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## **Huishang Bank Corporation Limited\***

**徽商銀行股份有限公司\***

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

**(Stock Code: 3698)**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF THE BANK**

The Board of Directors (the “**Board**”) of Huishang Bank Corporation Limited (the “**Bank**”) announces that in order to improve the corporate governance of the Bank and promote the continuous healthy development of the Bank, in accordance with the Corporate Governance Standards for Banking and Insurance Institutions (the “**Governance Standards**”) and other regulatory regulations as well as taking into account the comments from the regulatory authority on the previous amendments to the Articles of Association of Huishang Bank Corporation Limited (the “**Articles**”) by the Bank and the actual condition of the Bank, the Bank proposes to amend the Articles (the “**Proposed Amendments**”).

The Proposed Amendments are made to 8 articles without adding or deleting articles. Please refer to **Appendix** to this announcement for details of the Proposed Amendments. The Board has considered and approved the Proposed Amendments. Meanwhile, the Board agreed to propose to the general meeting to authorize the chairman and his delegated persons to handle procedural matters such as application for approval, filing, announcement and industrial and commercial changes related to the Proposed Amendments.

The Proposed Amendments will be submitted to the general meeting for consideration and approval as a special resolution. The amended Articles will be subject to the approval of the banking regulatory authority. The Bank will dispatch to the shareholders the circular and notice of the general meeting containing, among other things, the relevant resolution on the Proposed Amendments in due course.

The Proposed Amendments to the Articles are prepared in Chinese, and translated into English. In the event of any discrepancy between the English version and the Chinese version of the Articles, the Chinese version shall prevail.

By order of the Board  
**Huishang Bank Corporation Limited\***  
**Yan Chen**  
*Chairman*

Hefei, Anhui Province, the PRC  
May 15, 2023

*As at the date of this announcement, the Board of the Bank comprises Yan Chen as executive director; Ma Lingxiao, Shao Dehui, Wang Zhaoyuan, Wu Tian, Zuo Dunli, Gao Yang, Wang Wenjin and Zhao Zongren as non-executive directors; Dai Peikun, Zhou Yana, Liu Zhiqiang, Yin Jianfeng, Huang Aiming and Xu Jiabin as independent non-executive directors.*

\* *Huishang Bank Corporation Limited is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking/deposit-taking business in Hong Kong.*

## APPENDIX COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES

Article before the Amendments	Article after the Amendments	Reasons for Amendments or Basis of Amendments
<p><b>Article 58</b> Holders of the shares of the Bank shall have the following obligations (if the Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <ol style="list-style-type: none"> <li>(1) to abide by the laws, administrative regulations, regulatory provisions and the Articles;</li> <li>(2) to contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution; and shall contribute with self-owned funds derived from legitimate source, but not with entrusted funds, debt funds and other non-self-owned funds, unless otherwise required by laws and regulations or regulatory systems;</li> <li>(3) to comply with the regulatory requirements on shareholding ratio and the number of shareholding institutions and no authorisation for, or acceptance of authorisation from, any other person to hold shares of the Bank;</li> <li>(4) in accordance with laws, regulations and regulatory requirements, to truthfully advise the Bank of their financial information, shareholding structure, source of contribution capital, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, related relationship with other shareholders, investment in other financial institutions and other information;</li> <li>(5) not to withdraw their contributed share capital except in circumstances allowed by the laws and administrative regulations;</li> </ol>	<p><b>Article 58</b> Holders of the shares of the Bank shall have the following obligations (if the Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <ol style="list-style-type: none"> <li>(1) to abide by the laws, administrative regulations, regulatory provisions and the Articles;</li> <li>(2) to contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution; and shall contribute with self-owned funds derived from legitimate source, but not with entrusted funds, debt funds and other non-self-owned funds, unless otherwise required by laws and regulations or regulatory systems;</li> <li>(3) to comply with the regulatory requirements on shareholding ratio and the number of shareholding institutions and no authorisation for, or acceptance of authorisation from, any other person to hold shares of the Bank;</li> <li>(4) in accordance with laws, regulations and regulatory requirements, to truthfully advise the Bank of their financial information, shareholding structure, source of contribution capital, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, related relationship with other shareholders, investment in other financial institutions and other information;</li> <li>(5) not to withdraw their contributed share capital except in circumstances allowed by the laws and administrative regulations;</li> </ol>	<p>To make wording improvement.</p>

Article before the Amendments	Article after the Amendments	Reasons for Amendments or Basis of Amendments
<p>(6) in accordance with laws, regulations and regulatory requirements, the relevant shareholders shall timely notify the Bank in writing of the change in case of any change in their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries; merger or division, being ordered to suspend business for rectification, designated trusteeship, takeover, cancellation and other measures happening to them, or entering dissolution, liquidation and bankruptcy procedures, or changes in their legal representative, company name, business premises, business scope and other material matters; shares in the Bank held by them being involved in litigation, arbitration, being taken coercive measures by legal authorities, being pledged or released pledge;</p>	<p>(6) in accordance with laws, regulations and regulatory requirements, the relevant shareholders shall timely notify the Bank in writing of the change in case of any change in their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries; merger or division, being ordered to suspend business for rectification, designated trusteeship, takeover, cancellation and other measures happening to them, or entering dissolution, liquidation and bankruptcy procedures, or changes in their legal representative, company name, business premises, business scope and other material matters; shares in the Bank held by them being involved in litigation, arbitration, being taken coercive measures by legal authorities, being pledged or released pledge;</p>	
<p>(7) to abide by the laws, regulations, regulatory requirements and the Articles, not to damage the interests of other shareholders and the Bank in case of transferring or pledging the Bank's shares held by them or conducting related party transactions with the Bank;</p>	<p>(7) to abide by the laws, regulations, regulatory requirements and the Articles, not to damage the interests of other shareholders and the Bank in case of transferring or pledging the Bank's shares held by them or conducting related party transactions with the Bank;</p>	
<p>(8) shareholders, their controlling shareholders and de facto controllers shall not seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management in line with the Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management;</p>	<p>(8) shareholders, their controlling shareholders and de facto controllers shall not seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management in line with the Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management;</p>	

Article before the Amendments	Article after the Amendments	Reasons for Amendments or Basis of Amendments
<p>(9) shareholders, their controlling shareholders and de facto controllers shall not abuse their rights or use their connected relationships in harming the rights and interests of the Bank, other shareholders and any other stakeholders; 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 their rights or uses their connected relationships 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>(10) to safeguard the Bank's interests and reputation, and to support the Bank in operating in a lawful manner;</p> <p>(11) the shareholders shall cooperate with the regulatory authorities in investigation and risk disposal in case of risk events or major violations of the Bank;</p> <p>(12) to assume other obligations required by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p> <p>In case of major risk events, in accordance with the relevant laws and regulations and recovery and disposal plans established by the Bank, the Bank will adopt appropriate loss absorption and risk mitigation mechanism, and shareholders should show firm support.</p>	<p>(9) shareholders, their controlling shareholders and de facto controllers shall not abuse their rights or use their connected relationships in harming the rights and interests of the Bank, other shareholders and any other stakeholders; 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 their rights or uses their connected relationships 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>(10) to safeguard the Bank's interests and reputation, and to support the Bank in operating in a lawful manner;</p> <p>(11) the shareholders shall cooperate with the regulatory authorities in investigation and risk disposal in case of risk events or major violations of the Bank;</p> <p>(12) to assume other obligations required by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p> <p>In case of major risk events, in accordance with the relevant laws and regulations and recovery and disposal plans established by the Bank, the Bank will adopt appropriate loss absorption and risk mitigation mechanism, and shareholders should <del>show firm</del><u>give</u> support <b>according to the laws.</b></p>	

Article before the Amendments	Article after the Amendments	Reasons for Amendments or Basis of Amendments
<p><b>Article 67</b> 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> <ol style="list-style-type: none"> <li>(1) to decide on the business policies and significant investment plans of the Bank;</li> <li>(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;</li> <li>(3) to examine and approve reports made by the Board of Directors;</li> <li>(4) to examine and approve reports made by the Board of Supervisors;</li> <li>(5) to examine and approve the Bank's proposed annual financial budget and final accounts;</li> <li>(6) to examine and approve the Bank's plans for profit distribution and tax loss carryforward;</li> <li>(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</li> <li>(8) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;</li> <li>(9) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</li> <li>(10) to amend the Articles, to consider and adopt the rules of procedure of the shareholders' general meetings, Board of Directors' meetings and Board of Supervisors' meetings;</li> </ol>	<p><b>Article 67</b> 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> <ol style="list-style-type: none"> <li>(1) to decide on the business policies and significant investment plans of the Bank;</li> <li>(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;</li> <li>(3) to examine and approve reports made by the Board of Directors;</li> <li>(4) to examine and approve reports made by the Board of Supervisors;</li> <li>(5) to examine and approve the Bank's proposed annual financial budget and final accounts;</li> <li>(6) to examine and approve the Bank's plans for profit distribution and tax loss carryforward;</li> <li>(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</li> <li>(8) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;</li> <li>(9) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</li> <li>(10) to amend the Articles, to consider and adopt the rules of procedure of the shareholders' general meetings, Board of Directors' meetings and Board of Supervisors' meetings;</li> </ol>	<p>To amend according to the requirements of Clause 3 to Article 18 of the Governance Standards.</p>

Article before the Amendments	Article after the Amendments	Reasons for Amendments or Basis of Amendments
(11) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank’s accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;	(11) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank’s accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;	
(12) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the “Proposing Shareholders”);	(12) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the “Proposing Shareholders”);	
(13) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;	(13) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;	
(14) to examine the guarantees made pursuant to Article 68 of the Articles;	(14) to examine the guarantees made pursuant to Article 68 of the Articles;	
(15) to examine the connected party transactions which require approval by the shareholders’ general meeting as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles;	(15) to examine the connected party transactions which require approval by the shareholders’ general meeting as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles;	
(16) to examine and approve the matters concerning the change of the use of proceeds;	(16) to examine and approve the matters concerning the change of the use of proceeds;	
(17) to examine the stock incentive plans and employee stock ownership plans;	(17) to examine the stock incentive plans and employee stock ownership plans;	
(18) to determine the issuance of preference shares; to determine or authorise the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; and	(18) to determine the issuance of preference shares; to determine or authorise the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; and	

Article before the Amendments	Article after the Amendments	Reasons for Amendments or Basis of Amendments
<p>(19) to examine 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 the Articles.</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 of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles 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>(19) to examine 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 the Articles.</p> <p><del>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</del><b><u>The shareholders' general meeting shall not delegate the statutory powers exercised by itself to the Board of Directors, other institutions or individuals to exercise.</u></b> If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles 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>	



Article before the Amendments	Article after the Amendments	Reasons for Amendments or Basis of Amendments
<p><b>Article 167</b> The Board of Directors shall define its authority in relation to foreign investment and acquisitions and disposals of the Bank’s assets outside the scope of normal banking business, and establish strict examination and policy-making procedures; it shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects and asset disposals, and submit a report of the same to the shareholders for approval.</p> <p>For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four (4) months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders’ general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders. The disposal of fixed assets referred to in this Article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees.</p> <p>The validity of transactions conducted by the Bank in relation to the disposal of fixed assets shall not be affected notwithstanding any violation of the requirements set out in the 2nd paragraph of this Article.</p>	<p><b>Article 167</b> The Board of Directors shall define its authority in relation to foreign investment and acquisitions and disposals of the Bank’s assets outside the scope of normal banking business, and establish strict examination and policy-making procedures; it shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects and asset disposals, and submit a report of the same to the shareholders for approval.</p> <p>For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within <del>four</del> <b>three (43)</b> months immediately preceding such proposal for disposal exceeds <del>33</del><b>35</b>% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders’ general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders. The disposal of fixed assets referred to in this Article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees.</p> <p>The validity of transactions conducted by the Bank in relation to the disposal of fixed assets shall not be affected notwithstanding any violation of the requirements set out in the 2nd paragraph of this Article.</p>	<p>To amend correspondingly pursuant to the actual needs for operation and management of the Bank and the proposed amended Plan of the Authorizations Granted to the Board of Directors by the Shareholders’ General Meeting of Huishang Bank Corporation Limited.</p>

Article before the Amendments	Article after the Amendments	Reasons for Amendments or Basis of Amendments
<p><b>Article 173</b> Board meetings may be convened in the form of a physical meeting (including telephone conference, video conference, etc.) and the adoption of written resolutions.</p> <p>The Board shall ensure that each attending director can hear the other directors’ clearly and can communicate with each other where a Board meeting is convened by telephone conference or video conference. A Board meeting convened by such means shall be recorded or taped. Should any director be unable to sign the Board minutes at such a meeting in a timely manner, such director shall vote orally and sign the written resolution as soon as possible.</p> <p>The director’s oral vote shall have the same effect as signing the written resolution, provided that the later written resolution confirms the oral vote during the meeting. Should the written resolution differ from the oral vote, the oral vote shall prevail.</p> <p>If a Board meeting is convened by means of adopting written resolutions, the directors or other directors entrusted by them shall write “agree”, “object” or “abstain” on the resolution clearly. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles, the resolution shall be deemed adopted.</p>	<p><b>Article 173</b> Board meetings may be convened in the form of a physical meeting (including telephone conference, video conference, etc.) and the adoption of written resolutions.</p> <p><b><u>An on-site meeting of the Board shall be recorded or taped.</u></b> The Board shall ensure that each attending director can hear the other directors’ clearly and can communicate with each other where a Board meeting is convened by telephone conference or video conference. <del>A Board meeting convened by such means shall be recorded or taped.</del> Should any director be unable to sign the Board minutes at such a meeting in a timely manner, such director shall vote orally and sign the written resolution as soon as possible.</p> <p>The director’s oral vote shall have the same effect as signing the written resolution, provided that the later written resolution confirms the oral vote during the meeting. Should the written resolution differ from the oral vote, the oral vote shall prevail.</p> <p>If a Board meeting is convened by means of adopting written resolutions, the directors or other directors entrusted by them shall write “agree”, “object” or “abstain” on the resolution clearly. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles, the resolution shall be deemed adopted.</p>	<p>To amend according to the requirements of Article 51 of the Governance Standards.</p>

Article before the Amendments	Article after the Amendments	Reasons for Amendments or Basis of Amendments
<p><b>Article 178</b> Directors who have material interest in the matters to be discussed by the Board of Directors shall avoid and shall not exercise their voting rights on such proposal, nor can he/she 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 material interest are present. Resolutions approving connected party transactions of the Board of Directors shall be adopted by more than two-thirds of the directors without material interest in the matter to be resolved. Where less than three (3) non-related directors are present at the Board meeting, such proposals shall be submitted to the shareholders for approval.</p> <p>The avoidance and voting procedures of a connected director are as follows: a connected Director may excuse himself or the other directors or director representatives of the Board of Directors may make such a request. Where the request of avoidance is raised by the other directors or director representatives but the connected director does not consider that he/she falls within the scope of avoidance, he/she shall explain himself/herself. If the directors raising a request of avoidance are still not convinced after the explanation given by the connected director, the Board of Directors may record the voting results of the matter to be resolved with and without the participation in the voting process of the director whose conflict of interest in the matter is controversial. After the meeting, the chairman of the Board of Directors shall apply to the relevant department to adjudicate on the status of the director whose conflict of interest in the matter is controversial, confirm the final voting results and inform all directors.</p>	<p><b>Article 178</b> Directors who have material interest in the matters to be discussed by the Board of Directors shall avoid and shall not exercise their voting rights on such proposal, nor can he/she 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 material interest are present. Resolutions approving connected party transactions of the Board of Directors shall be adopted by more than two-thirds of the <u>non-related</u> directors <del>without material interest in the matter to be resolved</del>. Where less than three (3) non-related directors are present at the Board meeting, such proposals shall be submitted to the shareholders for approval.</p> <p>The avoidance and voting procedures of a connected director are as follows: a connected Director may excuse himself or the other directors or director representatives of the Board of Directors may make such a request. Where the request of avoidance is raised by the other directors or director representatives but the connected director does not consider that he/she falls within the scope of avoidance, he/she shall explain himself/herself. If the directors raising a request of avoidance are still not convinced after the explanation given by the connected director, the Board of Directors may record the voting results of the matter to be resolved with and without the participation in the voting process of the director whose conflict of interest in the matter is controversial. After the meeting, the chairman of the Board of Directors shall apply to the relevant department to adjudicate on the status of the director whose conflict of interest in the matter is controversial, confirm the final voting results and inform all directors.</p>	<p>To amend according to the requirements of Article 45 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions.</p>

Article before the Amendments	Article after the Amendments	Reasons for Amendments or Basis of Amendments
<p><b>Article 189</b> Matters proposed to be resolved by the Board of Directors fall within the scope of the duties of the Board committees shall first be submitted to the corresponding Board committee for review and approval, and the Board committees shall render deliberation opinions.</p> <p>Unless authorized by the Board of Directors in accordance with the law, the deliberation opinions of the Board committees cannot replace the opinions of the resolutions of the Board of Directors.</p>	<p><b>Article 189</b> <u>The Board committee shall convene a meeting before the meeting of the Board of Directors, and shall give the review opinions on the relevant matters to be resolved by the Board of Directors.</u> Matters proposed to be resolved by the Board of Directors fall within the scope of the duties of the Board committees shall first be submitted to the corresponding Board committee for review and approval, and the Board committees shall render deliberation opinions. <u>The Board committee’s review opinions shall not affect the dispatch of the notice of the meeting of the Board of Directors.</u></p> <p>Unless authorized by the Board of Directors in accordance with the law, the <del>deliberation</del><b>review</b> opinions of the Board committees <u>shall serve as the reference for the Board of Directors to consider relevant matters and</u> cannot replace the opinions of the resolutions of the Board of Directors.</p>	<p>To make wording improvement.</p>
<p><b>Article 197</b> The senior management shall observe the principle of good faith, prudently and diligently perform their duties within their scope of authority; and shall not seek business opportunities belonging to the Bank for themselves or other persons, accept benefits in relation to the transactions of the Bank, take part-time jobs in other economic organizations, but shall report to the Board of Directors and Board of Supervisors in a timely, complete and truthful manner, their connected relationships with other shareholders of the Bank.</p>	<p><b>Article 197</b> The senior management shall observe <del>the principle of good faith, prudently and diligently perform their duties within their scope of authority;</del> <u>abide by laws, regulations, regulatory requirements and the Articles, possess good professional ethics, observe high standards of professional ethics, assume obligations of fidelity and diligence to the Bank, perform their duties in good faith, and with due diligence and prudence, and guarantee sufficient time and energy to perform their duties; shall not be negligent in performing their duties or perform duties beyond their authority;</u> and shall not seek business opportunities belonging to the Bank for themselves or other persons, accept benefits in relation to the transactions of the Bank, take part-time jobs in other economic organizations, but shall report to the Board of Directors and Board of Supervisors in a timely, complete and truthful manner, their connected relationships with other shareholders of the Bank.</p>	<p>To amend according to the requirements of Article 75 of the Governance Standards.</p>

Article before the Amendments	Article after the Amendments	Reasons for Amendments or Basis of Amendments
<p><b>Article 240</b> The number of members of the Board of Supervisors shall be nine to eleven.</p>	<p><b>Article 240</b> The number of members of the Board of Supervisors shall be <del>nine</del><u>seven</u> to <del>eleven</del><u>nine</u>.</p>	<p>To adjust the number of members of the Board of Supervisors with reference to the number of members of the Board of Supervisors in the peers and taking into account factors such as the operating scale of the Bank.</p>