Ministry of Finance and Article 30 of the Guidelines of Articles of Association of Central State-owned Enterprises (for trial implementation) (wholly state-owned/state-owned holding companies).</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
		<p>(3) <u>to research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests. Support the shareholders' general meeting, the Board of Directors, the Board of Supervisors and the senior management of the Bank in performing their duties in accordance with law and support the Congress of Employees in carrying out its work;</u></p> <p>(4) <u>to assume the main responsibility for the overall strictness in administering the Party relating to the conduct and integrity of the Party, lead the Bank in terms of ideological and political work, spiritual civilization construction, united front work, enterprise cultural construction and the work of labour union, the Communist Youth League and other groups, and lead the construction of the Party conduct and of an honest and clean government and support the discipline inspection and supervision authorities in practical performance of oversight responsibility;</u></p> <p>(5) <u>to strengthen the building of the Bank's grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank;</u></p> <p>(6) <u>other material matters that fall within the duty of the Party Committee.</u></p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
9	<p>Article 50 No changes shall be made to the register of shareholders as a result of a transfer of shares either within thirty days prior to the date of a shareholders' general meeting, or within five days before the reference date set by the Bank for the purpose of distribution of dividends.</p> <p>If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Bank are listed, those provisions shall apply.</p>	<p>Article 54 No changes shall be made to the register of shareholders as a result of a transfer of shares either within thirty days prior to the date of a shareholders' general meeting, or within five days before the reference date set by the Bank for the purpose of distribution of dividends.</p> <p>If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Bank are listed, those provisions shall apply.</p> <p><u>If the relevant laws and regulations and the securities regulatory authority of the place where the Bank's shares are listed stipulate that changes in the register of shareholders arising from the transfer of shares shall not be registered before the shareholders' general meeting or the benchmark date that the Bank decides to distribute dividends, such provisions shall prevail.</u></p>	<p>Amended in accordance with Article 139 of the Company Law of the People's Republic of China, and the spirit of the Reply of the State Council on the Adjustment of the Notice Period for Convening Shareholders' General Meetings and Other Matters Applicable to the Overseas Listed Companies with reference to the actual working situation.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
10	<p>Article 57 Holders of the ordinary shares of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to personally attend or appoint a proxy to attend shareholders' general meetings, and to exercise voting rights based on the number of shares held by them;</p> <p>.....</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and these Articles of Association.</p> <p>If any person holding an interest in the shares either directly or indirectly exercises his rights without disclosing his rights to the Bank, the Bank shall not thus compromise the rights of such person by freezing it or in any other manner.</p>	<p>Article 61 Holders of the ordinary shares of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to personally attend or appoint a proxy to attend shareholders' general meetings, and to exercise voting rights based on the number of shares held by them;</p> <p>.....</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and these Articles of Association.</p> <p>If any person holding an interest in the shares either directly or indirectly exercises his rights without disclosing his rights to the Bank, the Bank shall not thus compromise the rights of such person by freezing it or in any other manner.</p>	<p>With effect from 1 January 2022, Rule 12 of Appendix III to the former Listing Rules has been repealed.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
11	<p>Article 62 Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>(1) to abide by the laws, administrative regulations, regulatory requirements and the Articles;</p> <p>(2) to perform capital contribution obligation in strict compliance with the laws and regulations and the rules of the banking and insurance regulatory authority of the State Council, and to pay their capital contribution as determined by the number of shares subscribed and the method of subscription. Shareholders shall use their own funds to acquire equity of the Bank and ensure that their own funds are obtained from legal sources, rather than using entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations;</p> <p>(3) not to withdraw their paid share capital except in circumstances allowed by the laws and administrative regulations;</p>	<p>Article 66 Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>(1) to abide by the laws, administrative regulations, regulatory requirements and the Articles;</p> <p>(2) to perform capital contribution obligation in strict compliance with the laws and regulations and the rules of the banking and insurance regulatory authority of the State Council, and to pay their capital contribution as determined by the number of shares subscribed and the method of subscription. Shareholders shall use their own funds to acquire equity of the Bank and ensure that their own funds are obtained from legal sources, rather than using entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations <u>or regulatory systems</u>;</p> <p>(3) not to withdraw their paid share capital except in circumstances allowed by the laws and administrative regulations;</p>	<p>Amended in accordance with Article 16 of the Corporate Governance Guidelines for Banking and Insurance Institutions, and Article 4, Article 5 and Article 10 of the Notice by the General Office of the China Banking and Insurance Regulatory Commission of Issues Concerning Further Enhancing the Management of Undertakings of Shareholders of Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(4) fulfill the fiduciary duty of the Bank pursuant to the law so as to ensure that the information submitted is true, complete and valid; the substantial shareholders shall enunciate each level of their shareholding structure including de facto controllers and ultimate beneficiaries, and specify their related relationship or acting- in- concert relationship with other shareholders. If there is any change in the shareholding structure and connected relationship, it shall be reported timely to the Board of Directors;</p> <p>(5) exercise the shareholders’ rights strictly in accordance with the laws and regulations and the Articles of the Bank, not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers in line with the Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank’s operation and management, and not to prejudice the interests of the Bank and the legitimate interests of other shareholders;</p>	<p>(4) fulfill the fiduciary duty of the Bank pursuant to the law so as to ensure that the information submitted is true, complete and valid; the substantial shareholders shall enunciate each level of their shareholding structure including de facto controllers and ultimate beneficiaries, <u>in accordance with laws, regulations and regulatory provisions, the shareholders shall truthfully notify the Bank of its financial information, shareholding structure, source of funds to acquire shares, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in another financial institutions and other information;</u> and specify their related relationship or acting- in- concert relationship with other shareholders. If there is any change in the shareholding structure and connected relationship, it shall be reported timely to the Board of Directors;</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(6) if any unit or individual and their related parties and persons acting in concert jointly or severally intend to hold for the first time or increase in aggregate by, more than 5% of the total number of shares of the Bank, they shall report to the banking and insurance regulatory authority of the State Council for approval in advance. Any unit or individual and their related parties and persons acting in concert, who intend to hold for the first time or increase in aggregate, by more than 1% and less than 5% of the total number of shares of the Bank, shall report to the banking and insurance regulatory authority of the State Council through the Bank within ten (10) working days after obtaining the corresponding equity interest. Shareholders who should but fail to obtain approval from the regulatory authority, or who fail to report to the regulatory authority shall not be allowed to exercise, inter alia, the right to request for convening a shareholders' general meeting, voting right, nomination right, right to propose a motion and disposal right. If, in the absence of the prior approval of the banking and insurance regulatory authority of the State Council, the number of shares held by a shareholder is in excess of 5% of the total number of shares of the Bank, such shareholder must transfer within the period prescribed by the banking and insurance regulatory authority of the State Council the shares that have not been approved.</p>	<p>(5) <u>if there are changes in the controlling shareholders, de facto controllers, related parties, persons acting in concert, or ultimate beneficiaries of the shareholders, the relevant shareholder shall notify the Bank of the changes in writing in a timely manner in accordance with laws, regulations and regulatory provisions;</u></p> <p>(6) <u>notify the Bank of the changes in writing in a timely manner in accordance with laws, regulations and regulatory provisions upon the occurrence of merger or division of shareholders, suspension of business for overhaul, designated custody, receivership, abolishment, or any other measure, or commencement of a dissolution, liquidation, bankruptcy procedure, or changes in its legal representative, company name, business premises, business scope and other material matters;</u></p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>Purchase or sale of the H shares is subject to the Listing Rules and other relevant rules promulgated by the Hong Kong Stock Exchange.</p> <p>Shareholders should also comply with the provisions regarding disclosure of interests under Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong).</p>	<p>(7) <u>promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation, arbitration, being subject to enforcement action by judicial authorities, pledged or released pledge;</u></p> <p>(5)(8) exercise the shareholders' rights strictly in accordance with the laws and regulations and the Articles of the Bank, <u>shareholders and their controlling shareholders and de facto controllers shall</u> not to seek improper advantages, <u>abuse shareholders' rights or make use of related relationships to prejudice the legitimate rights and interests of the Bank, other shareholders and stakeholders,</u> or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers in line with the Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operation and management; and not to prejudice the interests of the Bank and the legitimate interests of other shareholders;</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(7) not to abuse their rights in harming the interests of the Bank and any other shareholders; not to abuse the Bank’s status as an independent, separate legal entity and the limited liability of shareholders to harm the interests of the Bank’s creditors. If a shareholder of the Bank abuses his rights and causes loss to the Bank or other shareholders, it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank’s status as an independent, separate legal entity and evades the repayment of debts, resulting in material damage to the interests of the Bank’s creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p>	<p>(6)(9) if any unit or individual and their related parties and persons acting in concert jointly or severally intend to hold for the first time or increase in aggregate by, more than 5% of the total number of shares of the Bank, they shall report to the banking and insurance regulatory authority of the State Council for approval in advance. Any unit or individual and their related parties and persons acting in concert, who intend to hold for the first time or increase in aggregate, by more than 1% and less than 5% of the total number of shares of the Bank, shall report to the banking and insurance regulatory authority of the State Council through the Bank within ten (10) working days after obtaining the corresponding equity interest. Shareholders who should but fail to obtain approval from the regulatory authority, or who fail to report to the regulatory authority shall not be allowed to exercise, inter alia, the right to request for convening a shareholders’ general meeting, voting right, nomination right, right to propose a motion and disposal right.</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(8) not to entrust others, or accept entrustment from others, to hold equity interest in the Bank;</p> <p>(9) abide by the laws and regulations and the relevant regulations of the banking and insurance regulatory authority of the State Council on related party transactions, not to conduct improper related party transaction with the Bank, or to arise improper gains by exerting their influence over the operational management of the Bank;</p> <p>(10) to comply with the laws and regulations and the relevant requirements on creating pledges over equity interests of commercial banks stipulated by the banking and insurance regulatory authority of the State Council in the event of pledging the equity interests of the Bank in their possession and not to be detrimental to the interests of other shareholders and the Bank;</p> <p>(11) to actively cooperate with the banking and insurance regulatory authority of the State Council to conduct risk treatment and other tasks if any material risk event or material violation of the laws and regulations has been occurred on the part of the Bank, and measures such as risk treatment or receivership have been adopted by the banking and insurance regulatory authority of the State Council, and shall support the recovery plan formulated by the Board of the Bank and fulfill the necessary obligations.</p>	<p>If, in the absence of the prior approval of the banking and insurance regulatory authority of the State Council, the number of shares held by a shareholder is in excess of 5% of the total number of shares of the Bank, such shareholder must transfer within the period prescribed by the banking and insurance regulatory authority of the State Council the shares that have not been approved.</p> <p>Purchase or sale of the H shares is subject to the Listing Rules and other relevant rules promulgated by the Hong Kong Stock Exchange.</p> <p>Shareholders should also comply with the provisions regarding disclosure of interests under Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong).</p> <p>(7)(10) not to abuse their rights in harming the interests of the Bank and any other shareholders; not to abuse the Bank's status as an independent, separate legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his rights and causes loss to the Bank or other shareholders, it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank's status as an independent, separate legal entity and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(12) for shareholders who make false representation, abuses the shareholders’ rights or commit other acts which are detrimental to the interests of the Bank, the banking and insurance regulatory authority of the State Council may restrict or prohibit the Bank from entering into related party transactions with such shareholders, limit the amount of equity interest held by such shareholders in the Bank or the ratio of equity interest available for creating pledge by such shareholders, and also constrain their right to request for convening a shareholders’ general meeting, their voting right, nomination right, right to propose a motion and disposal right, etc.;</p>	<p>(8)(11) <u>to comply with the regulatory requirements in relation to shareholding percentage and number of shareholding institutions, and not</u> to entrust others, or accept entrustment from others, to hold equity interest in the Bank;</p> <p>(9)(12) abide by the laws and regulations and the relevant regulations of the banking and insurance regulatory authority of the State Council on related party transactions, not to conduct improper related party transaction with the Bank, or to arise improper gains by exerting their influence over the operational management of the Bank;</p> <p>(10)(13) to comply with the laws, <u>regulations</u> and <u>regulatory provisions</u> and the relevant requirements on creating pledges over equity interests of commercial banks stipulated by the banking and insurance regulatory authority of the State Council in the event of <u>transferring or pledging by shareholders of</u> the equity interests of the Bank in their possession and not to be detrimental to the interests of other shareholders and the Bank;</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(13) the banking and insurance regulatory authority of the State Council shall have the right to require the shareholders to make representations as to the truthfulness of the information provided by such shareholders in relation to qualifications, connected relations or capital investment, and undertake to bear the consequences arising from the provision of false information or misrepresentation;</p> <p>(14) to assume other obligations required by the laws, administrative regulations, the regulations of the relevant regulatory authorities and these Articles.</p>	<p>(14) <u>substantial shareholders of the Bank shall, in accordance with the regulatory requirements and the actual situation, truthfully make and earnestly fulfill their commitments and bear the responsibilities and obligations of the substantial shareholders. For the substantial shareholders who violate the commitment, the Bank will truthfully report to the banking regulatory body and restrict the rights of the substantial shareholders in accordance with the specific circumstances of the breach of the commitment;</u></p> <p>(15) to actively cooperate with the banking and insurance regulatory authority of the State Council to conduct <u>investigation and risk treatment and bear relevant responsibilities and obligations in accordance with the corresponding loss absorption and risk prevention mechanism</u> and other tasks if any material risk event or material violation of the laws and regulations has been occurred on the part of the Bank, and measures such as risk treatment or receivership have been adopted by the banking and insurance regulatory authority of the State Council; and shall support the recovery plan formulated by the Board of the Bank and fulfill the necessary obligations;</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
		<p data-bbox="743 266 1155 853">(12)(16) for shareholders who make false representation, abuses the shareholders' rights or commit other acts which are detrimental to the interests of the Bank, the banking and insurance regulatory authority of the State Council may restrict or prohibit the Bank from entering into related party transactions with such shareholders, limit the amount of equity interest held by such shareholders in the Bank or the ratio of equity interest available for creating pledge by such shareholders, and also constrain their right to request for convening a shareholders' general meeting, their voting right, nomination right, right to propose a motion and disposal right, etc.;</p> <p data-bbox="743 910 1155 1285">(13)(17) the banking and insurance regulatory authority of the State Council shall have the right to require the shareholders to make representations as to the truthfulness of the information provided by such shareholders in relation to qualifications, connected relations or capital investment, and undertake to bear the consequences arising from the provision of false information or misrepresentation;</p> <p data-bbox="743 1342 1155 1536">(14)(18) to assume other obligations of shareholders required by the laws, regulations administrative regulations, regulatory provisions, the regulations of the relevant regulatory authorities and these Articles of the Bank.</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
12	<p>Article 63 A substantial shareholder of the Bank shall promptly, accurately and completely report the following information to the Bank:</p> <p>(1) their own operating conditions, financial information and shareholding structure;</p> <p>(2) the source of funds for capital investment in the Bank;</p> <p>(3) the controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficiaries and any changes therein;</p> <p>(4) equity interests of the Bank in its possession that are subject to preservation measures for litigation purpose or enforcement action;</p> <p>(5) any equity interests of the Bank in its possession that have been pledged or released from pledge;</p>	<p>Article 67 A substantial shareholder of the Bank shall promptly, accurately and completely report the following information to the Bank:</p> <p>(1) their own operating conditions, financial information and shareholding structure;</p> <p>(2) the source of funds for capital investment in the Bank;</p> <p>(3) the controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficiaries and any changes therein;</p> <p>(4) <u>investment in other financial institutions;</u></p> <p>(4)(5) equity interests of the Bank in its possession <u>are involved in litigation, arbitration or</u> are subject to preservation measures for litigation purpose or enforcement action <u>by judicial authorities;</u></p>	Amended in accordance with Article 16 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(6) change of name;</p> <p>(7) merger and spin-off;</p> <p>(8) it is subject to regulatory measures including suspension of operation for rectification, designated custody, takeover or cancellation, or enter into dissolution, bankruptcy or liquidation procedure;</p> <p>(9) other changes which may affect its qualification as a shareholder or circumstances causing changes to equity interest of the Bank in its possession.</p>	<p>(5)(6) any equity interests of the Bank in its possession that have been <u>transferred</u>, pledged or released from pledge; <u>related transactions with the Bank</u>;</p> <p>(6)(7) Changes of <u>legal representative, company name, business premises, business scope and other major matters</u>;</p> <p>(7)(8) merger and spin-off;</p> <p>(8)(9) it is subject to regulatory measures including suspension of operation for rectification, designated custody, takeover or cancellation, or enter into dissolution, bankruptcy or liquidation procedure;</p> <p>(9)(10) other changes which may affect its qualification as a shareholder or circumstances causing changes to equity interest of the Bank in its possession.</p>	
13	<p>Article 67 When a shareholder, in particular a substantial shareholder, fails to make his repayment to the Bank upon due, the voting rights of such shareholder at the general meetings and the voting rights of the directors nominated by such shareholder at the meetings of the Board of Directors shall be restricted. The Bank shall record the aforementioned case in the minutes of the shareholders' general meeting and the meeting of the Board of Directors. The Bank is entitled to apply the dividend and profit distribution to repay the borrowings to the Bank. Upon liquidation, the assets allocated shall be applied to repay the borrowings to the Bank.</p>	<p>Article 71 When a shareholder, in particular a substantial shareholder, fails to make his repayment to the Bank upon due, the voting rights of such shareholder at the general meetings and the voting rights of the directors dispatched <u>or nominated</u> by such shareholder at the meetings of the Board of Directors shall be restricted. The Bank shall record the aforementioned case in the minutes of the shareholders' general meeting and the meeting of the Board of Directors. The Bank is entitled to apply the dividend and profit distribution to repay the borrowings to the Bank. Upon liquidation, the assets allocated shall be applied to repay the borrowings to the Bank.</p>	Amended in accordance with Article 6 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
14	<p>Article 68 If the shareholders use their shares in the Bank to provide guarantees for themselves or others, they shall comply strictly with the requirements of the laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank ten working days in advance. The Board of Directors shall set up an office, which shall be responsible for the collection, sortation and submission of information relating to equity pledge.</p> <p>.....</p>	<p>Article 72 If the shareholders use their shares in the Bank to provide guarantees for themselves or others, they shall comply strictly with the requirements of the laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank ten working days in advance. <u>Major shareholders shall not use their equity interests in the Bank to provide guarantee for the debts of the shareholders themselves and their related parties, and shall not use the form of equity pledge to transfer the equity interests of the Bank on behalf of the Bank, illegal related shareholding and in disguised form.</u> The Board of Directors shall set up an office, which shall be responsible for the collection, sortation and submission of information relating to equity pledge.</p> <p>.....</p>	<p>Amended in accordance with Article 10 of the Measures for the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions (for Trial Implementation).</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
15	<p>Article 70 The Bank shall not offer terms of credit to its shareholders that are more favorable over other creditors regarding same type of credit.</p> <p>Credit made by the Shareholders with the Bank shall comply with the provisions of the banking and insurance regulatory and administrative authorities of the State Council.</p>	<p>Article 74 The Bank shall not offer terms of credit to its shareholders that are more favorable over other creditors regarding same type of credit.</p> <p><u>The balance of credit extension granted by the Bank to a single related party shall not exceed 10% of the Bank’s net capital as at the end of the previous quarter.</u></p> <p><u>The aggregate balance of the Bank’s credit extension to customers of a single related judicial person or group the unincorporated organizations associated shall not exceed 15% of the Bank’s net capital as 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 Bank’s net capital as at the end of the previous quarter.</u></p> <p><u>When calculating the credit balance, the Bank may deduct the amount of the deposits as security and the certificates of bank deposits and treasury bonds as pledge provided by the related parties at the time of granting credit.</u></p> <p><u>The Bank shall not provide guarantee for financing activities of related parties (including contingencies equivalent to guarantees), except in the case where related parties provide full counter-guarantee with certificates of bank deposits and treasury bonds.</u></p>	Amended in accordance with Article 16 and Article 28 of the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
		<p><u>If the provision of credit extension by the Bank to related parties results in any loss, the Bank shall not provide such related party with any further credit extension within two years from the date of discovery of the loss, except for credit extension as approved by the Board of the Bank for the purpose of reducing any losses which have arisen from the earlier credit extension.</u></p> <p>Credit made by the Shareholders with the Bank shall comply with the provisions of the banking and insurance regulatory and administrative authorities of the State Council.</p>	
16	<p>Article 72 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to decide on the business policies and investment plans of the Bank;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to review and approve reports made by the Board of Directors;</p> <p>(4) to review and approve reports made by the Board of Supervisors;</p> <p>(5) to review and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6) to review and approve the Bank's plans for profit distribution and loss recovery;</p> <p>(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p>	<p>Article 76 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to decide on the business policies and investment plans of the Bank;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to review and approve reports made by the Board of Directors;</p> <p>(4) to review and approve reports made by the Board of Supervisors;</p> <p>(5) to review and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6) to review and approve the Bank's plans for profit distribution and loss recovery;</p> <p>(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p>	<p>Amended in accordance with Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
(8)	to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;	(8) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;	
(9)	to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;	(9) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;	
(10)	to amend these Articles;	(10) to amend these Articles;	
(11)	to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm;	(11) <u>to consider and approve the rules of procedure of the shareholders' general meeting, the Board of Directors and the Board of Supervisors;</u>	
(12)	to decide and approve on the change in the use of proceeds on the funds raised;	(12) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm that <u>conducts regular statutory audit of the Bank's financial reports;</u>	
(13)	to review the stock incentive plans;		
(14)	to review and approve proposals on matters relating to the purchase or sale of material assets by the Bank with an amount exceeding 30% of its latest audited total assets within one year;	(12) (13) to decide and approve on the change in the use of proceeds on the funds raised;	
(15)	to review the guarantees made pursuant to Article 73 of the Articles;	(13) (14) to review the stock incentive plans;	

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(16) to review other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities as well as these Articles.</p>	<p>(14)(15) to review and approve proposals on matters relating to the purchase or sale of material assets by the Bank with an amount exceeding 30% of its latest audited total assets within one year;</p> <p>(15)(16) to review the guarantees made pursuant to Article 7377 of the Articles;</p> <p>(17) <u>to adopt resolutions on the acquisition of shares of the Bank in accordance with law;</u></p> <p>(16)(18) to review <i>and approve</i> other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules <u>regulatory requirements</u>, the regulations of the relevant regulatory authorities as well as these Articles.</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meetings. If it is necessary, reasonable and legal, the decision making for these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p>The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meetings. If it is necessary, reasonable and legal, the decision making for these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. <u>The functions and powers to be exercised by the shareholders' general meeting according to law shall not be delegated to the Board of Directors, other bodies or individuals.</u> If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
17	<p>Article 75 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors is less than two-thirds of the number stipulated in these Articles;</p> <p>(2) the outstanding loss of the Bank reaches one-third of the Bank's total share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank have requested to convene the meeting in writing;</p> <p>(4) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) the Board of Supervisors proposes to convene the meeting;</p> <p>(6) more than half of the independent directors propose to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(7) more than half of the external supervisors to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</p> <p>(8) any other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and these Articles.</p>	<p>Article 79 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors is less than two-thirds of the number stipulated in these Articles;</p> <p>(2) the outstanding loss of the Bank reaches one-third of the Bank's total share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank have requested to convene the meeting in writing;</p> <p>(4) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) the Board of Supervisors proposes to convene the meeting;</p> <p>(6) more than half and not less than two of the independent directors propose to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(7) more than half of the external supervisors to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</p> <p>(8) any other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and these Articles.</p>	<p>Amended in accordance with Article 20 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
18	<p>Article 78 More than half of independent Directors are entitled to propose to the Board of Directors that an extraordinary Shareholders' general meeting be convened, and shall submit the proposal in writing. The Board of Directors shall, within ten days of receiving the proposal, provide written feedback stating whether they agree to or object to the proposal in accordance with the laws, administrative regulations and these Articles.</p> <p>The Board of Directors shall issue notice of a shareholders' general meeting within five days of resolution of the Board upon agreeing to convene an extraordinary Shareholders' general meeting. The Board of Directors shall provide reasons when they object to convene an extraordinary Shareholders' general meeting.</p>	<p>Article 82 More than half of <u>and not less than two</u> independent Directors are entitled to propose to the Board of Directors that an extraordinary Shareholders' general meeting be convened, and shall submit the proposal in writing. The Board of Directors shall, within ten days of receiving the proposal, provide written feedback stating whether they agree to or object to the proposal in accordance with the laws, administrative regulations and these Articles.</p> <p>The Board of Directors shall issue notice of a shareholders' general meeting within five days of resolution of the Board upon agreeing to convene an extraordinary Shareholders' general meeting. The Board of Directors shall provide reasons when they object to convene an extraordinary Shareholders' general meeting.</p>	Amended in accordance with Article 20 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
19	<p>Article 91 General methods and procedures to nominate and elect directors and supervisors are as follows:</p> <p>(1) Candidates for directors and supervisors who are not staff representatives shall be nominated by the Nomination and Remuneration Committee of the Board of Directors or Nomination Committee of the Board of Supervisors of the preceding session respectively, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles. Shareholders individually or in aggregate holding 3% or more of the Bank’s voting shares may propose candidates for directors to the Board of Directors or candidates for supervisors to the Board of Supervisors, but the number of persons nominated shall comply with the provisions of these Articles and shall not exceed the number of persons proposed to be elected.</p> <p>The same shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders’ general meeting; if the candidate for a director (or supervisor) nominated by such shareholder and his/her/its associates has already served as a director (or supervisor), the shareholder shall not nominate the candidate for supervisor (or director) prior to the expiry of the term of office of such person.</p> <p>.....</p>	<p>Article 95 General methods and procedures to nominate and elect directors and supervisors are as follows:</p> <p>(1) Candidates for directors and supervisors who are not staff representatives shall be nominated by the Nomination and Remuneration Committee of the Board of Directors or Nomination Committee of the Board of Supervisors of the preceding session respectively, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles. Shareholders individually or in aggregate holding 3% or more of the Bank’s voting shares may propose candidates for <u>non-independent</u> directors to the Board of Directors or candidates for supervisors to the Board of Supervisors, but the number of persons nominated shall comply with the provisions of these Articles and shall not exceed the number of persons proposed to be elected.</p> <p>The same shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders’ general meeting; if the candidate for a director (or supervisor) nominated by such shareholder and his/her/its associates has already served as a director (or supervisor), the shareholder shall not nominate the candidate for supervisor (or director) prior to the expiry of the term of office of such person.</p> <p>.....</p>	<p>Amended in accordance with Article 27 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
20	<p>Article 93 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the shareholders' general meeting and exercise their voting rights in accordance with the relevant laws, regulations and these Articles.</p> <p>Shareholders may attend the shareholders' general meeting in person and shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(1) the same right of speech as the shareholder at the meeting;</p> <p>(2) the authority to demand or join other shareholders in demanding a poll; and</p> <p>(3) the right to vote, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>	<p>Article 97 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the shareholders' general meeting and exercise their voting rights in accordance with the relevant laws, regulations and these Articles.</p> <p>Shareholders may attend the shareholders' general meeting in person and shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. <u>However, such proxy can only be a shareholder and his related party, person acting in concert, nominated director and supervisor. Major shareholders shall not attend the shareholders' general meeting as entrusted by non-related parties or persons acting in concert.</u> A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(1) the same right of speech as the shareholder at the meeting;</p> <p>(2) the authority to demand or join other shareholders in demanding a poll; and</p> <p>(3) the right to vote, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>	Amended in accordance with Article 15 of the Measures for the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions (for Trial Implementation).
21	<p>Article 109 The convener shall ensure that the minutes are the truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and form part of the Bank's files. The Secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for at least ten years.</p>	<p>Article 113 The convener shall ensure that the minutes are the truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and form part of the Bank's files. The Secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines <u>for at least ten years for a permanent period.</u></p>	Amended in accordance with Article 24 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
22	<p>Article 112 The following matters shall be resolved by way of an ordinary resolution:</p> <p>(1) work reports by the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss recovery plans as proposed by the Board of Directors;</p> <p>(3) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors;</p> <p>(4) reports regarding the Bank's annual financial budget and final accounts;</p> <p>(5) any other matters not required by the laws, administrative regulations or these Articles to be resolved by way of a special resolution.</p>	<p>Article 116 The following matters shall be resolved by way of an ordinary resolution:</p> <p>(1) work reports by the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss recovery plans as proposed by the Board of Directors;</p> <p>(3) the appointment or removal <u>(excluding the removal of independent directors)</u>, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors;</p> <p>(4) reports regarding the Bank's annual financial budget and final accounts;</p> <p><u>(5) appointment, dismissal or termination of re-appointment of the accounting firm that regularly performs statutory audits for the Bank's financial reports;</u></p> <p><u>(5)(6)</u> any other matters not required by the laws, administrative regulations or these Articles to be resolved by way of a special resolution.</p>	Amended in accordance with Article 18 and Article 22 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
23	<p>Article 113 The following matters shall be resolved by way of a special resolution:</p> <p>(1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities;</p> <p>(2) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank;</p> <p>(3) amendments to these Articles;</p> <p>(4) stock incentive plans;</p> <p>(5) repurchase of the Bank's shares;</p> <p>(6) issuance of bonds and listing;</p> <p>(7) purchase or sale of material assets by the Bank or any guarantee of an amount exceeding 30% of its latest audited total assets within one year; and</p> <p>(8) any other matters which are required by the laws, administrative regulations and these Articles, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank and should therefore be adopted by a special resolution.</p>	<p>Article 117 The following matters shall be resolved by way of a special resolution:</p> <p>(1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities;</p> <p>(2) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank;</p> <p>(3) amendments to these Articles;</p> <p>(4) stock incentive plans;</p> <p>(5) repurchase of the Bank's shares;</p> <p>(6) issuance of bonds and listing;</p> <p>(7) purchase or sale of material assets by the Bank or any guarantee of an amount exceeding 30% of its latest audited total assets within one year; and</p> <p><u>(8) removal of independent directors;</u></p> <p><u>(8)(9)</u> any other matters which are required by the laws, administrative regulations and these Articles, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank and should therefore be adopted by a special resolution.</p>	Amended in accordance with Article 22 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
24	<p>Article 131 Shareholders who hold different classes of shares are classified as “class shareholders”.</p> <p>Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, administrative regulations and these Articles.</p> <p>Class shareholders within the Bank shall enjoy equal rights to receive dividends or other forms of distributions.</p> <p>If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase “no voting rights” in their title.</p> <p>If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase “restricted voting rights” or “limited voting rights” in their titles.</p>	<p>Article 134 Shareholders who hold different classes of shares are classified as “class shareholders”.</p> <p>Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, administrative regulations and these Articles.</p> <p>Class shareholders within the Bank shall enjoy equal rights to receive dividends or other forms of distributions.</p> <p>If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase “no voting rights” in their title.</p> <p>If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase “restricted voting rights” or “limited voting rights” in their titles.</p>	<p>With effect from 1 January 2022, Rule 9 and Rule 10 of Appendix III to the former Listing Rules has been repealed.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
25	<p>Article 138 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank.</p> <p>No person shall hold the director position of the Bank in one of the following circumstances:</p> <p>.....</p> <p>(5) the person who is removed by other commercial banks or organizations for his/her failure to fulfill obligations in good faith;</p> <p>(6) a shareholder of or a person employed by an entity shareholder that owes debts (not including debts in the form of deposit or secured by state bond) to the Bank, the amount of which exceeds the audited net share value in the last fiscal year;</p> <p>(7) a person of or a person employed by an entity that owes debts to the Bank and is in default on such debts;</p> <p>(8) other persons not satisfying the requirements of the regulatory authorities; and</p> <p>(9) other circumstances as stipulated by the laws, administrative regulations or departmental rules.</p> <p>.....</p>	<p>Article 138 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank.</p> <p>No person shall hold the director position of the Bank in one of the following circumstances:</p> <p>.....</p> <p>(5) the person who is removed by other commercial banks or organizations for his/her failure to fulfill obligations in good faith;</p> <p>(6) a shareholder of or a person employed by an entity shareholder that owes debts (not including debts in the form of deposit or secured by state bond) to the Bank, the amount of which exceeds the audited net share value in the last fiscal year;</p> <p>(7) a person of or a person employed by an entity that owes debts to the Bank and is in default on such debts;</p> <p>(8)<u>(5)</u> other persons not satisfying the requirements of the regulatory authorities; and</p> <p>(9)<u>(6)</u> other circumstances as stipulated by the laws, administrative regulations or departmental rules.</p> <p>.....</p>	<p>The Guidelines on the Corporate Governance of Joint Stock Commercial Banks has been repealed.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
26	<p>Article 139 Directors shall be elected or removed from office by shareholders at a general meeting. The term of office of a director shall be three years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. Before the expiry of the director's term of office, the shareholders' general meeting shall not dismiss any director without any reason. A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven days before such general meeting. Subject to the relevant laws and administrative regulations, a director whose term of office has not expired may be removed by an ordinary resolution (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract).</p>	<p>Article 143 Directors shall be elected or removed from office by shareholders at a general meeting. The term of office of a director shall be three years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. Before the expiry of the director's term of office, the shareholders' general meeting shall not dismiss any director without any reason. A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven days before such general meeting. Subject to the relevant laws and administrative regulations, a director whose term of office has not expired may be removed by an ordinary resolution (<u>excluding the removal of independent directors</u>) (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract).</p>	<p>Amended in accordance with Article 22 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules and these Articles.</p> <p>Any person who has been appointed by the Board of Directors to fill any casual vacancy in the office of the Board of Directors or serve as an additional Director, his term of office shall only expire at the next shareholders' annual general meeting of the Bank and such person shall be eligible for election for a successive term.</p> <p>Senior management officers serving as directors in the Board of Directors should comprise at least one quarter, but no more than one-third of the Board's total director number.</p> <p>The Bank shall have independent directors. The number of independent directors shall be no less than one-third of the Board's total director number.</p>	<p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules and these Articles.</p> <p>Any person who has been appointed by the Board of Directors to fill any casual vacancy in the office of the Board of Directors or serve as an additional Director, his term of office shall only expire at the next shareholders' annual general meeting of the Bank and such person shall be eligible for election for a successive term.</p> <p>Senior management officers serving as directors in the Board of Directors should comprise at least one quarter, but no more than one-third of the Board's total director number.</p> <p>The Bank shall have independent directors. The number of independent directors shall be no less than one-third of the Board's total director number.</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
27	<p>Article 141 Directors shall assume the following diligent duties to the Bank in accordance with the laws, administrative regulations and these Articles:</p> <p>(1) to exercise the rights conferred by the Bank in a prudent, careful and diligent manner to ensure that the commercial activities of the Bank are in line with the requirements of the laws, administrative regulations and various national economic policies and that Bank's business activities do not exceed the business scope stated in the business license;</p> <p>(2) to treat shareholders of the same class in the same way, and to fairly treat shareholders of different classes;</p> <p>(3) to have an up-to-date knowledge on the business operation and management of the Bank;</p> <p>(4) to provide written confirmation in relation to the periodic reports and to ensure the truthfulness, accuracy and completeness of information disclosed by the Bank;</p> <p>(5) to provide true information and data to the Board of Supervisors and not to obstruct the performance of duties by the Board of Supervisors or Supervisors;</p> <p>(6) to understand and address the conditions of the Bank on an ongoing basis, and to give advice and recommendations to commercial banking through the Board of Directors and its special committees; and</p>	<p>Article 145 Directors shall assume the following diligent duties to the Bank in accordance with the laws, administrative regulations and these Articles:</p> <p>(1) to exercise the rights conferred by the Bank in a prudent, careful and diligent manner to ensure that the commercial activities of the Bank are in line with the requirements of the laws, administrative regulations and various national economic policies and that Bank's business activities do not exceed the business scope stated in the business license;</p> <p>(2) to treat shareholders of the same class in the same way, and to fairly treat shareholders of different classes;</p> <p>(3) <u>to keep a check to have an up-to-date knowledge</u> on the business operation and management of the Bank, <u>having the right to request the senior manager to provide relevant materials of the Bank's operation and management in a comprehensive, timely and accurate manner or offer explanations on relevant issues;</u></p> <p>(4) to provide written confirmation in relation to the periodic reports and to ensure the truthfulness, accuracy and completeness of information disclosed by the Bank;</p> <p>(5) to provide true information and data to the Board of Supervisors and not to obstruct the performance of duties by the Board of Supervisors or Supervisors;</p>	<p>Amended in accordance with Article 31 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
	(7) other diligent obligation stipulated by the laws, administrative regulations, departmental rules and these Articles.	<p>(6) to understand and address the conditions of the Bank on an ongoing basis, and to give advice and recommendations to commercial banking through the Board of Directors and its special committees; and</p> <p>(7) <u>to take responsibility for the resolutions of the Board of Directors;</u></p> <p>(8) <u>to supervise the senior management's implementation of the resolutions of shareholders' general meetings and the Board of Directors;</u></p> <p>(9) <u>to actively participate in trainings organised by the Bank and regulatory authorities to have knowledge of rights and obligations of directors and relevant laws, regulations and regulatory requirements, being equipped with expertise and skills for discharging duties;</u></p> <p>(10) <u>to be responsible for the Bank and all shareholders and treat all shareholders impartially when discharging duties;</u></p> <p>(11) <u>to practise high standard of professional ethics and consider the legitimate rights and interests of stakeholders;</u></p> <p>(12) <u>to fulfill the obligations of faithfulness and diligence to the Bank, perform duties conscientiously and prudently, and ensure sufficient time and energy to discharge duties;</u></p> <p>(7)(13) other diligent obligation stipulated by the laws, administrative regulations, departmental rules and these Articles.</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
28	<p>Article 142 The directors shall attend the Board meetings earnestly and responsibly, and shall propose motions or address their opinions in an independent, professional and objective manner.</p> <p>Directors shall spend sufficient time to carry out their duties, and shall attend at least two-thirds of the Board meetings in person each year. If a director cannot attend the meeting due to certain reason, he/she may entrust another director with the same status in writing to attend on his/her behalf.</p> <p>If the director fails to attend the Board meetings either in person or entrust other directors to attend on his/her behalf two times consecutively, or attends less than two-thirds of the total number of Board meetings in person within one year, the director shall be deemed incapable of performing the duty, and the Board of Directors shall make a proposal either to the shareholders’ general meeting or employee representative meeting to dismiss such director.</p> <p>A director who fails to attend Board meetings in person and fails to appoint another director to attend on behalf shall assume the same legal liabilities of Board resolutions.</p>	<p>Article 146 The directors shall attend the Board meetings earnestly and responsibly, and shall propose motions or address their opinions in an independent, professional and objective manner.</p> <p>Directors shall spend sufficient time to carry out their duties, and shall attend at least two-thirds of the <u>on-site</u> Board meetings in person each year. If a director cannot attend the meeting due to certain reason, he/she <u>may shall</u> entrust another director with the same status in writing to attend on his/her behalf, <u>but an independent director shall not entrust a non-independent director to attend on his/her behalf.</u></p> <p>If the director fails to attend the Board meetings either in person or entrust other directors to attend on his/her behalf two times consecutively, or attends less than two-thirds of the total number of <u>on-site</u> Board meetings in person within one year, the director shall be deemed incapable of performing the duty, and the Board of Directors shall make a proposal either to the shareholders’ general meeting or employee representative meeting to dismiss such director.</p> <p>A director who fails to attend Board meetings in person and fails to appoint another director to attend on behalf shall assume the same legal liabilities of Board resolutions.</p>	<p>Amended in accordance with Article 32 of the Corporate Governance Guidelines for Banking and Insurance Institutions and Article 15 of the Measures on Assessment of the Performance of Duties of Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation).</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
29	<p>Article 143 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors.</p> <p>Where the resignation of a director during the term of office causes the number of directors on the Bank's Board of Directors to fall below the minimum quorum or affects the Bank's normal operation, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules and these Articles.</p> <p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.</p>	<p>Article 147 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors.</p> <p>Where the resignation of a director during the term of office causes the number of directors on the Bank's Board of Directors to fall below the minimum quorum <u>or two-thirds of the number stipulated in the Articles of Association of the Bank</u> or affects the Bank's normal operation, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules and these Articles.</p> <p><u>Any director shall not resign without the approval of the regulatory authority during the period when the Bank is dealing with major risks.</u></p> <p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.</p>	<p>Amended in accordance with Article 29 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
30	<p>Article 147 Independent director of the Bank means the director who does not hold any other positions in the Bank except for director, member or chairman of any special committees of the Board, and has no relationship with the Bank and its substantial shareholders that may impact on his/her independent and objective judgment. At least one independent director of the Bank shall possess the appropriate professional qualifications or appropriate accounting or relevant financial management expertise.</p> <p>Unless otherwise provided for in this section, the provisions on directors in this Chapter shall apply to independent directors.</p> <p>An independent director shall attain a high professional level and have good reputation, and shall meet the following criteria:</p> <p>(1) be qualified to serve as a director pursuant to the laws, administrative regulations, rules and relevant requirements of the relevant regulatory authorities and these Articles;</p>	<p>Article 151 Independent director of the Bank means the director who does not hold any other positions in the Bank except for director, member or chairman of any special committees of the Board, and has no relationship with the Bank and the <u>Bank's substantial shareholders, de facto controllers</u> that may impact on his/her independent and objective judgment. At least one independent director of the Bank shall possess the appropriate professional qualifications or appropriate accounting or relevant financial management expertise.</p> <p>Unless otherwise provided for in this section, the provisions on directors in this Chapter shall apply to independent directors.</p> <p>An independent director shall attain a high professional level and have good reputation, and shall meet the following criteria:</p> <p>(1) be qualified to serve as a director pursuant to the laws, administrative regulations, rules and relevant requirements of the relevant regulatory authorities and these Articles;</p>	<p>Amended in accordance with Article 33 and Article 41 of the Corporate Governance Guidelines for Banking and Insurance Institutions and Article 1 of the Guidance on Independent Directors and External Supervisors of Joint-Stock Commercial Banks.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
	(2) perform the duties and responsibilities independently, without any interference by substantial shareholders or de facto controllers of the Bank, or other entities or individuals who have a material interest in the Bank;	(2) perform the duties and responsibilities <u>in good faith</u> , independently <u>and diligently</u> , without any interference by substantial shareholders or de facto controllers, <u>senior management</u> of the Bank, or other entities or individuals who have a <u>material</u> interest in the Bank;	
	(3) have a bachelor degree or above, or senior vocational titles of relevant professions;	(3) have a bachelor degree or above, or senior vocational titles of relevant professions;	
	(4) be familiar with the relevant laws, administrative regulations, rules and regulations;	(4) be familiar with the relevant laws, administrative regulations, rules and regulations;	
	(5) have no less than 8 years’ experience in law, economics, finance, accounting or other work experience conducive to performing the duties and responsibilities of an independent director;	(5) have no less than <u>5</u> 8 years’ experience in law, economics, finance, accounting or other work experience conducive to performing the duties and responsibilities of an independent director;	
	(6) be familiar with the laws, administrative regulations and rules relevant to the operation and management of commercial banks;	(6) be familiar with the laws, administrative regulations and rules relevant to the operation and management of commercial banks;	
	(7) be able to read, understand and analyze credit reports and financial statements of commercial banks; and	(7) be able to read, understand and analyze credit reports and financial statements of commercial banks; and	
	(8) have sufficient time and energy to effectively perform the duties and undertake to duly perform the duties of good faith and diligence.	(8) have sufficient time and energy to effectively perform the duties and undertake to duly perform the duties of good faith and diligence.	

No.	Current Articles	Articles After Amendment	Basis of Amendments
31	<p>Article 149 The appointment of independent directors shall mainly follow the market principle. A list of nominated candidates for independent directors can be drawn up by the Nomination and Remuneration Committee of the Board of Directors, and shareholders individually or in aggregate holding 1% or more of the Bank's shares can nominate candidates for independent directors. A shareholder who has already nominated candidate for director shall not nominate any candidate for independent director.</p> <p>The qualification of the candidates for directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors with a focus on the independence, expertise, experience and capability. The names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of a Board resolution, written proposals shall be submitted to the shareholders' general meeting for election. The qualification of the candidates shall be verified by the banking and insurance regulatory authority of the State Council.</p> <p>An independent director shall not hold positions in more than two commercial banks at the same time.</p>	<p>Article 153 The appointment of independent directors shall mainly follow the market principle. A list of nominated candidates for independent directors can be drawn up byThe Nomination and Remuneration Committee of the Board of Directors, <u>the Board of Supervisors</u> and shareholders individually or in aggregate holding 1% or more of the Bank's <u>voting</u> shares can nominate candidates for independent directors. A shareholder <u>and his/her related party</u> who has already nominated candidate for <u>non-independent</u> director shall not nominate any candidate for independent director.</p> <p>The qualification of the candidates for directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors with a focus on the independence, expertise, experience and capability. The names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of a Board resolution, written proposals shall be submitted to the shareholders' general meeting for election. The qualification of the candidates shall be verified by the banking and insurance regulatory authority of the State Council.</p> <p>An independent director shall not hold positions in more than two commercial banks at the same time.</p>	Amended in accordance with Article 35 of the Corporate Governance Guidelines for Banking and Insurance Institutions.
32	<p>Article 150 The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of the term of office, provided that such term of office shall not be more than six years on an accumulative basis.</p>	<p>Article 154 The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of the term of office, provided that such term of office <u>the accumulated term of service of an independent director of the Bank</u> shall not be more than six years on an accumulative basis.</p>	Amended in accordance with Article 36 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
33	<p>Article 151 An independent director may resign before the term of office expires. Prior to the approval of resignation of the independent director by the Board of Directors, the independent director shall continue to carry out his/her duties.</p> <p>The resigning independent director shall submit a written resignation report to the Board of Directors, and serve a written statement on the immediately following shareholders' general meeting to specify any circumstances related to the resignation or any fact that he/she believes requires the attention of the shareholders and creditors.</p> <p>If the resignation of an independent director causes the number of independent director fall below the statutory minimum number, the resignation of the independent director shall not become effective until the vacancy so caused is filled by the successor.</p>	<p>Article 155 An independent director may resign before the term of office expires. Prior to the approval of resignation of the independent director by the Board of Directors, the independent director shall continue to carry out his/her duties, <u>other than the resignation and dismissal caused by the loss of independence.</u></p> <p>The resigning independent director shall submit a written resignation report to the Board of Directors, and serve a written statement on the immediately following shareholders' general meeting to specify any circumstances related to the resignation or any fact that he/she believes requires the attention of the shareholders and creditors.</p> <p>If the resignation of an independent director causes the number of independent director fall below the statutory minimum number, the resignation of the independent director shall not become effective until the vacancy so caused is filled by the successor.</p>	<p>Amended in accordance with Article 38 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>
34	<p>Article 152 The independent directors shall work at the Bank for no less than fifteen working days per annum. Directors appointed as responsible persons for the Audit Committee, the Related Party Transactions Control Committee and the Risk Control and Consumers' Rights Protection Committee shall work for the Bank for no less than twenty-five working days per annum.</p> <p>Independent directors may entrust other independent directors to attend the Board meetings as proxy; however, independent directors shall attend in person no less than two-thirds of the Board meetings convened during a year.</p>	<p>Article 156 The independent directors shall work at the Bank for no less than fifteen working days per annum. Directors appointed as responsible persons for the Audit Committee, the Related Party Transactions Control Committee and the Risk Control and Consumers' Rights Protection Committee shall work for the Bank for no less than twenty-five working days per annum.</p> <p>Independent directors may entrust other independent directors to attend the Board meetings as proxy; however, independent directors shall attend in person no less than two-thirds of the Board meetings convened during a year.</p>	<p>Amended in accordance with Article 14 of the Measures for the Evaluation of the Performance of Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation).</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
35	<p>Article 154 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings of the Bank, and shall in particular, address their opinions to the Board meeting on the following matters:</p> <p>(1) the legality and fairness of significant connected transactions;</p> <p>(2) the profit distribution plans;</p> <p>(3) the appointment and dismissal of senior management officers;</p> <p>(4) matters deemed by the independent directors as such that may impair the legitimate rights and interests of the depositors and minority shareholders of the Bank and other persons who have interest in the Bank;</p> <p>(5) matters deemed by the independent directors as such that may cause significant loss to the Bank;</p> <p>(6) the appointment of external auditors; and</p> <p>(7) other matters stipulated by the laws, administrative regulations, rules or these Articles.</p>	<p>Article 158 Independent directors shall give objective, impartial and independent opinions on the matters discussed considered at a shareholders' general meeting or the Board meetings of the Bank, and shall in particular, address their opinions to a shareholders' general meeting or the Board meeting on the following matters:</p> <p>(1) the legality and fairness of significant connected transactions;</p> <p>(2) the profit distribution plans;</p> <p>(3) the <u>nomination, appointment and dismissal of directors, and</u> appointment and dismissal of senior management officers;</p> <p><u>(4) remuneration of directors and senior management officers;</u></p> <p>(5) matters deemed by the independent directors as such that may significant impair the legitimate rights and interests of the Bank, depositors financial consumers and minority shareholders of the Bank and other persons who have interest in the Bank;</p> <p>(5)(6) matters deemed by the independent directors as such that may cause significant loss to the Bank;</p> <p>(6)(7) the appointment of external auditors; and the appointment or dismissal of accounting firms which regularly perform statutory audits for the Bank's financial reports; and</p> <p>(7)(8) other matters stipulated by the laws and regulations, administrative regulations regulatory requirements, rules or these Articles.</p>	Amended in accordance with Article 39 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
36	Article 161 The Board of Directors shall be composed of fifteen (15) directors.	Article 165 The Board of Directors shall be composed of 15 directors, <u>of whom 5 shall be executive directors and 10 non-executive directors (including 5 independent directors).</u>	Amended in accordance with Article 47 of the Corporate Governance Guidelines for Banking and Insurance Institutions and in combination with actual situation.
37	<p>Article 166 The Board of Directors shall perform the following duties:</p> <p>(1) convene and report at shareholders' general meetings;</p> <p>(2) implement resolutions adopted at shareholders' general meetings;</p> <p>(3) make decisions on the Bank's business plans and investment plans, formulate the Bank's operational development strategies;</p> <p>(4) formulate the Bank's annual financial budgets and accounts;</p> <p>(5) formulate the Bank's proposals on profit distribution and loss recovery plans;</p> <p>(6) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of bonds and other securities;</p>	<p>Article 170 The Board of Directors shall perform the following duties:</p> <p>(1) convene and report at shareholders' general meetings;</p> <p>(2) implement resolutions adopted at shareholders' general meetings;</p> <p>(3) make decisions on the Bank's business plans and investment plans, formulate the Bank's operational development strategies <u>and supervise the implementation of such strategies;</u></p> <p>(4) formulate the Bank's annual financial budgets and accounts;</p> <p>(5) formulate the Bank's proposals on profit distribution and loss recovery plans;</p> <p>(6) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of bonds and other securities;</p>	Amended in accordance with Article 44 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
(7)	formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division or dissolution or other change in form of the Bank;	(7) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division or dissolution or other change in form of the Bank;	
(8)	decide on matters within the scope authorized at a shareholders' general meeting, including major external investments, asset acquisition and sales, pledge of assets, external guarantee, trust management and related transactions etc.;	<u>(8) formulate capital planning of the Bank, and undertake ultimate responsibility of capital or solvency management;</u>	
(9)	decide on the establishment of the Bank's internal management departments and overseas branch office which is not a legal person;	<u>(8)(9) decide on matters within the scope authorized at a shareholders' general meeting, including major external investments, asset acquisition and sales, pledge of assets, external guarantee, trust management and related transactions etc.;</u>	
(10)	appoint or remove the Bank's president, vice president and other senior management, and determine their remunerations, rewards and punishment;	<u>in accordance with laws and regulations, regulatory requirements and the Articles of Association, to consider and approve matters, such as external investment, asset acquisitions, asset disposals and write-offs, pledge of assets, related party transactions,</u>	
(11)	formulate proposals on the remuneration and subsidies of the directors of the Bank;	<u>data governance;</u>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
(12)	formulate the basic management systems, decide on the policies on risk management, internal control and compliance of the Bank;	(9) (10) decide on the establishment of the Bank's internal management departments and overseas branch office which is not a legal person;	
(13)	formulate amendments to these Articles;	(10) (11) <u>nominate</u> , appoint or remove the Bank's president, vice president and other senior management, determine their remunerations, rewards and punishment;	
(14)	formulate the information disclosure system of the Bank, incorporate the risk management work of the Bank's information into daily operation, implement responsibility of various aspects and manage the disclosure of information of the Bank;	(11) (12) formulate proposals on the remuneration and subsidies of the directors of the Bank;	
(15)	propose at a shareholders' general meeting the engagement, replace or discontinuance of engagement of an accounting firm of the Bank;	(12) (13) formulate the basic management systems, <u>formulate the Bank's risk tolerance rate</u> , decide on the policies on risk management, internal control and compliance of the Bank, <u>and assume ultimate responsibility for overall risk management</u> ;	
(16)	supervise and evaluate the work performance of the directors and senior management officers of the Bank, listen to the president's work report and inspect the president's work;	(13) (14) formulate amendments to these Articles, <u>formulate the rules of procedure regarding the shareholders' general meeting and the rules of procedure regarding the meeting of the Board of Directors, and review and approve the working rules for each special committee of the Board of Directors</u> ;	
(17)	consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;		

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(18) formulate proposals on the sale or transfer of all or substantially all of the Bank's business or asset;</p> <p>(19) draw up share incentive and equity repurchase plans of the Bank; and decide on the measures to link employees' salaries with the operational performance of the Bank;</p> <p>(20) report to the relevant authorities of the government in accordance with the laws and regulations with respect to significant events involving operational risks and financial security as well as major decisions that are likely to lead to financial risks and financial security issues before such decisions are made;</p> <p>(21) be responsible for the management of equity affairs of the Bank, and take the ultimate responsibility for the management of equity affairs;</p>	<p>(14)(15) formulate the information disclosure system of the Bank, incorporate the risk management work of the Bank's information into daily operation, implement responsibility of various aspects and manage the disclosure of information of the Bank, <u>and take ultimate responsibility for the authenticity, accuracy, completeness, and timeliness of our accounting and financial reports;</u></p> <p>(15)(16) propose at a shareholders' general meeting the engagement, replace or discontinuance of engagement of an accounting firm <u>of the Bank for regular legal audit of the Bank's financial statements;</u></p> <p>(16)(17) supervise and evaluate the work performance of the directors and senior management officers of the Bank, listen to the president's work report and inspect the president's work;</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(22) be responsible for the protection of consumer rights, and take the ultimate responsibility for the protection of consumer rights, take the protection of consumer rights into each segment of corporate governance, incorporate the protection of consumer right into our business development strategies and corporate culture;</p> <p>(23) be responsible for anti-money laundering, and take the ultimate responsibility for the management of money laundering risks;</p> <p>(24) other rights conferred by the laws, administrative regulations, departmental rules or these Articles.</p>	<p>(18) <u>evaluate and improve corporate governance of the Bank on a regular basis;</u></p> <p>(17)(19) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;</p> <p>(18)(20) formulate proposals on the sale or transfer of all or substantially all of the Bank's business or asset;</p> <p>(19)(21) draw up share incentive and equity repurchase plans of the Bank; and decide on the measures to link employees' salaries with the operational performance of the Bank;</p> <p>(20)(22) report to the relevant authorities of the government in accordance with the laws and regulations with respect to significant events involving operational risks and financial security as well as major decisions that are likely to lead to financial risks and financial security issues before such decisions are made;</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
		<p>(21)(23) be responsible for the management of equity affairs of the Bank, and take the ultimate responsibility for the management of equity affairs;</p> <p>(24) <u>establish an identification, examination and management mechanism for conflict of interest between the Bank and shareholders, in particular substantial shareholders;</u></p> <p>(22)(25) be responsible for the protection of consumer rights, take the ultimate responsibility for the protection of consumer rights, take the protection of consumer rights into each segment of corporate governance, incorporate the protection of consumer right into our business development strategies and corporate culture and safeguard legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(23)(26) be responsible for anti-money laundering, and take the ultimate responsibility for the management of money laundering risks;</p> <p>(24)(27) other rights conferred by the laws, administrative regulations, departmental rules or these Articles.</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
		<p><u>The functions and powers of the Board of Directors shall be exercised collectively by the Board of Directors.</u></p> <p><u>The functions and powers of the Board of Directors specified in the Company Law shall not be delegated to the chairman of the Board of Directors, any director or any other body or individual. Where it is necessary to delegate certain powers to make a decision on a specific matter, such delegation shall be approved by means of Board resolutions in accordance with the laws. Each delegation shall be for one matter exclusively, and the functions and powers of the Board of Directors shall not be delegated to any other body or individual generally or permanently.</u></p>	
38	<p>Article 170 The Board of Directors shall specify the scope of investment in the overseas market, asset acquisition and sales, pledge of assets, external guarantee, trust of wealth management and related transactions and set up a stringent internal control system, formulate a comprehensive investigation and decision making process. Specialists and professionals should be organized to assess any major investment projects and seek approval at a shareholders' general meeting.</p>	<p>Article 174 The Board of Directors shall specify the scope of investment in the overseas market, <u>asset acquisition</u>, asset acquisition and sales, <u>asset disposal, write-off of assets</u>, pledge of assets, external guarantee, trust of wealth management, related transactions <u>and data governance</u> and set up a stringent internal control system, formulate a comprehensive investigation and decision making process. Specialists and professionals should be organized to assess any major investment projects and seek approval at a shareholders' general meeting.</p>	Amended in accordance with Article 44 of the Corporate Governance Guidelines for Banking and Insurance Institutions.
39	<p>Article 174 The Board meetings are divided into regular meetings and extraordinary meetings. Regular meetings shall be convened by the chairman at least once per quarter. Notices shall be sent to all directors and supervisors in writing at least fourteen days before the meeting.</p>	<p>Article 178 The Board meetings are divided into <u>regular</u> meetings and extraordinary meetings. <u>Regular</u> meetings shall be convened by the chairman <u>at least four times per year</u> at least once per quarter. Notices shall be sent to all directors and supervisors in writing at least fourteen days before the meeting.</p>	Amended in accordance with Article 49 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
40	<p>Article 175 The chairman shall convene and preside over an extraordinary Board meeting within ten days of receiving such a proposal under the following circumstances:</p> <p>(1) it is proposed by more than one-tenth of the shareholders with voting rights;</p> <p>(2) it is proposed by more than one-third of the directors;</p> <p>(3) it is proposed by more than half of the independent directors;</p> <p>(4) it is proposed by the Board of Supervisors;</p> <p>(5) it is deemed necessary by the chairman;</p> <p>(6) it is proposed by the president; and</p> <p>(7) other circumstances as stipulated by the laws, administrative regulations, departmental rules or these Articles.</p>	<p>Article 179 The chairman shall convene and preside over an extraordinary Board meeting within ten days of receiving such a proposal under the following circumstances:</p> <p>(1) it is proposed by more than one-tenth of the shareholders with voting rights;</p> <p>(2) it is proposed by more than one-third of the directors;</p> <p>(3) it is proposed by more than half of the two independent directors;</p> <p>(4) it is proposed by the Board of Supervisors;</p> <p>(5) it is deemed necessary by the chairman;</p> <p>(6) it is proposed by the president; and</p> <p>(7) other circumstances as stipulated by the laws, administrative regulations, departmental rules or these Articles.</p>	Amended in accordance with Article 49 of the Corporate Governance Guidelines for Banking and Insurance Institutions.
41	<p>Article 178 The Board meetings shall only be held when more than half of the directors attend the meeting. Resolutions adopted at the Board meetings must be approved by more than half of the directors.</p> <p>Voting at the Board meetings may be conducted by conference (including video conference) or by correspondence. Each director shall have one vote. If the dissenting votes are equal to the affirmative votes, the chairman shall have a casting vote.</p>	<p>Article 182 The Board meetings shall only be held when more than half of the directors attend the meeting. Resolutions adopted at the Board meetings must be approved by more than half of the directors.</p> <p>Voting at the Board meetings may be conducted by <u>on-site</u> conference (including video conference and <u>telephone conference</u>) or by correspondence <u>circulation of written resolution</u>. Each director shall have one vote. If the dissenting votes are equal to the affirmative votes, the chairman shall have a casting vote.</p>	Amended in accordance with Article 50 and Article 114 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
42	<p>Article 179 Directors who have connected relations with the resolutions to be discussed at the Board meetings shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have any connected relations are present. Resolutions of the Board of Directors shall be adopted by more than half of the directors without connected relations with the matter to be resolved. Where less than three directors with no connected relations with the matter are present at the Board meeting, such proposals shall be submitted to the shareholders for approval.</p>	<p>Article 183 Directors who have connected relations with the resolutions to be discussed at the Board meetings shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have any connected relations are present. Resolutions of the Board of Directors shall be adopted by more than half of the directors without connected relations with the matter to be resolved, <u>but the resolutions the Board of Directors involving significant related party transactions shall be subject to the approval at the Board of Directors shall be passed by more than two-thirds of non-related directors.</u> Where less than three directors with no connected relations with the matter are present at the Board meeting, such proposals shall be submitted to the shareholders for approval.</p>	<p>Amended in accordance with Article 45 of the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions.</p>
43	<p>Article 180 Directors shall attend meetings convened by the Board of Directors in person. If a director cannot attend the meeting due to certain reasons, he/she may appoint another director of the same class in writing to attend on behalf. The proxy form shall state the name of the proxy, the relevant matters, scope of authorization and validity period and shall be signed by the appointer or a chop shall be affixed. The director attending the meeting on other's behalf shall exercise the director's rights within the scope of authorization. If a director fails to attend the meeting convened by the Board of Directors or appoint a representative to attend the meeting, such director shall be deemed to have waived the voting right at such meeting.</p>	<p>Article 184 Directors shall attend meetings convened by the Board of Directors in person. If a director cannot attend the meeting due to certain reasons, he/she may appoint another director of the same class in writing to attend on behalf. <u>However, an independent director shall not appoint a non-independent director to vote on his or her behalf.</u> The proxy form shall state the name of the proxy, the relevant matters, scope of authorization and validity period and shall be signed by the appointer or a chop shall be affixed. The director attending the meeting on other's behalf shall exercise the director's rights within the scope of authorization. If a director fails to attend the meeting convened by the Board of Directors or appoint a representative to attend the meeting, such director shall be deemed to have waived the voting right at such meeting.</p>	<p>Amended in accordance with Article 32 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
44	<p>Article 181 The Board of Directors can convene a meeting by way of voting by correspondence, provided that all directors can fully express their opinions and the reasons for voting by correspondence have to be explained. All directors shall be provided with matters on voting by correspondence and relevant background information, as well as relevant information and details which can facilitate the directors to make decisions at least three days prior to the voting.</p>	<p>Article 185 The Board of Directors can convene a meeting by way of voting by correspondence <u>in the form of circulating written resolutions</u>, provided that all directors can fully express their opinions and the reasons for voting by correspondence <u>in the form of circulating written resolutions</u> have to be explained. All directors shall be provided with matters on voting by correspondence <u>in the form of circulating written resolutions</u> and relevant background information, as well as relevant information and details which can facilitate the directors to make decisions at least three days prior to the voting.</p>	Amended in accordance with Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions.
45	<p>Article 182 Minutes shall be taken to record the decisions of matters discussed in the meeting (except for voting by correspondence). Directors attending the meeting shall sign the minutes.</p> <p>The board meeting minutes shall be kept as the Bank's files for a period of not less than ten years.</p>	<p>Article 186 Minutes shall be taken to record the decisions of matters discussed in the meeting (except for voting by correspondence <u>in the form of circulating written resolutions</u>). Directors attending the meeting shall sign the minutes.</p> <p>The board meeting minutes shall be kept as the Bank's files for a <u>permanent</u> period of not less than ten years.</p>	Amended in accordance with Article 50 and Article 51 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
46	<p>Article 184 The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by correspondence:</p> <p>(1) proposals on change in profit distribution or dividend policies;</p> <p>(2) proposals on increase or reduction of the registered capital;</p> <p>(3) proposals on merger, division, dissolution, liquidation or other change in corporate form;</p> <p>(4) proposals on issuance of corporate bonds or listing;</p> <p>(5) proposals on repurchase of shares of the Bank;</p> <p>(6) amendments to these Articles;</p> <p>(7) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;</p> <p>(8) formulate proposals on the sale or transfer of all or substantially all of the Bank's business or asset;</p> <p>(9) appointment or dismissal of senior management officers;</p>	<p>Article 188 The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by correspondence <u>in the form of circulating written resolutions</u>:</p> <p>(1) proposals on change in profit distribution or dividend policies;</p> <p>(2) proposals on increase or reduction of the registered capital;</p> <p>(3) proposals on merger, division, dissolution, liquidation or other change in corporate form;</p> <p>(4) proposals on issuance of corporate bonds or listing;</p> <p>(5) proposals on repurchase of shares of the Bank;</p> <p>(6) amendments to these Articles;</p> <p>(7) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;</p> <p>(8) formulate proposals on the sale or transfer of all or substantially all of the Bank's business or asset;</p> <p>(9) appointment or dismissal of senior management officers;</p>	<p>Amended in accordance with Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(10) significant matters, such as major investments, plans for capitalization, plans for major asset disposal, significant changes in equity and financial restructuring, etc.; and</p> <p>(11) other matters required by the relevant laws, administrative regulations, departmental rules or these Articles, or considered significant to the Bank by more than half of all directors that shall be approved by more than two-thirds of all directors.</p>	<p>(10) significant matters, such as <u>remuneration plan</u>, major investments, plans for capitalization, plans for major asset disposal, significant changes in equity and financial restructuring, etc.; and</p> <p>(11) other matters required by the relevant laws, administrative regulations, departmental rules or these Articles, or considered significant to the Bank by more than half of all directors that shall be approved by more than two-thirds of all directors.</p>	
47	<p>Article 191 The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Control and Consumers' Rights Protection Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary. Members of each Board committee shall be comprised of no less than three director members. A person-in-charge shall be appointed to each Board committee to take charge of convening the activities of each Board committee; in principal, a person-in-charge of a Board committee may not concurrently serve as the person-in-charge of another special committee.</p>	<p>Article 195 The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Control and Consumers' Rights Protection Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary. Members of each Board committee shall be comprised of no less than three director members. A person-in-charge shall be appointed to each Board committee to take charge of convening the activities of each Board committee; in principal, a person-in-charge of a Board committee may not concurrently serve as the person-in-charge of another special committee.</p>	Amended in accordance with Article 56 of the Corporate Governance Guidelines for Banking and Insurance Institutions and in combination with actual situation.

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>Independent directors shall form the majority of the Audit Committee, the Related Party Transactions Control Committee, the Nomination and Remuneration Committee; and the person-in-charge of any such Board committee shall be independent director. Directors nominated by controlling shareholders shall not serve as a member of the Related Party Transactions Control Committee.</p> <p>Members of the Audit Committee can only be comprised of non-executive directors, and at least one of whom is an independent non-executive director with appropriate qualifications or accounting or related financial management expertise as required under the Listing Rules.</p>	<p>Independent directors shall form the majority of the Audit Committee, the Related Party Transactions Control Committee; and the Nomination and Remuneration Committee; <u>and the proportion of independent directors in the Risk Control and Consumers' Rights Protection Committee and the Related Party Transactions Control Committee shall not be less than one-third in principle</u>, and the person-in-charge of any such Board committee <u>the Audit Committee, the Related Party Transactions Control Committee, and the Nomination and Remuneration Committee</u> shall be independent director. Directors nominated by controlling shareholders shall not serve as a member of the Related Party Transactions Control Committee.</p> <p>Members of the Audit Committee can only be comprised of non-executive directors, and at least one of whom is an independent non-executive director with appropriate qualifications or accounting or related financial management expertise as required under the Listing Rules.</p>	
48	<p>Article 216 The shareholder supervisor and the external supervisors shall be elected, removed and replaced at the shareholders' general meeting. The supervisors representing the employees shall be elected, removed and replaced at the employees representatives' general meeting of the Bank or through other means of democratic election. A term-of-service system is implemented for the supervisors. Each term of office is three years and the supervisors may be re-elected and re-appointed.</p>	<p>Article 220 <u>The shareholder supervisor and external supervisors shall be nominated by qualified shareholders or the Board of Supervisors, and the supervisors representing the employees shall be nominated by the Board of Supervisors and the trade union of the Bank.</u></p> <p>The shareholder supervisor and the external supervisors shall be elected, removed and replaced at the shareholders' general meeting. The supervisors representing the employees shall be elected, removed and replaced at the employees representatives' general meeting of the Bank or through other means of democratic election. A term-of-service system is implemented for the supervisors. Each term of office is three years and the supervisors may be re-elected and re-appointed.</p>	<p>Amended in accordance with Article 61 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
49	<p>Article 217</p> <p>.....</p> <p>In the event that a supervisor resigns during his/her term of office which results in the number of members of the Board of Supervisors falling below the quorum or the re-election of a supervisor fails to take place on a timely basis upon expiry of the term of office, the original supervisor shall continue to perform his/her duty as a supervisor in accordance with the laws, administrative regulations and these Articles before a new supervisor is elected and assumes office.</p> <p>.....</p>	<p>Article 221</p> <p>.....</p> <p>In the event that a supervisor resigns during his/her term of office which results in the number of members of the Board of Supervisors falling below the quorum or the re-election of a supervisor fails to take place on a timely basis upon expiry of the term of office, the original supervisor shall continue to perform his/her duty as a supervisor in accordance with the laws, administrative regulations and these Articles before a new supervisor is elected and assumes office.</p> <p>.....</p>	<p>Amended in accordance with Article 62 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>
50	<p>Newly Added Article</p>	<p><u>Article 222 Supervisors shall perform the following duties or obligations:</u></p> <p>(1) <u>present Board meetings and have the rights to query or make proposals in relation to the matters deliberated by the meetings;</u></p> <p>(2) <u>attend the meetings of the Board of Supervisors on time, to fully examine the matters resolved by the Board of Supervisors, to express their opinions independently, professionally and objectively, and to vote independently on the basis of prudent judgement;</u></p> <p>(3) <u>assume responsibility for the resolutions of the Board of Supervisors;</u></p>	<p>Amended in accordance with Article 63 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
		<p>(4) <u>actively participate in training organized by the Company and the regulatory authorities, etc., understand the rights and obligations of Supervisors, be familiar with relevant laws and regulations, and continuously possess the necessary professional knowledge and ability to perform their duties;</u></p> <p>(5) <u>to be faithful and diligent in their duties to the Bank, to perform their duties with due diligence and prudence, and to ensure that they have sufficient time and energy to perform their duties;</u></p> <p>(6) <u>actively participate in the supervisory and inspection activities organized by the Board of Supervisors, and have the right to conduct independent investigations and obtain evidence in accordance with the law, and raise issues and supervisory opinions in a factual manner.</u></p> <p>(7) <u>comply with laws and regulations, regulatory requirements and the Articles of Association.</u></p>	
51	<p>Article 223 Supervisors shall attend in person at least two-thirds of the meetings of Board of Supervisors each year. The supervisors who fail to attend the meetings in person for two consecutive times or entrust other Supervisors to attend the meetings of Board of Supervisors on behalf, or fail to attend in person at least two-thirds of the meetings of Board of Supervisors each year shall be deemed to be unable to perform their duties and the Board of Supervisors shall propose the shareholders’ general meeting or the employees representatives’ general meeting to dismiss them.</p>	<p>Article 228 Supervisors shall attend in person at least two-thirds of the <u>on-site meetings</u> of Board of Supervisors each year, <u>if a supervisor cannot attend the meetings due to any reasons, he/she shall appoint another supervisor in writing to attend on his/her behalf.</u> The supervisors who fail to attend the meetings in person for two consecutive times or entrust other Supervisors to attend the meetings of Board of Supervisors on behalf, or fail to attend in person at least two-thirds of the <u>on-site</u> meetings of Board of Supervisors each year shall be deemed to be unable to perform their duties and the Board of Supervisors shall propose the shareholders’ general meeting or the employees representatives’ general meeting to dismiss them.</p>	<p>Amended in accordance with Article 64 of the Corporate Governance Guidelines for Banking and Insurance Institutions and Article 15 of the Measures for the Evaluation of the Performance of Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation).</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
52	<p>Article 225 Supervisors may attend board meetings, meetings of special committees of the Board and meetings of senior management officers as non-voting attendees and have the rights to query or make proposals in relation to the matters deliberated by the meetings.</p>	<p>Deleted and merged into Article 222.</p>	<p>Included in Article 222.</p>
53	<p>Article 228 An external supervisor of the Bank refers to a supervisor of the Bank who holds no post in the Bank except for the supervisor post and has no relation with the Bank or any of its principal shareholders which may affect his/her independent and objective judgment.</p> <p>.....</p>	<p>Article 232 An external supervisor of the Bank refers to a supervisor of the Bank who holds no post in the Bank except for the supervisor post and has no relation with the Bank or any of its principal shareholders <u>and de facto controller</u> which may affect his/her independent and objective judgment.</p> <p>.....</p>	<p>Amended in accordance with Article 66 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>
54	<p>Article 233 The Bank shall have a Board of Supervisors. The Board of Supervisors shall be the internal supervisory body of the Bank and shall be accountable to the shareholders' general meeting. The Board of Supervisors of the Bank shall be composed of nine supervisors. The Board of Supervisors shall have a chairman and a vice chairman. The appointment and removal of the chairman and the vice chairman shall be adopted in the voting by more than two-thirds of the members of the Board of Supervisors. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform such duties, the meeting may be convened and presided over by the vice chairman. If the vice chairman is unable or fails to perform such duties, a supervisor elected by more than half of all the supervisors shall perform such duties.</p>	<p>Article 237 The Bank shall have a Board of Supervisors. The Board of Supervisors shall be the internal supervisory body of the Bank and shall be accountable to the shareholders' general meeting. The Board of Supervisors of the Bank shall be composed of nine supervisors, <u>including three shareholder supervisors, three external supervisors, and three employee supervisors.</u> The Board of Supervisors shall have a chairman and <u>may have</u> a vice chairman. The appointment and removal of the chairman and the vice chairman shall be adopted in the voting by <u>more than half</u> two-thirds of the members of the Board of Supervisors. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform such duties, the meeting may be convened and presided over by the vice chairman. If the vice chairman is unable or fails to perform such duties, a supervisor elected by more than half of all the supervisors shall perform such duties.</p>	<p>Amended in accordance with Article 67 and Article 68 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
55	<p>Article 235 The Board of Supervisors of the Bank shall focus on the following matters:</p> <p>(1) to supervise the Board of Directors in establishing sound operational philosophy and value standards and formulating development strategies in line with the actual conditions of the Bank;</p> <p>(2) to regularly evaluate the effectiveness, rationality and efficiency of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>(3) to inspect and supervise the operating decision, risk management and internal control of the Bank, and supervise the rectification;</p> <p>(4) to supervise the election procedure for directors;</p> <p>(5) to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management officers;</p>	<p>Article 239 The Board of Supervisors of the Bank shall focus on the following matters:</p> <p>(1) to supervise the Board of Directors in establishing sound operational philosophy and value standards and formulating development strategies in line with the actual conditions of the Bank;</p> <p>(2) to regularly evaluate the effectiveness, rationality and <u>stability</u> efficiency of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>(3) to inspect and supervise the <u>work performance, financial activities, internal control, risk management, etc. of the Board of Directors and members of senior management</u> operating decision, risk management and internal control of the Bank, and supervise the rectification;</p> <p>(4) to supervise the election procedure for directors;</p> <p>(5) to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management officers;</p>	Amended in accordance with Article 65 of the Corporate Governance Guidelines for Banking and Insurance Institutions and Article 12 of the Guidelines on the Board of Supervisors of Commercial Banks.

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(6) to supervise the remuneration management system and policy of the Bank and the formulation and implementation of the remuneration plan of senior management officers; and</p> <p>(7) to regularly communicate with the banking and insurance regulatory authority of the State Council.</p>	<p>(6) to supervise the <u>implementation of the</u> remuneration management system and <u>policy</u> of the Bank and the <u>scientificity and reasonability</u> formulation and implementation of the remuneration plan of senior management officers; and</p> <p>(7) to regularly communicate with the banking and insurance regulatory authority of the State Council;</p> <p><u>(8) other matters stipulated by laws and regulations, regulatory requirements and the Articles of Association.</u></p>	
56	<p>Article 242 Meetings of the Board of Supervisors shall include regular meetings of the Board of Supervisors and provisional meetings of the Board of Supervisors. The regular meeting of the Board of Supervisors shall hold meeting at least once every quarter and shall be convened by the chairman of the Board of Supervisors.</p> <p>The office of the Board of Supervisors shall send the written notice of a meeting to all the supervisors by hand delivery, fax, email or other means ten days and five days before a regular meeting or a provisional meeting of the Board of Supervisors respectively.</p> <p>.....</p>	<p>Article 246 Meetings of the Board of Supervisors shall include <u>regular</u> meetings of the Board of Supervisors and provisional meetings of the Board of Supervisors. The <u>regular</u> meeting of the Board of Supervisors shall hold meeting at least once <u>four times annually</u> every quarter and shall be convened by the chairman of the Board of Supervisors. <u>Any supervisor may propose to hold a provisional meeting of the Board of Supervisors.</u></p> <p>The office of the Board of Supervisors shall send the written notice of a meeting to all the supervisors by hand delivery, fax, email or other means ten days and five days before a <u>regular</u> meeting or a provisional meeting of the Board of Supervisors respectively.</p> <p>.....</p>	Amended in accordance with Article 70 of the Corporate Governance Guidelines for Banking and Insurance Institutions.

No.	Current Articles	Articles After Amendment	Basis of Amendments
57	<p>Article 247 The meeting of the Board of Supervisors shall be held only upon the presence of more than half of the supervisors. Voting of resolutions at a meeting of the Board of Supervisors shall adopt the following methods: voting by a show of hands and the voting by poll or written communication. Each supervisor attending the meeting shall have one vote. Resolutions proposed by the Board of Supervisors shall be approved by more than two-thirds of the members of the Board of Supervisors.</p>	<p>Article 251 The meeting of the Board of Supervisors shall be held only upon the presence of more than half of the supervisors. Voting of resolutions at a meeting of the Board of Supervisors shall adopt the following methods: voting by a show of hands and the voting by poll or written communication <u>may be conducted by on-site conference (including video conference and telephone conference) or in the form of circulating written resolutions.</u> Each supervisor attending the meeting shall have one vote. Resolutions proposed by the Board of Supervisors shall <u>must</u> be approved by two-thirds <u>more than half</u> of the members of the Board of Supervisors.</p>	<p>Amended in accordance with Article 70 of the Corporate Governance Guidelines for Banking and Insurance Institutions and in combination with actual situation.</p>
58	<p>Article 248 The meeting of the Board of Supervisors can adopt resolutions by way of voting through written communication provided that the supervisors are guaranteed to be informed and fully express their opinions and such resolution shall be signed by the participating supervisors.</p>	<p>Article 252 The meeting of the Board of Supervisors can adopt resolutions by way of voting through <u>circulating written resolution</u> communication provided that the supervisors are guaranteed to be informed and fully express their opinions and such resolution shall be signed by the participating supervisors.</p>	<p>Amended in accordance with Article 70 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>
59	<p>Article 250 Minutes shall be prepared for the matters put to the meetings of the Board of Supervisors for consideration, on which the supervisors present at the meetings and the person taking minutes shall sign. The supervisor is entitled to request that an explanatory note to his speeches made at the meetings be noted in the minutes. The minutes of a meeting of the Board of Supervisors shall be kept as archives of the Bank for at least ten years.</p>	<p>Article 254 Minutes shall be prepared for the matters put to the meetings of the Board of Supervisors for consideration, on which the supervisors present at the meetings and the person taking minutes shall sign. The supervisor is entitled to request that an explanatory note to his speeches made at the meetings be noted in the minutes. The minutes of a meeting of the Board of Supervisors shall be kept as archives of the Bank <u>for a permanent period</u> for at least ten years.</p>	<p>Amended in accordance with Article 71 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>
60	<p>Article 282 Payments made by shareholders in advance of calls on any shares shall carry interest. However, shareholders shall not have any right to receive dividends declared thereafter in relation to any such payment made in advance.</p>	<p>(Deleted)</p>	<p>With effect from 1 January 2022, Rule 3(1) of Appendix III to the former Listing Rules has been repealed.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
61	<p>Article 284 For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the premises of abiding by the relevant PRC laws and regulations, but that power shall not be exercised until the applicable limitations period applicable to claim of such dividends expires.</p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas-listed foreign shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.</p> <p>The Bank has the right to sell the shares of the shareholders of overseas-listed foreign shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(1) The Bank has distributed dividends on such shares at least three times in a period of twelve years and the dividends are not claimed by anyone during that period; and</p> <p>(2) After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the stock exchange of the jurisdiction in which the Bank's shares are listed.</p>	<p>Article 287 For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the premises of abiding by the relevant PRC laws and regulations, but that power shall not be exercised until the applicable limitations period applicable to claim of such dividends expires.</p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas-listed foreign shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.</p> <p>The Bank has the right to sell the shares of the shareholders of overseas-listed foreign shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(1) The Bank has distributed dividends on such shares at least three times in a period of twelve years and the dividends are not claimed by anyone during that period; and</p> <p>(2) After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the stock exchange of the jurisdiction in which the Bank's shares are listed.</p>	<p>With effect from 1 January 2022, Rule 13 of Appendix III to the former Listing Rules has been repealed.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
62	<p>Article 285 After the resolution on the profit distribution proposal is made, the Board of Directors of the Bank shall, within two (2) months after the shareholders' general meeting, complete the distribution of the dividend (or shares), subject to the approval of the banking and insurance regulatory authority of the State Council.</p>	<p>Article 288 <u>When formulating a prudent profit distribution plan, the Bank shall take into account its operating conditions, risk profile, capital planning, market environment and other factors, and balance the relationship between cash dividends and capital replenishment.</u> After the resolution on the profit distribution proposal is made, the Board of Directors of the Bank shall, within two (2) months after the shareholders' general meeting, complete the distribution of the dividend (or shares), subject to the approval of the banking and insurance regulatory authority of the State Council.</p>	<p>Amended in accordance with Article 6 of the Corporate Governance Guidelines for Banking and Insurance Institutions and Article 35 of the Measures for the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions (for Trial Implementation).</p>
63	<p>Article 286 The profit distribution policy of the Bank shall emphasize the reasonable investment return to the shareholders and be in the interest of the Bank's long-term development. The Bank may distribute profits via bonus issue, payment of cash dividend and so on.</p>	<p>Article 289 The profit distribution policy of the Bank shall <u>be carefully formulated based on factors such as</u> emphasize the reasonable investment return to the shareholders, <u>the Bank's risk resistance capacity</u> and be in the interest of the Bank's long-term development. The Bank may distribute profits via bonus issue, payment of cash dividend and so on.</p>	<p>Amended in accordance with Article 6 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>
64	<p>Article 326 Interpretation</p>	<p>Article 329 Interpretation</p>	<p>Amended in accordance with Article 3 of the Measures for the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions (for Trial Implementation) and Article 114 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p>

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>.....</p> <p>(3) Substantial shareholders refer to shareholders who hold or control more than 5% shares or voting rights of the Bank, or who hold less than 5% of the total number of shares but has significant influence on the operation and management of the Bank.</p> <p>“Material influence” mentioned above includes but is not limited to designating directors, supervisors or senior management officers to the Bank, exerting influence on the Bank’s decisions on financial affairs and operation management through agreements or other means, and other scenarios determined by the banking and insurance regulatory authority of the State Council.</p> <p>(4) Ultimate beneficiaries refer to those persons who are actually entitled to the return on equity interest of commercial banks.</p>	<p>.....</p> <p><u>(3) Major shareholders refer to shareholders of the Bank who meet any of the following conditions:</u></p> <p><u>(i) holding more than 10% of shares of the Bank;</u></p> <p><u>(ii) actually the largest shareholder of the Bank, and holding not less than 5% of shares of the Bank (including shareholders holding the same amount of shares);</u></p> <p><u>(iii) nominating two or more directors;</u></p> <p><u>(iv) a shareholder is deemed to have a controlling impact on the operation and management of the Bank by the Board of Directors of the Bank;</u></p> <p><u>(v) other circumstances determined by the banking and insurance supervision and administration authorities under the State Council.</u></p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(5) Connected relation means the relation between the controlling shareholder, actual controller, directors, supervisors, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as connected relation merely because they are both controlled by the State.</p> <p>(6) Non-standard audit opinions mean other audit reports other than standard audit reports, including audit reports with an emphasis of matter but without qualification and audit reports with non-qualified opinions. Audit reports with non-qualified opinions include audit reports with qualified opinions, audit reports with adverse opinions and audit reports with disclaimer of opinion.</p>	<p><u>The shareholding ratios of a shareholder, its related parties, and persons acting in concert therewith shall be combined for calculation. If the combined shareholding ratio meets the above requirements, the relevant shareholders shall be treated as major shareholders for management.</u></p> <p>(3)(4) Substantial shareholders refer to shareholders who hold or control more than 5% shares or voting rights of the Bank, or who hold less than 5% of the total number of shares but has significant influence on the operation and management of the Bank.</p> <p>“Material influence” mentioned above includes but is not limited to <u>nominating or dispatching</u> designating directors, supervisors or senior management officers to the Bank, exerting influence on the Bank’s decisions on financial affairs and operation management through agreements or other means, and other scenarios determined by the banking and insurance regulatory authority of the State Council.</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
	<p>(7) Cumulative voting system means at the shareholders' general meeting where director(s) or supervisor(s) is/are elected, each share shall have the same number of voting rights as the number of director(s) or supervisor(s) to be elected. Shareholders' voting rights may be exercised collectively.</p> <p>(8) The banking and insurance regulatory authority of the State Council means the China Banking and Insurance Regulatory Commission or its local offices.</p>	<p>The shareholding ratio of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis.</p> <p>(4)<u>(5)</u> Ultimate beneficiaries refer to those persons who are actually entitled to the return on equity interest of commercial banks.</p> <p>(5)<u>(6)</u> Connected relation means the relation between the controlling shareholder, actual controller, directors, supervisors, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as connected relation merely because they are both controlled by the State.</p> <p>(6)<u>(7)</u> Non-standard audit opinions mean other audit reports other than standard audit reports, including audit reports with an emphasis of matter but without qualification and audit reports with non-qualified opinions. Audit reports with non-qualified opinions include audit reports with qualified opinions, audit reports with adverse opinions and audit reports with disclaimer of opinion.</p>	

No.	Current Articles	Articles After Amendment	Basis of Amendments
		<p>(7)(8) Cumulative voting system means at the shareholders' general meeting where director(s) or supervisor(s) is/are elected, each share shall have the same number of voting rights as the number of director(s) or supervisor(s) to be elected. Shareholders' voting rights may be exercised collectively.</p> <p>(8)(9) The banking and insurance regulatory authority of the State Council means the China Banking and Insurance Regulatory Commission or its local offices.</p> <p>(10) <u>The term "on-site meeting" in these Articles refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants; the term "circulation of written resolution" refers to a meeting at which resolutions are made by means of separate delivery of deliberations or circulation of deliberations.</u></p>	
65	Article 330 References to "accounting firm" in these Articles shall bear the same meaning as the "auditor" under the Listing Rules.	Article 333 References to "accounting firm" in these Articles shall bear the same meaning as the "auditor" under the Listing Rules, <u>and specifically refers to the accounting firm that provides regular statutory audit on financial reports of the Bank.</u>	Amended in combination with the actual situation.
66	Article 332 After approval by the banking and insurance regulatory authority of the State Council and after consideration and approval by the shareholders' general meeting, these Articles of Association shall become effective from the trading date of the H-shares of the Bank publicly offered on the Hong Kong Stock Exchange.	Article 335 These Articles of Association shall become effective after approval by the banking and insurance regulatory authority of the State Council and after consideration and approval by the shareholders' general meeting. these Articles of Association shall become effective from the trading date of the H-shares of the Bank publicly offered on the Hong Kong Stock Exchange.	Amended in combination with the actual situation.
Note:	The order of numberings and indices used in this document are modified as necessary in correspondence with the additions and deletions articles.		

Existing Provisions	Amended Provisions	Basis of Amendment
<p>Article 5 There are two types of shareholders’ general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six (6) months after the previous financial year end. The extraordinary general meeting shall be held on a non-regular basis. An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the circumstances as stipulated in Article 100 of the Company Law and Article 75 of the Articles of Association which so require.</p> <p>When a shareholders’ general meeting is being held, the Bank shall engage lawyers to give legal opinions as to the matters set out below:</p> <p>(1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules, the Procedures and the Articles of Association;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) whether the voting procedures and voting outcome of the shareholders’ general meeting are legal and valid;</p> <p>(4) legal opinions on other relevant issues as requested by the Bank.</p>	<p>Article 5 There are two types of shareholders’ general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six (6) months after the previous financial year end. The extraordinary general meeting shall be held on a non-regular basis. An extraordinary general meeting shall be convened by the Bank within two months from the date of occurrence of any of the circumstances as stipulated in Article 100 of the Company Law and Article 7579 of the Articles of Association which so require.</p> <p>When a shareholders’ general meeting is being held, the Bank shall engage lawyers to witness and give legal opinions as to the matters set out below:</p> <p>(1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules, the Procedures and the Articles of Association;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) whether the voting procedures and voting outcome of the shareholders’ general meeting are legal and valid;</p> <p>(4) legal opinions on other relevant issues as requested by the Bank.</p>	<p>Amendment according to the actual work</p>

APPENDIX II

**PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR SHAREHOLDERS’ GENERAL MEETINGS**

Existing Provisions	Amended Provisions	Basis of Amendment
<p>Article 6 During the period when the borrowings of shareholders, in particular substantial shareholders, obtained from the Bank are overdue, their voting rights at the shareholders’ general meeting shall be constrained.</p> <p>.....</p> <p>For any shareholder of the Bank or their controlling shareholder, actual controller, connected parties, persons acting in concert, ultimate beneficiaries, etc. who cause the Bank to violate the principle of prudent operation due to the following circumstances, the banking and insurance regulatory authority of the State Council may order the transfer of equity interests by the controlling shareholder of the Bank in accordance with Article 37 of the Law of the People’s Republic of China on Banking Regulation and constrain the relevant rights entitled by such shareholder to participate in operation management, including his right to request for convening a shareholders’ general meeting, his/her voting right, nomination right, right to propose a resolution and disposal right:</p> <p>(I) false or untruthful capital contribution, withdrawal or evasion of capital contribution, or withdrawal or evasion of capital contribution in disguised form;</p> <p>(II) investing in the Bank with entrusted funds, debt funds or other non-self-owned funds which is in violation of the Rules;</p> <p>(III) holding entrusted equity which is in violation of the Rules;</p> <p>(IV) failing to report as required;</p> <p>(V) refusing to provide materials or providing false materials to the Bank or the banking and insurance regulatory authority of the State Council, concealing material information or delay in provision of relevant materials;</p>	<p>Article 6 During the period when the borrowings of shareholders, in particular substantial shareholders, obtained from the Bank are overdue, their voting rights at the shareholders’ general meeting shall be constrained.</p> <p>.....</p> <p>For any shareholder of the Bank or their controlling shareholder, actual controller, connected parties, persons acting in concert, ultimate beneficiaries, etc. who cause the Bank to violate the principle of prudent operation due to the following circumstances, the banking and insurance regulatory authority of the State Council may order the transfer of equity interests by the controlling shareholder of the Bank in accordance with Article 37 of the Law of the People’s Republic of China on Banking Regulation and constrain the relevant rights entitled by such shareholder to participate in operation management, including his right to request for convening a shareholders’ general meeting, his/her voting right, nomination right, right to propose a resolution and disposal right:</p> <p>(I) false or untruthful capital contribution, withdrawal or evasion of capital contribution, or withdrawal or evasion of capital contribution in disguised form;</p> <p>(II) investing in the Bank with entrusted funds, debt funds or other non-self-owned funds which is in violation of the Rules;</p> <p>(III) holding entrusted equity which is in violation of the Rules;</p> <p>(IV) failing to report as required;</p> <p>(V) refusing to provide materials or providing false materials to the Bank or the banking and insurance regulatory authority of the State Council, concealing material information or delay in provision of relevant materials;</p>	<p>Amendment pursuant to Article 1 of the Rules of Procedure for Shareholders’ General Meeting</p>

APPENDIX II**PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing Provisions	Amended Provisions	Basis of Amendment
(5) contain disclosure of the nature and extent, if any, of the material interests of any director, supervisor and senior management in the matters to be discussed; and explanation of the difference if the effect which the matters to be discussed will have on such director, supervisor and senior management in their capacity as shareholders in so far as it is different from the effect on the shareholders of the same class;	(5) contain disclosure of the nature and extent, if any, of the material interests of any director, supervisor and senior management in the matters to be discussed; and explanation of the difference if the effect which the matters to be discussed will have on such director, supervisor and senior management in their capacity as shareholders in so far as it is different from the effect on the shareholders of the same class;	
(6) contain the full text of any special resolution proposed to be adopted at the meetings;	(6) contain the full text of any special resolution proposed to be adopted at the meetings;	
(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meetings on his behalf and that a proxy does not need to be a shareholder of the Bank;	(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meetings on his behalf and that a proxy does not need to be a shareholder of the Bank;	
(8) specify the record date of shares for shareholders who are entitled to attend the general meetings;	(8) specify the record date of shares for shareholders who are entitled to attend the general meetings;	
(9) specify the delivery time and place for power of attorney for the relevant meetings; and	(9) specify the delivery time and place for power of attorney for the relevant meetings; and	
(10) name and telephone number of the contact person(s);	(10) name and telephone number of the contact person(s);	
(11) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules, the Listing Rules and the Articles of Association.	(11) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules, the Listing Rules and the Articles of Association.	

APPENDIX II

**PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR SHAREHOLDERS’ GENERAL MEETINGS**

Existing Provisions	Amended Provisions	Basis of Amendment
<p>Article 12 Shareholders individually or in aggregate holding 10% or more of the Bank’s voting shares have the right to request in writing the Board of Directors to convene an extraordinary Shareholders’ general meeting or a class shareholder meeting. The Board of Directors shall grant feedback in writing of whether to convene the extraordinary shareholders’ general meeting or class shareholder meeting within ten days from the receiving date of such request in accordance with the laws, administrative regulations and Articles of Association. The shareholding of the above shareholders is based on their shareholdings on the date when such request is proposed in writing.</p>	<p>Article 12 Shareholders individually or in aggregate holding 10% or more of the Bank’s voting shares have the right to request in writing the Board of Directors to convene an extraordinary Shareholders’ general meeting or a class shareholder meeting. The Board of Directors shall grant feedback in writing of whether to convene the extraordinary shareholders’ general meeting or class shareholder meeting within ten days from the receiving date of such request in accordance with the laws, administrative regulations and the Articles of Association. The shareholding of the above shareholders is based on their shareholdings on the date when such request is proposed in writing.</p>	<p>Amendment pursuant to Article 1 of the Rules of Procedure for Shareholders’ General Meeting</p>
<p>Article 20 The notice of a shareholders’ general meeting shall be delivered by hand or prepaid mail to all shareholders (regardless whether they have voting rights at the shareholders’ general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a shareholders’ general meeting may be in form of an announcement</p> <p>.....</p> <p>For holders of H shares, subject to the compliance with the applicable laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Bank’s shares are listed, the Articles of Association and the requirements of the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders’ general meeting by publishing the notice on the websites of the Bank and the Hong Kong Stock Exchange.</p>	<p>Article 20 The notice of a shareholders’ general meeting shall be delivered by hand or prepaid mail to all shareholders (regardless whether they have voting rights at the shareholders’ general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a shareholders’ general meeting may be in form of an announcement</p> <p>.....</p> <p>For holders of H shares, subject to the compliance with the applicable laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Bank’s shares are listed, the Articles of Association and the requirements of the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders’ general meeting by publishing the notice on the websites of the Bank and the Hong Kong Stock Exchange.</p>	<p>Amendment pursuant to Article 1 of the Rules of Procedure for Shareholders’ General Meeting</p>

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**PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR SHAREHOLDERS’ GENERAL MEETINGS**

Existing Provisions	Amended Provisions	Basis of Amendment
<p>Article 25 The Bank shall convene shareholders’ general meetings either at its domicile or at any other place specified in the notice of a shareholders’ general meeting.</p> <p>The Bank shall arrange for the venue such that a physical meeting can be held. The Bank can also make available the participation of the shareholders’ general meeting through Internet or other means given the conditions are ready for the convenience of the shareholders. Shareholders participating the shareholders’ general meeting by such means shall be regarded as present.</p> <p>Shareholders may attend and vote in person at the shareholders’ general meeting or appoint one or several persons (who is/are not necessary to be a shareholder(s)) as his/her proxy (proxies) to attend and vote on their behalf. A proxy may exercise the following powers at a shareholders’ general meeting:</p> <ol style="list-style-type: none"> (1) the same right of speech as the shareholder at the meeting; (2) the authority to demand or join other shareholders in demanding a poll; (3) the right to vote by a show of hands 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>Article 25 The Bank shall convene shareholders’ general meetings either at its domicile or at any other place specified in the notice of a shareholders’ general meeting.</p> <p>The Bank shall arrange for the venue such that a physical meeting can be held. The Bank can also make available the participation of the shareholders’ general meeting through Internet or other means given the conditions are ready for the convenience of the shareholders. Shareholders participating the shareholders’ general meeting by such means shall be regarded as present.</p> <p>Shareholders may attend and vote in person at the shareholders’ general meeting or appoint one or several persons (who is/are not necessary to be a shareholder(s)) as his/her proxy (proxies) to attend and vote on their behalf. <u>However, the proxy appointed by the Principal shareholders shall not be any person other than the shareholder itself and its related parties, persons acting in concert, directors and supervisors nominated. Principal shareholders shall not accept the entrustment of non-related parties or persons acting in concert to attend the shareholders’ general meeting.</u> A proxy may exercise the following powers at a shareholders’ general meeting:</p> <ol style="list-style-type: none"> (1) the same right of speech as the shareholder at the meeting; (2) the authority to demand or join other shareholders in demanding a poll; (3) the right to vote by a show of hands 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>Amendment according to Article 15 of the Regulations on the Supervision of the Conduct of Major Shareholders of Banking and Insurance Institutions (Trial)</p>
<p>Article 28 8 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the shareholders’ general meeting and exercise their voting rights in accordance with the relevant laws, regulations, the Listing Rules and the Articles of Association of the Bank.</p>	<p>Article 28 8 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the shareholders’ general meeting and exercise their voting rights in accordance with the relevant laws, regulations, the Listing Rules and the Articles of Association of the Bank.</p>	<p>Amendment pursuant to Article 1 of the Rules of Procedure for Shareholders’ General Meeting</p>

Existing Provisions	Amended Provisions	Basis of Amendment
<p>Article 54 The shareholders' general meeting may grant authorization to the Board of Directors by passing resolutions.</p> <p>Issues which require approval by shareholders' general meeting as stipulated by laws, administrative regulations, departmental rules, relevant regulations of the securities regulatory authorities of the places where the shares of the Bank are listed as well as the Articles shall be considered at the shareholders' general meeting in order to protect the decision-making power of the Shareholders of the Bank. Under necessary, reasonable and legal circumstances, the shareholders' general meeting may authorize the Board of Directors to determine specific issues relating to matters which shall be resolved but cannot or is unnecessary to be decided upon immediately at such shareholders' general meeting.</p> <p>An authorization to the Board of Directors by the shareholders' general meeting that falls into the scope of an ordinary resolution shall be approved by Shareholders (including their proxies) representing more than half of the voting rights present at the shareholders' general meeting. An authorization to the Board of Directors that falls into the scope of a special resolution shall be approved by shareholders (including their proxies) representing not less than two-thirds of the voting rights present at the shareholders' general meeting. The contents of the authorization shall be clear and specific.</p>	<p>Article 54 The shareholders' general meeting may grant authorization to the Board of Directors by passing resolutions.</p> <p>Issues which require approval by shareholders' general meeting as stipulated by laws, administrative regulations, departmental rules, relevant regulations of the securities regulatory authorities of the places where the shares of the Bank are listed as well as the Articles shall be considered at the shareholders' general meeting in order to protect the decision-making power of the Shareholders of the Bank. Under necessary, reasonable and legal circumstances, the shareholders' general meeting may authorize the Board of Directors to determine specific issues relating to matters which shall be resolved but cannot or is unnecessary to be decided upon immediately at such shareholders' general meeting, <u>and the contents of the authorization shall be clear and specific.</u> <u>The powers legally exercised by the shareholders' general meeting shall not be authorized to the Board of Directors, other institutions or individuals to exercise.</u></p> <p>An authorization to the Board of Directors by the shareholders' general meeting that falls into the scope of an ordinary resolution <u>that is required to be approved at a shareholders' general meeting under the Articles</u> shall be approved by Shareholders (including their proxies) representing more than half of the voting rights present at the shareholders' general meeting. An <u>authorization</u> to the Board of Directors that falls into the scope of a special resolution <u>that is required to be approved at a shareholders' general meeting under the Articles</u> shall be approved by shareholders (including their proxies) representing not less than two-thirds of the voting rights present at the shareholders' general meeting. <u>The contents of the authorization shall be clear and specific.</u></p>	<p>Amendment pursuant to Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

APPENDIX II**PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing Provisions	Amended Provisions	Basis of Amendment
<p>Article 55 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) time, location and agenda of the meetings, and name of the convener;</p> <p>(2) the presider of the meeting, and names of directors, supervisors, bank president, and other senior management attending the meeting or attending the meeting as observers;</p> <p>(3) number of shareholders and their proxies attending the meeting, total number of voting shares in their possession, and proportion in the total shares of the Bank;</p> <p>(4) examination process, highlight of speaks, and voting result for each motion;</p> <p>(5) queries opinion or recommendation of shareholders and the corresponding responses or explanation;</p> <p>(6) names of attorney, vote counter and scrutineer;</p> <p>(7) other details deemed to be included in the minutes of meeting by the Articles of Association.</p>	<p>Article 55 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) time, location and agenda of the meetings, and name of the convener;</p> <p>(2) the presider of the meeting, and names of directors, supervisors, bank president, and other senior management attending the meeting or attending the meeting as observers;</p> <p>(3) number of shareholders and their proxies attending the meeting, total number of voting shares in their possession, and proportion in the total shares of the Bank;</p> <p>(4) examination process, highlight of speaks, and voting result for each motion;</p> <p>(5) queries opinion or recommendation of shareholders and the corresponding responses or explanation;</p> <p>(6) names of attorney, vote counter and scrutineer;</p> <p>(7) other details deemed to be included in the minutes of meeting by the Articles.</p>	<p>Amendment pursuant to Article 24 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

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**PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR SHAREHOLDERS’ GENERAL MEETINGS**

Existing Provisions	Amended Provisions	Basis of Amendment
The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the presider of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding voting shall be filed and form part of the Bank’s files. The files shall be preserved for at least ten years.	The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the presider of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding voting shall be filed and form part of the Bank’s files. The files shall be preserved for at least ten years a permanent period.	
Article 58 The Bank shall implement any plans of cash distribution, issue of bonus shares or increase of share capital by capitalization of capital surplus adopted at a shareholders’ general meeting within two months after the conclusion of shareholders’ general meeting.	Article 58 The Bank shall implement any plans of cash distribution, issue of bonus shares or increase of share capital by capitalization of capital surplus adopted at a shareholders’ general meeting within two months after the conclusion of shareholders’ general meeting. <u>Such proposal shall be approved by the banking and insurance regulatory authorities of the State Council.</u>	Amendment pursuant to Article 133 of the Articles of Association

Existing Provisions	Amended Provisions	Basis of Amendment
<p>Article 62 The shareholders of a class of share that are affected, whether they originally have voting rights at former shareholders’ general meeting, shall be entitled to vote on the matters concerning sub-paragraphs (II) to (VIII), (XI) and (XII) of the preceding article at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) If the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 35 or has repurchased its own shares through public transaction on a stock exchange, “shareholders with conflicts of interests” shall mean the controlling shareholders defined in Article 326;</p> <p>(II) If the Bank has repurchased shares under an off-market agreement in accordance with Article 35, “shareholders with conflicts of interests” shall mean shareholders who are connected with the aforementioned agreement; and</p> <p>(III) Under a restructuring scheme of the Bank, “shareholders with conflicts of interests” shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>	<p>Article 62 The shareholders of a class of share that are affected, whether they originally have voting rights at former shareholders’ general meeting, shall be entitled to vote on the matters concerning sub-paragraphs (II) to (VIII), (XI) and (XII) of the preceding article at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) If the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 35 or has repurchased its own shares through public transaction on a stock exchange, “shareholders with conflicts of interests” shall mean the controlling shareholders defined in Article 326<u>329</u>;</p> <p>(II) If the Bank has repurchased shares under an off-market agreement in accordance with Article 35, “shareholders with conflicts of interests” shall mean shareholders who are connected with the aforementioned agreement; and</p> <p>(III) Under a restructuring scheme of the Bank, “shareholders with conflicts of interests” shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>	<p>Amendment according to the actual work</p>

APPENDIX II

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

Existing Provisions	Amended Provisions	Basis of Amendment
<p>Article 63 Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights according to the previous Article.</p> <p>When convening a meeting for a certain class of shareholders, the Bank shall issue a written notice in accordance with Article 86 of the Bank. Where the securities regulatory authority of the place where the Bank's shares are listed provide otherwise, such provisions shall prevail.</p>	<p>Article 63 Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights according to the previous Article.</p> <p>When convening a meeting for a certain class of shareholders, the Bank shall issue a written notice in accordance with Article 8690 of the Bank. Where the securities regulatory authority of the place where the Bank's shares are listed provide otherwise, such provisions shall prevail.</p>	<p>Amendment according to the actual work</p>
<p>Article 64 Notice of class meetings need only be served on shareholders entitled to vote thereat.</p> <p>Unless otherwise stipulated by these Articles, Class meetings shall be conducted in a manner as nearly as possible as that applicable to shareholders' general meetings. The provisions of these Rules relating to the proceedings of shareholders' general meetings shall apply to class meetings.</p>	<p>Article 64 Notice of class meetings need only be served on shareholders entitled to vote thereat.</p> <p>Unless otherwise stipulated by these the the Articles, Class meetings shall be conducted in a manner as nearly as possible as that applicable to shareholders' general meetings. The provisions of these Rules relating to the proceedings of shareholders' general meetings shall apply to class meetings.</p>	<p>Amendment pursuant to Article 1 of the Rules of Procedure for Shareholders' General Meeting</p>
<p>Article 69 The Procedures are prepared by the Board of Directors and shall become effective from the date when the H Shares of the Bank are listed and traded on the Hong Kong Stock Exchange after approval by the shareholders' general meeting. Amendment to the Procedures shall also be presented by the Board of Directors at the shareholders' general meeting for approval.</p>	<p>Article 69 The Procedures are prepared by the Board of Directors and shall become effective from the date when the H Shares of the Bank are listed and traded on the Hong Kong Stock Exchange after approval by the shareholders' general meeting. Amendment to the Procedures shall also be presented by the Board of Directors at the shareholders' general meeting for approval.</p>	<p>Amendment according to the actual work</p>

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD OF DIRECTORS OF SHENGJING BANK CO., LTD.

Existing Provisions	Amended Provisions	Basis of amendment
<p>Article 1 Purpose</p> <p>In order to clarify the authority of the Board of Directors and its members of Shengjing Bank Co., Ltd. (hereinafter referred to as the “Bank”), further regulate the rules of procedure and decision-making process of the Board of Directors of the Bank, procure the Directors and the Board of Directors to perform their duties efficiently and to improve the level of standardized operation and scientific decision of the Board of Directors, these Rules of Procedures are hereby formulated in accordance with the Company Law, the Commercial Banking Law of the People’s Republic of China, the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Corporate Governance of Commercial Banks, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) and other pertinent laws, regulations and normative documents as well as the Articles of Association of Shengjing Bank Co., Ltd.” (the “Articles”).</p>	<p>Article 1 Purpose</p> <p>In order to clarify the authority of the Board of Directors and its members of Shengjing Bank Co., Ltd. (hereinafter referred to as the “Bank”), further regulate the rules of procedure and decision-making process of the Board of Directors of the Bank, procure the Directors and the Board of Directors to perform their duties efficiently and to improve the level of standardized operation and scientific decision of the Board of Directors, these Rules of Procedures are hereby formulated in accordance with the Company Law, the Commercial Banking Law of the People’s Republic of China, the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u> the Guidelines on Corporate Governance of Commercial Banks, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) and other pertinent laws, regulations and normative documents as well as the Articles of Association of Shengjing Bank Co., Ltd.” (the “Articles”).</p>	<p>The Guidelines on the Corporate Governance of Commercial Banks has been repealed, and the basis of the formulation shall be updated according to the currently valid laws and regulations</p>

Existing Provisions	Amended Provisions	Basis of amendment
<p>Article 2 The Board of Directors The Board of Directors is a standing body for decision-making of the Bank, and shall be accountable to the shareholders' general meeting. It undertakes the ultimate responsibilities for the operation and management of the Bank and exercises its functions and powers in accordance with the laws, administrative regulations, regulations, Listing Rules, the Articles and within its functions and powers conferred by the shareholders' general meeting, so as to safeguard the legal rights of the stakeholders including the Bank, the shareholders and the depositors.</p> <p>.....</p> <p>The Board of Directors shall be responsible for performing the above duties required by corporate governance and may delegate such responsibility to one or more special committee(s).</p>	<p>Article 2 The Board of Directors The Board of Directors is a standing body for decision-making of the Bank, and shall be accountable to the shareholders' general meeting. It undertakes the ultimate responsibilities for the operation and management of the Bank and exercises its functions and powers in accordance with the laws, administrative regulations, regulations, Listing Rules, the Articles and within its functions and powers conferred by the shareholders' general meeting, so as to safeguard the legal rights of the stakeholders including the Bank, the shareholders and the depositors.</p> <p>.....</p> <p>The Board of Directors shall be responsible for performing the above duties required by corporate governance and may delegate such responsibility to one or more special committee(s).</p> <p><u>The Board of Directors shall consider the research and discussion of the Party Committee before making decisions on the major matters of the Bank.</u></p>	<p>To incorporate those amendments made in light of the actual situation</p>
<p>Article 5 Regular meeting The Board meetings are divided into regular meetings (scheduled meetings of the Board) and extraordinary meetings. Regular meetings shall be convened at least once per quarter. The Board meetings shall only be held when more than half of the directors attend the meeting.</p>	<p>Article 5 Regular meetings The Board meetings are divided into regular meetings (scheduled meetings of the Board) and extraordinary meetings. Regular meetings shall be convened at least four times every year once per quarter. The Board meetings shall only be held when more than half of the directors attend the meeting.</p>	<p>Amendments made in accordance with Article 49 of the Corporate Governance Guidelines for Banking and Insurance Institutions and in light of the actual situation</p>

Existing Provisions	Amended Provisions	Basis of amendment
<p>Article 7 Extraordinary meeting The Board of Directors shall convene an extraordinary meeting under the following circumstances:</p> <p>(1) it is proposed by more than one-tenth of the shareholders with voting rights;</p> <p>(2) it is jointly proposed by more than one-third of the directors;</p> <p>(3) it is proposed by more than half of the independent directors;</p> <p>(4) it is proposed by the Board of Supervisors;</p> <p>(5) it is deemed necessary by the chairman;</p> <p>(6) it is proposed by the president; and</p> <p>(7) In other situations specified in the laws, administrative rules, departmental rules or the Articles.</p>	<p>Article 7 Extraordinary meeting The Board of Directors shall convene an extraordinary meeting under the following circumstances:</p> <p>(1) it is proposed by more than one-tenth of the shareholders with voting rights;</p> <p>(2) it is jointly proposed by more than one-third of the directors;</p> <p>(3) it is proposed by more than half of the <u>two</u> independent directors;</p> <p>(4) it is proposed by the Board of Supervisors;</p> <p>(5) it is deemed necessary by the chairman;</p> <p>(6) it is proposed by the president; and</p> <p>(7) In other situations specified in the laws, administrative rules, departmental rules or the Articles.</p> <p><u>An extraordinary meeting of the Board of Directors shall only be held when more than half of the directors attend the meeting.</u></p>	<p>Amendments made in accordance with Article 49 and Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Existing Provisions	Amended Provisions	Basis of amendment
<p>Article 8 Board meeting proposal A board meeting proposal is a relevant proposal of a matter to be reviewed by the Board of Directors. The following persons or organizations may submit proposals to the Board of Directors:</p> <p>(1) shareholders representing more than 10% of the voting rights;</p> <p>(2) the chairman;</p> <p>(3) more than one-third of the directors jointly;</p> <p>(4) more than half of the independent directors jointly;</p> <p>(5) the special committees under the Board of Directors;</p> <p>(6) the Board of Supervisors;</p> <p>(7) the president.</p>	<p>Article 8 Board meeting proposal A board meeting proposal is a relevant proposal of a matter to be reviewed by the Board of Directors. The following persons or organizations may submit proposals to the Board of Directors:</p> <p>(1) shareholders representing more than 10% of the voting rights;</p> <p>(2) the chairman;</p> <p>(3) more than one-third of the directors jointly;</p> <p>(4) more than two half of the independent directors jointly;</p> <p>(5) the special committees under the Board of Directors;</p> <p>(6) the Board of Supervisors;</p> <p>(7) the president.</p>	<p>Amendments made in accordance with Article 49 of the Corporate Governance Guidelines for Banking and Insurance Institutions and in light of the actual situation</p>
<p>Article 15 Attendance in person and by proxy In principle, directors shall attend board meetings in person. If a director is unable to attend the board meeting due to certain reasons, he/she shall review the meeting materials in advance, form a clear opinion, and appoint another director of the same class in writing to attend as his/her proxy.</p>	<p>Article 15 Attendance in person and by proxy In principle; Directors shall attend <u>more than two-thirds of physical</u> board meetings in person <u>each year</u>. If a director is unable to attend the board meeting due to certain reasons, he/she shall review the meeting materials in advance, form a clear opinion, and appoint another director of the same class in writing to attend as his/her proxy.; <u>while independent directors shall not appoint non-independent directors to attend the meeting as his/her proxy.</u></p>	<p>Amendments made in accordance with Article 32 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Existing Provisions	Amended Provisions	Basis of amendment
<p>Article 17 Convening means of the Meeting</p> <p>The meeting of the Board of Directors may also be held on-site or by way of telecommunications. However, it shall not be convened by way of telecommunications when considering the relevant matters required under the provisions of the Articles by the Board of Directors.</p> <p>The meeting of the Board of Directors shall be held on-site (including video conference) as far as possible. The meeting of the Board of Directors can be held by way of telecommunications with the consent of the convener (the presider) or proposer, provided that all directors can be fully informed and express their opinions and the reasons for voting by correspondence have to be explained. All directors shall be provided with matters on voting by correspondence and relevant background information, as well as relevant information and details which can facilitate the directors to make decisions at least three days prior to the voting. One vote for one matter shall be adopted for voting by means of communications, and directors shall not be required to make one decision only on several matters.</p>	<p>Article 17 Convening means of the Meeting</p> <p>The meeting of the Board of Directors may also be held on-site or by way of <u>written resolutions telecommunications</u>. However, <u>the meeting of the Board of Directors which may not be held by way of written resolutions as it shall not be convened by way of telecommunications when considering the relevant matters required under the provisions of the Articles by the Board of Directors shall be convened by way of on-site meeting.</u></p> <p>The meeting of the Board of Directors shall be held on-site (including video conference) as far as possible. The meeting of the Board of Directors can be held by way of <u>written resolutions telecommunications</u> with the consent of the convener (the presider) or proposer, provided that all directors can be fully informed and express their opinions and the reasons for voting by correspondence have to be explained. All directors shall be provided with matters on voting by <u>written resolutions correspondence</u> and relevant background information, as well as relevant information and details which can facilitate the directors to make decisions at least three days prior to the voting. One vote for one matter shall be adopted for voting by means of <u>written resolutions communications</u>, and directors shall not be required to make one decision only on several matters.</p>	<p>Amendments made in accordance with Article 50 and Article 114 of the Corporate Governance Guidelines for Banking and Insurance Institutions and in light of the actual situation</p>

Existing Provisions	Amended Provisions	Basis of amendment
<p>Meetings held by telecommunications can be in the form of written resolutions, telephone conference, and voting by fax or email. It can also be conducted on-site and other methods at the same time. Written resolution refers to the form of a meeting that makes resolutions on resolutions through separate delivery or circulation of the same for consideration. Regular Board meetings shall not be convened by way of written resolutions. If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board of Directors which the Board of Directors has determined to be material, the relevant resolution shall be dealt with by a physical Board meeting rather than by written resolutions. Independent non-executive directors who have no material interest in the transaction should be present at the relevant Board meeting.</p> <p>The correspondence methods adopted in the meeting shall ensure that each director has the conditions to participate, and that the participating directors at telephone conference and video conference can hear clearly other directors’ speeches and communicate with each other, and such conference shall be recorded by audio or video. Where directors are unable to vote in writing immediately at such meetings, they shall vote orally and complete the written signature as soon as possible. Any director’s oral vote shall have the same effect as the written signature, and if the subsequent written signature is inconsistent with the oral vote, the oral vote shall prevail.</p> <p>For the resolution passed by way of telecommunications mentioned in the preceding paragraph, each of the directors shall write down their voting opinions in the form of affirmative vote, dissenting vote and abstaining from voting and sign. It shall be submitted to the Office of the Board of Directors by fax, and then delivered the original written materials of the voting to the Office of the Board of Directors by mail.</p>	<p><u>Conference on site refers to a meeting held by means of on-site, video, telephone, etc., which ensures instant communication and discussion among the attendees. Meetings held by telecommunications can be in the form of written resolutions, telephone conference, and voting by fax or email. It can also be conducted on-site and other methods at the same time.</u> Written resolution refers to the form of a meeting that makes resolutions on resolutions through separate delivery or circulation of the same for consideration. Regular Board meetings shall not be convened by way of written resolutions. If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board of Directors which the Board of Directors has determined to be material, the relevant resolution shall be dealt with by a physical Board meeting rather than by written resolutions. Independent non-executive directors who have no material interest in the transaction should be present at the relevant Board meeting.</p> <p>The correspondence methods adopted in the meeting shall ensure that each director has the conditions to participate, and that <u>The telephone conference and video conference shall ensure that each director has the conditions to participate, and that</u> the participating directors at telephone conference and video conference can hear clearly other directors’ speeches and communicate with each other, and such conference shall be recorded by audio or video. Where directors are unable to vote in writing immediately at such meetings, they shall vote orally and complete the written signature as soon as possible. Any director’s oral vote shall have the same effect as the written signature, and if the subsequent written signature is inconsistent with the oral vote, the oral vote shall prevail.</p> <p>For the resolution passed by way of telephone conference and video conference-telecommunications mentioned in the preceding paragraph, each of the directors shall write down their voting opinions in the form of affirmative vote, dissenting vote and abstaining from voting and sign. It shall be submitted to the Office of the Board of Directors by fax, and then delivered the original written materials of the voting to the Office of the Board of Directors by mail.</p>	

Existing Provisions	Amended Provisions	Basis of amendment
<p>For a meeting of the Board of Directors held through circulation of written resolutions, that is to deliver the proposal separately to, or circulated among the directors for consideration and decision, the director or other director authorized by him/her shall write out their affirmative or dissenting opinion. A proposal shall be passed as resolution of the Board of Directors once the number of directors signing affirmatively reaches the number to pass the type of resolution required for that proposal under the Procedures.</p> <p>For a meeting other than on-site meetings, the number of the Directors present is calculated according to the number of Directors present in the video, the Directors expressing opinions in the teleconference, the number of valid votes by fax, email, etc. received within the specific period, or the written confirmations submitted by the Directors after the meetings.</p>	<p>For a meeting of the Board of Directors held through circulation of written resolutions, that is to deliver the proposal separately to, or circulated among the directors for consideration and decision, the director or other director authorized by him/her shall write out their affirmative or dissenting opinion. A proposal shall be passed as resolution of the Board of Directors once the number of directors signing affirmatively reaches the number to pass the type of resolution required for that proposal under the Procedures.</p> <p>For a meeting held through telephone conference and video conference other than on-site meetings, the number of the Directors present is calculated according to the number of Directors present in the video, the Directors expressing opinions in the teleconference, the number of valid votes by fax, email, etc. received within the specific period, or the written confirmations submitted by the Directors after the meetings.</p>	
<p>Article 18 Procedures for consideration of approval of the meeting</p> <p>Unless with the unanimous consent of more than two-thirds of participating directors, the proposals not included in the meeting notice shall not be put to a vote in the Board meeting. The directors who are authorized by other directors to attend the meeting shall not vote on the proposals not included in the meeting notice on behalf of other directors.</p>	<p>Article 18 Procedures for consideration of approval of the meeting</p> <p>Unless with the unanimous consent of more than two-thirds of participating directors, the proposals not included in the meeting notice shall not be put to a vote in the Board meeting. The directors who are authorized by other directors to attend the meeting shall not vote on the proposals not included in the meeting notice on behalf of other directors.</p>	<p>To incorporate those amendments made in light of the actual situation</p>

Existing Provisions	Amended Provisions	Basis of amendment
<p>Article 21 Statistics of voting results After</p> <p>the voting of the Directors present at the Board meeting, relevant personnel of the office of the Board shall timely collect the Directors' votes, and count such votes under the supervision of one supervisor or independent Director.</p> <p>In an on-site meeting or a meeting, in the form of video or telephone conference, the presider shall announce the voting results immediately. In a meeting by way of written resolutions, the secretary to the Board shall report the statistical voting results to the Chairman or the presider of the meeting within three days upon the end of the required voting period, and notify the Directors of the voting results later. Under other circumstances, the presider shall request the secretary to the Board to notify the Directors of the voting results before the next working day upon the end of the required voting period.</p> <p>The votes by the Directors after the chairman of the meeting announces the voting result or after the end of specified time limit of voting shall not be considered for results.</p>	<p>Article 21 Statistics of voting results After</p> <p>the voting of the Directors present at the Board meeting, relevant personnel of the office of the Board shall timely collect the Directors' votes, and count such votes under the supervision of one supervisor or independent Director.</p> <p>In an on-site meeting or a meeting, in the form of video or telephone conference, the presider shall announce the voting results immediately. In a meeting by way of written resolutions, the secretary to the Board shall report the statistical voting results to the Chairman or the presider of the meeting within three days upon the end of the required voting period, and notify the Directors of the voting results later. Under other circumstances, the presider shall request the secretary to the Board to notify the Directors of the voting results before the next working day upon the end of the required voting period.</p> <p>The votes by the Directors after the chairman of the meeting announces the voting result or after the end of specified time limit of voting shall not be considered for results.</p>	<p>Amendments made in accordance with Article 114 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Existing Provisions	Amended Provisions	Basis of amendment
<p>Article 22 Formation of resolutions Except the situations specified in Article 23 of the Procedures, the consent of more than half of the directors of the Bank is required for the Board of Directors to pass a proposal and form the relevant resolutions. Where any provision of the laws, administrative regulations and the Articles stipulates that the consent of even more directors is necessary for the Board of Directors to form the resolutions, the relevant provision shall apply.</p> <p>When the Board forms a resolution on any security matter within its functions and powers in accordance with the Articles of Association of the Bank, the consents of more than half of all directors of the Bank and two-third or more of the participating directors are necessary.</p> <p>In case of any discrepancy on the contents and meanings of different resolutions, the resolution formed later shall prevail.</p>	<p>Article 22 Formation of resolutions Except the situations specified in Article 23 of the Procedures, the consent of more than half of the directors of the Bank is required for the Board of Directors to pass a proposal and form the relevant resolutions. Where any provision of the laws, administrative regulations and the Articles stipulates that the consent of even more directors is necessary for the Board of Directors to form the resolutions, the relevant provision shall apply.</p> <p>When the Board forms a resolution on any security matter within its functions and powers In accordance with the Articles of Association of the Bank, <u>If</u> the consents of more than half of all directors of the Bank and two-third or more of all the participating directors are <u>required, necessary the provisions thereof shall apply.</u></p> <p>In case of any discrepancy on the contents and meanings of different resolutions, the resolution formed later shall prevail.</p>	<p>Amendments made in accordance with Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions and in light of the actual situation of the Bank</p>

Existing Provisions	Amended Provisions	Basis of amendment
<p>Article 23 Abstaining from voting Where a director abstains from voting, the relevant board meeting may be held when over half of the non-connected directors attend the meeting. The resolution formed shall be passed by over half of the non-connected directors. If the number of non-connected directors attending the meeting is less than three, the relevant proposal shall not be voted on but shall be submitted to the general meeting for consideration.</p> <p>.....</p> <p>When the borrowings of shareholders, in particular substantial shareholders, obtained from the Bank are overdue, the voting rights of the designated Directors at the board meeting shall be constrained.</p>	<p>Article 23 Abstaining from voting</p> <p>Where a director abstains from voting, the relevant board meeting may be held when over half of the non-connected directors attend the meeting. The resolution formed shall be passed by over half of the non-connected directors. <u>Where a material connected transaction requires the approval of the board of directors, the resolutions made at the board meeting must be passed by more than two-thirds of the non-connected directors.</u> If the number of non-connected directors attending the meeting is less than three, the relevant proposal shall not be voted on but shall be submitted to the general meeting for consideration.</p> <p>.....</p> <p>When the <u>credit liabilities borrowings</u> of shareholders, in particular substantial shareholders, <u>owed to obtained from</u> the Bank are overdue, the voting rights of the designated <u>or nominated</u> Directors at the board meeting shall be constrained.</p>	<p>Amendments made in accordance with Article 45 of the Measures for the Administration of Related Party Transactions of Banking and Insurance Institutions, and Article 6 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 24 Authorisation</p> <p>The Board of Directors shall act strictly according to the authorisation by the general meeting and the Articles of Association of the Bank, and shall not make a resolution beyond its authority.</p> <p>The Board of Directors shall, in accordance with relevant laws, regulations, rules and the Articles of Association of the Bank, exercise its powers to make external investments, purchase and sale of assets, pledge of assets, external guarantees, entrusted wealth management, related party transactions and other matters, and establish strict examination and decision-making procedures. For major investment projects, the Board of Directors shall organize relevant experts and professionals to make assessments, and report matters that need to be reported to the shareholders' general meeting to the shareholders' general meeting for approval.</p>	<p>Article 24 Authorisation</p> <p>The Board of Directors shall act strictly according to the authorization by the general meeting and the Articles of Association of the Bank, and shall not make a resolution beyond its authority.</p> <p>The Board of Directors shall, in accordance with <u>relevant</u>-laws, regulations, <u>regulatory</u> rules and the Articles of Association of the Bank, <u>consider and approve matters such as external investment, purchases of assets, disposal and write-off of assets, pledged assets, related transactions, and data governance; exercise its powers to make external investments, purchase and sale of assets, pledge of assets, external guarantees, entrusted wealth management, related party transactions and other matters, and establish strict examination and decision-making procedures.</u> For major investment projects, the Board of Directors shall organize relevant experts and professionals to make assessments, and report matters that need to be reported to the shareholders' general meeting to the shareholders' general meeting for approval.</p>	<p>Amendments made in accordance with Article 44 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Existing Provisions	Amended Provisions	Basis of amendment
<p>Under necessary, reasonable and lawful circumstances, the Board of Directors may delegate part of the functions and powers of the Board of Directors to the Directors, chairman of the Board of Directors, special committees of the Board of Directors, the President and other senior management, and the contents of the authorization shall be clear and specific. The authorization of the Board of Directors to the above personnel shall be made by way of resolution.</p>	<p><u>The functions and powers of the Board of Directors shall be exercised collectively by the Board of Directors. In principle, the functions and powers of the Board of Directors specified in the Company Law shall not be delegated to the chairman of the Board of Directors, any director or any other institution or individual. Where it is necessary to delegate certain powers to decide on a specific matter, such delegation shall be approved by means of Board resolutions in accordance with the laws. Each delegation shall be for one matter exclusively, and the functions and powers of the Board of Directors shall not be delegated to any other institution or individual generally or permanently. Under necessary, reasonable and lawful circumstances, the Board of Directors may delegate part of the functions and powers of the Board of Directors to the Directors, chairman of the Board of Directors, special committees of the Board of Directors, the President and other senior management, and the contents of the authorization shall be clear and specific. The authorization of the Board of Directors to the above personnel shall be made by way of resolution.</u></p>	
<p>Article 27 Audio recordings of meetings</p> <p>Board meetings held on-site and by means of video streaming, telephone, etc. may be recorded in audio throughout the meetings as necessary.</p>	<p>Article 27 Audio recordings of meetings</p> <p>Board meetings held on-site shall and by means of video streaming, telephone, etc. may be recorded in audio throughout the meetings as necessary.</p>	<p>Amendments made in accordance with Article 51 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>
<p>Article 32 Keeping of meeting archives</p> <p>The archive of the Board meetings including notices of meeting and meeting materials, attendance book of the meeting, power of attorney for the Directors' appointment of proxies for attendance at the meeting, information of sound recording, voting paper, records of meeting endorsed by attended Directors, minutes of meeting, minutes of resolutions, etc. shall be kept by the secretary to the Board. The Board of Directors will make such minutes of meeting available for inspection at any reasonable time upon reasonable notice by any director.</p> <p>Archives of Board meetings shall be kept for more than ten years.</p>	<p>Article 32 Keeping of meeting archives</p> <p>The archive of the Board meetings including notices of meeting and meeting materials, attendance book of the meeting, power of attorney for the Directors' appointment of proxies for attendance at the meeting, information of sound recording, voting paper, records of meeting endorsed by attended Directors, minutes of meeting, minutes of resolutions, etc. shall be kept by the secretary to the Board. The Board of Directors will make such minutes of meeting available for inspection at any reasonable time upon reasonable notice by any director.</p> <p>Archives of Board meetings shall be kept <u>permanently for more than ten years</u>.</p>	<p>Amendments made in accordance with Article 51 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p>

Existing Provisions	Amended Provisions	Basis of amendment
<p>Article 33 Supplementary provisions</p> <p>Unless otherwise specified, the terms used herein shall have the same meanings as those in the Articles of Association of the Bank.</p> <p>Where any matters are not covered by the Procedures or are in conflict with any laws, administrative regulations or the Articles of Association of the Bank promulgated or amended after the Procedures become effective, such laws, administrative regulations or the Articles of Association of the Bank shall prevail.</p> <p>Except otherwise stipulated in the Procedures or implicating no different understandings in the context, the phrases such as “more than”, “not less than” and “prior to” as used in the Procedures shall also include the number or amount itself, while the phrases such as “in excess of”, “less than”, “lower than”, “other than” and “under” shall not include the number or amount itself.</p> <p>The Procedures are made by the Board of Directors and shall take effect on the date when H shares publicly issued by the Bank are traded and listed on the Hong Kong Stock Exchange, subject to the approval by the shareholders at the general meeting. Any amendment to the Procedures shall also be subject to shareholders’ approval at the general meeting as proposed by the Board of Directors.</p> <p>The Procedures shall be interpreted by the Board.</p>	<p>Article 33 Supplementary provisions</p> <p>Unless otherwise specified, the terms used herein shall have the same meanings as those in the Articles of Association of the Bank.</p> <p>Where any matters are not covered by the Procedures or are in conflict with any laws, administrative regulations or the Articles of Association of the Bank promulgated or amended after the Procedures become effective, such laws, administrative regulations or the Articles of Association of the Bank shall prevail.</p> <p>Except otherwise stipulated in the Procedures or implicating no different understandings in the context, the phrases such as “more than”; and “not less than” and “prior to” as used in the Procedures shall also include the number or amount itself, while the phrases such as “in excess of”; and “less than”, “lower than”, “other than” and “under” shall not include the number or amount itself.</p> <p>The Procedures are made by the Board of Directors and shall take effect on the date of when H shares publicly issued by the Bank are traded and listed on the Hong Kong Stock Exchange, subject to the approval by the shareholders at the general meeting. Any amendment to the Procedures shall also be subject to shareholders’ approval at the general meeting as proposed by the Board of Directors.</p> <p>The Procedures shall be interpreted by the Board.</p>	<p>To incorporate those amendments made in light of the actual situation</p>

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURE OF THE
BOARD OF SUPERVISORS OF SHENGJING BANK CO., LTD.

Existing Provisions	Amended Provisions	Basis of Amendments
<p>Article 1 Purpose</p> <p>In order to further regulate the rules of procedure and voting process of the Board of Supervisors of the Bank, procure the Board of Supervisors to execute their supervisory duties efficiently and to improve the corporate governance structure of the Bank, the Rules are hereby formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Corporate Governance of Commercial Banks, the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and pertinent regulations, as well as the Articles of Association of Shengjing Bank Co., Ltd.” (the “Articles”).</p>	<p>Article 1 Purpose</p> <p>In order to further regulate the rules of procedure and voting process of the Board of Supervisors of the Bank, procure the Board of Supervisors to execute their supervisory duties efficiently and to improve the corporate governance structure of the Bank, the Rules are hereby formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Corporate Governance of Commercial Banks, the Corporate Governance Guidelines for Banking and Insurance Institutions the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and pertinent regulations, as well as the Articles of Association of Shengjing Bank Co., Ltd.” (the “Articles”).</p>	<p>The Guidelines on the Work of the Board of Supervisors of Commercial Banks are no longer valid and have been updated in accordance with the currently effective laws and regulations.</p>
<p>Newly Added Article</p>	<p>Article 2 Board of Supervisors</p> <p>The Board of Supervisors shall be the internal supervisory body of the Bank and shall be accountable to the shareholders’ general meeting.</p>	<p>In accordance with Article 237 of the Articles of Associations of the Bank: The Bank shall have a Board of Supervisors. The Board of Supervisors shall be the internal supervisory body of the Bank and shall be accountable to the shareholders’ general meeting.</p>

Existing Provisions	Amended Provisions	Basis of Amendments
<p>Newly Added Article</p>	<p>Article 3 Special Committees of the Board of Supervisors</p> <p>Special committees (namely the Supervision Committee and the Nomination Committee) are set up under the Board of Supervisors. Each special committee shall be accountable to the Board of Supervisors and shall perform its tasks according to the Articles and the Rules.</p>	<p>In accordance with Article 252 of the Articles of Associations of the Bank: Special committees (namely the Supervision Committee and the Nomination Committee) are set up under the Board of Supervisors. Each special committee shall be accountable to the Board of Supervisors and shall perform its tasks according to the Articles and the Rules.</p>
<p>Article 2 Office of the Board of Supervisors</p> <p>The Board of Supervisors shall establish the office of the Board of Supervisors as its working organ with full-time staff to handle the daily affairs of the Board of Supervisors and to keep the seal of the Board of Supervisors. The staff employed by the office of the Board of Supervisors shall possess relevant professional knowledge to sufficiently ensure the performance of the supervisory functions of the Board of Supervisors. The chairman of the Board of Supervisors may request the relevant departments and personnel of the Bank to assist him/her in the daily affairs of the Board of Supervisors.</p>	<p>Article 24 Office of the Board of Supervisors</p> <p>The Board of Supervisors shall establish the office of the Board of Supervisors as its working organ with full-time staff to handle the daily affairs of the Board of Supervisors and to keep the seal of the Board of Supervisors. The staff employed by the office of the Board of Supervisors shall possess relevant professional knowledge to sufficiently ensure the performance of the supervisory functions of the Board of Supervisors. The chairman of the Board of Supervisors may request the relevant departments and personnel of the Bank to assist him/her in the daily affairs of the Board of Supervisors.</p>	<p>The supervision office is responsible for the management of the seal of the Board of Supervisors in accordance with the Regulations on the Management of the Seal of Shengjing Bank Co., Ltd.</p>

Existing Provisions	Amended Provisions	Basis of Amendments
<p>Article 3 Meetings of the Board of Supervisors</p> <p>Meetings of the Board of Supervisors shall include regular meetings (periodic meetings) and provisional meetings. The Board of Supervisors shall hold regular meetings at least once every quarter. The Board of Supervisors shall convene a provisional meeting within ten days under one of the following circumstances:</p> <p>(1) the chairman of the Board of Supervisors considers it necessary or when more than one third of the Supervisors propose to do so or when all external supervisors agree to do so unanimously;</p> <p>(2) if a resolution in violation of laws, rules and regulations, the provisions and requirements of the regulatory departments, the Articles, the resolutions of general meeting of the Bank or other relevant provisions is passed at a general meeting or at a board meeting;</p> <p>(3) if the misconduct of a director and a senior management may cause material damage to the Bank or may have adverse impact on the market;</p> <p>(4) if a shareholder commences a legal action against the Bank, a director, a supervisor or a senior management;</p> <p>(5) if the Bank, a director, a supervisor or a senior management is penalized by the securities regulatory authorities or is publicly censured by the Stock Exchange;</p> <p>(6) if it is convened as required by the securities regulatory authorities;</p> <p>(7) other circumstances as specified in the Articles.</p>	<p>Article 35 Meetings of the Board of Supervisors</p> <p>Meetings of the Board of Supervisors shall include regular meetings (periodic meetings) and provisional meetings. The Board of Supervisors shall hold regular meetings at least once four times annually every quarter. The Board of Supervisors shall convene a provisional meeting within ten days under one of the following circumstances:</p> <p>(1) the chairman of the Board of Supervisors considers it necessary or when more than one third of the Supervisors propose to do so or when all external supervisors agree to do so unanimously;</p> <p>(2) if a resolution in violation of laws, rules and regulations, the provisions and requirements of the regulatory departments, the Articles, the resolutions of general meeting of the Bank or other relevant provisions is passed at a general meeting or at a board meeting;</p> <p>(3) if the misconduct of a director, a supervisor and a senior management may cause material damage to the Bank or may have adverse impact on the market;</p> <p>(4) if a shareholder commences a legal action against the Bank, a director, a supervisor or a senior management;</p> <p>(5) if the Bank, a director, a supervisor or a senior management is penalized by the securities regulatory authorities or is publicly censured by the Stock Exchange;</p> <p>(6) if it is convened as required by the securities regulatory authorities;</p> <p>(7) other circumstances as specified in laws and regulations or the Articles.</p>	<p>In accordance with Article 70 of the Corporate Governance Guidelines for Banking and Insurance Institutions, the Board of Supervisors shall hold regular meetings at least four times annually. The supervisor may propose to convene a provisional meeting of the Board of Supervisors, and incorporate those amendments made in light of the actual situation.</p>

Existing Provisions	Amended Provisions	Basis of Amendments
<p>Newly Added Article</p>	<p>Article 8 Board of Supervisors Meeting Resolution</p> <p>The subject matters and agenda of the meeting of the Board of Supervisors shall be approved by the chairman of the Board of Supervisors, and the subject matters shall become the resolution of the meeting of the Board of Supervisors once it is confirmed, and shall be incorporated into the meeting documents and submitted to the Board of Supervisors for consideration. In accordance with the Bank's regulations and decision-making scope regarding the discussion of major matters in advance by the Party Committee, major matters related to the Board of Supervisors shall be subject to the prior procedures of the Party Committee and submitted to the Party Committee for consideration in advance.</p>	<p>In accordance with Article 3 of the Rules of Procedure and Decision-making of the Committee of Shengjing Bank of the Communist Party of China (2022): To study and discuss relevant major matters submitted to the shareholders' meeting, the Board of Directors, the Board of Supervisors and the management meeting for consideration.</p>
<p>Article 6 Convening of and Presiding over Meetings</p> <p>Meetings of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the vice chairman of the Board of Supervisors shall convene and preside over the meeting. If the vice chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by no less than half of the supervisors shall perform such duties.</p>	<p>Article 69 Convening of and Presiding over Meetings</p> <p>Meetings of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the vice chairman of the Board of Supervisors shall convene and preside over the meeting. <u>If there is no vice chairman of the Board of Supervisors or</u> the vice chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by no less than half of the supervisors shall perform such duties.</p>	<p>To incorporate those amendments made in light of the actual situation.</p>

Existing Provisions	Amended Provisions	Basis of Amendments
<p>Article 8 Contents of the Notice of Meeting</p> <p>The written notice of a meeting shall include at least the following:</p> <ol style="list-style-type: none"> (1) the time and venue of the meeting; (2) the matters to be considered (the proposals to be tabled at the meeting); (3) the convener and the chairman of the meeting and, in the case of a provisional meeting, the proponent of the provisional meeting as well as the relevant written proposal; (4) documents needed for Supervisors to vote; (5) the requirement that the Supervisors shall attend the meeting in person; (6) the contact person and contact method; <p>A verbal notice of meeting shall at least include the contents set out in (1) and (2) above, as well as explanations for the need to convene a provisional meeting of the Board of Supervisors as soon as possible under urgent circumstances.</p>	<p>Article 811 Contents of the Notice of Meeting</p> <p>The written notice of a meeting shall include at least the following:</p> <ol style="list-style-type: none"> (1) the time and venue of the meeting; (2) the form of convening the meeting; (3) the matters to be considered (the proposals to be tabled at the meeting); (4) the convener and the chairman of the meeting and, in the case of a provisional meeting, the proponent of the provisional meeting as well as the relevant written proposal; (5) documents needed for Supervisors to vote; (6) the requirement that the Supervisors shall attend the meeting in person; (7) the contact person and contact method; (8) the date of the notice. <p>A verbal notice of meeting shall at least include the contents set out in (1), (2) and (3) above, as well as explanations for the need to convene a provisional meeting of the Board of Supervisors as soon as possible under urgent circumstances.</p>	<p>To incorporate those amendments made in light of the actual situation</p>

Existing Provisions	Amended Provisions	Basis of Amendments
<p>Article 10 Form of Convening the Meetings</p> <p>The meeting of the Board of Supervisors shall be meeting in person.</p> <p>In case of emergency, voting at the meeting of the Board of Supervisors may be conducted by means of telecommunication, but the convener of the Board of Supervisors (the presider of the meeting) shall explain the specific emergency situation to the Supervisors attending the meeting. During the voting on a communication basis, Supervisors shall facsimile their written opinions and voting intentions on the matters reviewed together with their signatures to the office of the Board of Supervisors. Supervisors shall not only indicate the voting intention without stating the written opinion or reason for such voting intention.</p>	<p>Article 13 Form of Convening the Meetings</p> <p>The meetings of the Board of Supervisors may be on-site meeting or held by way of circulating written resolutions.</p> <p>On-site meeting shall refer to a meeting attended in person or convened by way of video or telephone, etc., which can make sure that attendants can communicate and discuss matters instantly, and record the whole meeting in audio or video. A meeting convened by way of circulating written resolutions shall refer to a meeting method in which a resolution is made on a proposal by serving it for consideration or by circulating it for consideration separately.</p> <p>The meeting of the Board of Supervisors shall be meeting in person.</p> <p>In case of emergency, voting at the meeting of the Board of Supervisors may be conducted by means of telecommunication, but the convener of the Board of Supervisors (the presider of the meeting) shall explain the specific emergency situation to the Supervisors attending the meeting. During the voting on a communication basis, Supervisors shall facsimile their written opinions and voting intentions on the matters reviewed together with their signatures to the office of the Board of Supervisors. Supervisors shall not only indicate the voting intention without stating the written opinion or reason for such voting intention.</p>	<p>In accordance with Article 70 of the Corporate Governance Guidelines for Banking and Insurance Institutions, the resolution of the Board of Supervisors may be voted on on-site meeting or meeting convened by way of circulating written resolutions, and incorporate those amendments made in light of the actual situation.</p> <p>Article 114 A on-site meeting shall refer to a meeting attended in person or convened by way of video or telephone, etc., which can make sure that attendants can communicate and discuss matters instantly.</p> <p>A meeting convened by way of circulating written resolutions shall refer to a meeting method in which a resolution is made on a proposal by serving it for consideration or by circulating it for consideration separately.</p>

Existing Provisions	Amended Provisions	Basis of Amendments
<p>Article 11 Holding of the Meetings</p> <p>A meeting of the Board of Supervisors shall be held only when over half of the Supervisors attend the meeting. If a quorum cannot be formed as a result of Supervisors’ refusal to attend or Supervisors’ absence without reasons, other Supervisors shall report such circumstances to the regulatory authority.</p> <p>The secretary of the Board of Directors shall attend the meetings of the Board of Supervisors.</p> <p>The Board of Supervisors may require directors, managers and other senior executives of the Company, and internal and external auditors to attend meetings of the Board of Supervisors and answer the questions raised.</p>	<p>Article 114 Holding of the Meetings</p> <p>A meeting of the Board of Supervisors shall be held only when over half of the Supervisors attend the meeting. If a quorum cannot be formed as a result of Supervisors’ refusal to attend or Supervisors’ absence without reasons, other Supervisors shall report such circumstances to the regulatory authority.</p> <p>The secretary of the Board of Directors shall attend the meetings of the Supervisory Board.</p> <p>The Board of Supervisors may require directors, managers and other middle and senior executives of the Company, and internal and external auditors to attend meetings of the Board of Supervisors and answer the questions raised.</p>	<p>To incorporate those amendments made in light of the actual situation.</p>
<p>Article 12 Resolution of the Board of Supervisors</p> <p>The presider shall request all the attending supervisors to expressly specify their views on each resolution. The Board of Supervisors adopts the principle of voting individually on matters under consideration, i.e., voting commences after the proposal is considered, and the next proposal shall not be voted on until the voting on such proposal is completed.</p> <p>Each supervisor is entitled to one vote. Voting at the meetings of the Board of Supervisors shall be conducted by a show of hands, by name-recording polls or by correspondence.</p> <p>Supervisors may vote for or against a resolution. They may also choose to abstain. The attending supervisors shall choose any one of the aforesaid voting intentions. If a supervisor does not choose any intentions or chooses two or more intentions simultaneously, the presider shall require such supervisor to make a new choice. If such supervisor refuses to do so, he/she shall be deemed to have abstained from voting.</p> <p>If any supervisor leaves the venue halfway and thus does not make a choice, he/she shall be deemed to have abstained.</p>	<p>Article 125 Resolution of the Board of Supervisors</p> <p>The presider shall request all the attending supervisors to expressly specify their views on each resolution. The Board of Supervisors adopts the principle of voting individually on matters under consideration, i.e., voting commences after the proposal is considered, and the next proposal shall not be voted on until the voting on such proposal is completed.</p> <p>Each supervisor is entitled to one vote. Voting at the meetings of the Board of Supervisors shall be conducted by a show of hands, by name-recording polls or by correspondence written resolutions.</p> <p>Supervisors may vote for or against a resolution. They may also choose to abstain. The attending supervisors shall choose any one of the aforesaid voting intentions. If a supervisor does not choose any intentions or chooses two or more intentions simultaneously, the presider shall require such supervisor to make a new choice. If such supervisor refuses to do so, he/she shall be deemed to have abstained from voting.</p> <p>If any supervisor leaves the venue halfway and thus does not make a choice, he/she shall be deemed to have abstained</p>	<p>In accordance with Article 70 of the Corporate Governance Guidelines for Banking and Insurance Institutions, a resolution of the Board of Supervisors shall be approved by more than half of all supervisors.</p> <p>In accordance with Article 7 of the Corporate Governance Guidelines for Banking and Insurance Institutions, the Board of Supervisors shall have one chairman, who shall be elected by more than half of all Supervisors, and incorporate those amendments made in light of the actual situation.</p>

Existing Provisions	Amended Provisions	Basis of Amendments
<p>A resolution of the Board of Supervisors shall be approved by no less than two thirds of all supervisors. A proposal submitted by the Board of Supervisors in connection with the dismissal of an external supervisor shall only be submitted to a shareholders' general meeting for consideration after the proposal has been adopted by two-thirds or more of the total number of supervisors. The appointment and removal of the chairman of the Board of Supervisors shall be adopted in the voting by no less than two-thirds of the members of the Board of Supervisors.</p> <p>The meeting of the Board of Supervisors may be recorded as necessary.</p>	<p>If the meeting of the Board of Supervisors is held by telephone or video conference, and the Supervisors cannot vote immediately in writing, oral voting shall be adopted and written signature procedures shall be completed as soon as possible.</p> <p>If the meeting of the Board of Supervisors is held by way of written resolutions, the Supervisors shall indicate their opinion for, against or abstain from voting on the resolutions.</p> <p>A resolution of the Board of Supervisors shall be approved by no less than two thirds more than half of all supervisors. A proposal submitted by the Board of Supervisors in connection with the dismissal of an external supervisor shall only be submitted to a shareholders' general meeting for consideration after the proposal has been adopted by two-thirds or more of the total number of supervisors. The appointment and removal of the chairman and vice chairman of the Board of Supervisors shall be adopted in the voting by no less than two thirds more than half of the members of the Board of Supervisors.</p>	
<p>Article 13 Minutes</p> <p>The staff of the office of the Board of Supervisors shall prepare minutes for meetings in person of the Board of Directors. Such minutes shall include details of the following:</p> <p>.....</p> <p>For meetings of the Board of Supervisors held by correspondence, the office of the Board of Supervisors shall compile minutes of the meetings with reference to the above provisions.</p>	<p>Article 136 Minutes</p> <p>The staff of the office of the Board of Supervisors shall prepare minutes for meetings in person of the Board of Directors. Such minutes shall include details of the following:</p> <p>.....</p> <p>For meetings of the Board of Supervisors held by correspondence written resolutions, the office of the Board of Supervisors shall compile minutes of the meetings with reference to the above provisions.</p>	<p>To incorporate those amendments made in light of the actual situation.</p>
<p>Article 16 Implementation of Resolutions</p> <p>The supervisor shall procure the relevant persons to implement the resolutions of the Board of Supervisors. The chairman of the Board of Supervisors shall report on the implementation of the resolutions formed at subsequent meetings of the Board of Supervisors.</p>	<p>Article 1619 Implementation of Resolutions</p> <p>The supervisor shall procure the relevant persons relevant departments or personnel of the Bank to implement the resolutions of the Board of Supervisors, and report the implementation of such matters within the required time. The chairman of the Board of Supervisors shall report on the implementation of the resolutions formed at subsequent meetings of the Board of Supervisors.</p>	<p>To incorporate those amendments made in light of the actual situation.</p>

Existing Provisions	Amended Provisions	Basis of Amendments
<p>Article 17 Keeping of Meeting Records</p> <p>Records of meetings of the Board of Supervisors, including the notices of such meetings, conference materials, meeting attendance books, meeting recording materials, voting ballots, meeting records signed and confirmed by attending supervisors, and resolution announcements, etc., shall be kept by a person designated by the chairman of the Board of Supervisors.</p> <p>The meeting materials of the Board of Supervisors shall be preserved for more than ten years.</p>	<p>Article 1721 Keeping of Meeting Records</p> <p>Records of meetings of the Board of Supervisors, including the notices of such meetings, conference materials, meeting attendance books, meeting recording materials, voting ballots, meeting records signed and confirmed by attending supervisors, and resolution announcements, etc., shall be kept by a person designated by the chairman of the Board of Supervisors.</p> <p>The meeting materials of the Board of Supervisors shall be preserved for more than ten years permanently.</p>	<p>In accordance with Article 71 of the Corporate Governance Guidelines for Banking and Insurance Institutions, the Board of Supervisors shall make minutes of the decisions on the matters discussed at the meetings in person and the supervisors attending the meetings shall sign on the minutes. The minutes of the meeting shall be kept permanently.</p>
<p>Article 18 Supplemental Provisions</p> <p>Unless otherwise specified, the terms used herein shall have the same meaning as ascribed to them in the Association.</p> <p>In case of any matters not covered herein or conflicts with the laws, administrative regulations or the Articles promulgated or revised after the Rules come into effect, the laws, administrative regulations, or the Articles shall prevail.</p> <p>Reference to “no less than” in the Articles shall include the actual given figures, while reference to “more than” shall exclude such actual given figures.</p> <p>The Rules are formulated by the Board of Supervisors and shall become effective from the trading date of the H-shares of the Bank publicly offered on the Hong Kong Stock Exchange after approval by the shareholders at a general meeting.</p> <p>.....</p>	<p>Article 1821 Supplemental Provisions</p> <p>Unless otherwise specified, the terms used herein shall have the same meaning as ascribed to them in the Association.</p> <p>In case of any matters not covered herein or conflicts with the laws, administrative regulations or the Articles promulgated or revised after the Rules come into effect, the laws, administrative regulations, or the Articles shall prevail.</p> <p>Reference to “no less than” in the Articles shall include the actual given figures, while reference to “more than” shall exclude such actual given figures.</p> <p>The Rules are formulated by the Board of Supervisors and shall become effective from the trading date of the H-shares of the Bank publicly offered on the Hong Kong Stock Exchange after approval by the shareholders at a general meeting.</p> <p>.....</p>	<p>To incorporate those amendments made in light of the actual situation.</p>

NOTICE OF 2022 ANNUAL GENERAL MEETING



SHENGJING BANK CO., LTD.* 盛京銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02066)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**Meeting**”) of Shengjing Bank Co., Ltd. (the “**Bank**”) will be held at Room 604, 6/F, No. 109 Beizhan Road, Shenhe District, Shenyang, Liaoning Province, the PRC at 9:30 a.m. on Friday, 2 June 2023 to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. The Work Report of the Board of Directors for 2022;
2. The Work Report of the Board of Supervisors for 2022;
3. The Final Financial Accounts for 2022 and the Financial Budget Report for 2023;
4. The Profit Distribution Plan for 2022;
5. The Appointment of Auditors for 2023;
6. Proposed Amendments to the Rules of Procedure for Shareholders’ General Meetings;
7. Proposed Amendments to the Rules of Procedure for Board of Directors;
8. Proposed Amendments to the Rules of Procedure for Board of Supervisors Meeting;
9. Proposed Election of Executive Director;
10. Proposed Election of Shareholder Supervisor;

NOTICE OF 2022 ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

11. Proposed Amendments to the Articles of Association;
12. The General Mandate to Issue New Shares;
13. Proposed Extension of Term of Validity of Financial Bonds and Relevant Authorisation Matters;

TO RECEIVE THE RELEVANT REPORTS

14. The Appraisal Report on the Performance of Duties by Independent Non-executive Directors for 2022;
15. The Board of Supervisors' Appraisal Report on the Performance of Duties by Directors, Supervisors and Senior Management of the Bank for 2022;
16. Related Parties Transactions in 2022 and the Related Parties Transactions Quota Control Plan for 2023.

By order of the Board
Shengjing Bank Co., Ltd.
ZHOU Zhi
Joint Company Secretary

Shenyang, Liaoning Province, China

19 April 2023

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notes:

1. Pursuant to the Rules 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the Meeting will be taken by poll except where the chairperson, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Bank (www.shengjingsbank.com.cn) in accordance with the Listing Rules.

2. **CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE MEETING**

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Wednesday, 3 May 2023 to Friday, 2 June 2023 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected or registered.

In order to qualify for attending and voting at the Meeting, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by 4:30 p.m. on Tuesday, 2 May 2023.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Tuesday, 2 May 2023 are entitled to attend and vote at the Meeting.

3. **REPLY SLIP**

Holders of H Shares who intend to attend and vote at the Meeting must complete and lodge the accompanying reply slip and return it to the Bank’s H Share Registrar on or before Friday, 12 May 2023. The reply slip may be delivered by hand, by post or by fax to the Bank’s H Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the Meeting.

NOTICE OF 2022 ANNUAL GENERAL MEETING

4. PROXY

Each Shareholder who has the right to attend and vote at the Meeting is entitled to appoint one or more proxies, whether or not they are members of the Bank, to attend and vote on his/her behalf at the Meeting.

A proxy must be appointed by an instrument in writing. Such instrument must be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument must be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy must be deposited at the Bank's H Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time specified for the holding of the Meeting or any adjournment thereof (as the case may be).

If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other documents of authority under which the instrument is signed must be notarised. The notarised power of attorney or other document of authority must be deposited together and at the same time with the instrument appointing the proxy at the Bank's H Share Registrar.

5. OTHER BUSINESSES

(i) The Meeting is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses.

(ii) The address of Computershare Hong Kong Investor Services Limited is:

17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990

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

* *Shengjing Bank Co., Ltd. is not an authorised 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 authorised to carry on banking and/or deposit-taking business in Hong Kong.*