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# POSTAL SAVINGS BANK OF CHINA CO., LTD. 中國郵政儲蓄銀行股份有限公司

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

**(Stock Code: 1658)**

## **PROPOSED CHANGE OF REGISTERED CAPITAL OF THE BANK AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

### **PROPOSED CHANGE OF REGISTERED CAPITAL OF THE BANK**

References are made to the announcement dated October 26, 2022, the circular dated October 26, 2022 and the announcements dated November 11, 2022, February 16, 2023 and March 29, 2023 of Postal Savings Bank of China Co., Ltd. (the “**Bank**”) in relation to, among others, the non-public issuance of A Shares by the Bank (the “**Non-public Issuance**”).

The Non-public Issuance was ultimately subscribed by China Mobile Communications Group Co., Ltd. for 6,777,108,433 ordinary shares (with a par value of RMB1.00 per share) at a price of RMB6.64 per share. The total proceeds raised amounted to RMB45 billion. After deducting the relevant issuance expenses, all of the proceeds were used to replenish the core tier 1 capital of the Bank, which further enhanced the Bank’s capability of high-quality development.

Upon completion of the Non-public Issuance, the registered capital of the Bank increased from RMB92,383,967,605 to RMB99,161,076,038, and the total number of shares increased from 92,383,967,605 shares to 99,161,076,038 shares.

Based on the above change in shares, the board of directors of the Bank (the “**Board**”) held a meeting on May 29, 2023 to consider and approve the proposal on the change of registered capital of Postal Savings Bank of China, and resolved to increase the registered capital of the Bank to RMB99,161,076,038 and the total number of shares to 99,161,076,038 shares. It is also proposed to the Shareholders’ General Meeting to authorize the Board, and the Board shall authorize the chairman of the Board, the president or other persons authorized by the chairman of the Board or the president, to jointly or individually handle the regulatory approval, registration or filing with the market regulatory authorities and other relevant procedures for the increase of registered capital.

The proposal on the proposed change of registered capital of the Bank will be submitted to the Shareholders’ General Meeting of the Bank as a special resolution for consideration and approval.

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

The Board held a meeting on May 29, 2023 to consider and approve the proposal on the amendments to the Articles of Association of Postal Savings Bank of China Co., Ltd. (the “**Articles of Association**”).

In order to promote the in-depth integration of Party leadership with corporate governance, improve the systems of modern financial enterprises and enhance the quality and efficiency of corporate governance, and in accordance with the Securities Law of the People’s Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions and other laws and regulations, departmental regulations, normative documents and the Bank’s needs for operation and management, and taking into account the changes of the total number of shares and registered capital of the Bank, the Board proposed to amend the current Articles of Association. Details of the proposed amendments to the Articles of Association are set out in the appendix to this announcement.

The Board also resolved to request the Shareholders’ General Meeting to authorize and agree with the Board on authorizing the chairman of the Board and the president, to jointly or individually adjust and modify the contents of the amendments to the Articles of Association (including but not limited to the adjustment and modification of the text, chapters, articles, etc.), and deal with relevant matters such as seeking approval from, or filing and registering with the banking regulatory authority of the State Council, the market regulatory authorities and other relevant government departments according to the changes in domestic and overseas laws, regulations and other normative documents, requirements and suggestions of relevant domestic and overseas government agencies and regulatory agencies as well as the actual situation of the Bank.

The proposal on the amendments to the Articles of Association will be submitted to the Shareholders’ General Meeting of the Bank as a special resolution for consideration and approval. Upon consideration and approval at the Shareholders’ General Meeting of the Bank, the amended Articles of Association shall be subject to approval by the banking regulatory authority of the State Council, and the amended articles will take effect from the date of approval. Prior to that, the Bank’s current Articles of Association shall remain in force.

A circular in relation to the Shareholders’ General Meeting which contains, among other things, the proposed change of registered capital of the Bank and the proposed amendments to the Articles of Association will be dispatched to the shareholders of the Bank in due course.

By order of the Board  
**Postal Savings Bank of China Co., Ltd.**  
**Du Chunye**  
*Joint Company Secretary*

Beijing, the PRC  
May 29, 2023

*As at the date of this announcement, the Board of the Bank comprises Mr. Liu Jianjun and Ms. Yao Hong as Executive Directors; Mr. Han Wenbo, Mr. Chen Donghao, Mr. Wei Qiang, Mr. Liu Yue and Mr. Ding Xiangming as Non-executive Directors; Mr. Wen Tiejun, Mr. Chung Shui Ming Timpson, Mr. Hu Xiang, Ms. Pan Yingli and Mr. Tang Zhihong as Independent Non-executive Directors.*

\* *Postal Savings Bank of China 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 COMPARATIVE TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF POSTAL SAVINGS BANK OF CHINA CO., LTD.**

No.	Current Articles	Amended Articles
	CHAPTER I GENERAL PROVISIONS	CHAPTER I GENERAL PROVISIONS
1.	Article 5 The registered capital of the Bank is RMB92,383,967,605.	Article 5 The registered capital of the Bank is RMB92,383,967,605 <u>99,161,076,038</u> .
2.	Article 13 As a state-controlled commercial bank, the Bank shall uphold the leadership by the Communist Party of China (“CPC”), strengthen the construction of the CPC. The Bank shall set up an organization of the CPC according to the Constitution of the Communist Party of China and the Company Law. The CPC committee shall play the role as the core of leadership and the political nucleus, providing direction, managing the overall situation and ensuring implementation. Meanwhile, the working organs of the CPC shall be established to implement the duty of construction of the CPC, equipped with sufficient staff to deal with CPC affairs and provided with sufficient funds to operate the CPC organization.	Article 13 As a state-controlled commercial bank, the Bank shall uphold the leadership by the Communist Party of China (“CPC”), strengthen the construction of the CPC. The Bank shall set up an organization of the CPC according to the Constitution of the Communist Party of China and the Company Law. The CPC committee shall play the role as the core of leadership and the political nucleus, providing direction, managing the overall situation and ensuring implementation. Meanwhile, the working organs of the CPC shall be established to implement the duty of construction of the CPC, equipped with sufficient staff to deal with CPC affairs and provided with sufficient funds to operate the CPC organization, <b><u>and provide necessary conditions for the activities of the CPC organization.</u></b>

No.	Current Articles	Amended Articles
	CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS	CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS
3.	<p>Article 14 The objectives of the Bank are to comply with national laws and regulations, adhere to the principle of credibility, be customer-focused and market-oriented and, in particular, to serve the community, small and medium-sized enterprises and “Sannong (agriculture, rural areas and farmers)”. We will make full use of the postal network advantages, strengthen our internal controls, maintain compliance and sound operation, to provide customers with high-quality financial services, maximize shareholder value and support economic development and social progress of the PRC.</p>	<p>Article 14 The objectives of the Bank are to comply with national laws and regulations, adhere to the principle of credibility, be customer-focused and market-oriented, and; <b><u>adhere to the market positioning of serving “Sannong (agriculture, rural areas and farmers)”</u></b> in particular, to serve the community, <b><u>urban and rural residents and</u></b> small and medium-sized enterprises—and “Sannong (agriculture, rural areas and farmers)”. We will make full use of the postal network advantages, strengthen our internal controls, maintain compliance and sound operation, to provide customers with high-quality financial services, maximize shareholder value and support economic development and social progress of the PRC.</p> <p><b><u>The Bank establishes a vision of high-quality development, promotes an honest, trustworthy, pioneering and innovative corporate culture, forms a business principle of prudence and compliance, and abides by a fair, safe and orderly industry competition order.</u></b></p> <p><b><u>The Bank pursues the development philosophy of innovative, coordinated, green, open and shared development, pays close attention to environmental protection, actively fulfills social responsibilities, maintains a good social reputation, and creates harmonious social relations.</u></b></p>

No.	Current Articles	Amended Articles
	CHAPTER III SHARES	CHAPTER III SHARES
	Section 1 Share Issue	Section 1 Share Issue
4.	<p>Article 16 The Bank shall have ordinary shares. Based on actual needs, the Bank may have preference shares or other classes of shares upon approval by the approval authorities authorized by the State Council. The shares of the Bank shall take the form of stocks.</p> <p>...</p>	<p>Article 16 <b><u>The Bank shall issue securities in compliance with the laws, administrative regulations, departmental regulations and relevant regulations of the securities regulatory authorities of the place where the Bank’s shares are listed.</u></b></p> <p><b><u>The securities referred to in this Article include shares, corporate bonds, depository receipts and other securities recognized by the State Council according to the law issued by the Bank.</u></b></p> <p>The Bank shall have ordinary shares. Based on actual needs, the Bank may have preference shares or other classes of shares <b><u>that meet the requirements of laws and regulations</u></b> upon approval by <b><u>the registration with or fulfillment of relevant procedures of the securities regulatory authority of the State Council or the approval authorities authorized by the State Council.</u></b> The shares of the Bank shall take the form of stocks.</p> <p>...</p>
5.	<p>Article 18 Subject to the approval of the relevant national regulatory authorities, the Bank may issue shares to domestic investors and foreign investors.</p> <p>...</p>	<p>Article 18 Subject to the approval <b><u>registration with or fulfillment of relevant procedures</u></b> of the relevant national regulatory authorities <b><u>of the securities regulatory authority of the State Council or authorities authorized by the State Council,</u></b> the Bank may issue shares to domestic investors and overseas investors.</p> <p>...</p>

No.	Current Articles	Amended Articles
6.	<p>Article 19 Shares that the Bank issues to domestic investors for subscription in Renminbi are referred to as domestic shares. Shares that the Bank issues to foreign investors for subscription in foreign currencies are known as foreign shares. Foreign shares listed outside the PRC are referred to as overseas-listed foreign shares. Shares issued with the approval of examination and approval departments authorized by the State Council and listed and traded on a domestic stock exchange with the approval of the domestic securities regulatory authorities shall be referred to as domestic-listed shares. Shares listed and traded on overseas stock exchange with approvals of issuance from the approving authorities authorized by the State Council and overseas securities regulatory authorities are referred to as overseas-listed shares.</p> <p>...</p>	<p>Article 19 Shares that the Bank issues to domestic investors for subscription in Renminbi are referred to as domestic shares. Shares that the Bank issues to overseas investors for subscription in foreign currencies are known as foreign shares. Foreign shares listed outside the PRC are referred to as overseas-listed foreign shares. Shares issued <b><u>with by the Bank upon the registration with or fulfillment of relevant procedures of the securities regulatory authority of the State Council or</u></b> <del>the approval of examination and approval</del> departments authorized by the State Council and listed and traded on a domestic stock exchange with the approval of the domestic securities regulatory authorities shall be referred to as domestic-listed shares. Shares <b><u>issued by the Bank upon the fulfillment of relevant procedures of the securities regulatory authority of the State Council or authorities authorized by the State Council and</u></b> listed and traded on overseas stock exchanges <del>with approvals of issuance from the approving authorities authorized by the State Council and from</del> overseas securities regulatory authorities are referred to as overseas-listed shares.</p> <p>...</p>
7.	<p>Article 20 Upon approval by the approval departments authorized by the State Council, the Bank may issue a total number of 92,383,967,605 ordinary shares. 45,000,000,000 shares were issued to its promoter, China Post Group Corporation, when the Bank was restructured into a joint stock limited company, representing 100% of the then total number of ordinary shares that the Bank may issue.</p>	<p>Article 20 Upon approval by the approval departments authorized by the State Council, the Bank may issue a total number of <del>92,383,967,605</del> <b><u>99,161,076,038</u></b> ordinary shares. 45,000,000,000 shares were issued to its promoter, China Post Group Corporation, when the Bank was restructured into a joint stock limited company, representing 100% of the then total number of ordinary shares that the Bank may issue.</p>

No.	Current Articles	Amended Articles
8.	<p>Article 21 Upon the initial public offering and listing of the overseas-listed shares of the Bank, we issued 12,426,574,000 overseas-listed shares, representing approximately 15.34% of the total number of ordinary shares that the Bank may issue.</p> <p>...</p> <p>Upon approval by the securities regulatory authority of the State Council, 5,947,988,200 domestic-listed shares were issued upon initial public offering of the Bank and listed on Shanghai Stock Exchange. After the initial public offering and listing of domestic-listed shares, the ordinary share capital of the Bank comprises: 86,978,562,200 ordinary shares, including 67,122,395,200 domestic-listed shares, accounting for approximately 77.17% of the total number of ordinary shares that the Bank may issue; and 19,856,167,000 overseas-listed shares, accounting for approximately 22.83% of the total number of ordinary shares that the Bank may issue.</p>	<p>Article 21 Upon the initial public offering and listing of the overseas-listed shares of the Bank, we issued 12,426,574,000 overseas-listed shares, representing approximately 15.34% of the total number of ordinary shares that the Bank may issue <u>at that time</u>.</p> <p>...</p> <p>Upon approval by the securities regulatory authority of the State Council, 5,947,988,200 domestic-listed shares were issued upon initial public offering of the Bank and listed on Shanghai Stock Exchange. After the initial public offering and listing of domestic-listed shares, the ordinary share capital of the Bank comprises: 86,978,562,200 ordinary shares, including 67,122,395,200 domestic-listed shares, accounting for approximately 77.17% of the total number of ordinary shares that the Bank may issue <u>at that time</u>; and 19,856,167,000 overseas-listed shares, accounting for approximately 22.83% of the total number of ordinary shares that the Bank may issue <u>at that time</u>.</p>

No.	Current Articles	Amended Articles
	<p>Upon approval by the securities regulatory authority of the State Council, the Bank issued 5,405,405,405 non-public ordinary A shares in 2021. After the completion of the non-public issuance, the ordinary share capital of the Bank comprises: 92,383,967,605 ordinary shares, including 72,527,800,605 domestic-listed shares, accounting for approximately 78.51% of the total number of ordinary shares that the Bank may issue; and 19,856,167,000 overseas-listed shares, accounting for approximately 21.49% of the total number of ordinary shares that the Bank may issue.</p> <p>...</p>	<p>Upon approval by the securities regulatory authority of the State Council, the Bank issued 5,405,405,405 non-public ordinary A shares in 2021. After the completion of the non-public issuance, the ordinary share capital of the Bank comprises: 92,383,967,605 ordinary shares, including 72,527,800,605 domestic-listed shares, accounting for approximately 78.51% of the total number of ordinary shares that the Bank may issue <u>at that time</u>; and 19,856,167,000 overseas-listed shares, accounting for approximately 21.49% of the total number of ordinary shares that the Bank may issue <u>at that time</u>.</p> <p><u>Upon approval by the securities regulatory authority of the State Council, 6,777,108,433 ordinary A shares were issued upon the non-public issuance of A shares by the Bank in 2023. After the non-public issuance, the ordinary share capital of the Bank comprises: 99,161,076,038 ordinary shares, including 79,304,909,038 domestic-listed shares, which account for approximately 79.98% of the total number of ordinary shares that could be issued by the Bank, and 19,856,167,000 overseas-listed shares, which account for approximately 20.02% of the total number of ordinary shares that could be issued by the Bank.</u></p> <p>...</p>



No.	Current Articles	Amended Articles
9.	<p>Article 22 Upon the approval of the securities regulatory authority of the State Council in respect of the plan of the Bank to issue overseas-listed shares and domestic-listed shares, the Board of the Bank may make implementation arrangements for such plans by means of separate issuance.</p> <p>The Bank may implement its plan to separately issue overseas-listed shares and domestic-listed shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities regulatory authority of the State Council.</p>	<p>Article 22 Upon the <b><u>registration with or fulfillment of relevant procedures</u></b> <del>approval</del> of the securities regulatory authority of the State Council <b><u>or authorities authorized by the State Council</u></b> in respect of the plan of the Bank to issue overseas-listed shares and domestic-listed shares, the Board of the Bank may make implementation arrangements for such plans by means of separate issuance.</p> <p>The Bank may implement its plan to separately issue overseas-listed shares and domestic-listed shares pursuant to the preceding paragraph within fifteen (15) months from the date of <b><u>the registration with or fulfillment of relevant procedures</u></b> <del>of approval</del> by the securities regulatory authority of the State Council <b><u>or authorities authorized by the State Council</u></b>.</p>
10.	<p>Article 23 In the event that there are overseas-listed foreign shares and domestic-listed shares included in the total number of shares specified in the issuance plan, such shares shall be fully subscribed for at one time at their respective offerings. If the shares cannot be fully subscribed at one time due to special circumstances, such shares may be issued in separate tranches subject to the approval of the securities regulatory authority of the State Council.</p>	<p>Article 23 In the event that there are overseas-listed foreign shares and domestic-listed shares included in the total number of shares specified in the issuance plan, such shares shall be fully subscribed for at one time at their respective offerings. If the shares cannot be fully subscribed at one time due to special circumstances, such shares may be issued in separate tranches subject to the <b><u>registration with or fulfillment of relevant procedures</u></b> <del>approval</del> of the securities regulatory authority of the State Council <b><u>or authorities authorized by the State Council</u></b>.</p>

No.	Current Articles	Amended Articles
	Section 2 Increase, Reduction and Repurchase of Shares	Section 2 Increase, Reduction and Repurchase of Shares
11.	<p>Article 26 ...</p> <p>The shares repurchased by the Bank in the circumstance set out in (3), (5) and (6) of the first paragraph above shall not exceed 10% of the total number of issued shares of the Bank, and shall be transferred or cancelled within three years.</p>	<p>Article 26 ...</p> <p>The shares repurchased by the Bank in the circumstance set out in (3), (5) and (6) of the first paragraph above shall not exceed 10% of the total number of issued shares of the Bank, and shall be transferred or cancelled within three years.</p> <p><b><u>If there are other stipulations with respect to the share repurchase and cancellation prescribed by the laws, administrative regulations, departmental regulations and relevant regulations of securities regulatory authorities of the place where the Bank's shares are listed, these stipulations shall prevail.</u></b></p>
12.	<p>Article 29 The Bank shall apply for a change of registration in registered capital to the Administration for Industry and Commerce when the Bank repurchases shares and cancels such shares. The amount of the Bank's registered capital shall be reduced by the total par value of the shares cancelled.</p>	<p>Article 29 The Bank shall apply for a change of registration in registered capital to the <del>Administration for Industry and Commerce</del> <b><u>market regulatory authorities</u></b> when the Bank repurchases shares and cancels such shares. The amount of the Bank's registered capital shall be reduced by the total par value of the shares cancelled.</p>

No.	Current Articles	Amended Articles
	Section 3 Transfer and Pledge of Shares	Section 3 Transfer and Pledge of Shares
13.	<p>Article 35 If the directors, supervisors, members of senior management, and shareholders holding more than 5% shares of the Bank sell the domestic-listed shares of the Bank within six (6) months after purchasing the same or purchase the domestic-listed shares of the Bank within six (6) months after selling the same, the earnings arising therefrom shall belong to the Bank and the Board shall collect such earnings. If the applicable laws and regulations have otherwise provisions, such provisions shall apply.</p> <p>If the Board of the Bank fails to act in accordance with the provisions of the preceding paragraph, the shareholders shall have the right to require the Board to act within thirty (30) days. If the Board fails to act within the aforesaid period, the shareholders have the right to directly institute legal proceedings to the people’s court in their own names for the interest of the Bank.</p> <p>If the Board fails to act in accordance with the provisions in the first paragraph, the responsible directors shall bear joint liability in accordance with laws.</p>	<p>Article 35 If the directors, supervisors, members of senior management, and shareholders holding more than 5% shares of the Bank sell the <del>domestic-listed shares</del> <b><u>shares or other securities with the nature of equity</u></b> of the Bank within six (6) months after purchasing the same or purchase the <del>domestic-listed shares</del> <b><u>shares or other securities with the nature of equity</u></b> of the Bank within six (6) months after selling the same, the earnings arising therefrom shall belong to the Bank and the Board shall collect such earnings. If the applicable laws and regulations have otherwise provisions, such provisions shall apply.</p> <p><b><u>Shares or other securities with the nature of equity held by directors, supervisors, members of senior management and natural person shareholders referred to in the preceding paragraph include those held by their spouse, parents and children and held under accounts opened by others.</u></b></p> <p>If the Board of the Bank fails to act in accordance with the provisions of the <del>preceding paragraph</del> <b><u>first paragraph of this Article</u></b>, the shareholders shall have the right to require the Board to act within thirty (30) days. If the Board fails to act within the aforesaid period, the shareholders have the right to directly institute legal proceedings to the people’s court in their own names for the interest of the Bank.</p> <p>If the Board fails to act in accordance with the provisions in the first paragraph <b><u>of this Article</u></b>, the responsible directors shall bear joint liability in accordance with laws.</p>

No.	Current Articles	Amended Articles
	CHAPTER V SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS	CHAPTER V SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS
14.	<p>Article 43 The Bank may deposit its register of shareholders of the overseas-listed shares abroad and entrust an overseas agency to manage it in accordance with the memorandum of understanding or agreements reached between the securities regulatory authorities under the State Council and the overseas securities regulatory authorities. The original register of shareholders of the overseas-listed shares listed in Hong Kong (for ordinary shares only) shall be maintained in Hong Kong.</p> <p>...</p>	<p>Article 43 The Bank may deposit its register of shareholders of the overseas-listed shares abroad <b><u>for inspection by shareholders</u></b> and entrust an overseas agency to manage it in accordance with the memorandum of understanding or agreements reached between the securities regulatory authorities under the State Council and the overseas securities regulatory authorities. The original register of shareholders of the overseas-listed shares listed in Hong Kong (for ordinary shares only) shall be maintained in Hong Kong.</p> <p>...</p>
15.	<p>Article 46 If the relevant laws and regulations and the securities regulatory authorities of the place where the shares of the Bank are listed stipulate that no share transfer may be entered in the register of shareholders prior to the date of a shareholders' general meeting or the record date set by the Bank for the purpose of distribution of dividends, such provisions shall prevail.</p>	<p>Article 46 <del>If the relevant laws and regulations and the securities regulatory authorities of the place where the shares of the Bank are listed stipulate that no</del> <b><u>there is a change in the register of shareholders due to the</u></b> share transfer may be entered in the register of shareholders prior to the date of a shareholders' general meeting or the record date set by the Bank for the purpose of distribution of dividends, <b><u>it shall comply with the laws, administrative regulations, departmental regulations and the relevant provisions of the securities regulatory authorities of the place where the Bank's shares are listed</u></b> such provisions shall prevail.</p>

No.	Current Articles	Amended Articles
	CHAPTER VI PARTY ORGANIZATION	CHAPTER VI PARTY ORGANIZATION
16.	<p>Article 51 The Bank shall set up a CPC committee, which shall consist of one (1) secretary, one (1) or two (2) deputy secretaries and several other members. The chairman of the Board shall concurrently serve as the secretary to the CPC Committee. One (1) deputy secretary shall assist the secretary in carrying out Party construction works. Eligible members of the CPC Committee may assume the position of directors, supervisors and members of the senior management of the Bank through legal procedures, and eligible CPC members who are directors, supervisors and senior management may join the CPC Committee in accordance with relevant rules and procedures. Meanwhile, the Bank shall establish the Discipline Committee in accordance with relevant regulations.</p>	<p>Article 51 The Bank shall set up a CPC committee, which shall consist of one (1) secretary, one (1) or two (2) deputy secretaries and several other members. The chairman of the Board shall concurrently serve as the secretary to the CPC Committee. One (1) deputy secretary shall assist the secretary in carrying out Party construction works. Eligible members of the CPC Committee may assume the position of directors, supervisors and members of the senior management of the Bank through legal procedures, and eligible CPC members who are directors, supervisors and senior management may join the CPC Committee in accordance with relevant rules and procedures. Meanwhile, the Bank shall establish the <del>Discipline Committee</del> <b><u>disciplinary inspection department</u></b> in accordance with relevant regulations.</p>
17.	<p>Article 52 The CPC Committee of the Bank shall perform the following duties according to the Constitution of the Communist Party of China and other regulations of the CPC:</p> <p>(1) ensure and supervise the Bank's implementation of the principles and guidelines of the CPC and the State, and to implement major strategic decisions of the Central Committee of the CPC and the State Council, as well as important work arrangements of higher-level Party organizations.</p>	<p>Article 52 The CPC Committee of the Bank shall perform the following duties according to the Constitution of the Communist Party of China and other regulations of the CPC:</p> <p>(1) <b><u>thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strengthen the Party organizations in the Bank in political terms, adhere to and implement the fundamental, basic and important systems that underpin socialism with Chinese characteristics,</u></b> ensure and supervise the Bank's implementation of the principles and guidelines of the CPC and the State, and to implement major strategic decisions of the Central Committee of the CPC and the State Council, as well as important work arrangements of higher-level Party organizations.</p>

No.	Current Articles	Amended Articles
	<p>(2) strengthen its role of leadership and final oversight in the selection and appointment of personnel, focus on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the CPC manages the officials with the function of the Board in the lawful selection of the senior management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the senior management.</p> <p>(3) research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and to provide comments and suggestions in this regard. To support the shareholders' general meeting, the Board, the Board of Supervisors and the senior management in performing their duties in accordance with laws; to support the Congress of Employees in carrying out its work.</p>	<p>(2) strengthen its role of leadership and final oversight in the selection and appointment of personnel, <b><u>strengthen the development of the leadership teams, the contingents of cadres and talents of the Bank,</u></b> focus on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the CPC manages the officials with the function of the Board in the lawful selection of the senior management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the senior management.</p> <p>(3) research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and to provide comments and suggestions in this regard. To support the shareholders' general meeting, the Board, the Board of Supervisors and the senior management in performing their duties in accordance with laws; to support the Congress of Employees in carrying out its work.</p>

No.	Current Articles	Amended Articles
	<p>(4) assume the primary responsibility to run the CPC comprehensively with strict discipline, lead the Bank's 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 of the Bank and the Communist Youth League, lead the construction of the CPC's working style and its clean and honest administration, and support the discipline inspection commissions in earnestly performing its supervisory responsibilities.</p> <p>(5) strengthen the building of the Bank's grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank.</p> <p>(6) other material matters that fall within the duty of the CPC Committee.</p>	<p>(4) assume the primary responsibility to run the CPC comprehensively with strict discipline, lead the Bank's 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 of the Bank and the Communist Youth League, lead the construction of the CPC's working style and its clean and honest administration, and support the <del>discipline inspection commissions</del> <b><u>disciplinary inspection department</u></b> in earnestly performing its supervisory responsibilities.</p> <p>(5) strengthen the building of the Bank's grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank.</p> <p>(6) other material matters that fall within the duty of the CPC Committee.</p>

No.	Current Articles	Amended Articles
	CHAPTER VII SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS	CHAPTER VII SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS
	Section 1 Shareholders	Section 1 Shareholders
18.	<p>Article 53 A shareholder of the Bank is a person who lawfully holds shares in the Bank and whose name (title) is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and number of shares held by them. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>...</p>	<p>Article 53 A shareholder of the Bank is a person who lawfully holds shares in the Bank and whose name (title) is entered in the register of shareholders.</p> <p>A shareholder shall, <b><u>in accordance with the Company Law and other laws, administrative regulations, departmental regulations, regulatory requirements and the Articles,</u></b> enjoy rights and assume obligations according to the class and number of shares held by them. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>...</p>
19.	<p>Article 55 The ordinary shareholders of the Bank shall be entitled to the following rights:</p> <p>...</p> <p>(2) to lawfully request, convene, preside over, attend and vote in person or appoint a proxy to attend and vote on their behalf at a shareholders' general meeting;</p> <p>...</p> <p>(5) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules and provisions of the Articles, including:</p> <p>...</p> <p>(viii) a copy of the latest annual return filed with the Administration for Industry and Commerce;</p> <p>...</p>	<p>Article 55 The ordinary shareholders of the Bank shall be entitled to the following rights:</p> <p>...</p> <p>(2) to lawfully request, convene, preside over, attend and vote in person or appoint a proxy to attend <b><u>and speak at a shareholders' general meeting</u></b> and vote on their behalf at a shareholders' general meeting;</p> <p>...</p> <p>(5) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules and provisions of the Articles, including:</p> <p>...</p> <p>(viii) a copy of the latest annual return filed with the <del>Administration for Industry and Commerce</del> <b><u>market regulatory authorities;</u></b></p> <p>...</p>



No.	Current Articles	Amended Articles
20.	<p>Article 56 Shareholders, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, severally or jointly, more than 5% of the total shares of the Bank, shall report to the banking regulatory authority of the State Council or its local offices for approval. Shareholders, together with their related parties and persons acting in concert, who hold, severally or jointly, more than 1% but less than 5% of the total shares of the Bank, shall report to the banking regulatory authority of the State Council or its local offices within ten working days after obtaining their equities.</p> <p>...</p>	<p>Article 56 Shareholders, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, severally or jointly, more than 5% of the total shares of the Bank, shall report to the banking regulatory authority of the State Council or its local offices for approval. Shareholders, together with their related parties and persons acting in concert, who hold, severally or jointly, more than 1% but less than 5% of the total shares of the Bank, shall report to the banking regulatory authority of the State Council or its local offices <b><u>through the Bank</u></b> within ten (10) working days after obtaining their equities.</p> <p>...</p>
21.	<p>Article 60 The ordinary shareholders of the Bank shall have the following obligations:</p> <ol style="list-style-type: none"> <li>(1) to abide by the laws, administrative regulations, regulatory requirements and the Articles;</li> <li>(2) to make the payment in respect of the shares subscribed for and the method of subscription;</li> <li>(3) not to withdraw the shares unless required by the laws and administrative regulations;</li> <li>(4) shareholders shall support the reasonable measures suggested by the Board to raise the capital adequacy ratio of the Bank when such ratio is below the statutory standard;</li> <li>(5) Substantial shareholders shall contribute additional capital to the Bank when necessary;</li> </ol>	<p>Article 60 The ordinary shareholders of the Bank shall have the following obligations:</p> <ol style="list-style-type: none"> <li>(1) to abide by the laws, administrative regulations, regulatory requirements and the Articles;</li> <li>(2) to make the payment in respect of the shares subscribed for and the method of subscription;</li> <li>(3) not to withdraw the shares unless required by the laws and administrative regulations;</li> <li>(4) <b><u>major shareholders shall make a long-term commitment in writing to the Bank to replenish capital when necessary, except for shareholders to whom exemptions are prescribed or approved by the banking regulatory authority of the State Council, etc.;</u></b> shareholders shall support the reasonable measures suggested by the Board to raise the capital adequacy ratio of the Bank when such ratio is below the statutory standard;</li> </ol>

No.	Current Articles	Amended Articles
	<p>(6) not to abuse the shareholder's rights to the detriment of the interests of the Bank or other shareholders, and shall be liable for compensation in accordance with the laws in the event that a shareholder abuses his or her shareholder's rights and causes loss to the Bank or other shareholders;</p> <p>(7) not to abuse the Bank's status as an independent legal entity and shareholders' limited liability to the detriment of the interests of the creditors of the Bank, and in the event that a shareholder abuses the Bank's status as an independent legal entity and the shareholders' limited liability and evades the repayment of debts, resulting in material damage to the interests of the creditors of the Bank, such shareholder shall be jointly and severally liable for the debts of the Bank;</p>	<p>(5) <u>shareholders and their controlling shareholders and de facto controllers shall not abuse the shareholder's rights or use related party relations to harm the legitimate rights and interests of the Bank or other shareholders and stakeholders, and shall not interfere with the decision-making power and management power entitled to the Board and senior management pursuant to the Articles, nor directly interfere in the operation and management of the Bank beyond the Board and senior management.</u> Substantial shareholders shall contribute additional capital to the Bank when necessary;</p> <p><del>(6) not to abuse the shareholder's rights to the detriment of the interests of the Bank or other shareholders, and a shareholder shall be liable for compensation in accordance with the laws in the event that a <u>such</u> shareholder abuses his or her shareholder's rights and causes loss to the Bank or other shareholders;</del></p>

No.	Current Articles	Amended Articles
	<p>(8) after completing the registration of share pledge, the shareholders shall timely provide the Bank with relevant information about the share pledge in accordance with the Bank's risk management and information disclosure requirements;</p> <p>(9) to assume other obligations required by the laws, administrative regulations, departmental rules and the Articles.</p> <p>Unless stipulated otherwise in the Articles, save for the conditions agreed by the subscribers of shares at the time of subscription, shareholders shall not be liable to make further contributions to the share capital.</p>	<p>(76) not to abuse the Bank's status as an independent legal entity and shareholders' limited liability to the detriment of the interests of the creditors of the Bank, and in the event that a shareholder abuses the Bank's status as an independent legal entity and the shareholders' limited liability and evades the repayment of debts, resulting in material damage to the interests of the creditors of the Bank, such shareholder shall be jointly and severally liable for the debts of the Bank;</p> <p>(7) <u>to buy shares of the Bank with their own funds from legal sources rather than entrusted funds, debt funds and other non-self-owned funds, save as otherwise provided by laws, regulations or regulatory requirements;</u></p> <p>(8) <u>the shareholding ratio and the number of shareholding institutions shall comply with the regulatory provisions, and shareholders shall not entrust others or accept the entrustment of others to hold the shares of the Bank;</u> after completing the registration of share pledge, the shareholders shall timely provide the Bank with relevant information about the share pledge in accordance with the Bank's risk management and information disclosure requirements;</p>

No.	Current Articles	Amended Articles
		<p data-bbox="959 187 1469 570"><b><u>(9) to truthfully inform the Bank, in accordance with laws, regulations and regulatory requirements, of financial information, shareholding structure, sources of equity capital, controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficiaries, investment in other financial institutions and other information;</u></b></p> <p data-bbox="959 608 1469 953"><b><u>(10) in case of any change in their controlling shareholders, de facto controllers, related parties, parties acting in concert or ultimate beneficiaries of the shareholders, the relevant shareholders shall promptly inform the Bank of the change in writing in accordance with laws, regulations and regulatory requirements;</u></b></p> <p data-bbox="959 991 1469 1474"><b><u>(11) in the event of merger, division, order to suspend business for rectification, designated custody, takeover, revocation or entering into dissolution, liquidation, bankruptcy procedures, or any change in its legal representative, company name, business place, business scope and other major matters, the shareholders shall promptly inform the Bank of the relevant information in writing in accordance with laws, regulations and regulatory requirements;</u></b></p>

No.	Current Articles	Amended Articles
		<p data-bbox="956 187 1474 604"><b><u>(12) in the event that the shares of the Bank held by a shareholder are involved in litigation, arbitration, compulsory legal measures taken by judicial authorities, pledge or release of pledge, the shareholders shall promptly inform the Bank of the relevant information in writing in accordance with laws, regulations and regulatory requirements;</u></b></p> <p data-bbox="956 640 1474 951"><b><u>(13) shareholders who transfer or pledge their shares of the Bank or conduct related party transactions with the Bank shall comply with the laws, regulations and regulatory requirements and shall not harm the interests of other shareholders and the Bank;</u></b></p> <p data-bbox="956 987 1474 1193"><b><u>(14) if any risk incident or material violation occurs in the Bank, the shareholders shall cooperate with the regulatory authorities in conducting investigation and risk disposal;</u></b></p> <p data-bbox="956 1229 1474 1400"><b><u>(15)</u></b> to assume other obligations required by the laws, administrative regulations, departmental regulations, <b><u>regulatory requirements</u></b> and the Articles.</p> <p data-bbox="879 1442 1474 1544"><b><u>The Bank shall establish a loss absorption and risk defense mechanism in the event of material risk incidents.</u></b></p> <p data-bbox="879 1581 1474 1789">Unless stipulated otherwise in the Articles, save for the conditions agreed by the subscribers of shares at the time of subscription, shareholders shall not be liable to make further contributions to the share capital.</p>

No.	Current Articles	Amended Articles
22.	<p>Article 61 For a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of the Bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit connected transactions between the Bank and the shareholder, restrict the limit of equity held in the Bank, and equity pledge ratio, etc., and restrict its right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.</p>	<p>Article 61 For a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of the Bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit connected transactions between the Bank and the shareholder, restrict the limit of equity held in the Bank, and equity pledge ratio, etc., and restrict its right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.</p> <p><b><u>Major shareholders shall make relevant undertakings and earnestly perform such undertakings in accordance with the laws, regulations and regulatory requirements. The Bank has the right to take corresponding restrictive measures against major shareholders who do not comply with their undertakings.</u></b></p>
23.	<p>Article 62 Shareholders shall strictly comply with the laws, administrative regulations, departmental rules and the conditions and procedures required by the Articles when nominating directors and supervisors of the Bank.</p> <p>Directors and supervisors nominated by the shareholders shall have the relevant professional knowledge and the ability to make decisions and supervise.</p>	<p>Article 62 Shareholders shall strictly comply with the laws, administrative regulations, departmental rules and the conditions and procedures required by the Articles when nominating directors and supervisors of the Bank.</p> <p>Directors and supervisors nominated by the shareholders shall have the relevant professional knowledge and the ability to make decisions and supervise.</p>

No.	Current Articles	Amended Articles
		<p align="center"><b><u>Shareholders and their related parties who have already nominated non-independent directors shall not nominate another independent director.</u></b></p>
24.	<p>Article 65 In case of providing guarantee for themselves or others with their equity interest in the Bank, the shareholders shall strictly comply with laws, regulations and the requirements of regulatory bodies and give a prior notice to the Board of the Bank.</p> <p align="center">...</p>	<p>Article 65 In case of providing guarantee for themselves or others with their equity interest in the Bank, the shareholders shall strictly comply with laws, regulations and the requirements of regulatory bodies and give a prior notice to the Board of the Bank. <b><u>The office of the Board of Directors is responsible for collection, collation and submission of information relating to equity pledge of the Bank.</u></b></p> <p align="center">...</p> <p><b><u>After providing guarantee and completing the equity pledge registration, shareholders shall assist the Bank with risk management and information disclosure, and promptly provide the Bank with relevant information relating to the pledged equity.</u></b></p>

No.	Current Articles	Amended Articles
	Section 2 General Provisions on Shareholders' General Meetings	Section 2 General Provisions on Shareholders' General Meetings
25.	<p>Article 70 The shareholders' general meeting is the authoritative body of the Bank and has the following duties and powers in accordance with the laws:</p> <p>...</p> <p>(10) to decide on resolutions regarding merger, division, dissolution, liquidation or plans for the change of corporate form of the Bank;</p> <p>(11) to decide on resolutions regarding plans to repurchase shares of the Bank;</p> <p>...</p> <p>(14) to consider and approve or authorize the Board to consider and approve matters regarding the establishment of important legal entities by the Bank, major corporate mergers and acquisitions, major external investments, major asset write-offs, as well as major asset purchases, major asset disposals, major asset mortgages and other non-commercial banking guarantees other than those specified in paragraph (13) and other matters;</p> <p>(15) to consider and approve share incentive schemes;</p> <p>...</p>	<p>Article 70 The shareholders' general meeting is the authoritative body of the Bank and <del>shall have</del> <del>has</del> the following duties and <del>powers in accordance with the laws</del> <b><u>within the scope prescribed by the laws, administrative regulations, departmental regulations, regulatory requirements and the Articles:</u></b></p> <p>...</p> <p>(10) to decide on resolutions regarding merger, division, <b><u>spin-off</u></b>, dissolution, liquidation or plans for the change of corporate form of the Bank;</p> <p>(11) to decide on resolutions regarding <b><u>the acquisition of the plans to repurchase</u></b> shares of the Bank;</p> <p>...</p> <p>(14) to consider and approve or authorize the Board to consider and approve matters regarding the establishment of important legal entities by the Bank, major corporate mergers and acquisitions, major external investments, major asset write-offs, as well as major asset purchases, major asset disposals, major asset mortgages and other non-commercial banking guarantees, <b><u>major donations</u></b> other than those specified in paragraph (13) and other matters;</p>



No.	Current Articles	Amended Articles
	<p>(17) to decide on the appointment, dismissal or non-reappointment of accounting firms;</p> <p>...</p> <p>(21) to consider other issues that shall be decided by the shareholders' general meeting as required by the laws, administrative regulations, departmental rules, relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed as well as the Articles.</p> <p>The aforementioned matters within the scope of duties and powers of the shareholders' general meeting shall be considered and decided by the shareholders' general meetings, but the shareholders' general meeting may authorize the Board to make decisions provided that it is necessary, reasonable and lawful.</p>	<p>(15) to consider and approve share incentive schemes <b><u>and employee stock ownership plans;</u></b></p> <p>...</p> <p>(17) to <del>decide on</del> <b><u>consider and approve</u></b> the appointment; <b><u>and</u></b> dismissal <del>or non-reappointment</del> of accounting firms <b><u>that conduct periodic statutory audit of the financial accounting reports of the Bank;</u></b></p> <p>...</p> <p>(21) to consider other issues that shall be decided by the shareholders' general meeting as required by the laws, administrative regulations, departmental rules, <b><u>regulatory requirements</u></b> <del>relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed</del> as well as the Articles.</p> <p>The aforementioned matters within the scope of duties and powers of the shareholders' general meeting shall be considered and decided by the shareholders' general meetings, but the shareholders' general meeting may authorize the Board to make decisions provided that it is necessary, reasonable <del>and</del>, lawful <b><u>and compliant.</u></b></p>
26.	<p>Article 75 An extraordinary general meeting shall be convened within two (2) months from the date of occurrence of any of the following events:</p> <p>(1) when the number of directors is under the minimum number required by the laws or by the Articles or is less than two-thirds of the number of Board members determined by the shareholders' general meeting;</p> <p>...</p>	<p>Article 75 An extraordinary general meeting shall be convened within two (2) months from the date of occurrence of any of the following events:</p> <p>(1) when the number of directors is under the minimum number required by the laws <del>or by the Articles</del> or is less than two-thirds of the number of Board members <b><u>as stipulated by the Articles</u></b> <del>determined by the shareholders' general meeting;</del></p> <p>...</p>

No.	Current Articles	Amended Articles
	Section 4 Proposals and Notice of Shareholders' General Meetings	Section 4 Proposals and Notice of Shareholders' General Meetings
27.	<p>Article 92 Notice of shareholders' general meeting shall comply with the following requirements:</p> <p>...</p> <p>(10) specify the name and phone number of the permanent contact person for meeting enquiry.</p>	<p>Article 92 Notice of shareholders' general meeting shall comply with the following requirements:</p> <p>...</p> <p>(10) specify the name and phone number of the permanent contact person for meeting enquiry;</p> <p><b><u>(11) specify the time and procedure of voting on the Internet or by any other means.</u></b></p>
28.	<p>Article 94 ...</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authorities under the State Council. All holders of domestic-listed shares shall be deemed as having been notified of the forthcoming shareholders' general meetings once the announcement is published.</p> <p>...</p>	<p>Article 94 ...</p> <p>The aforesaid announcement shall be published <b><u>on the website of the stock exchange and the media that meet the requirements prescribed by</u></b> <del>in one or more newspapers specified by</del> the securities regulatory authorities under the State Council. All holders of domestic-listed shares shall be deemed as having been notified of the forthcoming shareholders' general meetings once the announcement is published.</p> <p>...</p>

No.	Current Articles	Amended Articles
	Section 6 Voting and Resolutions at Shareholders' General Meetings	Section 6 Voting and Resolutions at Shareholders' General Meetings
29.	<p>Article 110 The following matters shall be resolved by way of special resolution at the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) an increase or reduction of the registered capital of the Bank;</li> <li>(2) the merger, division, dissolution, liquidation or any other change in the corporate form of the Bank;</li> <li>(3) the issuance of bonds or other negotiable securities by the Bank and the listing of the Bank;</li> <li>(4) share repurchases by the Bank;</li> <li>(5) amendments to the Articles;</li> <li>(6) stock incentive plans;</li> <li>(7) consideration and approval of purchase or sale of major assets or provision of guarantee by the Bank of which the total amount in a year exceeds 30% of the Bank's latest audited total assets;</li> <li>(8) any other matters as required by the law, administrative regulations, departmental rules and the Articles, or other matters that, according to 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.</li> </ol>	<p>Article 110 The following matters shall be resolved by way of special resolution at the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) an increase or reduction of the registered capital of the Bank;</li> <li>(2) the merger, division, <b>spin-off</b>, dissolution, liquidation or any other change in the corporate form of the Bank;</li> <li>(3) the issuance of <b>corporate</b> bonds or <del>other negotiable securities by the Bank and</del> the listing of the Bank;</li> <li>(4) <b>the acquisition of the shares of</b> <del>share repurchases by the Bank</del>;</li> <li>(5) amendments to the Articles;</li> <li><b>(6) removal of an independent director;</b></li> <li><b>(67) consideration and approval of</b> stock incentive plans;</li> <li><b>(78)</b> consideration and approval of purchase or sale of major assets or provision of guarantee by the Bank of which the total amount in a year exceeds 30% of the Bank's latest audited total assets;</li> </ol>

No.	Current Articles	Amended Articles
		<p>(89) any other matters as required by the law, administrative regulations, departmental rules, <b>regulatory requirements</b> and the Articles, or other matters that, according to 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>
30.	<p>Article 112 ...</p> <p>Shares of the Bank held by the Bank shall not carry voting rights and shall not be included in the total number of voting shares present at a shareholders' general meeting.</p> <p>The Board, independent directors and shareholders of the Bank who meet the relevant requirements may publicly collect votes from shareholders. Information including the specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Bank shall not impose any minimum shareholding limitation for soliciting voting rights.</p>	<p>Article 112 ...</p> <p>Shares of the Bank held by the Bank shall not carry voting rights and shall not be included in the total number of voting shares present at a shareholders' general meeting.</p> <p><b><u>When the voting shares issued by the Bank as held by an investor through securities trading on the stock exchange or jointly with others through agreements or other arrangements reach 5%, the investor shall, within three (3) days after such event occurs, submit a written report to the securities regulatory authority of the State Council and the domestic stock exchange, notify the Bank and make an announcement thereon. The investor shall not trade in the Bank's shares within the aforesaid period, unless under any circumstance prescribed by the securities regulatory authority of the State Council.</u></b></p>

No.	Current Articles	Amended Articles
		<p><u>After the voting shares issued by the Bank as held by an investor or jointly with others through agreements or other arrangements reach 5%, the investor shall, according to the provisions of the preceding paragraph, make a report and announcement each time when the proportion of voting shares issued by the Bank held by the investor increases or decreases by 5%. From the day when such event occurs to the end of three (3) days after the announcement is made, the investor shall not trade in the Bank's shares, unless under any circumstance prescribed by the securities regulatory authority of the State Council.</u></p> <p><u>After the voting shares issued by the Bank as held by an investor or jointly with others through agreements or other arrangements reach 5%, each time when the proportion of voting shares issued by the Bank held by the investor increases or decreases by 1%, the investor shall notify the Bank and make an announcement thereon on the day immediately after such event occurs.</u></p>

No.	Current Articles	Amended Articles
		<p><u>For violation of paragraphs 4 and 5 of this Article, voting rights involving the shares exceeding the stipulated proportion shall not be exercised within thirty six (36) months upon such acquisition, and the relevant shares shall not be included in the total number of shares carrying voting rights present at the shareholders' general meeting.</u></p> <p><u>If there are other provisions of the securities regulatory authorities or stock exchange of the place where the Bank's shares are listed, such provisions shall prevail.</u></p> <p>The Board, independent directors <u>and shareholders holding more than 1% of voting shares or investor protection institutions established in accordance with the laws, administrative regulations or provisions of the securities regulatory authority of the State Council</u> and shareholders of the Bank who meet the relevant requirements may publicly collect votes from shareholders. Information including the specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. <u>Save for statutory conditions,</u> <del>the</del> Bank shall not impose any minimum shareholding limitation for soliciting voting rights.</p>

No.	Current Articles	Amended Articles
	CHAPTER IX DIRECTORS AND BOARD OF DIRECTORS	CHAPTER IX DIRECTORS AND BOARD OF DIRECTORS
	Section 1 Directors	Section 1 Directors
31.	<p>Article 135 A director shall be a natural person and is not required to hold any shares of the Bank.</p> <p>Directors of the Bank are comprised of executive directors and non-executive directors, and non-executive directors comprise of independent directors. An executive director shall mean a director holding operation and management positions as a member of senior management in the Bank. A non-executive director shall mean a director who does not hold an operation and management position as a senior management in the Bank.</p>	<p>Article 135 A director shall be a natural person and is not required to hold any shares of the Bank.</p> <p>Directors of the Bank are comprised of executive directors and non-executive directors, and non-executive directors comprise of independent directors. An executive director shall mean a director <b>who, in addition to serving as a director, also assumes the responsibilities</b> <del>holding operation and management positions as a member of senior management in the Bank.</del> A non-executive director shall mean a director who does not hold an operation and management position <b>other than as a director and does not assume the responsibilities of</b> <del>as a senior management in the Bank.</del></p>
32.	<p>Article 139 A director shall attend at least two-thirds or more of the Board meetings in person each year.</p> <p>...</p>	<p>Article 139 A director shall attend at least two-thirds or more of the <b>on-site</b> Board meetings in person each year.</p> <p>...</p>

No.	Current Articles	Amended Articles
33.	<p>Article 140 A director may resign prior to the expiry of his or her term of office. He or she shall submit a written resignation to the Board. The Board will disclose relevant information within two days.</p> <p>If the normal operation of the Bank is affected or the number of directors is under the statutory minimum number or the minimum number provided in the Articles or two-thirds of the members of the Board as determined by a shareholders' general meeting of the Bank due to the resignation of a director, the resignation letter shall not take effect until a new director is elected to fill the vacancy left due to his or her resignation.</p> <p>Other than the circumstances set out above, the written resignation of a director shall take effect upon delivery to the Board.</p>	<p>Article 140 A director may resign prior to the expiry of his or her term of office. He or she shall submit a written resignation to the Board. The Board will disclose relevant information within two (2) days.</p> <p>If the normal operation of the Bank is affected or the number of directors is under the statutory minimum number or the <del>minimum number provided in the Articles</del> or two-thirds of the members of the Board <del>as determined by a shareholders' general meeting of the Bank</del> <b><u>as stipulated by the Articles</u></b> due to the resignation of a director, the resignation letter shall not take effect until a new director is elected to fill the vacancy left due to his or her resignation. <b><u>If there are major risks occurred in the Bank, the directors of the Bank shall not resign without the approval of the regulatory authorities.</u></b></p> <p>Other than the circumstances set out above, the written resignation of a director shall take effect upon delivery to the Board.</p> <p><b><u>The duties and powers of the Board of Directors shall be exercised by the shareholders' general meeting until the number of directors meets the requirements when the membership of the Board is lower than the minimum number specified in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal by the shareholders' general meeting, death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors.</u></b></p>



No.	Current Articles	Amended Articles
34.	Newly added	<p data-bbox="879 187 1469 257"><b><u>Article 143 The directors shall perform the following duties or obligations:</u></b></p> <p data-bbox="959 293 1469 640"><b><u>(1) to continuously pay attention to the operation and management of the Bank and have the right to require the senior management to provide relevant information reflecting the operation and management of the Bank in a comprehensive, timely and accurate manner or explanations on relevant issues;</u></b></p> <p data-bbox="959 676 1469 917"><b><u>(2) to attend Board meetings on time, fully review matters to be considered by the Board, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</u></b></p> <p data-bbox="959 953 1469 1023"><b><u>(3) to assume responsibility for the Board resolutions;</u></b></p> <p data-bbox="959 1059 1469 1193"><b><u>(4) to supervise implementation of the resolutions of the shareholders' general meeting and the Board by the senior management;</u></b></p> <p data-bbox="959 1229 1469 1613"><b><u>(5) to actively participate in the training organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory requirements, and continuously possess the professional knowledge and ability necessary to perform their functions and duties;</u></b></p>

No.	Current Articles	Amended Articles
		<p><u>(6) to be accountable to the Bank and all shareholders in the performance of their duties and treat all shareholders fairly;</u></p> <p><u>(7) to implement high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</u></p> <p><u>(8) to be faithful and diligent to the Bank, exercise due diligence and care in the performance of duties, and ensure that they have sufficient time and energy to perform their duties;</u></p> <p><u>(9) to ensure the truthfulness, accuracy and completeness of information disclosed by the Bank and sign the written confirmation for periodic reports;</u></p> <p><u>(10) to abide by the laws, administrative regulations, departmental rules, regulatory requirements and the provisions of the Articles.</u></p>
	Section 2 Independent Directors	Section 2 Independent Directors
35.	<p>Article 143 The Bank has independent directors. Independent directors refer to directors who do not hold other positions (other than as a director) in the Bank, and who are not related to the Bank and its major shareholders, de facto controllers or other institutions or personnel who are interested in the Bank in a way that may affect their independent and objective judgment.</p> <p>...</p>	<p>Article 143<del>3</del><u>4</u> The Bank has independent directors. Independent directors refer to directors who do not hold other positions (other than as a director) in the Bank, and who are not related to the Bank and its major shareholders, de facto controllers or other institutions or personnel who are interested in the Bank in a way that may affect their independent and objective judgment. <b><u>The Bank shall appoint suitable persons as independent directors, including at least one accounting professional.</u></b></p> <p>...</p>

No.	Current Articles	Amended Articles
36.	<p>Article 145 The following persons shall not serve as independent directors of the Bank:</p> <p>...</p> <p>(6) the close relatives of the aforesaid persons (referring to spouses, parents, children, grandparents, maternal grandparents and siblings);</p> <p>...</p>	<p>Article 145<del>6</del> The following persons shall not serve as independent directors of the Bank:</p> <p>...</p> <p>(6) the close relatives of the aforesaid persons (referring to spouses, parents, children, grandparents, maternal grandparents and siblings);</p> <p>...</p>
37.	<p>Article 146 ...</p> <p>Independent directors shall serve a term of office of three (3) years and may serve consecutive terms if so re-elected after his or her term of office expires, provided that such term of office shall not be more than six (6) years on an accumulative basis.</p> <p>An independent director shall not concurrently hold positions in more than two (2) commercial banks.</p>	<p>Article 146<del>7</del> ...</p> <p>Independent directors shall serve a term of office of three (3) years and may serve consecutive terms if so re-elected after his or her term of office expires, provided that such term of office shall not be more than six (6) years on an accumulative basis.</p> <p><del>An independent director shall not concurrently hold positions in more than two (2) commercial banks.</del> <b><u>A natural person may serve as an independent director in at most five (5) domestic or overseas enterprises concurrently. For banking or insurance institutions with a common independent director, the relevant institutions shall not have a related party relationship and there shall be no conflict of interest. A natural person shall not serve as an independent director in more than two (2) commercial banks concurrently.</u></b></p>
38.	<p>Article 147 ...</p> <p>If the resignation of an independent director causes the number of independent directors to fall below the minimum number required under the laws, administrative regulations, departmental rules and other normative documents or the Articles, the resignation of the independent director shall not become effective until the vacancy is filled by a succeeding independent director.</p>	<p>Article 147<del>8</del> ...</p> <p>If the resignation of an independent director causes the number of independent directors to fall below the minimum number required under the laws, administrative regulations, departmental rules and other normative documents or the Articles, <del>the resignation of the independent director shall not become effective until the vacancy is filled by a succeeding independent director</del> <b><u>the resigning independent director shall continue to perform his or her duties until a new independent director takes office, except for resignation due to loss of independence or dismissal.</u></b></p>

No.	Current Articles	Amended Articles
39.	Newly added	<p><b><u>Article 149 Independent directors shall perform their duties in good faith, independently and diligently, earnestly safeguard the legitimate rights and interests of the Bank, small and medium shareholders and financial consumers, and shall not be influenced by shareholders, de facto controllers, senior management or other entities or individuals with significant interests in the Bank.</u></b></p> <p><b><u>In the event of any material deficiencies or failures in the corporate governance mechanism of the Bank, the independent directors shall promptly report the relevant information to the regulatory authorities. The independent directors shall, in addition to reporting the relevant information to the regulatory authorities in accordance with the regulations, keep the commercial secrets of the Bank.</u></b></p>
40.	<p>Article 148 In addition to duties and powers granted by the Company Law and other relevant laws, administrative regulations, departmental rules, relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed and the Articles, the independent director shall have the following duties and powers:</p> <p>...</p>	<p>Article 148<del>50</del><b>50</b> In addition to duties and powers granted by the Company Law and other relevant laws, administrative regulations, departmental rules, relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed and the Articles, the independent director shall have the following duties and powers:</p> <p>...</p>

No.	Current Articles	Amended Articles
	<p>(4) to independently engage intermediaries or professionals;</p> <p>(5) other duties and powers prescribed by laws, administrative regulations, departmental rules and the Articles.</p> <p>The approval by half or more independent directors (at least two (2)) shall be obtained for the exercise of the above duties and powers by an independent director. If any of the above proposals is not adopted or the above duties and powers cannot be exercised in a normal manner, the Bank shall notify shareholders of the relevant circumstances.</p> <p>Reasonable fees incurred by an independent director due to the engagement of an intermediary or professional as well as the reasonable fees required by such director to perform his or her duties and responsibilities shall be borne by the Bank.</p>	<p>(4) to independently engage <b><u>external auditing and consulting institutions to conduct audit and consultation with the Bank on specific matters</u></b> intermediaries or professionals;</p> <p><b><u>(5) to propose to the Board the engagement or dismissal of accounting firms that conduct periodic statutory audit of the financial accounting reports of the Bank;</u></b></p> <p><b><u>(6) to publicly solicit voting rights from shareholders prior to the shareholders' general meeting;</u></b></p> <p>(57) other duties and powers prescribed by laws, administrative regulations, departmental rules and the Articles.</p> <p><b><u>Except for the exercise of the duties and powers in item (4) above, which is subject to the approval by all independent directors, ¶the approval by half or more independent directors (at least two (2)) shall be obtained for the exercise of the above other duties and powers by an independent director. Matters in items (1) and (5) above shall be subject to the approval by half or more independent directors (at least two (2)) before they are submitted to the Board for discussion.</u></b> If any of the above proposals is not adopted or the above duties and powers cannot be exercised in a normal manner, the Bank shall notify shareholders of the relevant circumstances.</p>

No.	Current Articles	Amended Articles
		<p><b><u>Independent directors shall have the equal access to information as the other directors. The Bank shall protect the access to information of independent directors, provide independent directors with necessary information to participate in decision-making in a timely and complete manner, and provide necessary working conditions for independent directors to perform their duties.</u></b></p> <p>Reasonable fees incurred by an independent director due to the engagement of <b><u>external auditing and consulting institutions</u></b> <del>an intermediary or professional</del> as well as the reasonable fees required by such director to perform his or her duties and responsibilities shall be borne by the Bank.</p>
41.	<p>Article 149 Independent directors shall express objective, impartial and independent opinions on the matters discussed at the shareholders' general meeting or Board meeting of the Bank, and shall in particular, express their opinions at the shareholders' general meeting or Board meeting on the following matters:</p> <ol style="list-style-type: none"> <li>(1) major related party transactions;</li> <li>(2) profit distribution plans;</li> <li>(3) appointment and dismissal of members of the senior management;</li> <li>(4) matters that may impair the lawful interests of the depositors, small and medium shareholders and other persons who have interests in the Bank;</li> <li>(5) matters that may cause material loss to the Bank;</li> </ol>	<p>Article 149<b>51</b> Independent directors shall express objective, impartial and independent opinions on the matters discussed at the shareholders' general meeting or Board meeting of the Bank, and shall in particular, express their opinions at the shareholders' general meeting or Board meeting on the following matters:</p> <ol style="list-style-type: none"> <li>(1) major related party transactions;</li> <li>(2) profit distribution plans;</li> <li>(3) <b><u>nomination, engagement and dismissal of directors, and</u></b> appointment and dismissal of members of the senior management;</li> <li><b><u>(4) remuneration of directors and the members of the senior management;</u></b></li> <li>(5) matters that may cause material loss to the Bank;</li> </ol>

No.	Current Articles	Amended Articles
	<p>(6) appointment of external auditors;</p> <p>(7) provision of independent opinion on the effect of the issuance of preference shares on the rights and interests of each class of shareholders;</p> <p>(8) other matters stipulated by the laws, administrative regulations, departmental rules and the Articles.</p>	<p>(6) <del>appointment of external auditors</del> <b><u>engagement or dismissal of accounting firms that conduct periodic statutory audit of the financial accounting reports of the Bank;</u></b></p> <p>(7) provision of independent opinion on the effect of the issuance of preference shares on the rights and interests of each class of shareholders;</p> <p><del>(4)(8)</del> <b><u>other</u></b> matters that may <b><u>have important impacts on</u></b> <del>impair</del> the lawful interests of the <b><u>Bank depositors, small and medium shareholders and financial consumers</u></b> <del>and other persons who have interests in the Bank;</del></p> <p><del>(8)(9)</del> other matters stipulated by the laws, administrative regulations, departmental rules, <b><u>regulatory requirements</u></b> and the Articles.</p>
42.	<p>Article 155 The Bank shall pay remuneration and allowances to independent directors. The standard of payment standard shall be formulated by the Board, considered and passed at the shareholders' general meeting, and disclosed in the annual report of the Bank.</p> <p>Except for the above remuneration and allowances, an independent director shall not obtain any other extra and undisclosed benefits from the Bank or any of its major shareholder, de facto controller or any other entities or individuals that have an interest in the Bank.</p>	<p>Article 155<u>7</u> The Bank shall pay remuneration <del>and</del> <del>(or allowances)</del> to independent directors. The standard of payment standard shall be formulated by the Board, considered and passed at the shareholders' general meeting, and disclosed in the annual report of the Bank.</p> <p>Except for the above remuneration <del>and</del> <del>(or allowances)</del>, an independent director shall not obtain any other extra and undisclosed benefits from the Bank or any of its major shareholder, de facto controller or any other entities or individuals that have an interest in the Bank.</p>

No.	Current Articles	Amended Articles
	Section 3 Board of Directors	Section 3 Board of Directors
43.	<p>Article 159 The Board shall perform the following duties and powers:</p> <p>...</p> <p>(4) to consider and approve capital fund management plans and risk-based capital allocation plans of the Bank;</p> <p>(5) to formulate the Bank's annual financial budgets and annual accounting; the Bank's profit distribution plans and loss recovery plans; proposals on the increase or reduction of the Bank's registered capital; the Bank's plans of issuance of bonds or other marketable securities and listing plans; plans for merger, division, dissolution, liquidation or other changes in corporate form of the Bank; plans for repurchase of the Bank's shares; plans for material change in equity interest or financial reorganization; capital replenishment plans;</p> <p>(6) to formulate the general management policies, risk management and internal control policies of the Bank and supervise the implementation of such policies; to consider and approve the internal audit rules of the Bank;</p>	<p>Article 159<u>61</u> The Board shall perform the following duties and powers:</p> <p><b><u>(1) to implement and supervise the Bank's implementation of the principles and guidelines of the CPC and the State, and to implement major strategic decisions of the Central Committee of the CPC and the State Council;</u></b></p> <p>...</p> <p><b><u>(45) to consider and approve capital planning capital fund management plans and risk-based capital allocation plans of the Bank, and assume ultimate responsibility for capital management;</u></b></p> <p><b><u>(56) to formulate the Bank's annual financial budgets and annual accounting; the Bank's profit distribution plans and loss recovery plans; proposals on the increase or reduction of the Bank's registered capital; the Bank's plans of issuance of bonds or other marketable securities and listing plans; plans for merger, division, spin-off, dissolution, liquidation or other changes in corporate form of the Bank; plans for major acquisitions and acquisition repurchase of the Bank's shares; plans for material change in equity interest or financial reorganization; capital replenishment plans;</u></b></p>



No.	Current Articles	Amended Articles
	<p>(7) to listen to the risk management report presented by the senior management and evaluate the effectiveness of risk management in the Bank in order to improve the Bank's risk management;</p> <p>(8) to formulate proposals for amendments to the Articles, rules of procedures of shareholders' general meeting and rules of procedures of the Board;</p> <p>(9) to consider and approve the working rules of the president proposed by the president;</p> <p>(10) to decide on matters, including the establishment of major legal entities of the Bank, major corporate mergers and acquisitions, major external investments, major asset acquisitions, major asset disposals, major asset write-offs, major asset mortgages and other non-commercial banking guarantees within the scope authorized by the shareholders' general meeting;</p> <p>(11) to decide on or authorize the president to decide on matters within the terms of reference of the Board, including other external investments of the Bank, asset acquisitions, asset disposals, asset write-offs, asset mortgages and other non-commercial banking guarantees and related party transactions;</p> <p>...</p>	<p>(67) to formulate the general management policies, <b>risk tolerance</b>, risk management and internal control policies of the Bank and supervise the implementation of such policies; <b>to assume ultimate responsibility for comprehensive risk management</b> to consider and approve the internal audit rules of the Bank;</p> <p>(78) to <b>consider</b> <del>listen to</del> the risk management report presented by the senior management and evaluate the effectiveness of risk management in the Bank in order to improve the Bank's risk management;</p> <p>(89) to formulate proposals for amendments to the Articles, rules of procedures of shareholders' general meeting and rules of procedures of the Board, <b>and to consider and approve the terms of reference of the special committees of the Board</b>;</p> <p>(910) to consider and approve the working rules of the president proposed by the president;</p>

No.	Current Articles	Amended Articles
	<p>(18) to formulate stock incentive schemes;</p> <p>(19) to manage the Bank’s information disclosure;</p> <p>(20) to propose the engagement, dismissal and discontinuance of engagement of accounting firm for approval by the shareholders’ general meeting;</p> <p>...</p> <p>(22) to consider and approve or to authorize the Related Party Transactions Control Committee of the Board to approve related party transactions (other than those which shall be considered and approved by the shareholders’ general meeting as required by laws), and report to the shareholders’ general meeting on the implementation status of related party transactions management systems and the particulars of related party transactions;</p> <p>...</p> <p>(25) to perform other duties required by laws, administrative regulations, departmental rules and the Articles or authorized by the shareholders’ general meeting.</p>	<p>(101) to decide on matters, <b><u>in accordance with the laws and regulations, regulatory requirements and the provisions of the Articles</u></b>, including the establishment of major legal entities of the Bank, major corporate mergers and acquisitions, major external investments, major asset acquisitions, major asset disposals, major asset write-offs, major asset mortgages and other non-commercial banking guarantees <b><u>and major donations</u></b> within the scope authorized by the shareholders’ general meeting;</p> <p>(112) to decide on or authorize the president to decide on matters within the terms of reference of the Board, including other external investments of the Bank, asset acquisitions, asset disposals, asset write-offs, asset mortgages and other non-commercial banking guarantees <del>and</del>, related party transactions <b><u>and donations</u></b>;</p> <p>...</p> <p>(189) to formulate stock incentive schemes <b><u>and employee stock ownership plans</u></b>;</p> <p>(1920) to <b><u>be responsible for</u></b> <del>manage</del> the Bank’s information disclosure, <b><u>and assume ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of financial accounting reports</u></b>;</p>

No.	Current Articles	Amended Articles
		<p>(201) to propose the engagement; <b><u>and dismissal and discontinuance of engagement of accounting firms that conduct periodic statutory audit of the financial accounting reports of the Bank</u></b> for approval by the shareholders' general meeting;</p> <p>...</p> <p>(223) to consider and approve or to authorize the Related Party Transactions Control Committee of the Board to approve related party transactions (other than those which shall be considered and approved by the shareholders' general meeting as required by laws), and report to the shareholders' general meeting on the <b><u>overall implementation status of related party transactions management systems and the particulars of related party transactions</u></b>;</p> <p>...</p> <p>(26) <b><u>to consider and approve major data governance matters of the Bank in accordance with the laws and regulations, regulatory requirements and the provisions of the Articles</u></b>;</p> <p>(27) <b><u>to safeguard the legitimate rights and interests of financial consumers and other stakeholders</u></b>;</p>

No.	Current Articles	Amended Articles
		<p><b><u>(28) to establish a mechanism to identify, review and manage conflicts of interest between the Bank and its shareholders, in particular major shareholders;</u></b></p> <p><b><u>(29) to assume responsibility for the management of shareholders' affairs;</u></b></p> <p><b><u>(30) to establish and implement an accountability system for the performance of duties of the senior management, and clarify the specific ways for accountability of malfunction and improper performance of responsibilities;</u></b></p> <p><del>(25)</del> <b><u>(31) to perform other duties required by laws, administrative regulations, departmental rules, regulatory requirements and the Articles or authorized by the shareholders' general meeting.</u></b></p>
44.	Newly added	<b><u>Article 167 The Board shall practice high standard of professional ethics, which shall serve the Bank's long-term interests.</u></b>
45.	<p>Article 174 Directors shall attend the Board meeting in person. If a director cannot attend the meeting in person due to certain reasons, he or she may appoint another director in writing to attend on his or her behalf (an independent director shall appoint another independent director to attend on his or her behalf). The instrument of proxy shall specify the proxy's name, authorized matters, the scope of authority and the validity period, and shall be signed by or affixed with the seal of the appointer.</p> <p>...</p>	<p>Article 174<del>7</del> Directors shall attend the Board meeting in person. If a director cannot attend the meeting in person due to certain reasons, he or she may appoint another director in writing to attend on his or her behalf (an independent director shall appoint another independent director to attend on his or her behalf). The instrument of proxy shall specify the proxy's name, authorized matters, the scope of authority and the validity period, <b><u>as well as the personal opinion and voting intention of the entrusting directors on the proposal,</u></b> and shall be signed by or affixed with the seal of the appointer.</p> <p>...</p> <p><b><u>One (1) director, in principle, can only accept the entrustment of two (2) directors at most who fail to attend the meeting in person. When matters related to related party transactions are considered, non-related directors shall not entrust the related directors to attend the meeting.</u></b></p>

No.	Current Articles	Amended Articles
46.	<p>Article 176 Resolutions of the Board shall be passed by more than half of all directors. If any director has a material interest in matters to be discussed at the Board meeting, resolutions shall be passed by more than half of the directors who have no material interest in such matters. Where under three (3) directors who have no material interest in the resolutions attend the Board meeting, such resolutions shall be submitted to the shareholder's general meeting for consideration.</p>	<p>Article 176<del>9</del> Resolutions of the Board shall be passed by more than half of all directors. If any director has a material interest in matters to be discussed at the Board meeting, resolutions shall be passed by more than half of the directors who have no material interest in such matters. <b><u>Resolutions on material related party transactions shall be approved by more than two-thirds of the non-related directors at the Board meeting.</u></b> Where under three (3) directors who have no material interest in the resolutions attend the Board meeting, such resolutions shall be submitted to the shareholder's general meeting for consideration.</p>
47.	<p>Article 177 Resolutions concerning the following matters shall be passed by two-thirds or more of all directors and the Board meeting shall not be convened by circulation of written resolution:</p> <ul style="list-style-type: none"> <li>(1) development strategies of the Bank;</li> <li>(2) capital fund management plans, risk-based capital allocation plans, capital replenishment plans, annual financial budget plans, annual financial accounts, profit distribution plans and loss recovery plans of the Bank;</li> <li>...</li> <li>(5) plans for merger, division, dissolution, liquidation or other changes in the corporate form of the Bank;</li> </ul>	<p>Article 177<del>80</del> Resolutions concerning the following matters shall be passed by two-thirds or more of all directors and the Board meeting shall not be convened by circulation of written resolution:</p> <ul style="list-style-type: none"> <li>(1) development strategies of the Bank;</li> <li>(2) capital <del>planning</del> fund management plans, risk-based capital allocation plans, capital replenishment plans, annual financial budget plans, annual financial accounts, profit distribution plans, <b><u>basic remuneration plans, remuneration plans for directors and members of the senior management</u></b> and loss recovery plans of the Bank;</li> <li>...</li> <li>(5) plans for merger, division, <b><u>spin-off</u></b>, dissolution, liquidation or other changes in the corporate form of the Bank;</li> </ul>

No.	Current Articles	Amended Articles
	<p>(6) plans to repurchase the Bank’s shares, plans for material change in equity interest and plans for financial reorganization;</p> <p>(7) proposals for amendments to the Articles;</p> <p>(8) decision on matters including the establishment of major legal entities of the Bank, material corporate mergers and acquisitions, material external investments, major asset acquisitions, material asset disposals, major asset write-offs, major asset mortgages and other noncommercial banking guarantees, within the scope authorized by the shareholders’ general meeting;</p> <p>...</p> <p>(11) to propose the appointment, dismissal or discontinuance of engagement of accounting firms for approval by the shareholders’ general meeting;</p> <p>...</p>	<p>(6) plans to <u>acquire</u> <del>repurchase</del> the Bank’s shares, plans for material change in equity interest and plans for financial reorganization;</p> <p>(7) proposals for amendments to the Articles;</p> <p>(8) decision on matters including the establishment of major legal entities of the Bank, material corporate mergers and acquisitions, material external investments, major asset acquisitions, material asset disposals, major asset write-offs, major asset mortgages and other noncommercial banking guarantees, within the scope authorized by the shareholders’ general meeting <b><u>in accordance with the laws and regulations, regulatory requirements and the provisions of the Articles;</u></b></p> <p>...</p> <p>(11) to propose the appointment; <b><u>and</u></b> <del>dismissal or discontinuance of engagement of</del> accounting firms <b><u>that conduct periodic statutory audit of the financial accounting reports of the Bank</u></b> for approval by the shareholders’ general meeting;</p> <p>...</p>
48.	<p>Article 180 ...</p> <p>Each Board committee shall be responsible to the Board and report its work to the Board, and provide professional opinions to the Board or make decisions on professional matters within the scope of authorization by the Board. The Bank shall provide necessary working conditions for each Board committee to fulfill its duties and responsibilities.</p> <p>...</p>	<p>Article 18<del>30</del> ...</p> <p>Each Board committee shall be responsible to the Board and report its work to the Board, and provide professional opinions to the Board or make decisions on professional matters <b><u>in accordance with the Articles and</u></b> within the scope of authorization by the Board. The Bank shall provide necessary working conditions for each Board committee to fulfill its duties and responsibilities.</p> <p>...</p>

No.	Current Articles	Amended Articles
49.	<p>Article 182 The primary duties of the Strategic Planning Committee include:</p> <p>...</p> <p>(12) other matters required by laws, administrative regulations, departmental rules and authorized by the Board.</p>	<p>Article 182<del>5</del> The primary duties of the Strategic Planning Committee include:</p> <p><b><u>(1) implementing and supervising the Bank’s implementation of the principles and guidelines of the CPC and the State, implementing major strategic decisions of the Central Committee of the CPC and the State Council, and making recommendations to the Board with respect to such supervision and implementation;</u></b></p> <p>...</p> <p><b><u>(13) implementing the requirements of relevant policies on inclusive finance, reviewing the development plan, major management system and other major issues of the Bank’s inclusive finance business, and making recommendations to the Board;</u></b></p> <p>(12<del>4</del>) other matters required by laws, administrative regulations, departmental rules and authorized by the Board.</p>

No.	Current Articles	Amended Articles
50.	<p>Article 183 The primary duties of the Related Party Transactions Control Committee include:</p> <p>(1) managing the Bank’s related party transactions, reviewing the management system for related party transactions, supervising their implementation and making recommendations to the Board;</p> <p>(2) verifying the Bank’s related parties, reporting to the Board and Board of Supervisors, and informing the Bank’s relevant staff in a timely manner;</p> <p>...</p>	<p>Article 183<del>6</del><sup>7</sup> The primary duties of the Related Party Transactions Control Committee include:</p> <p>(1) <del>managing the Bank’s related party transactions</del> <b><u>being responsible for the management, review and risk control of related party transactions of the Bank</u></b>, reviewing the management system for related party transactions, supervising their implementation and making recommendations to the Board, <b><u>focusing on the compliance, fairness and necessity of related party transactions, and bearing corresponding responsibility for the compliance of the Bank’s related party transactions</u></b>;</p> <p>(2) <del>verifying the Bank’s related parties, reporting to the Board and Board of Supervisors, and informing the Bank’s relevant staff in a timely manner</del>;</p> <p>...</p>
51.	<p>Article 184 The primary duties of the Audit Committee include:</p> <p>...</p> <p>(6) proposing, and submitting to the Board for review, the engagement or dismissal of an accounting firm, and supervising and evaluating the work of the accounting firm to ensure the independence and effectiveness of its work;</p> <p>...</p>	<p>Article 184<del>7</del><sup>7</sup> The primary duties of the Audit Committee include:</p> <p>...</p> <p>(6) proposing, and submitting to the Board for review, the engagement or dismissal of an accounting firm <b><u>that conducts periodic statutory audit of the financial accounting reports of the Bank</u></b>, and supervising and evaluating the work of the accounting firm <b><u>that conducts periodic statutory audit of the financial accounting reports of the Bank</u></b> to ensure the independence and effectiveness of its work;</p> <p>...</p>



No.	Current Articles	Amended Articles
52.	<p>Article 185 The primary duties of the Risk Management Committee include:</p> <p>...</p> <p>(2) reviewing plans for risk capital allocation and making recommendations to the Board; developing objectives of capital adequacy ratio management to be submitted to the Board for review, and reviewing and supervising the implementation of the Bank's capital planning;</p> <p>...</p> <p>(3) monitoring the senior management to take necessary steps to effectively identify, evaluate, monitor and control/mitigate risks; supervising the control, management and duty performance of the senior management in relation to the Bank's credit, market, operational risks and other risks, and making recommendations to the Board;</p> <p>(4) hearing of the risk management report presented by the senior management, regularly evaluating the Bank's risks, management situation and risk tolerance level, and taking control of the general conditions, comprehensiveness and effectiveness of the Bank's risk management and making recommendations to the Board;</p> <p>...</p>	<p>Article 185<u>8</u> The primary duties of the Risk Management Committee include:</p> <p>...</p> <p>(2) <del>reviewing plans for risk capital allocation and making recommendations to the Board;</del> developing objectives of capital adequacy ratio management to be submitted to the Board for review, and reviewing and supervising the implementation of the Bank's capital planning;</p> <p>...</p> <p>(3) monitoring the senior management to take necessary steps to effectively identify, evaluate, monitor and control/mitigate risks; supervising the control, management and duty performance of the senior management in relation to the Bank's credit, market, operational, <b>money laundering and terrorist financing</b> risks and other risks, and making recommendations to the Board;</p> <p>(4) <del>hearing of</del> <b>considering</b> the risk management report presented by the senior management, regularly evaluating the Bank's risks, management situation and risk tolerance level, and taking control of the general conditions, comprehensiveness and effectiveness of the Bank's risk management and making recommendations to the Board;</p> <p>...</p>

No.	Current Articles	Amended Articles
53.	<p>Article 186 The primary duties of the Nomination and Remuneration Committee include:</p> <p>...</p> <p>(2) developing the standards and procedures for the appointment of directors, chairman and members of each Board committee and members of the senior management, and submitting to the Board for review;</p> <p>...</p> <p>(7) reviewing the Bank’s major human resources and compensation policies and basic systems submitted by the senior management, and submitting the same to the Board for approval, and supervising the implementation of the relevant policies and basic management systems;</p> <p>...</p>	<p>Article 186<del>9</del> The primary duties of the Nomination and Remuneration Committee include:</p> <p>...</p> <p>(2) developing the standards and <b>review</b> procedures for the appointment of directors, chairman and members of each Board committee and members of the senior management, and submitting to the Board for review;</p> <p>...</p> <p>(7) reviewing the Bank’s major human resources and compensation policies, <b>share incentive schemes, employee stock ownership plans</b> and basic systems submitted by the senior management, and submitting the same to the Board for approval, and supervising the implementation of the relevant policies and basic management systems;</p> <p>...</p>

No.	Current Articles	Amended Articles
54.	<p>Article 187 The primary duties of the Social Responsibility and Consumer Rights Protection Committee include:</p> <ol style="list-style-type: none"> <li>(1) developing the Bank’s social responsibility and consumer rights protection strategies, policies and objectives that are consistent with the Bank’s development strategies and actual situation to be implemented upon submission to and approval by the Board;</li> <li>(2) developing the Bank’s basic management systems for social responsibility and consumer rights protection to be implemented upon submission to and approval by the Board;</li> <li>(3) supervising, inspecting and evaluating the implementation and effectiveness of the Bank’s strategies, policies, objectives, basic management systems, etc., for social responsibility and consumer rights protection, and making recommendations to the Board;</li> <li>(4) reviewing the Bank’s credit extension policies in relation to the environment and sustainable development, and making recommendations to the Board;</li> </ol>	<p>Article 187<del>90</del><sup>90</sup> The primary duties of the Social Responsibility and Consumer Rights Protection Committee include:</p> <ol style="list-style-type: none"> <li>(1) developing the Bank’s social responsibility <del>and consumer rights protection</del> strategies, policies and <b><u>basic management system</u></b> objectives that are consistent with the Bank’s development strategies and actual situation to be implemented upon submission to and approval by the Board;</li> <li>(2) <del>developing the Bank’s basic management systems for social responsibility and consumer rights protection to be implemented upon submission to and approval by the Board;</del><b><u>formulating the Bank’s strategies, policies and objectives for consumer rights protection to be implemented upon submission to and approval by the Board;</u></b></li> <li>(3) <b><u>guiding and supervising the establishment and improvement of the management system for consumer rights protection to ensure that relevant regulations are in line with the corporate governance, corporate culture cultivation, and business development strategies;</u></b></li> </ol>

No.	Current Articles	Amended Articles
	<p>(5) regularly listening to the work report of senior management on consumer rights protection, supervising and evaluating the comprehensiveness, promptness and effectiveness of the Bank's consumer protection work as well as the duty performance of the senior management, as authorized by the Board, and disclosing information regarding consumer rights protection according to relevant regulatory requirements;</p> <p>(6) approving matters in relation to external donation, as authorized by the Board;</p> <p>(7) other matters required by laws, administrative regulations, departmental rules and authorized by the Board.</p>	<p><del>(3)</del>(4) supervising, <del>inspecting</del> and evaluating the implementation and effectiveness of the Bank's strategies, policies, objectives, basic management systems, etc., for social responsibility <del>and consumer rights protection</del>, and making recommendations to the Board;</p> <p><del>(4)</del>(5) reviewing the Bank's credit extension policies in relation to the environment and sustainable development, and making recommendations to the Board;</p> <p><b><u>(6) being accountable to the Board, submitting to the Board work reports and annual reports concerning consumer rights protection, carrying out any work in relation thereto under the authorization of the Board of Directors, discussing and deciding on relevant matters, and studying major issues and major policies on consumer rights protection;</u></b></p> <p><b><u>(7) supervising the comprehensiveness, promptness and effectiveness of the work of the senior management and the consumer rights protection department in accordance with the regulatory requirements, the execution of consumer protection strategies and policies, the progress against the objectives as well as the implementation of the work;</u></b></p>

No.	Current Articles	Amended Articles
		<p data-bbox="954 193 1474 1193"><del>(5)</del><b>(8)</b> regularly listening to the work report of senior management on consumer rights protection, supervising and evaluating the comprehensiveness, promptness and effectiveness of the Bank's consumer protection work as well as the duty performance of the senior management, as authorized by the Board, and disclosing information regarding consumer rights protection according to relevant regulatory requirements <b><u>holding regular work meetings on consumer rights protection, reviewing the work reports of the senior management and the consumer rights protection department; studying the audit reports, regulatory notices, and internal evaluation results related to the annual consumer rights protection work; urging the senior management and relevant departments to implement the issues found during rectification in a timely manner; providing guidance on disclosure of major information on consumer rights protection;</u></b></p> <p data-bbox="954 1225 1474 1598"><del>(6)</del><b>(9)</b> <b><u>being responsible for reviewing the Bank's green finance development strategy, reviewing the green finance objectives set by the senior management and the green finance reports submitted by the senior management, supervising and evaluating the implementation of the Bank's green finance development strategy, and making recommendations to the Board;</u></b></p> <p data-bbox="954 1640 1474 1736"><del>(6)</del><b>(10)</b> approving matters in relation to external donation, as authorized by the Board;</p> <p data-bbox="954 1779 1474 1906"><del>(7)</del><b>(11)</b> other matters required by laws, administrative regulations, departmental rules and authorized by the Board.</p>

No.	Current Articles	Amended Articles
55.	<p>Article 188 The opinions of the CPC Committee shall be heard before the Board decides on material matters of the Bank.</p>	<p>Article 188<del>8</del><b>91</b> <u><b>The pre-placed procedure of the CPC Committee's research and discussion</b></u> <del>The opinions of the CPC Committee shall be heard</del> <u><b>performed</b></u> before the Board <u><b>or the senior management</b></u> decides on material <u><b>operation and management</b></u> matters of the Bank.</p>
	<p>CHAPTER X MEMBERS OF THE SENIOR MANAGEMENT</p>	<p>CHAPTER X MEMBERS OF THE SENIOR MANAGEMENT</p>
56.	<p>Article 194 Any person who has taken up other administrative position(s) other than a director or a supervisor in the controlling shareholder of the Bank shall not take the position of senior management of the Bank.</p> <p>Any member of the senior management of the Bank who has taken up a position in the controlling shareholder or a de facto controller of the Bank shall not significantly disperse his or her time and effort when performing duties of the Bank.</p>	<p>Article 194<del>7</del><b>7</b> Any person who has taken up other administrative position(s) other than a director or a supervisor in the controlling shareholder of the Bank shall not take the position of senior management of the Bank.</p> <p><u><b>The remuneration of members of the senior management of the Bank shall only be paid by the Bank, and not be paid by controlling shareholders on behalf of the Bank.</b></u></p> <p>Any member of the senior management of the Bank who has taken up a position in the controlling shareholder or a de facto controller of the Bank shall not significantly disperse his or her time and effort when performing duties of the Bank.</p>

No.	Current Articles	Amended Articles
57.	<p>Article 195 The president shall exercise the following duties and powers:</p> <p>(1) to take charge of the operation and management of the Bank, to make arrangements to implement Board resolutions, and to report his or her work to the Board;</p> <p>...</p> <p>(3) to formulate the operational plans and investment plans of the Bank, and to make arrangements for their implementation upon approval by the Board;</p> <p>...</p> <p>(5) to formulate annual financial budget plans and annual accounts, capital management plans, risk capital allocation plans, profit distribution plans, loss recovery plans, plans for increase or reduction of registered capital, plans for issuance of bonds or other marketable securities and listing plans, and share repurchase plans of the Bank, and to make proposals to the Board;</p> <p>...</p>	<p>Article 195<del>8</del> The president shall exercise the following duties and powers:</p> <p>(1) to take charge of the operation and management of the Bank, <del>to make arrangements to implement</del> <b><u>resolutions of shareholders' general meeting and</u></b> Board resolutions, and to report his or her work to the Board;</p> <p>...</p> <p>(3) to formulate the operational plans and investment plans of the Bank, <del>and to make arrangements for their implementation upon approval by the Board,</del> <b><u>and to report operation and management information in a timely, accurate and complete manner;</u></b></p> <p>...</p> <p>(5) to formulate annual financial budget plans and annual accounts, capital <b><u>planning</u></b> <del>management plans,</del> <del>risk capital allocation plans,</del> profit distribution plans, loss recovery plans, plans for increase or reduction of registered capital, plans for issuance of bonds or other marketable securities and listing plans, and share repurchase plans of the Bank, and to make proposals to the Board;</p> <p>...</p>

No.	Current Articles	Amended Articles
	<p>(15) other duties and powers to be exercised by the president, as prescribed in laws, administrative regulations, departmental rules and the Articles or determined by the shareholders' general meeting or the Board.</p> <p>When deciding on employees' wages, welfare, safety operation, labor protection, labor insurance, termination (or dismissal) of the staff of the Bank and other issues involving the vital interests of staff, the president should listen to the views of the labor union or employee representative congress in advance.</p>	<p>(15) other duties and powers to be exercised by the president, as prescribed in laws, administrative regulations, departmental rules, <b>regulatory requirements</b> and the Articles or determined by the shareholders' general meeting or the Board.</p> <p><del>When deciding on employees' wages, welfare, safety operation, labor protection, labor insurance, termination (or dismissal) of the staff of the Bank and other issues involving the vital interests of staff, the president should listen to the views of the labor union or employee representative congress in advance.</del></p>
58.	<p>Article 199 When exercising his or her duties and powers, the president shall perform his or her duties in good faith and diligently in accordance with the laws, administrative regulations, requirements of the securities regulatory authorities of the place where the shares of the Bank are listed and provisions of the Bank's Articles.</p>	<p><del>Article 199</del><b>202</b> <del>When exercising his or her duties and powers, the president shall perform his or her duties in good faith and diligently in accordance with the laws, administrative regulations, requirements of the securities regulatory authorities of the place where the shares of the Bank are listed and provisions of the Bank's Articles.</del>  <u>Members of the senior management of the Bank shall faithfully perform their duties and safeguard the best interests of the Bank and all shareholders. If any member of the senior management of the Bank causes damage to the interests of the Bank and its public shareholders due to failure in faithfully performing his or her duties or violation of his or her fiduciary duties, he or she shall be liable for compensation in accordance with the laws.</u></p> <p><u>Members of the senior management of the Bank shall ensure the truthfulness, accuracy and completeness of information disclosed by the Bank and sign the written confirmation for periodic reports.</u></p>



No.	Current Articles	Amended Articles
	CHAPTER XI SUPERVISORS AND BOARD OF SUPERVISORS	CHAPTER XI SUPERVISORS AND BOARD OF SUPERVISORS
	Section 3 Board of Supervisors	Section 3 Board of Supervisors
59.	<p>Article 217 The Bank shall have a Board of Supervisors. The Board of Supervisors is a supervisory entity of the Bank and shall be responsible to the shareholders' general meeting.</p> <p>...</p>	<p>Article 21<del>7</del><b>20</b> The Bank shall have a Board of Supervisors <b><u>in compliance with laws</u></b>. The Board of Supervisors is a supervisory entity of the Bank and shall be responsible to the shareholders' general meeting.</p> <p>...</p>
60.	CHAPTER XII QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS AND MEMBERS OF THE SENIOR MANAGEMENT AND INCENTIVE AND RESTRAINT MECHANISMS	CHAPTER XII <b><u>STAKEHOLDERS, SOCIAL RESPONSIBILITY,</u></b> QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS AND MEMBERS OF THE SENIOR MANAGEMENT AND INCENTIVE AND RESTRAINT MECHANISMS
61.	Newly added	<p><b><u>Article 239 The Bank shall respect the legitimate rights and interests of financial consumers, employees, suppliers, creditors, communities and other stakeholders, improve the protection mechanism for the legitimate rights and interests of financial consumers, and disclose social responsibility (ESG) reports on a regular basis.</u></b></p>

No.	Current Articles	Amended Articles
62.	<p>Article 256 The evaluation of the performance of independent directors shall be conducted through peer review. The evaluation of the performance of other directors shall be conducted by the Board, and shall be reported to the shareholders' general meeting. The evaluation of the performance of external supervisors and other supervisors shall refer to that of the independent directors and other directors.</p> <p>The evaluation of the performance, remuneration and incentives of members of the senior management shall be determined by the Board. The Board shall take the evaluation of the performance of the members of the senior management as the basis to determine their remuneration and other incentives.</p> <p>No directors, supervisors and members of the senior management shall take part in the process of determining their own remuneration or performance appraisal.</p>	<p><del>Article 256 The evaluation of the performance of independent directors shall be conducted through peer review. The evaluation of the performance of other directors shall be conducted by the Board, and shall be reported to the shareholders' general meeting. The evaluation of the performance of external supervisors and other supervisors shall refer to that of the independent directors and other directors.</del></p> <p><del>The evaluation of the performance, remuneration and incentives of members of the senior management shall be determined by the Board. The Board shall take the evaluation of the performance of the members of the senior management as the basis to determine their remuneration and other incentives.</del></p> <p><del>No directors, supervisors and members of the senior management shall take part in the process of determining their own remuneration or performance appraisal.</del></p>
	CHAPTER XIII FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT	CHAPTER XIII FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT
63.	Section 3 Internal Audit	Section 3 <b><u>Risk Management, Internal Control, and</u></b> Internal Audit
64.	Newly added	<b><u>Article 274 The Bank shall establish and improve its comprehensive risk management system and internal control system. The Board of Directors of the Bank takes ultimate responsibility for comprehensive risk management.</u></b>

No.	Current Articles	Amended Articles
	CHAPTER XVII STAFF MANAGEMENT	CHAPTER XVII STAFF MANAGEMENT
65.	<p>Article 288 The Bank establishes and improves the employee representatives' general meeting system. The employee representatives' general meeting is the basic form of democratic management of the Bank and the organ through which the employees exercise their democratic management rights. The labor union of the Bank is responsible for the daily work of the employee representatives' general meeting.</p>	<p>Article 288<del>92</del> The Bank establishes and improves the employee representatives' general meeting system <b><u>under the leadership of the CPC Committee.</u></b> The employee representatives' general meeting is the basic form of democratic management of the Bank and the organ through which the employees exercise their democratic management rights. <b><u>Employee opinions shall be heard on major decisions, and major matters involving the interests of employees shall be considered by the employee representatives' general meeting.</u></b> The labor union of the Bank is responsible for the daily work of the employee representatives' general meeting.</p>
66.	<p>Article 290 ...</p> <p>The Bank shall adopt a staff remuneration system with satisfactory incentives and effective restrictions, and shall continuously improve the overall levels of remuneration and benefits of the staff in tandem with management and efficiency enhancement.</p> <p>...</p>	<p>Article 290<del>4</del> ...</p> <p><b><u>The Bank shall establish and improve a scientific and reasonable remuneration management mechanism, performance assessment mechanism, mechanism for deferred payment and recovery and reduction of performance pay, that are aligned with the Bank's development strategy, risk management, overall benefits, job responsibilities, social responsibilities and corporate culture</u></b><del>The Bank shall adopt a staff remuneration system with satisfactory incentives and effective restrictions, and shall continuously improve the overall levels of remuneration and benefits of the staff in tandem with management and efficiency enhancement.</del></p> <p>...</p>
67.	Newly added	<p><b><u>Article 297 The Bank shall strengthen the protection of employees' rights and interests, ensure that employees enjoy an equal promotion and development environment, and provide necessary conditions for the employee representatives' general meeting and the labor union to perform their duties according to the law. The Bank shall give active encouragement and support to employees' participation in corporate governance in an orderly manner according to the law.</u></b></p>

No.	Current Articles	Amended Articles
	CHAPTER XVIII MERGER, DIVISION, DISSOLUTION AND LIQUIDATION	CHAPTER XVIII MERGER, DIVISION, DISSOLUTION AND LIQUIDATION
	Section 2 Dissolution and Liquidation	Section 2 Dissolution and Liquidation
68.	<p>Article 305 ...</p> <p>The liquidation team shall, within thirty (30) days from the date of confirmation by the relevant competent authorities, submit the aforementioned documents to the relevant industry and commerce administration authorities, apply for cancellation of the Bank's registration and publish an announcement of the termination of the Bank.</p>	<p>Article 305<del>10</del><b>10</b> ...</p> <p>The liquidation team shall, within thirty (30) days from the date of confirmation by the relevant competent authorities, submit the aforementioned documents to the relevant <del>industry and commerce administration</del> <b>market regulatory</b> authorities, apply for cancellation of the Bank's registration and publish an announcement of the termination of the Bank.</p>
	CHAPTER XXII SUPPLEMENTAL PROVISIONS	CHAPTER XXII SUPPLEMENTAL PROVISIONS
69.	<p>Article 323 The Articles are written in Chinese. If there is any discrepancy between the articles written in another language or of a version different from that of the Articles, the most recent Chinese version filed for registration with the Administration for Industry and Commerce shall prevail.</p>	<p>Article 323<del>28</del><b>28</b> The Articles are written in Chinese. If there is any discrepancy between the articles written in another language or of a version different from that of the Articles, the most recent Chinese version filed for registration with the <del>Administration for Industry and Commerce</del> <b>market regulatory authorities</b> shall prevail.</p>
70.	<p>Article 326 The interpretation of the Articles shall be vested with the Board of the Bank.</p> <p>After consideration and approval by the shareholders' general meeting and approval by the banking regulatory authority of the State Council, the Articles shall become effective from the date of the initial public offering and listing of the shares of the Bank. The original articles of the Bank shall automatically expire upon the effective date of the Articles.</p>	<p>Article 326<del>31</del><b>31</b> The interpretation of the Articles shall be vested with the Board of the Bank.</p> <p>After consideration and approval by the shareholders' general meeting and approval by the banking regulatory authority of the State Council, the Articles shall become effective <del>from the date of the initial public offering and listing of the shares of the Bank</del>. The original articles of the Bank shall automatically expire upon the effective date of the Articles.</p>

*Note:* The numbering of the related chapters, articles and cross-referenced articles has been adjusted accordingly.