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中原銀行股份有限公司*
ZHONGYUAN BANK CO., LTD.*

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

(Stock Code of H Shares: 1216)

(Stock Code of Preference Shares: 4617)

**ELECTION OF THE CHAIRMAN OF THE BOARD AND
THE CHAIRMAN OF THE STRATEGY AND
DEVELOPMENT COMMITTEE
AND
PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION AND THE RULES OF PROCEDURES OF THE
SHAREHOLDERS' GENERAL MEETING**

References are made to the circular dated April 14, 2023 (the “**Circular**”), the announcement in relation to the proposed appointment of executive Directors dated April 14, 2023 and the announcement in relation to the poll results of the 2023 first extraordinary general meeting and the appointment of an executive Director dated May 8, 2023 of Zhongyuan Bank Co., Ltd.* (the “**Bank**”). Unless otherwise stated, terms used herein shall have the same meanings as those defined in the Circular.

ELECTION OF THE CHAIRMAN OF THE BOARD AND THE CHAIRMAN OF THE STRATEGY AND DEVELOPMENT COMMITTEE

At the EGM held on May 8, 2023, the Shareholders considered and approved the resolution on the appointment of Mr. GUO Hao (郭浩) as an executive Director of the second session of the Board of the Bank.

The Board further announces that Mr. GUO Hao was elected as the chairman of the Board (the “**Chairman**”) and the chairman of the strategy and development committee under the Board (the “**Strategy and Development Committee**”) at the meeting of the Board held on May 15, 2023, of which, (i) the appointment of Mr. GUO Hao as the chairman of the Strategy and Development Committee takes effect from the date of this announcement; and (ii) the appointment of the Chairman will be effective from the date of approval by the China Banking and Insurance Regulatory Commission Henan Office on the qualifications of Mr. GUO Hao as the Chairman to the expiry date of the term of office of the second session of the Board, subject to re-election upon the expiry of his term of office.

The biographical details and other relevant information of Mr. GUO Hao, which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, were set out in the Circular. As of the date of this announcement, such information remains unchanged. The Bank will make further announcement(s) as and when appropriate after Mr. GUO Hao's qualification as the Chairman is approved.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING

The Board convened a meeting of the Board on May 15, 2023, which considered and approved, among others, the resolutions in relation to the proposed amendments to the articles of association of Zhongyuan Bank Co., Ltd. (the “**Articles of Association**”) and the Rules of Procedures of the Shareholders’ General Meeting of Zhongyuan Bank Co., Ltd. (the “**Rules of Procedures of the Shareholders’ General Meeting**”).

In accordance with the Company Law of the PRC (《中華人民共和國公司法》), the Corporate Governance Guidelines for Banking and Insurance Institutions (《銀行保險機構公司治理準則》), the latest requirements on the protection standards of core shareholders under Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as well as other relevant laws, regulations and regulatory documents, with reference to the industry experience and in light of the actual conditions of the Bank, the Bank has proposed certain amendments to the Articles of Association and the Rules of Procedures of the Shareholders’ General Meeting, details of which are set out in the appendix of this announcement.

The resolution of the proposed amendments to the existing Articles of Association will be subject to the approval of the Shareholders at the general meeting by way of a special resolution and will take effect on the date of approval from China Banking and Insurance Regulatory Commission.

The resolution of the proposed amendments to the existing Rules of Procedures of the Shareholders’ General Meeting will be subject to the approval of the Shareholders at the general meeting by way of an ordinary resolution and will take effect after the new amendments to the Articles of Association have taken effect.

The Bank will propose at the general meeting for consideration and approval, if thought fit, by the Shareholders the granting of authority to the Board to, among others, (i) make corresponding adjustments and amendments in accordance with the changes of laws, regulations and regulatory documents, the requirements and suggestions of competent government authorities and regulatory authorities and the actual situation of the Bank (including but not limited to the adjustments and amendments to the articles words, chapters and clauses, etc.), and deal with the approval, registration or filing procedures for the aforesaid documents in competent government authorities and regulatory authorities according to law upon these amendments; and (ii) delegate such authority to the chairman of the Bank.

Relevant resolutions will be proposed at the general meeting for the Shareholders to consider and approve, if thought fit, among other things, matters in respect of the proposed amendments to the Articles of Association and the Rules of Procedures of the Shareholders' General Meeting. The Bank plans to despatch the circular to the Shareholders on or around May 18, 2023, which contains information on the proposed amendments to the Articles of Association and the Rules of Procedures of the Shareholders' General Meeting.

On behalf of the Board
Zhongyuan Bank Co., Ltd.*
WANG Jiong
Vice Chairman

Zhengzhou, the PRC
May 15, 2023

As at the date of this announcement, the Board comprises Mr. GUO Hao, Mr. WANG Jiong and Mr. LI Yulin as executive Directors; Ms. ZHANG Qiuyun and Mr. MI Hongjun as non-executive Directors; and Ms. PANG Hong, Mr. LI Hongchang, Mr. JIA Tingyu and Mr. CHAN Ngai Sang Kenny as independent non-executive Directors.

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

APPENDIX

The Articles of Association of Zhongyuan Bank Co., Ltd. (Comparative Tables of the Amendments)

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
1.	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the Bank, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Constitution of the Communist Party of China (the “Party Constitution”) as well as other relevant laws and regulations, departmental rules, relevant regulations of the securities regulatory authorities in the locality in which the shares of the Bank are listed in light of the actual condition of the Bank.</p>	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the Bank, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u> and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Constitution of the Communist Party of China (the “Party Constitution”) as well as other relevant laws and regulations, departmental rules, relevant regulations of the securities regulatory authorities in the locality in which the shares of the Bank are listed in light of the actual condition of the Bank.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
2.	<p>Article 16 Upon approval of the banking regulatory and administrative authorities under the State Council, the securities regulatory and administrative authorities under the State Council and other relevant regulatory authorities, the Bank may issue shares to domestic investors and overseas investors.</p> <p>The term of “overseas investors” referred to in the preceding paragraph shall mean investors from foreign countries and from the Hong Kong Special Administrative Region (“Hong Kong”) of the People’s Republic of China (the “PRC”), Macao Special Administrative Region and Taiwan Region who have subscribed for the shares issued by the Bank. The term of “domestic investors” referred to in the preceding paragraph shall mean investors other than those mentioned above who have subscribed the shares issued by the Bank and are located within the PRC.</p>	<p>Article 16 Upon approval of the banking regulatory and administrative authorities under the State Council, the securities regulatory and administrative authorities under the State Council and other relevant regulatory authorities, the Bank may issue shares to domestic investors and overseas investors.</p> <p>The term of “overseas investors” referred to in the preceding paragraph shall mean investors from foreign countries and from the Hong Kong Special Administrative Region (“Hong Kong”) of the People’s Republic of China (the “PRC”), Macao Special Administrative Region of the PRC and Taiwan Region of the PRC who have subscribed for the shares issued by the Bank. The term of “domestic investors” referred to in the preceding paragraph shall mean investors other than those mentioned above who have subscribed the shares issued by the Bank and are located within the PRC.</p>
3.	<p>Article 26 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained at a shareholders’ general meeting in accordance with the Articles. The Bank may, having first obtained the prior approval at a shareholders’ 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 shall not be limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchase 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 conducted through the market or by tender. If repurchases are conducted by tender, tenders shall be made available to all shareholders in the same manner.</p>	<p>Article 26 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained at a shareholders’ general meeting in accordance with the Articles. The Bank may, having first obtained the prior approval at a shareholders’ 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 shall not be limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchase 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 conducted through the market or by tender. If repurchases are conducted by tender, tenders shall be made available to all shareholders in the same manner.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
4.	<p>Article 47 If the share certificates (i.e. the “Original Share Certificates”) of any shareholders registered in the register of shareholders or any persons who requests to register their names (description) in the register of shareholders are lost, these shareholders or persons may apply to the Bank for replacement share certificates in respect of such shares (i.e. the “Relevant Shares”).</p> <p>If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the Company Law.</p> <p>If a holder of overseas listed foreign shares loses his share certificates and applies for their replacements, it may be dealt with in accordance with the relevant laws of the place where the original register of shareholders of overseas listed foreign shares is maintained, the rules of relevant securities regulatory authorities at the location where the shares of the Bank are listed or other relevant regulations.</p> <p>If a holder of H shares loses his share certificates and applies for their replacement, the issue of replacement share certificates shall comply with the following requirements:</p> <p>(I) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares.</p> <p>(II) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates.</p>	<p>Article 47 If the share certificates (i.e. the “Original Share Certificates”) of any shareholders registered in the register of shareholders or any persons who requests to register their names (description) in the register of shareholders are lost, these shareholders or persons may apply to the Bank for replacement share certificates in respect of such shares (i.e. the “Relevant Shares”).</p> <p>If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the Company Law.</p> <p>If a holder of overseas listed foreign shares loses his share certificates and applies for their replacements, it may be dealt with in accordance with the relevant laws of the place where the original register of shareholders of overseas listed foreign shares is maintained, the rules of relevant securities regulatory authorities at the location where the shares of the Bank are listed or other relevant regulations.</p> <p>If a holder of H shares loses his share certificates and applies for their replacement, the issue of replacement share certificates shall comply with the following requirements:</p> <p>(I) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares.</p> <p>(II) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(III) The Bank shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers as designated by the Board. The announcement shall be made at least once every thirty days for a period of ninety days.</p> <p>(IV) The Bank shall have, prior to the publication of its announcement of intention to issue a replacement certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Bank may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety days.</p> <p>In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the relevant shares, the Bank shall send by post to such registered shareholder a copy of the announcement to be published.</p> <p>(V) If, upon expiration of the ninety-day period of announcement and exhibition as stipulated in (III) and (IV) of this Article, the Bank has not received from any person any objection regarding the issue of replacement share certificate, the Bank may issue a replacement share certificate to the applicant according to his application.</p> <p>(VI) Where the Bank issues a replacement share certificate under this Article, it shall forthwith cancel the original share certificate and enter the cancellation and issue in the register of shareholders accordingly.</p>	<p>(III) The Bank shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers as designated by the Board. The announcement shall be made at least once every thirty days for a period of ninety days.</p> <p>(IV) The Bank shall have, prior to the publication of its announcement of intention to issue a replacement certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Bank may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety days.</p> <p>In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the relevant shares, the Bank shall send by post to such registered shareholder a copy of the announcement to be published.</p> <p>(V) If, upon expiration of the ninety-day period of announcement and exhibition as stipulated in (III) and (IV) of this Article, the Bank has not received from any person any objection regarding the issue of replacement share certificate, the Bank may issue a replacement share certificate to the applicant according to his application.</p> <p>(VI) Where the Bank issues a replacement share certificate under this Article, it shall forthwith cancel the original share certificate and enter the cancellation and issue in the register of shareholders accordingly.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(VII) All expenses relating to the cancellation of an original share certificate and the issue of a replacement share certificate by the Bank shall be borne by the applicant. The Bank is entitled to refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.</p> <p>If the Bank is authorized to issue warrant to the bearer, no new warrant shall be issued to replace the original one that has been lost, unless the Bank is satisfied without reasonable doubt that the original warrant has been destroyed.</p>	<p>(VII) All expenses relating to the cancellation of an original share certificate and the issue of a replacement share certificate by the Bank shall be borne by the applicant. The Bank is entitled to refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.</p> <p>If the Bank is authorized to issue warrant to the bearer, no new warrant shall be issued to replace the original one that has been lost, unless the Bank is satisfied without reasonable doubt that the original warrant has been destroyed.</p>
5.	<p>Article 52 Holders of the ordinary shares of the Bank shall enjoy the following rights (if these Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(I) To receive dividends and other kinds of distributions according to the number of shares held by them;</p> <p>(II) To request, convene, preside, attend in person or appoint a proxy to attend the shareholders' general meeting, and to exercise their voting rights according to the number of shares held by them;</p> <p>(III) To supervise the operation of the Bank, and to make suggestions or enquiries accordingly;</p> <p>(IV) To transfer, bestow, pledge or otherwise dispose of shares held by them in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities in the listing place and the Articles;</p> <p>(V) To obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the locality in which the shares of the Bank are listed and the Articles, including:</p> <ol style="list-style-type: none"> 1. to obtain a copy of the Articles after paying the costs and expenses incurred; 	<p>Article 52 Holders of the ordinary shares of the Bank shall enjoy the following rights (if these Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(I) To receive dividends and other kinds of distributions according to the number of shares held by them;</p> <p>(II) To legally request, convene, preside, attend in person or appoint a proxy to attend the shareholders' general meeting, and to exercise their voting rights according to the number of shares held by them;</p> <p>(III) To supervise the operation of the Bank, and to make suggestions or enquiries accordingly;</p> <p>(IV) To transfer, bestow, pledge or otherwise dispose of shares held by them in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities in the listing place and the Articles;</p> <p>(V) To obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the locality in which the shares of the Bank are listed and the Articles, including:</p> <ol style="list-style-type: none"> 1. to obtain a copy of the Articles after paying the costs and expenses incurred;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <ol style="list-style-type: none"> (1) all parts of the register of shareholders; (2) the personal information of the directors, supervisors, president and other senior management personnel of the Bank; (3) status of the Bank's share capital; (4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases; (5) minutes of the shareholders' general meeting; (6) the special resolutions of the Bank; (7) the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors; (8) a copy of the latest annual report or annual return already submitted to the State Administration for Industry and Commerce of PRC or other competent bodies. <p>The documents referred to in items (1), (3), (4), (5), (6), (7) and (8) shall be maintained at the Hong Kong address of the Bank in accordance with the Hong Kong Listing Rules and available for inspection free of charge by both the public and shareholders of H shares, whereas item (5) will only be available for inspection by the shareholders.</p>	<p>2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <ol style="list-style-type: none"> (1) all parts of the register of shareholders; (2) the personal information of the directors, supervisors, president and other senior management personnel of the Bank; (3) status of the Bank's share capital; (4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases; (5) minutes of the shareholders' general meeting; (6) the special resolutions of the Bank; (7) the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors; (8) a copy of the latest annual report or annual return already submitted to the State Administration for Market Regulation Industry and Commerce of PRC or other competent bodies. <p>The documents referred to in items (1), (3), (4), (5), (6), (7) and (8) shall be maintained at the Hong Kong address of the Bank in accordance with the Hong Kong Listing Rules and available for inspection free of charge by both the public and shareholders of H shares, whereas item (1) and item (5) will only be available for inspection by the shareholders free of charge, and for copying by the shareholders at reasonable charges.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>Copies of the minutes of the meetings shall be available for inspection during business hours of the Bank by any shareholder free of charge. If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven (7) days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involves the Bank's trade secrets and/or inside information.</p> <p>(VI) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(VII) To demand the Bank to repurchase their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting of the Bank in relation to the merger or division of the Bank);</p> <p>(VIII) To have other rights required in accordance with the laws, administrative regulations, departmental rules and the Articles.</p> <p>If any person holding an interest in the shares either directly or indirectly exercises their rights without disclosing their rights to the Bank, the Bank shall not compromise the rights of such persons by freezing it or in any other manner only on this ground.</p>	<p>Copies of the minutes of the meetings shall be available for inspection during business hours of the Bank by any shareholder free of charge. If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven (7) days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involves involve the Bank's trade secrets and/or inside information.</p> <p>(VI) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(VII) To demand the Bank to repurchase their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting of the Bank in relation to the merger or division of the Bank);</p> <p>(VIII) To have other rights required in accordance with the laws, administrative regulations, departmental rules and the Articles.</p> <p>If any person persons holding an interest in the shares of the Bank either directly or indirectly exercises exercise their rights without disclosing their rights interest to the Bank, the Bank shall not compromise the rights of such persons by freezing it them or in any other manner only on this ground.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
6.	<p>Article 57 Shareholders of ordinary shares of the Bank shall have the following obligations (if these Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <p>(I) To abide by the laws, regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution;</p> <p>(III) Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(IV) To report to the Board of Directors in a timely, complete and truthful manner regarding the particulars of its related enterprises, its related party relationship with other shareholders and its shareholdings in other commercial banks;</p> <p>(V) Not to abuse their rights in harming the interests of the Bank or 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/her/its rights and causes damage to the Bank or other shareholders, he/she/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>(VI) Shareholders shall protect the interests of the Bank such that the terms of credit provided to its shareholders shall not be more favorable than those provided to other borrowers if the loans concerned are in the same category; a shareholder's voting right at general meetings as well as the voting rights of the directors nominated by him when he/she has overdue loans payable to the Bank;</p>	<p>Article 57 Shareholders of ordinary shares of the Bank shall have the following obligations (if these Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply):</p> <p>(I) To abide by the laws, regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution. <u>To use their own funds obtained from legitimate sources to acquire equity of the Bank, rather than using entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations or regulatory system;</u></p> <p>(III) <u>To comply with the regulatory requirements on the proportion of shareholding and the number of shareholding institutions, and not to entrust others to hold shares of the Bank or hold on behalf of others the shares of the Bank.</u> Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(IV) To report to the Board of Directors in a timely, complete and truthful manner regarding the particulars of its related enterprises, its related party relationship with other shareholders and its shareholdings in other commercial banks; <u>According to laws and regulations as well as regulatory requirements, to report to the Bank in a timely, complete and truthful manner, among others, the financial information, shareholding structure, source of capital contribution, controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficial owners, and investments in other financial institutions;</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(VII) Shareholders shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interest, intervene the decision-making, management and other rights of the Board of Directors and senior management in accordance with the Articles, bypass the Board of Directors and senior management to directly intervene the operations and management of the Bank, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders;</p> <p>(VIII) Shareholders shall support the reasonable capital plans formulated by the Board of Directors to enable the Bank to meet regulatory capital requirements constantly;</p> <p>(IX) Substantial shareholders shall replenish capital to the Bank where necessary;</p> <p>(X) When the Bank is not able to meet regulatory capital requirements, the Bank will formulate capital replenishment plan to enable the capital adequacy ratio meet regulatory requirements within prescribed period and replenish capital by way of increasing core capital or taking other measures. Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;</p> <p>(XI) Shareholders who are subject to approval of the regulatory authorities but have not reported to the regulatory authorities shall not exercise right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.;</p>	<p><u>(V) According to laws and regulations as well as regulatory requirements, to timely report to the Bank in writing any changes in the controlling shareholders, de facto controllers, related parties, parties acting in concert and ultimate beneficial owners of the relevant shareholders;</u></p> <p><u>(VI) According to laws and regulations as well as regulatory requirements, to timely report to the Bank in writing the merger, division, imposition of regulatory measures on the relevant shareholder such as suspension of business, designation of trustee, takeover or revocation on it, or its process of dissolution, liquidation or bankruptcy, or any changes in its legal representative, company name, operating place, operating scope and other major matters;</u></p> <p><u>(VII) According to laws and regulations as well as regulatory requirements, to timely report to the Bank in writing any occurrence where the shares of the Bank held by the shareholder are involved in litigation, arbitration, imposition of legal enforcement by judicial bodies, pledges or release of pledges;</u></p> <p><u>(VIII) The shareholder's transfer of or pledge over the shares in the Bank, or entering into of any related party transactions with the Bank, shall abide by laws and regulations as well as regulatory requirements without prejudicing the interests of other shareholders and the Bank;</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(XII) For shareholders who make misrepresentation, misuse shareholders' rights or have other conducts that damage the Bank's interests, the banking regulators under the State Council may restrict or prohibit the Bank from conducting related party transactions with such shareholder, restrict the limit of his/her/its shareholding in the Bank and ratio of equity pledge etc., and may restrict his/her/its right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.;</p> <p>(XIII) Other obligations imposed by laws and administrative regulations as well as the Articles.</p> <p>Shareholders shall not be liable to any further contribution of the share capital other than such terms as agreed by the subscriber(s) of the relevant shares at the time of subscription.</p>	<p>(VII) <u>Shareholders and their controlling shareholders and actual controllers shall not abuse the shareholder's rights or use related party relations to harm the legal interest of the Bank or any other shareholders and stakeholders, and shall not interfere in the decision-making power and management power entitled to the Board and senior management pursuant to the Articles, and shall not bypass the Board and senior management to directly intervene in the operations and management of the Bank;</u> Not to abuse their rights in harming the interests of the Bank or 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/her/its rights and causes damage to the Bank or other shareholders, he/she/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 <u>and the limited liability of shareholders</u> 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>(VIII) Shareholders shall protect the interests of the Bank such that the terms of credit provided to its shareholders shall not be more favorable than those provided to other borrowers if the loans concerned are in the same category; a shareholder's voting right at general meetings as well as the voting rights of the directors nominated by him/<u>her at the Board meetings shall be restricted</u> when he/she has overdue loans payable to the Bank;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p>(VIIIXI) Shareholders shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interest, intervene the decision-making, management and other rights of the Board of Directors and senior management in accordance with the Articles, bypass the Board of Directors and senior management to directly intervene the operations and management of the Bank, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders;</p> <p>(VIIIXII) Shareholders shall support the reasonable capital plans formulated by the Board of Directors of the Bank to enable the Bank to meet regulatory capital requirements constantly;</p> <p>(IX) Substantial shareholders shall replenish capital to the Bank where necessary;</p> <p>(XIII) When the Bank is not able to meet regulatory capital requirements, the Bank will formulate capital replenishment plan to enable the capital adequacy ratio meet regulatory requirements within prescribed period and replenish capital by way of increasing core capital or taking other measures. Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;</p> <p>(XIV) Shareholders who are subject to approval of the regulatory authorities but have not reported to the regulatory authorities shall not exercise right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p>(XHV) For shareholders who make misrepresentation, misuse shareholders' rights or have other conducts that damage the Bank's interests, the banking regulators under the State Council may restrict or prohibit the Bank from conducting related party transactions with such shareholder, restrict the limit of his/her/its shareholding in the Bank and ratio of equity pledge etc., and may restrict his/her/its right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.;</p> <p><u>(XVI) In the event of any risk events or major violations, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations, administrative regulations and departmental rules and the recovery and disposal plan formulated by the Bank, and the shareholders shall cooperate with the regulatory authorities in carrying out investigations and risk disposal;</u></p> <p>(X#VII) Other obligations imposed by laws and administrative regulations as well as the Articles.</p> <p><u>The major shareholders of the Bank shall make commitments truthfully and fulfill their commitments effectively in accordance with relevant laws and regulations and regulatory requirements, and actively cooperate with the banking supervision and administration authorities of the State Council and the Bank in the assessment of shareholders' commitments. The content of the undertakings shall be accurate, standardized and enforceable, and the responsibilities and obligations of the major shareholders shall be implemented. If the major shareholder breaches the undertakings, the Bank may take corresponding restrictive measures against the shareholder in accordance with the relevant laws and regulations, regulatory requirements and these Articles of Association.</u></p> <p>Shareholders shall not be liable to any further contribution of the share capital other than such terms as agreed by the subscriber(s) of the relevant shares at the time of subscription.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
7.	<p>Article 65</p> <p>.....</p> <p>The term “acting in concert” referred to in this article means over two shareholders who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights, the same expression of opinions will be adopted (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>.....</p> <p>Substantial shareholders referred to in the Articles means the shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank and have a significant impact upon the decision-making of the Bank.</p>	<p>Article 65</p> <p>.....</p> <p>The term “acting in concert” referred to in this article means <u>the act or fact that</u> over two shareholders who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights, the same expression of opinions will be adopted (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>.....</p> <p>Substantial shareholders referred to in the Articles means the shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank, <u>or holds less than 5% of the total capital or total shares but has a significant impact upon the operation and management of the Bank</u> and have a significant impact upon the decision-making of the Bank.</p> <p><u>The “significant impact” referred to in the preceding paragraph includes, but is not limited to, nominating or dispatching directors, supervisors or senior management personnel to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the regulatory authorities.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
8.	<p>Article 66 The Committee of the Communist Party of Zhongyuan Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors shall be the same person in principle. Eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</p>	<p>Article 66 The Committee of the Communist Party of Zhongyuan Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors shall be the same person in principle. <u>The Bank adheres to and improves the leadership system of “two-way membership and cross office holding”.</u> Eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</p> <p><u>The CPC Henan Provincial Commission for Discipline Inspection and the Henan Provincial Supervisory Committee (hereinafter referred to as the “Henan Provincial Commission for Discipline Inspection”) shall dispatch a discipline inspection team to the Bank, with the number of internal departments and positions to be established in accordance with the requirements of the Henan Provincial Commission for Discipline Inspection.</u></p> <p><u>The Bank shall set up Party’s working offices such as the Party committee office and the Party committee organization department, staffed with a certain percentage of full-time and part-time staff for Party’s affairs. Its branches, subsidiaries, and internal functional departments shall set up Party committees, general Party branches and Party branches according to work needs and the number of Party members, directly subject to the leadership by the higher-level Party organization. In accordance with the relevant rules of the higher-level authorities, the Bank shall ensure that the Party organization shall be provided with working funds through various means such as the inclusion of management expenses and the retention of Party fees into these funds.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
9.	<p>Article 67 Major business management matters of the Bank must be studied and discussed by the Party Committee, and then the Board of Directors or senior management shall make a decision thereon. The Party Committee shall mainly perform the following responsibilities:</p> <p>.....</p> <p>(5) Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank’s ideological work, ideological and political work, the united front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union and the Communist Youth League, lead the construction of the Party’s working style and its clean and honest administration, and support the discipline inspection team of Henan provincial commission for discipline inspection stationed in Zhongyuan Bank Co., Ltd. in earnestly performing its supervisory responsibilities;</p>	<p>Article 67 <u>The Party Committee shall focus on political direction, leadership, basic system, major decisions and Party building, and earnestly assume the responsibility of strictly managing and governing the Party.</u> Major business management matters of the Bank must be studied and discussed by the Party Committee, and then the Board of Directors or senior management shall make a decision thereon. The Party Committee shall mainly perform the following responsibilities:</p> <p>.....</p> <p>(5) Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank’s ideological work, ideological and political work, the united front work, the cultural and ethical progress; <u>and</u> corporate culture cultivation as well as, <u>lead</u> the work of groups such as the Labor Union and the Communist Youth League, lead the construction of the Party’s working style and its clean and honest administration, and support the discipline inspection team of Henan provincial commission for discipline inspection stationed in Zhongyuan Bank Co., Ltd. in earnestly performing its supervisory responsibilities;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
10.	<p>Article 69 The shareholders’ general meetings shall exercise the following powers:</p> <p>(I) deciding on the business policies and investment plans of the Bank;</p> <p>(II) electing and replacing directors and deciding on matters concerning their remunerations;</p> <p>(III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors’ remuneration;</p> <p>(IV) examining and approving reports of the Board of Directors;</p> <p>(V) examining and approving reports of the Board of Supervisors;</p> <p>(VI) examining and approving the Bank’s annual financial budget and final account proposals;</p> <p>(VII) examining and approving the Bank’s plans for profit distribution and loss make-up;</p> <p>(VIII) to adopt resolutions concerning the increase and reduction of the registered capital, issuance of bonds or other securities and listing of the Bank;</p> <p>(IX) to adopt resolutions on matters such as repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank;</p> <p>(X) to amend the Articles;</p> <p>(XI) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank’s accounting firm;</p> <p>(XII) to examine proposals raised by the shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as “Proposing Shareholders”);</p>	<p>Article 69 The shareholders’ general meetings shall exercise the following powers:</p> <p>(I) deciding on the business policies and investment plans of the Bank;</p> <p>(II) electing and replacing directors <u>not appointed by staff representatives</u> and deciding on matters concerning their remunerations;</p> <p>(III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors’ remuneration;</p> <p>(IV) examining and approving reports of the Board of Directors;</p> <p>(V) examining and approving reports of the Board of Supervisors;</p> <p>(VI) examining and approving the Bank’s annual financial budget and final account proposals;</p> <p><u>(VII) examining and approving the rules of procedures of the shareholders’ general meetings, the Board of Directors and the Board of Supervisors;</u></p> <p>(VII) examining and approving the Bank’s plans <u>VIII</u> for profit distribution and loss make-up;</p> <p>(VIII) to adopt resolutions concerning the increase and reduction of the registered capital, issuance of bonds or other securities and listing of the Bank; <u>IX</u></p> <p>(IX) to adopt resolutions on matters such as repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank;</p> <p>(X) to amend the Articles; <u>XI</u></p> <p>(XI) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank’s accounting firm <u>XII</u> <u>that conducts regular statutory audits of the Bank’s financial reports;</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(XIII) to examine related matters concerning a single significant equity investment and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank;</p> <p>(XIV) to examine related matters concerning a single significant asset acquisition and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank;</p> <p>(XV) to examine and approve external donations with a single amount exceeding RMB30 million (exclusive);</p> <p>(XVI) to examine and approve other external guarantees for non-commercial bank business guarantees such as assets mortgage with a single amount exceeding RMB200 million (exclusive);</p> <p>(XVII) to examine and approve the related (connected) transactions which require approval by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank's shares are listed;</p> <p>(XVIII) to examine the stock incentive plans, employee stock ownership plans and other medium and long term incentive plans;</p> <p>(XIX) to determine the issuance of preference shares; to determine or authorize 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;</p>	<p>(XII) to examine proposals raised by the XIII shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as "Proposing Shareholders") <u>according to law</u>;</p> <p>(XIII) to examine related matters concerning a XIV single significant equity investment and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank;</p> <p>(XIV) to examine related matters concerning a XV single significant asset acquisition and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank;</p> <p>(XV) to examine and approve external donations with a single amount exceeding RMB30 million (exclusive);</p> <p>(XVI) to examine and approve other external guarantees for non-commercial bank business guarantees such as assets mortgage with a single amount exceeding RMB200 million (exclusive);</p> <p>(XVII) to examine and approve the related (connected) transactions which require approval by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank's shares are listed;</p> <p>(XVIII) to examine the stock incentive plans, employee stock ownership plans and other medium and long term incentive plans;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(XX) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, 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 meeting. 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 power to the Board of Directors, the authorization given shall be clear and specific.</p> <p>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 resolutions, such resolutions on matters to be delegated 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 resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p>(XIX) to determine the issuance of preference XX) shares; to determine or authorize 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;</p> <p>(XX) to examine other issues which should be XXI) decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, 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 meeting. 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 power to the Board of Directors, and the authorization given shall be clear and specific. <u>The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board of Directors.</u></p> <p>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 resolutions, such resolutions on matters to be delegated 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 resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
11.	<p>Article 71 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months of the date of the previous financial year. Where such meetings are required to be adjourned in any special reasons, a report shall be submitted to the Banking Regulator under the State Council with an explanation for such adjournment in time.</p> <p>The Bank shall hold an extraordinary meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles;</p> <p>(II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital of the Bank;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as “Proposing Shareholders”) have requested in writing to convene such a meeting;</p> <p>(IV) when the Board deems it necessary to convene such a meeting;</p> <p>(V) when the Board of Supervisors deems it necessary to convene such a meeting;</p> <p>(VI) above half of the independent directors propose with the Board of Directors to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations and the Articles.</p> <p>The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.</p>	<p>Article 71 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months of the date of the previous financial year. Where such meetings are required to be adjourned in for any special reasons, a report shall be submitted to the Banking Regulator under the State Council with an explanation for such adjournment in time.</p> <p>The Bank shall hold an extraordinary meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles;</p> <p>(II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital of the Bank;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as “Proposing Shareholders”) have requested in writing to convene such a meeting;</p> <p>(IV) when the Board deems it necessary to convene such a meeting;</p> <p>(V) when the Board of Supervisors deems it necessary proposes to convene such a meeting;</p> <p>(VI) above half and no less than two of the independent directors propose with the Board of Directors to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations and the Articles.</p> <p>The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
12.	<p>Article 80 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20) working days (excluding both the date of notice and the date of meeting) prior to the date of the meeting and at least fifteen (15) days or ten (10) working days (whichever is longer, and excluding both the date of notice and the date of meeting) prior to the extraordinary general meeting, if alternate provisions are stipulated by the laws, regulations and the securities regulatory authority in the place where the shares of the Bank are listed, those provisions shall prevail.</p>	<p>Article 80 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20) working days (excluding both the date of notice and the date of meeting) prior to the date of the meeting and at least fifteen (15) days or ten (10) working days (whichever is longer, and excluding both the date of notice and the date of meeting) prior to the extraordinary general meeting, if alternate provisions are stipulated by the laws, regulations and the securities regulatory authority in the place where the shares of the Bank are listed, those provisions shall prevail.</p>
13.	<p>Article 89 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting 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> <ul style="list-style-type: none"> (I) the same right of speech as the Shareholder at the meeting; (II) have authority to demand or join other Shareholders in demanding a poll; (III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll. 	<p>Article 89 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting 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>If the shareholder is a corporate, it shall be entitled to appoint a representative to attend and vote at any shareholders' general meeting of the Bank and, where a corporate shareholder is so represented, it shall be treated as being present at any meeting in person. A corporate shareholder may execute a form of proxy under the hand of a duly authorized officer.</u> A proxy may exercise the following powers at a shareholders' general meeting:</p> <ul style="list-style-type: none"> (I) the same right of speech as the Shareholder at the meeting; (II) have authority to demand or join other Shareholders in demanding a poll; (III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
14.	<p>Article 99</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired 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 deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>.....</p>	<p>Article 99</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired 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 deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>.....</p>
15.	<p>Article 105 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 chairman of the meeting shall sign on the minutes.</p> <p>The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed, for no less than ten (10) years.</p>	<p>Article 105 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 chairman of the meeting shall sign on the minutes.</p> <p>The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed permanently, for no less than ten (10) years.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
16.	<p>Article 109 The following matters shall be resolved by way of a special resolution:</p> <p>(I) An increase or reduction of the registered capital of the Bank;</p> <p>(II) The issuance of all kinds of stocks, bonds or other securities by the Bank;</p> <p>(III) The division, merger, any other change in the corporate form, dissolution and liquidation of the Bank;</p> <p>(IV) Amendments to the Articles;</p> <p>(V) Long term incentive plans such as Stock incentive plans and employee stock ownership plans;</p> <p>(VI) Any other matters as required by the laws, administrative regulations or the Articles, the securities regulatory authority in the place where the stocks of the Bank are listed or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.</p>	<p>Article 109 The following matters shall be resolved at the shareholders' general meeting by way of a special resolution:</p> <p>(I) An increase or reduction of the registered capital of the Bank;</p> <p>(II) The issuance and listing of all kinds of stocks, bonds or other securities by the Bank;</p> <p>(III) The division, merger, any other change in the corporate form, dissolution and liquidation of the Bank;</p> <p>(IV) Amendments to the Articles;</p> <p><u>(V) The removal of independent directors;</u></p> <p><u>(∇VI) The consideration and approval of medium and long Long term incentive plans such as Stock stock incentive plans and employee stock ownership plans;</u></p> <p><u>(∇VII) regulations, regulatory requirements</u> administrative regulations or the Articles, the securities regulatory authority in the place where the stocks of the Bank are listed or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
17.	<p>Article 129 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). Executive director refers to a director holding other senior operation and management positions in addition to holding directorship of the Bank. Non-executive Director refers to a director who does not hold any senior operation and management positions in the Bank.</p> <p>Directors of the Bank shall be equipped with professional knowledge and working experiences required by the positions and shall be in line with the regulations of the banking regulators under the State Council. The qualification of directors shall be approved by the banking regulators under the State Council.</p>	<p>Article 129 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). Executive director refers to a director holding other senior operation and management positions in addition to holding directorship of the Bank. Non-executive Director refers to a director who does not hold any senior operation and management positions in the Bank.</p> <p><u>Members of the Board of Directors may include employee representatives. Employee representative directors shall be nominated by the labor union of the Bank, and elected or replaced by the employee representative meeting, general employee meeting or other democratic procedures of the Bank.</u></p> <p>Directors of the Bank shall be equipped with professional knowledge and working experiences required by the positions and shall be in line with the regulations of the banking regulators under the State Council. The qualification of directors shall be approved by the banking regulators under the State Council.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
18.	<p>Article 130 Directors shall be elected by the shareholders' general meeting and each office term of directors shall be three years. The office term of directors shall be renewable by re-election and reappointment upon expiration of their terms. The renewal term of independent directors shall not exceed six years.</p> <p>A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination as well as the relevant written materials on the candidate 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 (7) days before such general meeting.</p> <p>Before the expiry of any director's term of office, the shareholders' general meeting shall not dismiss the director without any reason. Subject to 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 initiated by the director under any contract).</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 applicable laws, administrative regulations, departmental rules and the Articles.</p> <p>After a director is elected, the Bank shall timely enter into an appointment contract with such director specifying the rights and obligations between the Bank and the director, term of office of the director, liability of the director for violating the laws, regulations and these Articles and compensation for early termination by the Bank of the above contract due to certain reasons.</p>	<p>Article 130 Directors shall be elected by the shareholders' general meeting and Each office term of directors shall be three years. The office term of directors shall be renewable by re-election and reappointment upon expiration of their terms. The renewal term of independent directors shall not exceed six years.</p> <p>A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination as well as the relevant written materials on the candidate 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 (7) days before such general meeting.</p> <p>Before the expiry of any director's term of office, the shareholders' general meeting shall not dismiss the director without any reason. Subject to relevant laws and administrative regulations, a non-independent director whose term of office has not expired may be removed by an ordinary resolution by the shareholders' general meeting (but such removal shall not cause prejudice to any claim which may be initiated by the director under any contract).</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 applicable laws, administrative regulations, departmental rules and the Articles.</p> <p>After a director is elected, the Bank shall timely enter into an appointment contract with such director specifying the rights and obligations between the Bank and the director, term of office of the director, liability of the director for violating the laws, regulations and these Articles and compensation for early termination by the Bank of the above contract due to certain reasons.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
19.	<p>Article 132 The general procedures for nominating and electing a director of the Bank are as follows:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors can nominate candidates for directors according to the number of directors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above 3% of the Bank’s total shares in issue with voting rights can also nominate candidates for directors to the Board of Directors;</p> <p>(II) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for directors, and propose the qualified candidates to the Board of Directors for consideration. The Board of Directors shall propose the candidates for directors to the shareholders’ general meeting by way of written proposal after they are considered and approved by the Board of Directors;</p> <p>(III) The candidates for directors shall, before the convening of the shareholders’ general meeting, make written undertakings, expressing their consent to their nomination, confirming the truthfulness and completeness of the publicly disclosed information and undertaking that they will duly perform their duties upon being elected;</p> <p>(IV) The Board of Directors shall, before the convening of the shareholders’ general meeting, disclose the detailed information on the candidates for directors to the shareholders of the Bank in accordance with law and regulations and the Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes;</p>	<p>Article 132 The general procedures for nominating and electing a <u>non-independent</u> director of the Bank are as follows:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors can nominate candidates for <u>non-independent</u> directors according to the number of directors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above 3% of the Bank’s total shares in issue with voting rights can also nominate candidates for <u>non-independent</u> directors to the Board of Directors;</p> <p>(II) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for <u>non-independent</u> directors, and propose the qualified candidates to the Board of Directors for consideration. The Board of Directors shall propose the candidates for <u>non-independent</u> directors to the shareholders’ general meeting by way of written proposal after they are considered and approved by the Board of Directors;</p> <p>(III) The candidates for <u>non-independent</u> directors shall, before the convening of the shareholders’ general meeting, make written undertakings, expressing <u>express</u> their consent to their nomination, confirming <u>ensure</u> the truthfulness and completeness of the publicly disclosed information and undertaking <u>undertake</u> that they will duly perform their duties upon being elected;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(V) Each candidate for director shall be voted for on a separate basis at the shareholders' general meeting;</p> <p>(VI) When an additional director is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination shall propose a candidate to the Board of Directors for consideration. The shareholders' general meeting elects or replaces the director.</p> <p>The election of independent directors shall be made in accordance with the provisions of the Articles.</p>	<p>(IV) The Board of Directors shall, before the convening of the shareholders' general meeting, disclose the detailed information on the candidates for directors to the shareholders of the Bank in accordance with law and regulations and the Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes;</p> <p>(V) Each candidate for non-independent director shall be voted for on a separate basis at the shareholders' general meeting;</p> <p>(VI) When an additional non-independent director is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination shall propose a candidate to the Board of Directors for consideration. The shareholders' general meeting elects or replaces the director.</p> <p>The election of independent directors shall be made in accordance with the provisions of the Articles.</p>
20.	<p>Article 136 A director of the Bank shall spend sufficient time to perform his/her duties, and shall attend at least two-thirds of the meetings of the Board of Directors in person each year. If he/she is unable to attend for any reason, he/she may entrust another director of the same class in writing to attend the meeting on his/her behalf. If the director fails to attend the meetings of the Board of Directors either in person or entrust other directors to attend on his/her behalf two times consecutively, the director shall be deemed incapable of performing the duty, and the Board of Directors shall make a proposal to the shareholders' general meeting to dismiss such director.</p>	<p>Article 136 A director of the Bank shall spend sufficient time to perform his/her duties, and shall attend at least two-thirds of the on-site meetings of the Board of Directors in person each year. If he/she is unable to attend for any reason, he/she may entrust another director of the same class in writing to attend the meeting on his/her behalf. <u>However, an independent director shall not entrust a non-independent director to attend the meeting on his/her behalf.</u></p> <p><u>A director shall, in principle, be entrusted by no more than two directors who are not present at the meeting in person. When considering related party transactions, a non-related director shall not entrust a related director to attend the meeting on his/her behalf.</u> If the director fails to attend the meetings of the Board of Directors either in person or entrust other directors to attend on his/her behalf two times consecutively, the director shall be deemed incapable of performing the duty, and the Board of Directors shall make a proposal to the shareholders' general meeting to dismiss such director.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
21.	<p>Article 137 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 causes the number of directors of the Bank's Board of Directors to fall below two-thirds of the number of directors of the then session of the Board of Directors or the statutory minimum quorum, the director shall continue to perform the duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Bank before the newly appointed director assumes his/her office.</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 137 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 causes the number of directors of the Bank's Board of Directors to fall below two-thirds of the number of directors of the then session of the Board of Directors or the statutory minimum quorum, the director shall continue to perform the duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Bank before the newly appointed director assumes his/her office. <u>A director shall not resign without the approval of the regulatory authorities if the Bank is dealing with material 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><u>If the number of directors falls below the minimum number stipulated in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal of directors by the shareholders' general meeting, the death of directors, the resignation of independent directors due to the loss of independence, or other circumstances in which they cannot perform their duties as directors, the powers and duties of the Board of Directors shall be exercised by the shareholders' general meeting until the number of directors satisfies the requirements.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
22.	<p>Article 143 A person who is a civil servant shall not concurrently serve as an independent director of the Bank, and an independent director shall not hold positions in more than two commercial banks at the same time.</p> <p>An independent director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such fact in advance.</p>	<p>Article 143 A person who is a civil servant shall not concurrently serve as an independent director of the Bank, and an independent director shall not hold positions in more than two commercial banks at the same time. <u>In case of serving as an independent director in the banking and insurance institutions at the same time, the relevant institutions shall have no associated relationship and no conflict of interest.</u></p> <p><u>An independent director shall ensure that he/she has enough time and energy to perform his/her duties effectively and shall simultaneously serve as an independent director in no more than five domestic and foreign enterprises.</u> An independent director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such fact in advance.</p>
23.	<p>Article 144 The nomination, election and replacement of independent directors shall be made in accordance with the following requirements:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors and shareholders individually or jointly holding above 1% of the Bank's total outstanding shares with voting rights can nominate candidates for independent directors to the Board of Directors. A shareholder who has already nominated a candidate for director shall not nominate any candidate for independent director;</p> <p>(II) The qualifications of nominated candidates for independent directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors, and the review focuses on independence, professional knowledge, experience and ability, etc.;</p> <p>(III) The election and appointment of independent directors shall mainly follow market principles.</p>	<p>Article 144 The nomination, election and replacement of independent directors shall be made in accordance with the following requirements:</p> <p>(I) The Nomination and Remuneration Committee of the Board of Directors, and shareholders individually or jointly holding above 1% of the Bank's total outstanding shares with voting rights <u>and the Board of Supervisors</u> can nominate candidates for independent directors to the Board of Directors. A shareholder <u>and related parties thereof</u> who has <u>have</u> already nominated a candidate for director shall not nominate any candidate for independent director;</p> <p>(II) The qualifications of nominated candidates for independent directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors, and the review focuses on independence, professional knowledge, experience and ability, etc.;</p> <p>(III) The election and appointment of independent directors shall mainly follow market principles.;</p> <p><u>(IV) Other procedures for the election and appointment of independent directors shall be the same as those for non-independent directors.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
24.	<p>Article 146 Independent directors shall give independent opinions to the Board of Directors or shareholders' general meeting in relation to the following important matters of the Bank:</p> <p>(I) Nomination, appointment and removal of directors;</p> <p>(II) Appointment or removal of senior management personnel;</p> <p>(III) Significant related transactions entered into by shareholders, de facto controllers and its affiliated enterprises with the Bank and whether the Bank has adopted effective measures to recover the outstanding amount(s);</p> <p>(IV) Matters which the independent directors consider may prejudice the legitimate rights and interests of depositors, minority shareholders and other persons who have interests in the Bank or may cause material losses to the Bank;</p> <p>(V) Profit distribution plans;</p> <p>(VI) Appointment of external auditors;</p> <p>(VII) Matters on which the Hong Kong Listing Rules require the independent directors to give opinions;</p> <p>(VIII) The effect of the issuance of preference shares on the rights and interests of every class of shareholders;</p> <p>(IX) Other matters stipulated by laws and regulations.</p>	<p>Article 146 Independent directors shall give independent opinions to the Board of Directors or shareholders' general meeting in relation to the following important matters of the Bank:</p> <p>(I) Nomination, appointment and removal of directors <u>and appointment or removal of senior management personnel;</u></p> <p>(II) Appointment or removal of senior management personnel <u>Remunerations of directors and senior management personnel;</u></p> <p>(III) Significant related transactions entered into by shareholders, de facto controllers and its affiliated enterprises with the Bank and whether the Bank has adopted effective measures to recover the outstanding amount(s) <u>Significant related party transactions;</u></p> <p>(IV) Matters which the independent directors consider may prejudice the legitimate rights and interests of depositors, minority shareholders and other persons who have interests in the Bank or may cause material losses to the Bank;</p> <p>(IVV) Profit distribution plans;</p> <p>(VVI) <u>Appointment or removal of accounting firms that conduct regular statutory audits of the Bank's financial reports</u> external auditors;</p> <p>(VI) Matters on which the Hong Kong Listing VH Rules require the independent directors to give opinions;</p> <p>(VII) The effect of the issuance of preference VHH shares on the rights and interests of every class of shareholders <u>of the Bank;</u></p> <p>(VIII) <u>Other matters which may materially affect the legitimate rights and interests of the Bank, minority shareholders and financial consumers;</u></p> <p>(IX) Other matters stipulated by laws and, regulations, <u>regulatory requirements or the Articles.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
25.	<p>Article 147 Independent directors shall work for the Bank for no less than fifteen working days each year.</p>	<p>Article 147 Independent directors shall work for the Bank for no less than fifteen working days each year. <u>Where an independent director fails to attend three consecutive Board meetings in person, he/she shall be deemed to have failed to perform his/her duties, and the Bank shall convene a shareholders' general meeting to remove him/her from office and elect a new independent director within three months.</u></p>
26.	<p>Article 149 An independent director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors. An independent director shall continue to perform his/her duties before the Board of Directors approves his/her resignation.</p> <p>If the resignation of an independent director causes the number of independent directors in the Board of Directors to fall under the quorum or the minimum number required by the Articles, the resignation of the independent director shall not become effective until the successor assumes his/her office.</p>	<p>Article 149 An independent director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors. An independent director shall continue to perform his/her duties before the Board of Directors approves his/her resignation.</p> <p>If the resignation of an independent director causes the number of independent directors in the Board of Directors to fall under the quorum or the minimum number required by the Articles, <u>the independent director shall continue to perform his/her duties until a new independent director assumes office, except in the case of resignation or removal due to loss of independence.</u> the resignation of the independent director shall not become effective until the successor assumes his/her office.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
27.	<p>Article 153 The Board of Directors shall exercise the following functions and powers:</p> <p>(I) Convening shareholders' general meetings and reporting its performance at the general meetings;</p> <p>(II) Implementing resolutions of the shareholders' general meetings;</p> <p>(III) Deciding on development strategies, operational plans and investment programs of the Bank;</p> <p>(IV) Working out annual financial budget plans and final account plans of the Bank;</p> <p>(V) Formulating profit distribution plans and plans for recovery of losses of the Bank;</p> <p>(VI) Formulating proposals for increases in or reductions of registered share capital, issuance of bonds or other securities and listing plans of the Bank;</p> <p>(VII) Formulating proposals for repurchase of the Bank's shares, merger, separation, change of the form of the Bank and dissolution or liquidation;</p> <p>(VIII) Considering and approving the authorization plan for the Bank's annual business, personnel, finance, etc.;</p> <p>(IX) Considering and approving any single external donations amounting to between RMB5 million (exclusive) and RMB30 million (inclusive);</p> <p>(X) Considering and approving matters in relation to major equity investment and disposal with a single amount representing less than ten percent (inclusive) of the most recent audited net asset of the Bank;</p> <p>(XI) Considering and approving matters in relation to major asset acquisition and disposal with a single amount which amounts to more than RMB200 million (exclusive) representing less than ten percent (inclusive) of the most recent audited net asset of the Bank;</p>	<p>Article 153 The Board of Directors shall exercise the following functions and powers:</p> <p>(I) Convening shareholders' general meetings and reporting its performance at the general meetings;</p> <p>(II) Implementing resolutions of the shareholders' general meetings;</p> <p>(III) <u>Working out</u> Deciding on development strategies, operational plans and investment programs of the Bank, <u>and supervising the implementation of such strategies;</u></p> <p>(IV) Working out annual financial budget plans and final account plans of the Bank;</p> <p>(V) Formulating profit distribution plans and plans for recovery of losses of the Bank;</p> <p>(VI) Formulating proposals for increases in or reductions of registered share capital, issuance of bonds or other securities and listing plans of the Bank;</p> <p>(VII) Formulating <u>Working out</u> proposals for <u>major acquisitions of the Bank, repurchase acquisition</u> of the Bank's shares, merger, separation, change of the form of the Bank and dissolution or liquidation;</p> <p>(VIII) Considering and approving the authorization plan for the Bank's annual business, personnel, finance, etc.;</p> <p>(IX) <u>Considering and approving any external donation involving a single amount of more than RMB200,000 but not exceeding RMB30 million (inclusive), and a cumulative amount of more than RMB500,000 within the same year or a cumulative amount of more than RMB1 million to the same object</u> Considering and approving any single external donations amounting to between RMB5 million (exclusive) and RMB30 million (inclusive);</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(XII) Considering and approving any single external guarantees of other non-commercial Banks' business guarantees such as asset mortgage amounting to less than RMB200 million (inclusive);</p> <p>(XIII) Deciding on the establishment of the internal management structure of the Bank;</p> <p>(XIV) to determine the rules of establishment of branches structure of the Bank;</p> <p>(XV) Appointing or removing senior management, including the president and the secretary to the Board of Directors of the Bank; appointing or removing senior management, including vice presidents, assistants to the president and finance officers of the Bank, based on the recommendations of the president; and deciding on matters relating to their emoluments and awards or punishment;</p> <p>(XVI) Establishing the basic management system of the Bank, and deciding on risk management, internal control and the compliance policies of the Bank;</p> <p>(XVII) Formulating proposals for any amendment to the Articles;</p> <p>(XVIII) Managing the disclosure of information of the Bank;</p> <p>(XIX) Proposing the appointment or replacement of accounting firms to the shareholders' general meetings for the auditing of the Bank;</p> <p>(XX) Reviewing working reports of the president of the Bank and examining the performance of the president;</p> <p>(XXI) Formulating capital replenishment plans;</p> <p>(XXII) Formulating medium and long term incentive plans, such as equity incentive plans and employee stock ownership plans;</p>	<p>(X) Considering and approving matters in relation to major equity investment and disposal with a single amount representing less than ten percent (inclusive) of the most recent audited net asset of the Bank;</p> <p>(XI) Considering and approving matters in relation to major asset acquisition and, disposal and write-off with a single amount which amounts to more than RMB200 million (exclusive) representing less than ten percent (inclusive) of the most recent audited net asset of the Bank;</p> <p>(XII) Considering and approving any single external guarantees of other non-commercial Banks'banks' business guarantees such as asset mortgage amounting to less than RMB200 million (inclusive);</p> <p><u>(XIII) Considering and approving related party transactions, data governance and other matters in accordance with laws and regulations, regulatory provisions and the Articles;</u></p> <p>(XIII) Deciding on the establishment of the internal IV management structure of the Bank;</p> <p>(XIV) to determine the rules of establishment of V branches structure of the Bank;</p> <p>(XV) Appointing or removing senior management, including the president and the secretary to the Board of Directors of the Bank; appointing or removing senior management, including vice presidents, assistants to the president and finance officers of the Bank, based on the recommendations of the president; and deciding on matters relating to their emoluments and awards or punishment, and supervising the senior management in performance of duties in accordance with regulatory provisions;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(XXIII) The Board of Directors shall establish a supervisory system to ensure that the management will formulate a code of conduct and working principles for the management staff and the business personnel at all levels and that the regulatory documents will specifically require employees at all levels to promptly report any possible conflict of interests, provide detailed rules and establish corresponding mechanism;</p> <p>(XXIV) The Board of Directors shall establish a reporting system to require the senior management to report operational issues of the Bank to the Board of Directors regularly. The following items shall be regulated under this system:</p> <ol style="list-style-type: none"> (1) The contents and the basic standard of the information reported to the Board of Directors; (2) The frequency of the report; (3) The form of the report; (4) The responsible bodies of the report and the responsibilities for delay or incompleteness of the report; (5) The confidentiality of the report. <p>(XXV) Exercising any other functions and powers prescribed by the laws, administrative regulations, departmental rules or the Articles and authorized by the shareholders' general meetings.</p> <p>The resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of items (V), (VI), (VII), (IX), (X), (XI), (XII), (XV), (XVII), (XXI) and (XXII), the resolutions shall be approved by two-thirds of all directors. Matters beyond the scope of authorization of shareholders' general meetings of the Bank shall be proposed in shareholders' general meetings for consideration and approval.</p>	<p>(XVI) <u>VII)</u> Establishing the basic management system of the Bank, and deciding on risk management, internal control and the compliance policies of the Bank;</p> <p>(XVII) <u>VIII)</u> Formulating proposals for any amendment to the Articles;</p> <p><u>(XIX) Formulating the Rules of Procedures of the Shareholders' General Meeting and the Rules of Procedures of the Board's Meeting, and considering and approving the working rules of the special committee of the Board of Directors;</u></p> <p>(XX) <u>XVIII)</u> Managing the disclosure of information of the Bank, <u>taking charge of the information disclosure of the Bank and bearing the ultimate liability for the authenticity, accuracy, completeness, and timeliness of the accounting and financial reports;</u></p> <p>(XXI) <u>XIX)</u> Proposing the appointment, <u>removal</u> or replacement of accounting firms to the shareholders' general meetings <u>for conducting regular statutory audits for the auditing of the Bank's financial reports;</u></p> <p>(XXII) <u>XX)</u> Reviewing working reports of the president of the Bank and examining the performance of the president;</p> <p>(XXIII) <u>XXI)</u> Formulating capital replenishment plans, <u>developing capital planning of the Bank, and bearing the ultimate responsibility for capital or solvency management;</u></p> <p><u>(XXIV) Formulating the risk tolerance, risk management and internal control policies of the Bank, and bearing the ultimate responsibility for comprehensive risk management;</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p data-bbox="852 193 1465 300">(XXH) <u>(XXV)</u> Formulating medium and long term incentive plans, such as equity incentive plans and employee stock ownership plans;</p> <p data-bbox="852 336 1465 708">(XXH) <u>(XXVI)</u> The Board of Directors shall establish a supervisory system to ensure that the management will formulate a code of conduct and working principles for the management staff and the business personnel at all levels and that the regulatory documents will specifically require employees at all levels to promptly report any possible conflict of interests, provide detailed rules and establish corresponding mechanism;</p> <p data-bbox="852 744 1465 968">(XXIV) <u>(XXVII)</u> The Board of Directors shall establish a reporting system to require the senior management to report operational issues of the Bank to the Board of Directors regularly. The following items shall be regulated under this system:</p> <ol data-bbox="927 1004 1465 1493" style="list-style-type: none"> <li data-bbox="927 1004 1465 1110">(1) The contents and the basic standard of the information reported to the Board of Directors; <li data-bbox="927 1155 1465 1191">(2) The frequency of the report; <li data-bbox="927 1229 1465 1266">(3) The form of the report; <li data-bbox="927 1304 1465 1410">(4) The responsible bodies of the report and the responsibilities for delay or incompleteness of the report; <li data-bbox="927 1453 1465 1493">(5) The confidentiality of the report.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p><u>(XXVIII) Regularly evaluating and improving the Bank's corporate governance;</u></p> <p><u>(XXIX) Assuming responsibility for the management of shareholders' affairs;</u></p> <p><u>(XXX) Safeguarding the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(XXXI) Establishing a mechanism for identification, review and management of conflicts of interest between the Bank and shareholders especially substantial shareholders;</u></p> <p>(XXII) Exercising any other functions and powers XXV) prescribed by the laws, administrative regulations, departmental rules or the Articles and authorized by the shareholders' general meetings.</p> <p>The resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of items (V), (VI), (VII), (IX), (X), (XI), (XII), (XVI ¶), (XVIII ¶H), (XXIII¶) and (XXV¶), the resolutions shall be approved by two-thirds of all directors. Matters beyond the scope of authorization of shareholders' general meetings of the Bank shall be proposed in shareholders' general meetings for consideration and approval.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
28.	<p>Article 154 The Board of Directors of the Bank shall focus on the following matters, in addition to the performance of duties specified in Article 153:</p> <p>(I) formulating the business development strategies of the Bank and supervising their implementation;</p> <p>(II) formulating the risk tolerance, risk management and internal control systems of the Bank;</p> <p>(III) formulating capital planning and bearing the ultimate responsibility for capital management;</p> <p>(IV) regularly evaluating and improving the Bank's corporate governance;</p> <p>(V) taking charge of the information disclosure of the Bank and bearing the ultimate liability for truth, accuracy, completeness, and timeliness of the Bank's accounting and financial report;</p> <p>(VI) supervising and ensuring that senior management effectively fulfills management responsibilities;</p> <p>(VII) protecting the legitimate rights and interests of depositors and other stakeholders;</p> <p>(VIII) establishing the identification, investigation and management of conflicts of interest between the Bank and shareholders especially substantial shareholders and other mechanisms.</p>	<p>Article 154 <u>The powers and functions of the Board of Directors shall be collectively exercised by the Board of Directors. The powers and functions of the Board of Directors stipulated in the Company Law shall not be authorized to be exercised by the chairman of Board of Directors, directors, other institutions or individuals in principle. When authorization is necessary for some specific decision-making matters, it shall be made with resolutions of the Board of Directors in accordance with the law. One authorization shall be respectively given to one matter. It is prohibited to authorize the functions and powers of the Board generally or permanently to other institutions or individuals.</u> The Board of Directors of the Bank shall focus on the following matters, in addition to the performance of duties specified in Article 153:</p> <p>(I) formulating the business development strategies of the Bank and supervising their implementation;</p> <p>(II) formulating the risk tolerance, risk management and internal control systems of the Bank;</p> <p>(III) formulating capital planning and bearing the ultimate responsibility for capital management;</p> <p>(IV) regularly evaluating and improving the Bank's corporate governance;</p> <p>(V) taking charge of the information disclosure of the Bank and bearing the ultimate liability for truth, accuracy, completeness, and timeliness of the Bank's accounting and financial report;</p> <p>(VI) supervising and ensuring that senior management effectively fulfills management responsibilities;</p> <p>(VII) protecting the legitimate rights and interests of depositors and other stakeholders;</p> <p>(VIII) establishing the identification, investigation and management of conflicts of interest between the Bank and shareholders especially substantial shareholders and other mechanisms.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
29.	<p>Article 159 The meetings of the Board of Directors are divided into regular meetings and interim meetings. The regular meetings of the Board of Directors shall be held at least once a quarter and convened by the chairman. Notices of the Board meetings shall be sent to all directors and supervisors in writing fourteen (14) days before the meeting, and the meeting documents shall be sent to all directors and supervisors five (5) days before the meeting.</p>	<p>Article 159 The meetings of the Board of Directors are divided into regular meetings and interim meetings. The regular meetings of the Board of Directors shall be held at least four times a year at least once a quarter and convened by the chairman. Notices of the Board meetings shall be sent to all directors and supervisors in writing fourteen (14) days before the meeting, and the meeting documents shall be sent to all directors and supervisors five (5) ten (10) days before the meeting.</p>
30.	<p>Article 160 The chairman shall convene an interim Board meeting within ten (10) days under the following circumstances:</p> <ol style="list-style-type: none"> (1) It is deemed necessary by the chairman; (2) It is proposed by more than one-third of the directors; (3) It is proposed by the Board of Supervisors; (4) It is proposed by more than half of the independent directors (where the Bank has only two (2) independent directors, it is unanimously proposed by both independent directors); (5) It is proposed by the shareholders representing more than one-tenth of voting rights; (6) Other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles. <p>The notice of an interim Board meeting shall be served on all directors and supervisors in writing three (3) days before the meeting. In case of emergency, the service of notices for an interim Board meeting shall not be subject to the time-limit stated in the preceding paragraph.</p>	<p>Article 160 The chairman shall convene an interim Board meeting within ten (10) days under the following circumstances:</p> <ol style="list-style-type: none"> (1) It is deemed necessary by the chairman; (2) It is proposed by more than one-third of the directors; (3) It is proposed by the Board of Supervisors; (4) It is proposed by more than half of the two (2) independent directors (where the Bank has only two (2) independent directors, it is unanimously proposed by both independent directors); (5) It is proposed by the shareholders representing more than one-tenth of voting rights; (6) Other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles. <p>The notice of an interim Board meeting shall be served on all directors and supervisors in writing three (3) days before the meeting. In case of emergency, the service of notices for an interim Board meeting shall not be subject to the time-limit stated in the preceding paragraph.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
31.	<p>Article 164 Board meetings may be held by a meeting on-site or by circulation of a written resolution.</p> <p>.....</p> <p>Circulation of a written resolution shall not be adopted for profit distribution plan, major equity investment and asset disposal plan, plans on employing or dismissing senior management members and capital replenishment, major equity change and financial restructuring and other significant matters which shall be approved by more than two-thirds of directors of the Board of Directors.</p>	<p>Article 164 Board meetings may be held by a meeting on-site or by circulation of a written resolution.</p> <p>.....</p> <p>Circulation of a written resolution shall not be adopted for profit distribution plan, <u>compensation plan</u>, major equity investment and asset disposal plan, plans on employing or dismissing senior management members and capital replenishment, major equity change and financial restructuring and other significant matters which shall be approved by more than two-thirds of directors of the Board of Directors.</p> <p><u>The appointment and dismissal of the Company Secretary shall be determined by on-site meeting rather than circulation of a written resolution.</u></p>
32.	<p>Article 167 Minutes shall be kept for all Board meetings. Directors present at the meeting and the minute-taker shall sign on the minutes. Directors present at meeting have the right to request their speech at the meeting to be recorded as a statement. Minutes of the Board meetings shall be kept as bank documents for no less than ten (10) years.</p>	<p>Article 167 Minutes shall be kept for all Board meetings. Directors present at the meeting and the minute-taker shall sign on the minutes. Directors present at meeting have the right to request their speech at the meeting to be recorded as a statement. Minutes of the Board meetings shall be kept as bank documents no less than ten (10) years <u>permanently.</u></p> <p><u>The Bank shall take minutes of the on-site Board meetings by means of audio and video recording.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
33.	<p>Article 170 The Board of Directors of the Bank has established special committees, i.e. the Strategy and Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee and the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. Each of the special committees is responsible to the Board of Directors. They provide professional opinions to the Board of Directors, or make decisions in respect of professional issues in accordance with the authorization of the Board of Directors.</p> <p>All special committees comprise of directors, and each committee shall have at least three (3) members. In particular, the majority of the members of the Audit Committee, the Related Party Transactions Control Committee and the Nomination and Remuneration Committee shall be independent directors, and they shall act as the chairman of committees. Among the members of the Related Party Transactions Control Committee who are independent directors, at least one of them shall have professional expertise in accounting. All members of the Audit Committee shall be non-executive directors, with at least one member having the appropriate qualifications as provided for in the Hong Kong Listing Rules or an independent director having the appropriate accounting or relevant financial expertise. The chairman of the Risk Management Committee shall have experience in identification and management of various risks.</p> <p>The chairman of a special committee in principle shall not serve as the chairman of another committee. Directors serving as chairman of the Audit Committee, the Related Party Transactions Control Committee and the Risk Management Committee shall work in the Bank for at least twenty-five (25) workdays every year.</p>	<p>Article 170 The Board of Directors of the Bank has established special committees, i.e. the Strategy and Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee and the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. Each of the special committees is responsible to the Board of Directors. They provide professional opinions to the Board of Directors, or make decisions in respect of professional issues in accordance with the authorization of the Board of Directors.</p> <p>All special committees comprise of directors, and each committee shall have at least three (3) members. In particular, the majority of the members of the Audit Committee, the Related Party Transactions Control Committee and the Nomination and Remuneration Committee shall be independent directors, and they shall act as the chairman of committees. Among the members of the Related Party Transactions Control Committee who are independent directors, at least one of them shall have professional expertise in accounting. All members of the Audit Committee shall be non-executive directors <u>and shall have professional knowledge and work experience in certain area including finance, auditing, accounting, or law,</u> with at least one member having the appropriate qualifications as provided for in the Hong Kong Listing Rules or an independent director having the appropriate accounting or relevant financial expertise. The chairman of the Risk Management Committee shall have experience in identification and management of various risks.</p> <p>The chairman of a special committee in principle shall not serve as the chairman of another committee. Directors serving as chairman of the Audit Committee, the Related Party Transactions Control Committee and the Risk Management Committee shall work in the Bank for at least twenty-five (250) workdays every year.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
34.	<p>Article 171 The primary duties of the Strategic and Development Committee of the Board of Directors are:</p> <p>(I) formulating the medium-to-long term development strategies of the Bank, supervising and evaluate the implementation of the strategy and advising to the Board of Directors;</p> <p>(II) examining the annual operation plan and the budget for fixed asset investment of the Bank, supervising and inspecting the implementation of the annual operation plan and the budget for fixed asset investment of the Bank;</p> <p>(III) studying and advising to the Board of Directors on the development of information technology, inclusive finance, green credit and other specialized strategic development plans of the Bank according to the needs of strategic development plan;</p> <p>(IV) studying and formulating strategies and policies of the social responsibilities of the Bank, supervising, inspecting and evaluating the performance of social responsibilities by the Bank;</p> <p>(V) reviewing annual authorization plans relating to business, personnel, and financial affairs, and advising to the Board of Directors;</p>	<p>Article 171 The primary duties of the Strategic Strategy and Development Committee of the Board of Directors are:</p> <p>(I) formulating the medium-to-long term development strategies of the Bank, supervising and evaluating evaluate the implementation of the strategy strategies and advising to the Board of Directors;</p> <p>(II) examining the annual operation plan and the budget for fixed asset investment of the Bank, supervising and inspecting the implementation of the annual operation plan and the budget for fixed asset investment of the Bank;</p> <p>(III) studying and advising to the Board of Directors on the development of information technology, inclusive finance, green credit and other specialized strategic development plans of the Bank according to the needs of strategic development plan;</p> <p>(IV) studying and formulating strategies and policies of the social responsibilities of the Bank, supervising, inspecting and evaluating the performance of social responsibilities by the Bank;</p> <p>(V) reviewing annual authorization plans relating to business, personnel, and financial affairs, and advising to the Board of Directors;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(VI) examining and advising considering any single external donations amounting to more than RMB5 million (exclusive) and less than RMB30 million (inclusive); considering matters in relation to major equity investment and disposal with a single amount representing less than ten percent (inclusive) of the most recent audited net asset of the Bank; considering matters in relation to major asset acquisition and disposal with a single amount which amounts to more than RMB200 million (exclusive) representing less than ten percent (inclusive) of the most recent audited net asset of the Bank; considering any single external guarantees of other non-commercial Banks' business security such as asset mortgage amounting to less than RMB200 million (inclusive); and advising to the Board of Directors in respect of the abovementioned matters;</p> <p>(VII) studying and coordinating other significant matters relating to the strategic development of the Bank.</p>	<p>(VI) examining and advising considering any single external donations amounting to more than RMB5 million (exclusive) and less than RMB30 million (inclusive); <u>considering and approving any single external donations amounting to more than RMB200,000 and less than RMB30 million (inclusive), and cumulatively exceeding RMB500,000 within the same year or RMB1 million in respect of the same target;</u> considering matters in relation to major equity investment and disposal with a single amount representing less than ten percent (inclusive) of the most recent audited net asset of the Bank; considering matters in relation to major asset acquisition, and disposal <u>and write-off</u> with a single amount which amounts to more than RMB200 million (exclusive) representing less than ten percent (inclusive) of the most recent audited net asset of the Bank; considering any single external guarantees of other non-commercial Banks² <u>banks'</u> business security such as asset mortgage amounting to less than RMB200 million (inclusive); and advising to the Board of Directors in respect of the above-mentioned matters;</p> <p>(VII) studying and coordinating other significant matters relating to the strategic development of the Bank.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
35.	<p data-bbox="204 187 395 219">Article 173</p> <p data-bbox="204 263 820 746">A general related party transaction shall refer to a transaction between the Bank and a single related party with an amount of less than 1% of the net capital of the Bank and the balance of the transactions between the Bank and the related party after such transaction constituting less than 5% of the net capital of the Bank. General related-party transactions shall be approved by the Bank in accordance with internal authorization procedures and reported to Related Party Transaction Control Committee for filing. General related party transactions may also follow the authorization procedure of material related party transactions.</p> <p data-bbox="204 789 820 1272">A material related party transaction shall refer to a transaction between the Bank and a single related party with an amount of more than 1% of the net capital of the Bank or the balance of the transactions between the Bank and the related party after such transaction constituting more than 5% of the net capital of the Bank. Material transactions shall be reviewed by Related Party Transaction Control Committee of the Bank before they are approved by the Board. The connected transactions defined in the Hong Kong Listing Rules shall be subject to the provisions and requirements in relation to Hong Kong laws and rules.</p>	<p data-bbox="852 187 1043 219">Article 173</p> <p data-bbox="852 263 1468 746">A general related party transaction shall refer to a transaction between the Bank and a single related party with an amount of less than 1% of the net capital of the Bank and the balance of the transactions between the Bank and the related party after such transaction constituting less than 5% of the net capital of the Bank. General related-party transactions shall be approved by the Bank in accordance with internal authorization procedures and reported to Related Party Transaction Control Committee for filing. General related party transactions may also follow the authorization procedure of material related party transactions.</p> <p data-bbox="852 789 1468 1123">A material related party transaction shall refer to a transaction between the Bank and a single related party with an amount of more than 1% of the net capital of the Bank <u>at the end of the previous quarter</u> or the balance of the transactions between the Bank and the related party after such transaction constituting <u>with a cumulative amount reaching</u> more than 5% of the net capital of the Bank <u>at the end of the previous quarter</u>.</p> <p data-bbox="852 1166 1468 1500"><u>After the cumulative amount of transactions between the Bank and a single related party reaches the standards prescribed in the preceding paragraph, the subsequent related party transactions shall be redetermined as a material related party transaction once the cumulative amount thereof reaches more than 1% of the net capital at the end of the previous quarter.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p>Material transactions shall be reviewed by Related Party Transaction Control Committee of the Bank before they are approved by the Board. <u>Resolutions made at the Board meetings shall be approved by more than two-thirds of the non-associated directors. It shall be submitted to the shareholders' general meeting for consideration if the number of non-associated directors attending the Board meeting is less than three.</u> The connected transactions defined in the Hong Kong Listing Rules shall be subject to the provisions and requirements in relation to Hong Kong laws and rules.</p> <p><u>A general related party transaction shall refer to a related party transaction other than a material related party transaction. General related party transactions shall be approved by the Bank in accordance with internal authorization procedures and reported to Related Party Transaction Control Committee for filing.</u></p>
36.	<p>Article 175 The main duties and responsibilities of the Nomination and Remuneration Committee of the Board are:</p> <p>(I) To review the remuneration management system and policies of the Bank;</p> <p>(II) To study the appraisal criteria for directors and senior management and to carry out appraisal and make recommendation;</p> <p>.....</p>	<p>Article 175 The main duties and responsibilities of the Nomination and Remuneration Committee of the Board are:</p> <p>(I) To <u>review formulate</u> the remuneration management system and policies of the Bank <u>and submit the same to the Board of Directors for consideration;</u></p> <p>(II) To study the appraisal criteria for directors and senior management and <u>submit the same to the Board of Directors for consideration;</u> to carry out appraisal and make recommendations <u>in accordance with appraisal criteria;</u></p> <p>.....</p>
37.	<p>Article 176 Main duties of the Consumer Rights Protection Committee:</p> <p>(I) to formulate the Bank's strategies, policies and objectives of consumer protection, to incorporate consumer protection into corporate governance and business development strategies; and to guide the senior management to reinforce in overall planning the construction of a corporate culture enabling consumer protection;</p> <p>(II) to supervise and evaluate the Bank's consumer protection work regarding its comprehensiveness, timeliness and effectiveness, and the senior management's performance of duties;</p>	<p>Article 176 Main duties of the Consumer Rights Protection Committee:</p> <p>(I) to formulate the Bank's strategies, policies and objectives of consumer protection, to incorporate consumer protection into corporate governance and business development strategies; and to guide the senior management to reinforce in overall planning the construction of a corporate culture enabling consumer protection;</p> <p>(II) <u>to supervise the senior management to effectively carry out and implement the relevant work of protecting consumer rights, regularly listen to special reports from the senior management on the implementation of consumer rights protection in the Bank, and review and approve relevant special reports;</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(III) in accordance with the Bank’s overall strategy, to deliberate proposals on consumer protection for the consideration of the Board of Directors, and make recommendations to the Board of Directors;</p> <p>(IV) to provide periodic reports to the Board;</p> <p>(V) other matters as required by laws and regulations, Articles, and the Board of Directors.</p>	<p>(HIII)to supervise and evaluate the Bank’s consumer protection work regarding its comprehensiveness, timeliness and effectiveness, and the senior management’s performance of duties;</p> <p>(HIV) in accordance with the Bank’s overall strategy, to deliberate proposals on consumer protection for the consideration of the Board of Directors, and make recommendations to the Board of Directors;</p> <p>(HV) to provide periodic reports to the Board;</p> <p>(VVI) other matters as required by laws and regulations, Articles, and the Board of Directors.</p>
38.	<p>Article 186 The president shall be accountable to the Board of Directors and shall perform the following duties and powers:</p> <p>(I) To thoroughly implement the business development strategies of the Bank decided by the Board of Directors;</p> <p>(II) to take charge of the daily administrative, business and financial management affairs of the Bank, to organize the implementation of the resolutions of the Board of Directors and to report the work to the Board of Directors;</p> <p>(III) to submit annual business plans and investment proposals to the Board of Directors and to organize the implementation upon approval by the Board of Directors;</p> <p>(IV) to draft proposals on the establishment of the Bank’s internal management entities and branches;</p> <p>(V) to draft the Bank’s basic management system;</p> <p>(VI) to formulate the Bank’s specific regulations of businesses;</p>	<p>Article 186 The president shall be accountable to the Board of Directors and shall perform the following duties and powers:</p> <p>(I) To thoroughly implement the business development strategies of the Bank decided by the Board of Directors;</p> <p>(II) to take charge of the daily administrative, business and financial management affairs of the Bank, to organize the implementation of the resolutions of the Board of Directors and to report the work to the Board of Directors;</p> <p>(III) to submit annual business plans and investment proposals to the Board of Directors and to organize the implementation upon approval by the Board of Directors;</p> <p>(IV) to draft proposals on the establishment of the Bank’s internal management entities and branches;</p> <p>(V) to draft the Bank’s basic management system;</p> <p>(VI) to formulate the Bank’s specific regulations of businesses;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(VII) to approve external donations with a single amount of less than RMB5 million (inclusive);</p> <p>(VIII) to approve related matters of major asset purchase and disposal with a single amount of less than RMB200 million (inclusive);</p> <p>(IX) to propose to appoint or dismiss the vice presidents, assistant to the president, financial chief and other senior management personnel of the Bank;</p> <p>(X) to appoint or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors; and determine their salaries, benefits and reward or punishment according to the remuneration reward and punishment scheme fixed by the Board of Directors;</p> <p>(XI) to decide the wages, benefits, reward and punishment of the Bank's staff;</p> <p>(XII) to authorize senior management personnel and persons in charge of internal departments and branches to conduct operational activities;</p> <p>(XIII) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the banking regulatory and administrative authorities under State Council, the Board of Directors and the Board of Supervisors;</p> <p>(XIV) other powers and rights conferred by applicable laws, the Articles or by the Board of Directors.</p>	<p>(VII) <u>to approve external donations with a single amount of less than RMB200,000 (inclusive), a cumulative amount of RMB500,000 (inclusive) in the same year, or a cumulative amount of RMB1 million (inclusive) to the same object;</u> to approve external donations with a single amount of less than RMB5 million (inclusive);</p> <p>(VIII) to approve related matters of major asset purchase, <u>and disposal and write-off</u> with a single amount of less than RMB200 million (inclusive);</p> <p>(IX) to propose to appoint or dismiss the vice presidents, assistant to the president, financial chief and other senior management personnel of the Bank;</p> <p>(X) to appoint or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors; and determine their salaries, benefits and reward or punishment according to the remuneration reward and punishment scheme fixed by the Board of Directors;</p> <p>(XI) to decide the wages, benefits, reward and punishment of the Bank's staff;</p> <p>(XII) to authorize senior management personnel and persons in charge of internal departments and branches to conduct operational activities;</p> <p>(XIII) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the banking regulatory and administrative authorities under State Council, the Board of Directors and the Board of Supervisors;</p> <p>(XIV) other powers and rights conferred by applicable laws, the Articles or by the Board of Directors.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
39.	<p>Article 201 The Bank shall have a Board of Supervisors which shall be composed of five (5) to thirteen (13) supervisors. The Board of Supervisors shall have one (1) chairman and one (1) vice chairman, and their appointment and removal of the chairman shall be made with a resolution passed by above two-thirds of the all members of the Board of Supervisors. The chairman and vice chairman shall be served as by a dedicated designated person, and shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc.. 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 to or fails to carry out 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 to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall convene and preside over the meeting.</p> <p>Employee representative supervisors and external supervisors shall not be less than one-third of the total number of members of the Board of Supervisors.</p> <p>Shareholder representative supervisors shall be nominated by the Board of Supervisors and shareholder(s) individually or collectively holding 3% of the shares with voting rights of the Bank, and shall be elected, removed and replaced by the shareholders' general meeting; External supervisors shall be nominated by the Board of Supervisors and shareholder(s) individually or collectively holding 1% of the shares with voting rights of the Bank, and shall be elected, removed and replaced by the shareholders' general meeting; Employee representative supervisors shall be nominated by the Board of Supervisors and the labor union of the Bank, and shall be elected, removed and replaced by employee representative meeting, general employee meeting or other democratic procedures of the Bank.</p>	<p>Article 201 The Bank shall have a Board of Supervisors which shall be composed of five (5) to thirteen (13) supervisors. The Board of Supervisors shall have one (1) chairman and may have one (1) vice chairman, and their appointment and removal of the chairman shall be made with a resolution passed by above two-thirds of the all members of the Board of Supervisors. The chairman and vice chairman of the Board of Supervisors shall be served as by a dedicated designated person, and shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc.. 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 to or fails to carry out 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 to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall convene and preside over the meeting.</p> <p>Employee representative supervisors and external supervisors shall not be less than one-third of the total number of members of the Board of Supervisors.</p> <p>Shareholder representative supervisors shall be nominated by the Board of Supervisors and shareholder(s) individually or collectively holding more than 3% of the shares with voting rights of the Bank, and shall be elected, removed and replaced by the shareholders' general meeting; External supervisors shall be nominated by the Board of Supervisors and shareholder(s) individually or collectively holding more than 1% of the shares with voting rights of the Bank, and shall be elected, removed and replaced by the shareholders' general meeting; Employee representative supervisors shall be nominated by the Board of Supervisors and the labor union of the Bank, and shall be elected, removed and replaced by employee representative meeting, general employee meeting or other democratic procedures of the Bank.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>In principle, the number of supervisors nominated by the same shareholder and his/her related parties shall not exceed two-thirds of the number of members on the Board of Supervisors; the same shareholder shall nominate only one candidate for external supervisor and shall not nominate candidates for both independent director and external supervisor.</p>	<p>In principle, the number of supervisors nominated by the same shareholder and his/her related parties shall not exceed two-thirds one-third of the number of members on the Board of Supervisors; the same shareholder shall nominate only one candidate for external supervisor and <u>the shareholder and his/her related parties that have nominated directors shall not nominate supervisors, except as otherwise prescribed by the state.</u> shall not nominate candidates for both independent director and external supervisor.</p>
40.	<p>Article 202 The Board of Supervisors shall be the supervisory authority of the Bank, and accountable to the shareholders' general meeting and exercise the following powers:</p> <p>(I) to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; to regularly evaluate the effectiveness, rationality and efficiency of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>(II) to supervise the performance of duties of the Board of Directors and senior management and other members of the Bank, to conduct a comprehensive evaluation on the performance of duties of the directors, supervisors and senior management personnel and when the acts of directors and senior management personnel of the Bank jeopardize its interests, to require them to correct these acts and to propose the removal or litigation against directors and senior management personnel who have violated laws, administrative regulations, the Articles or resolutions of the shareholders' general meetings;</p> <p>(III) to examine and supervise the financial activities of the Bank, to examine financial information such as financial reports, business reports and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the operation of the Bank, and to engage professionals such as lawyers, certified public accountants or practicing auditors etc. if necessary to assist its duties at the expenses of the Bank;</p>	<p>Article 202 The Board of Supervisors shall be the supervisory authority of the Bank, and accountable to the shareholders' general meeting and exercise the following powers:</p> <p>(I) to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; to regularly evaluate the effectiveness <u>scientificity</u>, rationality, <u>stability</u> and efficiency of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>(II) to supervise the performance of duties of the Board of Directors and senior management and other members of the Bank, to conduct a comprehensive evaluation on the performance of duties of the directors, supervisors and senior management personnel and when the acts of directors and senior management personnel of the Bank jeopardize its interests, to require them to correct these acts and to propose the removal or litigation against directors and senior management personnel who have violated laws, administrative regulations, the Articles or resolutions of the shareholders' general meetings;</p> <p>(III) to examine and supervise the financial activities of the Bank, to examine financial information such as financial reports, business reports and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the operation of the Bank, and to engage professionals such as lawyers, certified public accountants or practicing auditors etc. if necessary to assist its duties at the expenses of the Bank;</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>(IV) to examine the reports of the Bank regularly compiled by the Board of Directors and submit its opinions in writing;</p> <p>(V) to supervise the election and appointment procedures for directors;</p> <p>(VI) to attend the Board meetings, meetings of special committees of the Board of Directors 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>(VII) to make written or oral proposals, give indications, conduct discussions and raise questions to the Board of Directors, senior management and its members or other personnel and require them to reply based on needs;</p> <p>(VIII) to guide the internal audit department to perform their duties of internal auditing and supervision independently, and check and supervise the risk management and internal control of the Bank;</p> <p>(IX) other duties stipulated by laws, administrative regulations, regulations of the department or the Articles of the Bank and duties authorized at the shareholders' general meeting.</p>	<p>(IV) to examine the reports of the Bank regularly compiled by the Board of Directors and submit its opinions in writing;</p> <p>(V) to supervise the election and appointment procedures for directors;</p> <p>(VI) to attend the Board meetings, meetings of special committees of the Board of Directors 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>(VII) to make written or oral proposals, give indications, conduct discussions and raise questions to the Board of Directors, senior management and its members or other personnel and require them to reply based on needs;</p> <p>(VIII) to guide the internal audit department to perform their duties of internal auditing and supervision independently, and check and supervise the <u>operation decisions</u>, risk management and internal control of the Bank <u>and supervise the rectification</u>;</p> <p><u>(IX) to supervise the implementation of the Bank's compensation management system and the scientificity and rationality of the compensation plan for senior management</u>;</p> <p>(IX) other duties stipulated by laws, administrative regulations, regulations of the department or the Articles of the Bank and duties authorized at the shareholders' general meeting.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
41.	<p>Article 208 The major duties of the supervision committee under the Board of Supervisors include:</p> <p>(I) to formulate supervisory plans for financial activities of the Bank and provide relevant suggestions to the Board of Supervisors;</p> <p>(II) to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; organize evaluation on effectiveness, rationality and efficiency of the development strategy formulated by the Board of Directors, prepare evaluation reports and report them to the Board of Supervisors;</p> <p>(III) to supervise and examine the Bank’s operation decisions, risk management and internal control;</p> <p>(IV) to communicate with the external audit authorities of the Bank, understand the preparation and major adjustment regularly reported by the Board of Directors, and report to the Board of Supervisors;</p> <p>(V) to guide the internal audit department to perform their duties of internal auditing and supervision independently;</p> <p>(VI) any other matters authorized by the Board of Supervisors.</p>	<p>Article 208 The major duties of the supervision committee under the Board of Supervisors include:</p> <p>(I) to formulate supervisory plans for financial activities of the Bank and provide relevant suggestions to the Board of Supervisors;</p> <p>(II) to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; organize evaluation on <u>effectiveness</u> scientificity, rationality, stability and efficiency of the development strategy formulated by the Board of Directors, prepare evaluation reports and report them to the Board of Supervisors;</p> <p>(III) to supervise and examine the Bank’s operation decisions, risk management and internal control <u>and supervise the rectification</u>;</p> <p>(IV) to communicate with the external audit authorities of the Bank, understand the preparation and major adjustment regularly reported by the Board of Directors, and report to the Board of Supervisors;</p> <p>(V) to guide the internal audit department to perform their duties of internal auditing and supervision independently;</p> <p>(VI) <u>to supervise the scientificity and rationality of the implementation of the Bank’s remuneration management system and the remuneration plan of senior management</u>;</p> <p>(VII) any other matters authorized by the Board of Supervisors.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
42.	<p>Article 209 Regular meetings of the Board of Supervisors shall be convened at least once each quarter and be convened by its chairman. Supervisors may propose to convene an extraordinary meeting of the Board of Supervisors. When all the external supervisors make such proposal in writing, the Board of Supervisors shall convene a meeting. When all the external supervisors consider that the information on the resolutions presented at the meeting of the Board of Supervisors is not adequate or accurate, they may jointly make a written proposal to postpone the convening of such meeting or the consideration and approval of relevant resolutions, and the Board of Supervisors shall adopt such proposal.</p> <p>When all the external supervisors reach a consensus, they shall have the right to propose the Board of Supervisors to recommend the Board of Directors to convene an extraordinary general meeting, and the Board of Supervisors shall reply its agreed or disagreed opinions in writing upon receipt of such proposals.</p>	<p>Article 209 Regular meetings of the Board of Supervisors shall be convened <u>at least four times a year</u> at least once each quarter and be convened by its chairman. Supervisors may propose to convene an extraordinary meeting of the Board of Supervisors. When all the external supervisors make such proposal in writing, the Board of Supervisors shall convene a meeting. <u>Resolutions of the Board of Supervisors can be voted in two ways: on-site meeting and circulating of written resolutions.</u> When all the external supervisors consider that the information on the resolutions presented at the meeting of the Board of Supervisors is not adequate or accurate, they may jointly make a written proposal to postpone the convening of such meeting or the consideration and approval of relevant resolutions, and the Board of Supervisors shall adopt such proposal.</p> <p>When all the external supervisors reach a consensus, they shall have the right to propose the Board of Supervisors to recommend the Board of Directors to convene an extraordinary general meeting, and the Board of Supervisors shall reply its agreed or disagreed opinions in writing upon receipt of such proposals.</p>
43.	<p>Article 211 An interim meeting of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors within ten (10) days if any of the following events occurs:</p> <p>(I) the chairman of the Board of Supervisors considers it necessary;</p> <p>(II) when above one-third of the supervisors propose to do so;</p> <p>Notice of the interim meeting of the Board of Supervisors shall be served on all of the supervisors three (3) days before the date of such meeting.</p>	<p>Article 211 An interim meeting of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors within ten (10) days if any of the following events occurs:</p> <p>(I) the chairman of the Board of Supervisors considers it necessary;</p> <p>(II) when above one-third of the supervisors propose to do so;</p> <p>Notice of the interim meeting of the Board of Supervisors shall be served on all of the supervisors three (3) days before the date of such meeting.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
44.	<p>Article 214 Any supervisor shall, in person, attend at least two-thirds of the meetings of the Board of Supervisors each year. If a supervisor fails to attend meetings convened by the Board of Supervisors consecutively for two times and fails to appoint other supervisor(s) to attend such meetings on his/her behalf, or fails to attend at least two thirds of such meetings in person each year, he/she shall be deemed as failure on his/her part to perform his/her duties. The Board of Supervisors shall propose to the shareholders' general meetings or staff representative meeting to remove such supervisor.</p> <p>Each shareholder representative supervisor and external supervisor shall work for the Bank for not less than fifteen (15) working days each year. The Board of Supervisors shall make self-assessment on its work performance each year, assess the performance of duties by its supervisors, and report relevant assessment results to the shareholders' general meeting.</p>	<p>Article 214 Any supervisor shall, in person, attend at least two-thirds of the <u>on-site</u> meetings of the Board of Supervisors each year. <u>If a supervisor cannot attend the meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf.</u> If a supervisor fails to attend meetings convened by the Board of Supervisors consecutively for two times and fails to appoint other supervisor(s) to attend such meetings on his/her behalf, or fails to attend at least two thirds of such meetings in person each year, he/she shall be deemed as failure on his/her part to perform his/her duties. The Board of Supervisors shall propose to the shareholders' general meetings or staff representative meeting to remove such supervisor.</p> <p>Each shareholder representative supervisor and external supervisor shall work for the Bank for not less than fifteen (15) working days each year. The Board of Supervisors shall make self-assessment on its work performance each year, assess the performance of duties by its supervisors, and report relevant assessment results to the shareholders' general meeting.</p>
45.	<p>Article 222 Minutes shall be taken for the meeting and the supervisors attending the meeting and the person taking the minutes shall sign on the minutes. Supervisors shall have the right to request to record in the minutes details of the speech made by them at the meeting. The minutes of the meetings of the Board of Supervisors shall be kept as the Bank's files for a period of not less than ten (10) years.</p>	<p>Article 222 Minutes shall be taken for the meeting and the supervisors attending the meeting and the person taking the minutes shall sign on the minutes. Supervisors shall have the right to request to record in the minutes details of the speech made by them at the meeting. The minutes of the meetings of the Board of Supervisors shall be kept as the Bank's files <u>permanently</u> for a period of not less than ten (10) years.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
46.	New article	<p><u>Article 243 The Bank shall establish a system for deferred payment, recourse and deduction of performance remuneration.</u></p> <p><u>The performance remuneration of the Bank’s executive directors, senior management and personnel in key positions shall be deferred.</u></p> <p><u>The “personnel in key positions” mentioned in the preceding paragraph refer to the personnel who has a direct or significant impact on the operational risks of the Bank.</u></p> <p><u>The Bank shall specify the scope of personnel in key positions in the remuneration management system.</u></p> <p><u>If the Bank is exposed to excessive risk losses, it shall, in accordance with the relevant provisions of the performance remuneration recourse and deduction system, stop paying the unpaid part of the performance remuneration to the relevant responsible personnel and recover the performance remuneration paid within the corresponding period. The provisions on recourse and deduction apply equally to departed employees and retirees.</u></p>
47.	<p>Article 249 ... Except as otherwise provided in the Articles, the Bank shall send the aforesaid reports or report of the Board of Directors along with the balance sheet and loss and profit statement or income and expenditure statement to each shareholder of overseas listed shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual shareholders’ general meeting, and the address on the register of shareholders shall be the address of the recipient. For shareholder of overseas listed shares who meet the requirements of laws, administrative regulations and the securities regulatory authorities of the locality in which the Bank’s shares are listed, the aforesaid report or report of the Board of Directors along with the balance sheet and income statement can be sent by the ways published on the Bank’s website, the website of Hong Kong Stock Exchange and other websites stipulated by the Hong Kong Listing Rules from time to time.</p>	<p>Article 250⁴⁹ ... Except as otherwise provided in the Articles, the Bank shall send the aforesaid reports or report of the Board of Directors along with the balance sheet and loss and profit statement or income and expenditure statement to each shareholder of overseas listed shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual shareholders’ general meeting, and the address on the register of shareholders shall be the address of the recipient. For shareholder of overseas listed shares who meet the requirements of laws, administrative regulations and the securities regulatory authorities of the locality in which the Bank’s shares are listed, the aforesaid report or report of the Board of Directors along with the balance sheet and income statement can be sent by the ways published on the Bank’s website, the website of Hong Kong Stock Exchange and other websites stipulated by the Hong Kong Listing Rules from time to time.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
48.	<p>Article 254 According to the laws and regulations such as the Company Law and the Financial Rules for Financial Enterprises, the after-tax profits of the Bank shall be distributed in the following order of priority:</p> <ol style="list-style-type: none"> (1) To make up for the losses of the previous year; (2) To set aside 10% of the profits to statutory reserve funds; (3) To set aside general reserves; (4) To pay dividends on preference shares; (5) To set aside discretionary reserve funds; (6) To pay dividends to ordinary shareholders. <p>Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities, the Bank shall not distribute profits to investors. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits if it has distributable profits.</p> <p>The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and these Articles.</p> <p>In case the shareholders' general meeting approves to distribute any profit to any shareholder before making up the losses and making contributions to the statutory reserve as required by the aforesaid provision, shareholders must return profits so distributed to the Bank.</p> <p>Shares held by the Bank are not entitled to any profit distribution.</p> <p>Where the profit distribution is restricted by laws, regulations and regulatory requirements, the Bank shall not distribute its profits to shareholders.</p>	<p>Article 254 According to the laws and regulations such as the Company Law and the Financial Rules for Financial Enterprises, the after-tax profits of the Bank shall be distributed in the following order of priority:</p> <ol style="list-style-type: none"> (1) To make up for the losses of the previous year; (2) To set aside 10% of the profits to statutory reserve funds; (3) To set aside general reserves; (4) To pay dividends on preference shares <u>shareholders</u>; (5) To set aside discretionary reserve funds; (6) To pay dividends to ordinary shareholders. <p><u>Where the accumulated amount of the statutory reserve fund of the Bank comes to more than 50% of the registered capital of the Bank, it is no longer necessary to set aside the statutory reserve fund. After setting aside the statutory reserve fund and general reserve, and paying dividends on preference shares, whether to set aside the discretionary reserve funds shall be determined by the Shareholders' general meeting. The Bank shall not distribute profits to Shareholders before making up for the losses of the Bank and setting aside the statutory reserve funds and general reserves.</u></p> <p>Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities <u>of the state</u>, the Bank shall not distribute profits to investors <u>shareholders in the year</u>. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits <u>of each year</u> if it has distributable profits <u>after making up the losses, setting aside the statutory reserve, general reserve and paying the dividends on preference shareholders in accordance with laws.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		<p>The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and these Articles.</p> <p>In case the shareholders' general meeting approves to distribute any profit to any shareholder before making up the losses, and making contributions to the statutory reserve and general reserves as required by the aforesaid provision, shareholders must return profits so distributed to the Bank.</p> <p>Shares held by the Bank are not entitled to any profit distribution.</p> <p>Where the profit distribution is restricted by laws, regulations and regulatory requirements, the Bank shall not distribute its profits to shareholders.</p>
49.	<p>Article 259 Payments made in advance of calls on any shares by the Bank shall carry interest. However, holders of shares shall not have any right to receive dividends declared thereafter in relation to any such payment made in advance.</p> <p>For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the pre-condition of abiding by relevant PRC laws, administrative regulations and departmental rules, but the right shall only be exercised after the expiration of the applicable limitation period.</p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas listed 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 shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(I) The Bank has distributed dividends on such shares at least three (3) times in a period of twelve (12) years and the dividends are not claimed by anyone during that period;</p> <p>(II) 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 locality in which the Bank's shares are listed.</p>	<p>Article 26059 Payments made in advance of calls on any shares by the Bank shall carry interest. However, holders of shares shall not have any right to receive dividends declared thereafter in relation to any such payment made in advance.</p> <p>For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the pre-condition of abiding by relevant PRC laws, administrative regulations and departmental rules, but the right shall only be exercised after the expiration of the applicable limitation period.</p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas listed 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 shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(I) The Bank has distributed dividends on such shares at least three (3) times in a period of twelve (12) years and the dividends are not claimed by anyone during that period;</p> <p>(II) 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 locality in which the Bank's shares are listed.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
50.	<p>Article 262 The internal audit system and the duties of the audit personnel shall be implemented upon approval by the Board of Directors. The head of audit shall be responsible to and shall report to the Board of Directors.</p> <p>The Bank shall establish internal audit system, medium and long-term audit plan, internal audit regulations and annual internal audit plan, etc., which will be implemented upon the approval of the Board of Directors. The internal audit should be independent from the Bank’s operation and management and be risk-oriented to ensure its objectiveness and impartiality. The internal audit department shall report audit work regularly to the Board of Directors and senior management.</p>	<p>Article 2632 The internal audit system and the duties of the audit personnel shall be implemented upon approval by the Board of Directors. The head of audit shall be responsible to and shall report to the Board of Directors.</p> <p>The Bank shall establish internal audit <u>articles system</u>, medium and long-term audit plan, internal audit regulations and annual internal audit plan, etc., which will be implemented upon the approval of the Board of Directors. The internal audit should be independent from the Bank’s operation and management and be risk-oriented to ensure its objectiveness and impartiality. The internal audit department shall report audit work regularly to the Board of Directors and senior management.</p>
51.	<p>Article 270 An accounting firm may resign its office by depositing at the Bank’s registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank’s registered address or on such later date as may be specified in the notice. Such notice shall contain the followings:</p>	<p>Article 2701 An accounting firm may resign its office by depositing at the Bank’s <u>registered office</u> registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank’s registered address or on such later date as may be specified in the notice. Such notice shall contain the followings:</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
52.	<p>Article 293 Notice of the Bank (including but not limited to the notice of convening the shareholders' general meeting, the meeting of the Board of Directors and the meeting of the Board of Supervisors) shall be issued in the following manner:</p> <p>(I) By personal delivery;</p> <p>(II) By facsimile;</p> <p>(III) By post;</p> <p>(IV) By telegram;</p> <p>(V) By announcement on the newspaper and other designated media;</p> <p>(VI) By announcement on the website designated by the Bank and the stock exchange at the location where the Bank's shares are listed in accordance with the laws, administrative regulations, departmental rules, normative documents, relevant regulations of the supervisory authority and the Articles;</p> <p>(VII) By other means approved by the securities regulatory authority at the location where the Bank's shares are listed or specified in the Articles.</p> <p>There is no restriction in the Articles on issuing notice to shareholders with the registered address of the regions other than Hong Kong.</p> <p>Any notice of the Bank given by announcement shall be deemed to be received by all relevant persons once such announcement is published. Where the securities regulatory authority of the place where the Bank's shares are listed provide otherwise, such provisions shall prevail.</p>	<p>Article 2943 Notice of the Bank (including but not limited to the notice of convening the shareholders' general meeting, the meeting of the Board of Directors and the meeting of the Board of Supervisors) shall be issued in the following manner:</p> <p>(I) By personal delivery;</p> <p>(II) By facsimile;</p> <p>(III) By post;</p> <p>(IV) By telegram;</p> <p>(V) By announcement on the newspaper and other designated media;</p> <p>(VI) By announcement on the website designated by the Bank and the stock exchange at the location where the Bank's shares are listed in accordance with the laws, administrative regulations, departmental rules, normative documents, relevant regulations of the supervisory authority and the Articles;</p> <p>(VII) By other means approved by the securities regulatory authority at the location where the Bank's shares are listed or specified in the Articles.</p> <p>There is no restriction in the Articles on issuing notice to shareholders with the registered address of the regions other than Hong Kong.</p> <p>Any notice of the Bank given by announcement shall be deemed to be received by all relevant persons once such announcement is published. Where the securities regulatory authority of the place where the Bank's shares are listed provide provides otherwise, such provisions shall prevail.</p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	<p>Even if there are provisions as otherwise stated in the Articles in respect to the form of any other documents, announcements, or other newsletters or notices, as permitted by relevant provisions of the securities regulatory authority at the location where the Bank's shares are listed, the Bank may publish newsletters by the form specified in Item (VI) of this Article, instead of serving written documents to holders of overseas listed shares by personal delivery or pre-paid mail. The abovementioned newsletters refer to any documents published or to be published by the Bank for reference or action guidance for shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), directors' reports (together with balance sheet and income statement), notices of general meeting, circulars and other communication files.</p>	<p>Even if there are provisions as otherwise stated in the Articles in respect to the form of any other documents, announcements, or other newsletters or notices, as permitted by relevant provisions of the securities regulatory authority at the location where the Bank's shares are listed, the Bank may publish newsletters by the form specified in Item (VI) of <u>the first paragraph of</u> this Article, instead of serving written documents to holders of overseas listed shares by personal delivery or pre-paid mail. The above-mentioned newsletters refer to any documents published or to be published by the Bank for reference or action guidance for shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), directors' reports (together with balance sheet and income statement), notices of general meeting, circulars and other communication files.</p> <p><u>Any requirement of the securities regulatory authority of the place where the Bank's shares are listed for the Bank to send, mail, dispatch, issue, publish or otherwise make available any corporate communication may, to the extent permitted under laws and regulations and the Articles of the Bank, be satisfied by the Bank sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means and any requirement of the securities regulatory authority of the place where the Bank's shares are listed that a corporate communication of the Bank must be in printed form may be satisfied by the corporate communication being in electronic format.</u></p>

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
53.	Article 296 If the securities regulatory authority at the location where the Bank's shares are listed stipulates that the Bank shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Bank in English and Chinese, if the Bank has made appropriate arrangement to confirm whether the shareholders hope to receive only the English version or the Chinese version, the Bank may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders within the range allowed by the applicable laws and regulations and pursuant to the applicable laws and regulations.	Article 29 7 6 If the securities regulatory authority at the location where the Bank's shares are listed stipulates that the Bank shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Bank in English and Chinese, if the Bank has made appropriate arrangement to confirm whether the shareholders hope to receive only the English version, or the Chinese version or both , the Bank may (as per the intent stated by the shareholders) send only the English version, or the Chinese version or both to the related shareholders within the range allowed by the applicable laws and regulations and pursuant to the applicable laws and regulations.
54.	Article 312 After approval by the banking regulatory and administrative authorities under the State Council, the Articles shall become effective and put into force from the date of public offering of H shares of the Bank on the Hong Kong Stock Exchange. Since the effective date of the Articles, the original Articles of the Bank shall be automatically invalidated.	Article 31 2 2 After adoption by resolution of the shareholders' general meeting and approval by the banking regulatory and administrative authorities under the State Council, the Articles shall become effective and put into force from the date of public offering of H shares of the Bank on the Hong Kong Stock Exchange. Since the effective date of the Articles, the original Articles of the Bank shall be automatically invalidated.

Note: Due to the addition or deletion of articles, the serial numbers of the original articles in the Articles of Association are adjusted accordingly, and the cross-referenced articles are also adjusted accordingly without separate explanation.

**The Rules of Procedures of the Shareholders’ General Meeting of Zhongyuan Bank Co., Ltd.
(Comparative Tables of the Amendments)**

No.	Original Articles of the Rules of Procedures of the Shareholders’ General Meeting	Amended Articles of the Rules of Procedures of the Shareholders’ General Meeting
1.	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the shareholders’ general meeting of the Bank, the Rules of Procedures (the “Rules”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies《 (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆)》, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), as well as laws and regulations, normative documents and the requirements of the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>	<p>Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the “Bank”), its shareholders and creditors, and regulating the organization and activities of the shareholders’ general meeting of the Bank, the Rules of Procedures (the “Rules”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies《 (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆)》, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u> and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), as well as laws and regulations, normative documents and the requirements of the Articles of Association of Zhongyuan Bank Co., Ltd. (the “Articles”).</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
2.	<p>Article 5 The shareholders' general meeting shall exercise the following powers:</p> <p>(I) deciding on the business policies and investment plans of the Bank;</p> <p>(II) electing and replacing directors and deciding on matters concerning their remunerations;</p> <p>(III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors' remuneration;</p> <p>(IV) examining and approving reports of the Board of Directors;</p> <p>(V) examining and approving reports of the Board of Supervisors;</p> <p>(VI) examining and approving the Bank's annual financial budget and final account proposals;</p> <p>(VII) examining and approving the Bank's plans for profit distribution and loss make-up;</p> <p>(VIII) to adopt resolutions concerning the increase and reduction of the registered capital, issuance of bonds or other securities and listing of the Bank;</p> <p>(IX) to adopt resolutions on matters such as repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank;</p> <p>(X) to amend the Articles;</p> <p>(XI) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm;</p> <p>(XII) to examine proposals raised by the shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as "Proposing Shareholders");</p>	<p>Article 5 The shareholders' general meeting shall exercise the following powers:</p> <p>(I) deciding on the business policies and investment plans of the Bank;</p> <p>(II) electing and replacing directors <u>not appointed by staff by representatives</u> and deciding on matters concerning their remunerations;</p> <p>(III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors' remuneration;</p> <p>(IV) examining and approving reports of the Board of Directors;</p> <p>(V) examining and approving reports of the Board of Supervisors;</p> <p>(VI) examining and approving the Bank's annual financial budget and final account proposals;</p> <p><u>(VII) examining and approving the rules of procedures of the shareholders' general meetings, the Board of Directors and the Board of Supervisors;</u></p> <p>(VII) examining and approving the Bank's plans <u>VIII</u> for profit distribution and loss make-up;</p> <p>(VIII) to adopt resolutions concerning the increase and reduction of the registered capital, issuance of bonds or other securities and listing of the Bank;</p> <p>(IX) to adopt resolutions on matters such as repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank;</p> <p>(X) to amend the Articles;</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	<p>(XIII) to examine the substantial equity investment and disposal of the Bank and related matters which amount to above 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period;</p> <p>(XIV) to examine the substantial asset acquisition and disposal of the Bank and related matters which amount to over 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period;</p> <p>(XV) to examine and approve the external donation amounting to above RMB30 million (exclusive);</p> <p>(XVI) to examine and approve the external guarantee for non-commercial bank business guarantees such as asset mortgages amounting to above RMB200 million (exclusive);</p> <p>(XVII) to examine and approve the related (connected) transactions which require approval by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank's shares are listed;</p> <p>(XVIII) to examine the stock incentive plans, employee stock ownership plans and other medium and long term incentive plans;</p> <p>(XIX) to determine the issuance of preference shares; to determine or authorize 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;</p>	<p>(XI) XII to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm <u>which provides regular statutory audit for financial reports of the Bank;</u></p> <p>(XII) XIII to examine proposals raised by the shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as "Proposing Shareholders") <u>according to law;</u></p> <p>(XIII) XIV to examine the substantial equity investment and disposal of the Bank and related matters which amount to above 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period;</p> <p>(XIV) XV to examine the substantial asset acquisition and disposal of the Bank and related matters which amount to over 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period;</p> <p>(XV) XVI to examine and approve the external donation amounting to above RMB30 million (exclusive);</p> <p>(XVI) XVII to examine and approve the external guarantee for non-commercial bank business guarantees such as asset mortgages amounting to above RMB200 million (exclusive);</p> <p>(XVII) XVIII to examine and approve the related (connected) transactions which require approval by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank's shares are listed;</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	<p>(XX) to examine any other matters required by the laws, administrative regulations, department regulations, normative documents, relevant regulatory authorities, the Articles and the Rules to be approved by a 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 meeting. 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 power to the Board of Directors, the authorization given shall be clear and specific.</p> <p>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 resolutions, such resolutions on matters to be delegated 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 resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p>(XVIII) to examine the stock incentive plans, XIX employee stock ownership plans and other medium and long term incentive plans;</p> <p>(XIX) to determine the issuance of preference XX shares; to determine or authorize 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;</p> <p>(XX) to examine any other matters required by the XXI laws, administrative regulations, department regulations, normative documents, relevant regulatory authorities, the Articles and the Rules to be approved by a 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 meeting. 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 power to the Board of Directors, the authorization given shall be clear and specific. <u>The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board of Directors.</u></p> <p>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 resolutions, such resolutions on matters to be delegated 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 resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
3.	<p>Article 8 The Bank shall hold an extraordinary general meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles;</p> <p>(II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as "Proposing Shareholders") have requested in writing to convene such a meeting;</p> <p>(IV) when the Board deems it necessary to convene such a meeting;</p> <p>(V) when the Board of Supervisors proposes to convene such a meeting;</p> <p>(VI) above half of the independent directors propose with the Board of Directors to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations or the Articles.</p> <p>The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.</p>	<p>Article 8 The Bank shall hold an extraordinary general meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles;</p> <p>(II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as "Proposing Shareholders") have requested in writing to convene such a meeting;</p> <p>(IV) when the Board deems it necessary to convene such a meeting;</p> <p>(V) when the Board of Supervisors proposes to convene such a meeting;</p> <p>(VI) more than half and no less than two independent directors propose with the Board of Directors to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>(VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations or the Articles.</p> <p>The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
4.	<p>Article 17 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20) working days (excluding both the date when the notice is dispatched and the date of meeting) prior to the date of the meeting; when the Bank is to convene an extraordinary general meeting, the convener shall issue a written notice, at least fifteen (15) days or ten (10) working days (whichever is longer, and excluding both the date when the notice is dispatched and the date of meeting) prior to the extraordinary general meeting. Laws and regulations, and where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provides otherwise, such provisions shall prevail.</p>	<p>Article 17 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20)working days (excluding both the date when the notice is dispatched and the date of meeting) prior to the date of the meeting; when the Bank is to convene an extraordinary general meeting, the convener shall issue a written notice, at least fifteen (15) days or ten (10) working days (whichever is longer, and excluding both the date when the notice is dispatched and the date of meeting) prior to the extraordinary general meeting. Laws and regulations, and where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provides provide otherwise, such provisions shall prevail.</p>
5.	<p>Article 27 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting 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>(I) the same right of speech as the Shareholder at the meeting;</p> <p>(II) have authority to demand or join other Shareholders in demanding a poll;</p> <p>(III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>	<p>Article 27 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting 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>If the shareholder is a corporate, it shall be entitled to appoint a representative to attend and vote at any shareholders' general meeting of the Bank and, where a corporate shareholder is so represented, it shall be treated as being present at any meeting in person. A corporate shareholder may execute a form of proxy under the hand of a duly authorized officer.</u> A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(I) the same right of speech as the Shareholder at the meeting;</p> <p>(II) have authority to demand or join other Shareholders in demanding a poll;</p> <p>(III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
6.	<p>Article 37 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the chairman or the deputy chairman is unable or fails to perform his/her duties, a Director elected by above half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired 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 deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>.....</p>	<p>Article 37 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the chairman or the deputy chairman is unable or fails to perform his/her duties, a Director elected by above half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired 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 deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>.....</p>
7.	<p>Article 40 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 chairman of the meeting shall sign on the minutes.</p> <p>The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed, for no less than ten (10) years.</p>	<p>Article 40 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 chairman of the meeting shall sign on the minutes.</p> <p>The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed permanently, for no less than ten (10) years.</p>

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
8.	<p>Article 44 The following matters shall be resolved by way of a special resolution:</p> <p>(I) An increase or reduction of the registered capital of the Bank;</p> <p>(II) The issuance of all kinds of stocks, bonds or other securities by the Bank;</p> <p>(III) The division, merger, any other change in the corporate form, dissolution and liquidation of the Bank;</p> <p>(IV) Amendments to the Articles;</p> <p>(V) Long term incentive plans such as Stock incentive plans and employee stock ownership plans;</p> <p>(VI) Any other matters as required by the laws, administrative regulations or the Articles, the securities regulatory authority in the place where the stocks of the Bank are listed or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.</p>	<p>Article 44 The following matters shall be resolved at the shareholders' general meeting by way of a special resolution:</p> <p>(I) An increase or reduction of the registered capital of the Bank;</p> <p>(II) The issuance and listing of all kinds of stocks, bonds or other securities by the Bank;</p> <p>(III) The division, merger, any other change in the corporate form, dissolution and liquidation of the Bank;</p> <p>(IV) Amendments to the Articles;</p> <p>(V) The removal of the independent directors;</p> <p>(VVI) The consideration and approval of medium and long Long term incentive plans such as Stock stock incentive plans and employee stock ownership plans;</p> <p>(VVI) regulations, regulatory requirements Any other matters as required by the laws, administrative regulations or the Articles, the securities regulatory authority in the place where the stocks of the Bank are listed or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.</p>
9.	<p>Article 73 After approval by way of ordinary resolutions at the shareholders' general meeting of the Bank, the Rules shall become effective from the date of public offering of the H shares of the Bank on The Stock Exchange of Hong Kong Limited. Since the effective date of the Rules, the original Rules of Procedure of the Shareholders' General Meeting of the Bank shall be automatically invalidated. Any amendments and cancellation of these Rules shall be subject to approval by ordinary resolution of the shareholders' general meeting.</p>	<p>Article 73 After approval by way of ordinary resolutions at the shareholders' general meeting of the Bank, the The Rules shall become effective from the date of approval by way of ordinary resolutions at the shareholders' general meeting of the Bank public offering of the H shares of the Bank on The Stock Exchange of Hong Kong Limited. Since the effective date of the Rules, the original Rules of Procedure of the Shareholders' General Meeting of the Bank shall be automatically invalidated. Any amendments and cancellation of these Rules shall be subject to become effective upon approval by ordinary resolution of the shareholders' general meeting.</p>