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**泸州银行股份有限公司\***  
LUZHOU BANK CO., LTD.

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock code: 1983)**

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

The board of directors (the “**Board**”) of Luzhou Bank Co., Ltd. (the “**Bank**”) hereby announces that, in accordance with the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Code of Corporate Governance of Banking and Insurance Institutions (《銀行保險機構公司治理準則》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and other relevant laws and regulations and normative documents, as well as combining with the on-site inspection opinions of the regulatory department, the Bank proposes to make amendments and improvements to the articles of association (the “**Articles of Association**”) of the Bank (the “**Proposed Amendments**”). For details of the Proposed Amendments to the Articles of Association, please refer to the appendix to this announcement.

The Proposed Amendments to the Articles of Association are subject to the consideration and approval of the shareholders of the Bank by way of special resolution at the extraordinary general meeting and the approval of the Sichuan Bureau of the National Administration of Financial Regulation. Before the revised Articles of Association obtains the aforementioned regulatory approval, the existing Articles of Association shall remain in force.

A circular containing, among other things, details of the Proposed Amendments to the Articles of Association together with a notice convening the extraordinary general meeting of the Bank will be dispatched to the shareholders in due course.

By order of the Board  
**Luzhou Bank Co., Ltd.\***  
**YOU Jiang**  
*Chairman*

Luzhou, the PRC, August 17, 2023

*As at the date of this announcement, the Board comprises Mr. YOU Jiang and Mr. LIU Shirong as executive Directors, Ms. PAN Lina, Mr. XIONG Guoming, Mr. LUO Huoming and Ms. CHEN Ping as non-executive Directors and Mr. HUANG Yongqing, Mr. TANG Baoqi, Mr. ZHONG Jin, Mr. GAO Jinkang and Mr. CHING Yu Lung as independent non-executive Directors.*

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

## APPENDIX Comparative Tables of the Amendments to the Articles of Association

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 1	<p>To establish a modern corporate system, improve corporate governance, protect the legitimate rights and interests of Luzhou Bank Co., Ltd. (hereinafter referred to as “the Bank”), the shareholders and the creditors and regulate the organization and conduct of the Bank, the Articles of Association (hereinafter referred to as “the Articles”) are formulated pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Securities Law of the People’s Republic of China, Banking Supervision and Regulatory Law of the People’s Republic of China (hereinafter referred to as “Banking Supervision and Regulatory Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Interim Measures for Management of Commercial Bank Equity, Guidelines on the Corporate Governance of Commercial Banks, Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as “Special Regulations”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as “Mandatory Provisions”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant regulations and based on the actual conditions of the Bank.</p>	Article 1	<p>To establish a modern corporate system, improve corporate governance, protect the legitimate rights and interests of Luzhou Bank Co., Ltd. (hereinafter referred to as “the Bank”), the shareholders and the creditors and regulate the organization and conduct of the Bank, the Articles of Association (hereinafter referred to as “the Articles”) are formulated pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Securities Law of the People’s Republic of China, Banking Supervision and Regulatory Law of the People’s Republic of China (hereinafter referred to as “Banking Supervision and Regulatory Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Interim Measures for Management of Commercial Bank Equity, <u>Guidelines on the Corporate Governance of Commercial Banks, Code of Corporate Governance of Banking and Insurance Institutions, Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies</u> Special Regulations of the State Council <del>on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies</del> (hereinafter referred to as “Special Regulations”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as “Mandatory Provisions”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant regulations and based on the actual conditions of the Bank.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 27	<p>The Bank may increase its capital as follows in the light of its business and development needs, in accordance with the relevant laws, administrative regulations, resolutions made at the general meeting and upon approval by the banking regulatory authorities under the State Council:</p> <p>(I) to offer new shares to non-given investors;</p> <p>(II) to offer new shares to special entities;</p> <p>(III) to distribute new shares to existing shareholders;</p> <p>(IV) to transfer reserve funds to increase share capital;</p> <p>(V) to place new shares to existing shareholders;</p> <p>(VI) by other methods approved by laws, administrative regulations and relevant regulatory authorities.</p> <p>Issue of new shares by the Bank for capital increase shall be subject to approval as specified in the Articles and follow the procedures specified in the relevant state laws and administrative regulations.</p>	Article 27	<p>The Bank may increase its capital as follows in the light of its business and development needs, in accordance with the relevant laws, administrative regulations, resolutions made at the general meeting <del>and upon approval by the banking regulatory authorities under the State Council:</del></p> <p>(I) to offer new shares to non-given investors;</p> <p>(II) to offer new shares to special entities;</p> <p>(III) to distribute new shares to existing shareholders;</p> <p>(IV) to transfer reserve funds to increase share capital;</p> <p>(V) to place new shares to existing shareholders;</p> <p>(VI) by other methods approved by laws, administrative regulations and relevant regulatory authorities.</p> <p>Issue of new shares by the Bank for capital increase shall be subject to approval as specified in the Articles and follow the procedures specified in the relevant state laws and administrative regulations.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 33	<p>A prior approval shall be obtained from a general meeting in respect of any share repurchase by the Bank through an off-market agreement in accordance with the provisions of the Articles. After the general meeting has given its approval in the same way, the Bank may rescind or alter any contracts entered into in the said manner or waive any rights under such contracts.</p> <p>The contract to repurchase shares as referred to in the preceding paragraph includes, but is not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase shares.</p> <p>The Bank shall not assign a contract for repurchasing its shares or any of its rights thereunder.</p> <p>Where the Bank has the right to repurchase redeemable shares by means other than repurchases through the market or by tender, the repurchase price shall be limited to a maximum price; if repurchases are made by tender, an invitation for tenders shall be made to all shareholders alike.</p>	Article 33	<p>A prior approval shall be obtained from a general meeting in respect of any share repurchase by the Bank through an off-market agreement in accordance with the provisions of the Articles. After the general meeting has given its approval in the same way, the Bank may rescind or alter any contracts entered into in the said manner or waive any rights under such contracts.</p> <p>The contract to repurchase shares as referred to in the preceding paragraph includes, but is not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase shares.</p> <p>The Bank shall not assign a contract for repurchasing its shares or any of its rights thereunder.</p> <p><del>Where the Bank has the right to repurchase redeemable shares by means other than repurchases through the market or by tender, the repurchase price shall be limited to a maximum price; if repurchases are made by tender, an invitation for tenders shall be made to all shareholders alike.</del></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 43	<p>The Bank’s shares are all registered shares. The Bank’s shares shall specify:</p> <p>(I) name of the Bank;</p> <p>(II) date of incorporation of the Bank;</p> <p>(III) type of shares, par value and number of shares represented;</p> <p>(IV) stock code;</p> <p>(V) other matters that shall be specified pursuant to the Company Law, Special Regulations and the regulations of the securities regulatory authorities in the place where the securities of the Bank are listed;</p> <p>(VI) if the share capital of the Bank includes shares without voting rights, then the said shares shall be specified as “Without Voting Right”;</p> <p>(VII) if the share capital includes shares with different voting rights, then each class of shares (except those with most preferential voting right) shall be specified “Restricted Voting Right” or “Limited Voting Right”.</p> <p>The overseas listed foreign shares issued by the Bank may be in the form of overseas depositary receipt or other derivative forms according to the laws of the place where the securities of the Bank are listed and the practice of securities registration and depositary.</p>	Article 43	<p>The Bank’s shares are all registered shares. The Bank’s shares shall specify:</p> <p>(I) name of the Bank;</p> <p>(II) date of incorporation of the Bank;</p> <p>(III) type of shares, par value and number of shares represented;</p> <p>(IV) stock code;</p> <p>(V) other matters that shall be specified pursuant to the Company Law, <del>Special Regulations</del> <b><u>Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies</u></b> and the regulations of the securities regulatory authorities in the place where the securities of the Bank are listed;</p> <p><del>(VI) if the share capital of the Bank includes shares without voting rights, then the said shares shall be specified as “Without Voting Right”;</del></p> <p><del>(VII) if the share capital includes shares with different voting rights, then each class of shares (except those with most preferential voting right) shall be specified “Restricted Voting Right” or “Limited Voting Right”.</del></p> <p>The overseas listed foreign shares issued by the Bank may be in the form of overseas depositary receipt or other derivative forms according to the laws of the place where the securities of the Bank are listed and the practice of securities registration and depositary.</p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
Article 49	Change of the register of shareholders arising from share transfer shall not be registered within 30 days before convening of a general meeting or within five days prior to the benchmark date on which the Bank decides to distribute dividends. If the securities regulatory authorities in the place where the securities of the Bank are listed have special provisions, such provisions shall apply.	Article 49	<p><del>Change of the register of shareholders arising from share transfer shall not be registered within 30 days before convening of a general meeting or within five days prior to the benchmark date on which the Bank decides to distribute dividends. If the securities regulatory authorities in the place where the securities of the Bank are listed have special provisions, such provisions shall apply.</del></p> <p><b><u>If there are provisions in laws, administrative regulations, departmental rules, regulatory documents or by the securities regulatory authorities in the place where the securities of the Bank are listed for suspending the registration of changes in the register of shareholders arising from share transfer prior to the convening of a general meeting or prior to the benchmark date on which the Bank decides to distribute dividends, such provisions shall apply.</u></b></p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
Article 52	<p>If any shareholder in the register of shareholders or any person requesting to have his name recorded in the register of shareholders has lost his shares (i.e. “the Original Shares”), the said shareholder or person may apply to the Bank to reissue new shares for the said shares (i.e. “the Relevant Shares”).</p> <p>Application for reissue of shares lost by holders of domestic shares shall be processed pursuant to the Company Law.</p> <p>Application for reissue of shares lost by holders of overseas listed foreign shares shall be processed pursuant to the law, rules of the stock exchange and other relevant regulations of the place where the original of the register of holders of overseas listed foreign shares is kept.</p> <p>Application for reissue of shares lost by holders of H Shares shall meet the following requirements:</p> <p>(I) the applicant shall submit an application with the standard format designated by the Bank and attach a notarial deed or statutory statement. The contents of the notarial deed or statutory statement shall include the reason for application, information and evidence about how the shares are lost, and a statement that no other person may request to be registered as shareholder for the related shares.</p>	Article 52	<p>If any shareholder in the register of shareholders or any person requesting to have his name recorded in the register of shareholders has lost his shares (i.e. “the Original Shares”), the said shareholder or person may apply to the Bank to reissue new shares for the said shares (i.e. “the Relevant Shares”).</p> <p>Application for reissue of shares lost by holders of domestic shares shall be processed pursuant to the Company Law.</p> <p>Application for reissue of shares lost by holders of overseas listed foreign shares shall be processed pursuant to the law, rules of the stock exchange and other relevant regulations of the place where the original of the register of holders of overseas listed foreign shares is kept.</p> <p>Application for reissue of shares lost by holders of H Shares shall meet the following requirements:</p> <p>(I) the applicant shall submit an application with the standard format designated by the Bank and attach a notarial deed or statutory statement. The contents of the notarial deed or statutory statement shall include the reason for application, information and evidence about how the shares are lost, and a statement that no other person may request to be registered as shareholder for the related shares.</p>



<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
	<p>(II) before deciding to reissue new shares, the Bank has not received a statement that anybody other than the applicant requests to be registered as shareholder for the said shares.</p> <p>(III) after deciding to reissue new shares to the applicant, the Bank shall publish announcements of reissue of new shares on the newspapers designated by the Board; the announcement period is 90 days, with at least one announcement in 30 days.</p> <p>(IV) before publishing the announcement of reissue of new shares, the Bank shall submit a copy of the to-be-published announcement to the stock exchange with which the Bank is listed, and may publish the announcement only after receiving a reply from the said stock exchange confirming that the said announcement has been displayed in the stock exchange. The duration of display of the said announcement in the stock exchange is 90 days. If the application for reissuing shares is not approved by the registered holder of the relevant shares, the Bank shall mail a copy of the to-be-published announcement to the said shareholder.</p>		<p>(II) before deciding to reissue new shares, the Bank has not received a statement that anybody other than the applicant requests to be registered as shareholder for the said shares.</p> <p>(III) after deciding to reissue new shares to the applicant, the Bank shall publish announcements of reissue of new shares on the newspapers designated by the Board; the announcement period is 90 days, with at least one announcement in 30 days.</p> <p>(IV) before publishing the announcement of reissue of new shares, the Bank shall submit a copy of the to-be-published announcement to the stock exchange with which the Bank is listed, and may publish the announcement only after receiving a reply from the said stock exchange confirming that the said announcement has been displayed in the stock exchange. The duration of display of the said announcement in the stock exchange is 90 days. If the application for reissuing shares is not approved by the registered holder of the relevant shares, the Bank shall mail a copy of the to-be-published announcement to the said shareholder.</p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(V) if, after expiry of the 90-day period of announcement and display specified in (III) and (IV) of this article, the Bank has not received any objection to reissue of shares, the Bank may reissue new shares as requested by the applicant.</p> <p>(VI) when the Bank reissues new shares as specified herein, the Bank shall immediately deregister the original shares and record such deregistration and reissue in the register of shareholders.</p> <p>(VII) all the expenses for deregistering the original shares and reissuing new shares shall be borne by the applicant. The Bank may refuse to take any action before the applicant provides any reasonable guarantee.</p> <p>If the Bank issues warrants to any unregistered holder, the Bank shall not issue any new warrants to replace the lost warrants unless it does believe the original warrants are truly destroyed.</p>		<p>(V) if, after expiry of the 90-day period of announcement and display specified in (III) and (IV) of this article, the Bank has not received any objection to reissue of shares, the Bank may reissue new shares as requested by the applicant.</p> <p>(VI) when the Bank reissues new shares as specified herein, the Bank shall immediately deregister the original shares and record such deregistration and reissue in the register of shareholders.</p> <p>(VII) all the expenses for deregistering the original shares and reissuing new shares shall be borne by the applicant. The Bank may refuse to take any action before the applicant provides any reasonable guarantee.</p> <p><del>If the Bank issues warrants to any unregistered holder, the Bank shall not issue any new warrants to replace the lost warrants unless it does believe the original warrants are truly destroyed.</del></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 310	<p>The Bank shall set up the grass-root committee of the CPC (hereinafter referred to as the “CPC committee”), which shall play a core leading and political role, grasp the direction, control the situation and ensure implementation. The Bank shall establish a working body of the CPC, assign sufficient staff for CPC’s affairs and ensure the work funds of the CPC organization. The Bank shall adhere to the principle of the Party supervising the performance of officials, and the number of posts of secretary, deputy secretary and member of the CPC committee of the Bank shall be set up according to the reply of the CPC organization at a higher level and relevant personnel shall be elected or appointed according to relevant regulations including the Constitution of the Communist Party of China. Qualified members of the CPC committee may enter the Board of Directors, Board of Supervisors and senior management according to legal procedures, and qualified party members in the Board of Directors, Board of Supervisors and senior management may enter the CPC committee according to relevant provisions and procedures. The posts of the secretary of the CPC committee and the chairman shall be held by the same person. The Board or the senior management shall listen to the opinions of the CPC committee of the Bank in making any important decisions for the Bank. After studying and discussing major issues concerning operation and management, the CPC committee may propose opinions or suggestions to the Board or the senior management. Meanwhile, a discipline inspection commission of the Bank shall be set up according to provisions.</p>	Article 55	<p><b><u>In accordance with the Constitution of the Communist Party of China, and with approval of the CPC organization at a higher level, the Bank has established the Committee of the Communist Party of China of Luzhou Bank Co., Ltd. (hereinafter referred to as the “CPC committee of the Bank”) and the Bank has also established the Commission of Discipline Inspection of the Party (hereinafter referred to as the “discipline inspection commission of the Bank”) according to the relevant requirements. Meanwhile, the Bank has a Discipline Inspection and Supervision Team assigned by the Commission of Discipline Inspection and Supervisory Committee at a higher level.</u></b></p>
		Article 56	<p><b><u>The CPC committee of the Bank shall be elected by the CPC members’ general meeting or the CPC members’ representatives’ general meeting, and each term of office is generally five years. Regular re-election shall be conducted upon the expiration of its term of office. Each term of office of the Bank’s discipline inspection commission should be the same as the CPC committee.</u></b></p>
		Article 57	<p>The Bank shall adhere to the principle of the Party supervising the performance of officials, <b><u>and the CPC committee of the Bank should consist of one secretary, one to two deputy secretaries, and several other committee members.</u></b> The specific number of posts shall be set up according to the reply of the CPC organization at a higher level.</p> <p><b><u>The Discipline Inspection Commission of the Bank should consist of one secretary, and several committee members.</u></b> The specific number of posts shall be set up according to the reply of the CPC organization at a higher level.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>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>(I) to undertake to supervise the implementation of the guidelines and policies of the CPC and the PRC in the Bank and implement relevant significant work arrangements of the CPC organization at a higher level;</p> <p>(II) to support the general meeting, Board of Directors, Board of Supervisors and senior management in performing duties according to the laws, and the employee representatives' meeting in carrying out work;</p> <p>(III) to study and discuss significant matters concerning reform, steady development, operation and management of the Bank as well as major issues concerning immediate interests of the employees; and to study and discuss major personnel appointment and removal of the Bank and other “Three Major and One Large” issues; and to study and discuss major matters decided by the Board and the senior management;</p>	Article 58	<p>The CPC committee of the Bank shall play a leading role, grasp the direction, control the situation and ensure implementation, <b><u>and discuss and decide on major matters of the Bank in accordance with the provisions. The principal duties are:</u></b></p> <p><b><u>(I) to strengthen the CPC political construction of the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, educate and guide all CPC members to always maintain a high degree of consistency with the CPC Central Committee with Comrade Xi Jinping as the core in political stance, political direction, political principles and political path.</u></b></p> <p><b><u>(II) to thoroughly study and implement Xi Jinping’s Thought on Socialism with Chinese Characteristics for a New Era, study and promote the theory of the CPC,</u></b> implement the CPC’s routes, guidelines and policies, supervise and ensure the implementation of the major decisions and arrangements of the CPC Central Committee and the resolutions of the CPC organization at a higher level in the Bank.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(IV) to implement the responsibility system of construction of the CPC and earnestly perform the main body responsibility of the construction of a clear and honest party and lead and support the discipline inspection commission in earnestly performing its supervision responsibility; to enhance construction of the grass-root CPC organization and party forces in state-owned enterprises; to provide leadership over the Bank's ideological and political work, united front work, efforts for cultural and ethical progress, corporate cultural progress and work of the trade unions, the Communist Youth League and other mass organizations.</p>		<p><b><u>(III) to study and discuss major operation and management issues of the Bank,</u></b> and support the general meeting, Board of Directors, Board of Supervisors and senior management in performing duties according to the laws, and the employee representatives' meeting in carrying out work.</p> <p><b><u>(IV) to strengthen the leadership and control over the staff selection and employment of the Bank, and focus on the construction of leadership team, cadre team and talent team of the Bank.</u></b></p> <p>(V) to perform the main body responsibility of the construction of a clear and honest party of the Bank, lead and support the internal discipline inspection organization to perform the supervision and accountability duties, <b><u>strictly regulate political discipline and political rules, and promote the comprehensive and strict governance of the Party to the grass-root level.</u></b></p> <p>(VI) to enhance construction of the grass-root CPC organization and party forces, <b><u>unite and lead the employees to actively participate in the reform and development of the Bank.</u></b></p> <p>(VII) to provide leadership over the Bank's ideological and political work, efforts for cultural and ethical progress, united front work, lead the Bank's labor union, the Communist Youth League, women's organizations and other mass organizations.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
		Article 59	<p><u>Major operation and management matters of the Bank shall be studied and discussed by the Party Committee before being decided by the general meeting, Board of Directors or senior management. The matters to be studied and discussed mainly include:</u></p> <p><u>(I) implementation of major initiatives of the CPC Central Committee in its decision-making and deployment as well as national development strategies;</u></p> <p><u>(II) the development strategy, medium and long-term development plan and important reform plan of the Bank;</u></p> <p><u>(III) the principle and directional matters in respect of the asset restructuring, property transfer, capital operation and large-amount investment of the Bank;</u></p> <p><u>(IV) the establishment and adjustment of the organizational structure of the Bank and the formulation and modification of important rules, regulations and systems;</u></p> <p><u>(V) major issues concerning the Bank's safe production, maintenance of stability, rights and interests of employees and social responsibilities;</u></p> <p><u>(VI) other important matters that shall be studied and discussed by the CPC committee of the Bank.</u></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
		Article 60	<p><b><u>The Bank shall insist on and improve the leadership system of “two-way entry and cross appointment”, and</u></b> qualified members of the CPC committee may enter the Board of Directors, Board of Supervisors and senior management according to legal procedures, and qualified Party members in the Board of Directors, Board of Supervisors and senior management may enter the CPC committee according to relevant provisions and procedures.</p> <p>The posts of the secretary of the CPC committee and the chairman of the Bank shall be held by the same person, <b><u>and Party member who is the president of the Bank shall also serve as the deputy secretary of the CPC committee. At the same time, one deputy secretary of the CPC committee shall be appointed to assist the secretary of the CPC committee in the construction of the CPC.</u></b></p> <p><b><u>The CPC committee of the Bank implements the system of combining collective leadership with individual division of responsibilities, and members of the CPC committee leading group who are members of the Board of Directors, Board of Supervisors and senior management shall implement the decisions of the CPC organization.</u></b></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
		Article 61	<p><b><u>The Bank shall enhance the guarantees for work. On the principle of facilitating the work of the CPC as well as strengthening its capability and efficiency, the CPC committee of the Bank shall establish a working body of the CPC, assign sufficient staff for CPC’s affairs and ensure the premises for and work funds of the CPC organization, to provide necessary conditions for CPC’s activities.</u></b> The work funds of the CPC organization of the Bank shall be charged to the management fee, and the part included in the management fee is generally equivalent to 1% of the total staff salary of the Bank in the previous year and included in the annual budget of the Bank.</p>
		Article 62	<p><b><u>Discipline inspection commission’s duties:</u></b></p> <p><b><u>(I) the discipline inspection commission of the Bank shall adhere to the principles and strengthen supervision, and assist the CPC committee with the improvement of the Party conduct and establishment of integrity as well as the organization and coordination of anti-corruption combat under the leadership of the CPC committee and the discipline inspection commissions at higher levels, give full play to the role of supervision within the Party, perform the supervision duties assigned by the Constitution of the CPC, and implement discipline inspection and accountability in a stringent manner;</u></b></p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p><u>(II) to strengthen discipline supervision, firmly defend the authority of the Constitution of the Communist Party of China and other internal regulations of the Party, review the Party's routes, guidelines and policies and the implementation of major decisions and arrangements of the Bank, and supervise the performance of duties and exercise of powers by the CPC organization and the Party members and cadres;</u></p> <p><u>(III) to enhance the education on integrity and warning education, and fortify the ideological standards of the Party members and cadres combating corruption and upholding Party integrity; to tighten the supervision on the Party members and cadres and earnestly discharge the supervision duties for improvement of the Party conduct and establishment of integrity;</u></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p><u>(IV) to reinforce the construction of the style of work, strictly follow the spirit of the eight requirements of the central government of the Party, the ten requirements of the provincial Party committee and the provincial government and the twelve requirements of the municipal Party committee and the municipal government, and exert consistent efforts in rectifying formalism, bureaucracy, hedonism and extravagance;</u></p> <p><u>(V) to put more efforts on the investigation of illegal cases, insist on punishing corruption cases with zero tolerance, and severely investigate the behaviors in breach of Party disciplines and corruption-related cases in strict compliance with relevant disciplines and laws.</u></p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
Article 56	<p>The shareholders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>(I) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(II) to request, convene, preside over, attend or appoint a proxy to general meetings according to laws, and to exercise corresponding voting rights;</p> <p>(III) to supervise and manage the business operation activities of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, and the Articles;</p> <p>(V) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the place where the securities of the Bank are listed and the Articles, including:</p>	Article 64	<p>The shareholders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>(I) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(II) to request, convene, preside over, attend or appoint a proxy to general meetings according to laws, and to exercise corresponding voting rights;</p> <p>(III) to supervise and manage the business operation activities of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, and the Articles;</p> <p>(V) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the place where the securities of the Bank are listed and the Articles, including:</p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
	<p>1. to obtain a copy of the Articles after paying the costs and expenses incurred; and 2. have the right to inspect, and to photocopy, after paying a reasonable fee, the following documents: (1) all parts of the register of shareholders; (2) the personal information of the directors, supervisors, president and other senior managers of the Bank, including: (a) current and former names and aliases; (b) primary address (domicile); (c) nationality; (d) full-time and all other part-time occupations and positions; (e) identification documents and their numbers; (3) report of share capital issued by the Bank; (4) report of the total par value, quantity, and the highest and lowest prices of each class of shares bought back by the Bank from the last fiscal year (by domestic shares and H Shares), and the total amount paid by the Bank for this purpose; (5) minutes of the general meetings; (6) resolutions of Board meetings and meetings of the Board of Supervisors; (7) the special resolutions of the Bank; (8) the latest audited financial accounting report, report of the Board, report of the Board of Supervisors and auditors' report; (9) a copy of the latest corporate annual return already submitted to the industrial and commercial registration authority or other competent bodies.</p>		<p>1. to obtain a copy of the Articles after paying the costs and expenses incurred; and 2. have the right to inspect, and to photocopy, after paying a reasonable fee, the following documents: (1) all parts of the register of shareholders; (2) the personal information of the directors, supervisors, president and other senior managers of the Bank, including: (a) current and former names and aliases; (b) primary address (domicile); (c) nationality; (d) full-time and all other part-time occupations and positions; (e) identification documents and their numbers; (3) report of share capital issued by the Bank; (4) report of the total par value, quantity, and the highest and lowest prices of each class of shares bought back by the Bank from the last fiscal year (by domestic shares and H Shares), and the total amount paid by the Bank for this purpose; (5) minutes of the general meetings; (6) resolutions of Board meetings and meetings of the Board of Supervisors; (7) the special resolutions of the Bank; (8) the latest audited financial accounting report, report of the Board, report of the Board of Supervisors and auditors' report; (9) a copy of the latest corporate annual return already submitted to the industrial and commercial registration authority or other competent bodies.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>Except the documents set out in (2) above, the Bank shall keep the above documents at the Hong Kong address of the Bank for the free inspection by the public and holders of H Shares. Documents set out in (5) are for inspection by shareholders only.</p> <p>(VI) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank’s dissolution or liquidation;</p> <p>(VII) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a general meeting in relation to the merger or division of the Bank); and</p> <p>(VIII) to have other rights conferred in accordance with the laws, administrative regulations, other rules and the Articles.</p> <p>The Bank shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his/her equity to the Bank.</p>		<p>Except the documents set out in (2) above, the Bank shall keep the above documents at the Hong Kong address of the Bank for the free inspection by the public and holders of H Shares. Documents set out in (5) are for inspection by shareholders only.</p> <p>(VI) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank’s dissolution or liquidation;</p> <p>(VII) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a general meeting in relation to the merger or division of the Bank); and</p> <p>(VIII) to have other rights conferred in accordance with the laws, administrative regulations, other rules and the Articles.</p> <p><del>The Bank shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his/her equity to the Bank.</del></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 61	<p>Shareholders of ordinary shares of the Bank shall have the following obligations:</p> <p>(I) to abide by the laws, administrative regulations, regulatory provisions, relevant regulations of securities regulatory authorities (including securities regulatory authorities in the place where the securities of the Bank are listed) and the Articles;</p> <p>(II) to contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution;</p> <p>(III) not to withdraw their contributed share capital except in circumstances allowed by the laws and administrative regulations;</p> <p>(IV) not to abuse their rights to harm the interests of the Bank or any other shareholders; not to abuse the Bank’s status as an independent and separate legal person and the limited liability of shareholders to harm the interests of the Bank’s creditors. If a shareholder of the Bank abuses his/ her rights and causes loss to the Bank or other shareholders, it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank’s status as an independent and separate legal person and the limited liability of shareholders to evade the repayment of debts, resulting in material damage to the interests of the Bank’s creditors, that shareholder shall be jointly and severally liable for the debts of the Bank;</p>	Article 69	<p>Shareholders of ordinary shares of the Bank shall have the following obligations:</p> <p>(I) to abide by the laws, administrative regulations, regulatory provisions, relevant regulations of securities regulatory authorities (including securities regulatory authorities in the place where the securities of the Bank are listed) and the Articles;</p> <p>(II) to contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution <b><u>and to make capital contribution to the Bank with self-owned funds from legal sources, and not to make capital contribution with entrusted funds, debt funds and other funds not owned by themselves, unless otherwise provided by laws, regulations or regulatory requirements;</u></b></p> <p><b><u>(III) to comply with regulatory requirements in relation to the shareholding ratio and number of shareholding institutions, and not to entrust or be entrusted by others to hold the Bank’s shares;</u></b></p> <p>–(HH) (IV) not to withdraw their contributed share capital except in circumstances allowed by the laws and administrative regulations;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(V) to report to the Board in a complete and truthful manner information about its connected enterprises, its related party relationship with other shareholders and its shareholdings in other financial institutions;</p> <p>(VI) if any of the top ten shareholders undergoes any changes in legal representatives, names, registered addresses, business scope and other major events, he/she shall timely report to the Bank which will report to the competent national examination and approval authorities for filing;</p>		<p><del>(IV)</del> <b>(V)</b> not to abuse their rights to harm the interests of the Bank or any other shareholders; not to abuse the Bank's status as an independent and separate legal person and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/ her rights and causes loss to the Bank or other shareholders, it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank's status as an independent and separate legal person and the limited liability of shareholders to evade the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder shall be jointly and severally liable for the debts of the Bank;</p> <p><del>(V) to report to the Board in a complete and truthful manner information about its connected enterprises, its related party relationship with other shareholders and its shareholdings in other financial institutions;</del></p> <p><b><u>(VI) in accordance with laws, regulations and regulatory requirements, to honestly report to the Board on information such as financial information, shareholding structure, source of capital contribution, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions and other information;</u></b></p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(VII) to protect the Bank’s interests and reputation and support the Bank’s lawful operation;</p> <p>(VIII) to support the plans and measures proposed by the Board for improving capital adequacy ratio when the Bank’s capital adequacy ratio is lower than the standard as stipulated by laws and regulations of the banking industry;</p> <p>Shareholders, particularly substantial shareholders, shall support the reasonable capital plans formulated by the Board to keep the Bank’s capital in compliance with regulatory requirements; substantial shareholders shall make a long-term commitment to the Bank in writing regarding capital replenishment as a part of the Bank’s capital plans. When the Bank’s capital fails to comply with the regulatory requirements, a capital replenishment plan shall be made to enable the capital adequacy ratio to satisfy the regulatory requirements within the time framework, and other measures to replenish capital such as increase of core capital shall be taken. The substantial shareholders who do not participate in capital replenishment shall not hinder other shareholders from replenishing the capital of the Bank or new eligible shareholders from participating; substantial shareholders shall replenish the capital of the Bank if necessary;</p> <p>(IX) Shareholders who shall seek approval from but fail to report to regulatory authorities shall not exercise such rights as the right to request convening the general meeting, voting right, right of nomination, right of making motions and right of disposition;</p>		<p><b><u>(VII) in case of any changes in the controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries of the shareholders, the relevant shareholders shall promptly notify the Bank of any changes in writing in accordance with laws, regulations and regulatory requirements;</u></b></p> <p><b><u>(VIII) to promptly notify the Bank in writing of relevant circumstances in accordance with laws, regulations and regulatory requirements in the event of merger or division of shareholders, being ordered to suspend business for rectification, designated custody, takeover, revocation or other measures, or are in the process of dissolution, liquidation or bankruptcy procedures, or changes in their legal representative, company name, business premises, business scope and other material events;</u></b></p> <p><b><u>(IX) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory requirements in the event of the shares of the Bank held by the shareholders are involved in litigation, arbitration, being subject to enforcement action by judicial authorities, pledged or released from a pledge;</u></b></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(X) for any shareholder who has made any false statement, abuses shareholder’s rights or has other acts that harm the interests of the Bank, the banking regulatory authorities under the State Council or its local offices may restrict or prohibit any related party transactions between the Bank and him/her and restrict the quota of the Bank’s equity held by him/her and equity pledge ratio as well as his/her rights including the right to request convening the general meeting, voting right, right of nomination, right of making motions and right of disposition;</p> <p>(XI) any shareholder and his related parties and persons acting in concert that separately or jointly hold more than 1% but less than 5% of the Bank’s total capital or total shares shall report via the Bank to the banking regulatory authorities under the State Council or their local offices within 10 workdays after obtaining corresponding equities. The shareholder shall report via the Bank to the banking regulatory authorities under the State Council or their local offices within 10 workdays after he knows or shall know that they separately or jointly hold more than 1% but less than 5% (“less than” is exclusive, only for the purpose of this sub-paragraph) of the Bank’s total shares;</p> <p>(XII) to assume other obligations required by laws, administrative regulations and the Articles.</p>		<p><b><u>(X) to comply with the laws, regulations and regulatory requirements and not to prejudice the interests of other shareholders and the Bank when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;</u></b></p> <p><b><u>(XI) shareholders, their controlling shareholders and de facto controllers shall not abuse shareholders’ rights or use connected relationships to harm the legitimate rights and interests of the Bank, other shareholders and stakeholders, or intervene in the right to make decisions and right of management that the Board and senior management have in accordance with the Articles, or directly intervene in the Bank’s operation and management not through the Board and senior management;</u></b></p> <p><b><u>(XII) to cooperate with the regulatory authorities in investigation and risk disposal in the event of major risk events or major violations of the Bank;</u></b></p> <p><del>(VI)</del> <b><u>(XIII)</u></b> if any of the top ten shareholders undergoes any changes in legal representatives, names, registered addresses, business scope and other major events, he/she shall timely report to the Bank which will report to the competent national examination and approval authorities for filing;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p><del>(VII)</del> <u>(XIV)</u> to protect the Bank's interests and reputation and support the Bank's lawful operation;</p> <p><del>(VII)</del> <u>(XV)</u> to support the plans and measures proposed by the Board for improving capital adequacy ratio when the Bank's capital adequacy ratio is lower than the standard as stipulated by laws and regulations of the banking industry; <del>S</del>shareholders, particularly substantial shareholders, shall support the reasonable capital plans formulated by the Board to keep the Bank's capital in compliance with regulatory requirements; substantial shareholders shall make a long-term commitment to the Bank in writing regarding capital replenishment as a part of the Bank's capital plans. When the Bank's capital fails to comply with the regulatory requirements, a capital replenishment plan shall be made to enable the capital adequacy ratio to satisfy the regulatory requirements within the time framework, and other measures to replenish capital such as increase of core capital shall be taken. The substantial shareholders who do not participate in capital replenishment shall not hinder other shareholders from replenishing the capital of the Bank or new eligible shareholders from participating; substantial shareholders shall replenish the capital of the Bank if necessary;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p><del>(IX)</del> <b>(XVI)</b> Shareholders who shall seek approval from but fail to report to regulatory authorities shall not exercise such rights as the right to request convening the general meeting, voting right, right of nomination, right of making motions and right of disposition;</p> <p><del>(X)</del> <b>(XVII)</b> for any shareholder who has made any false statement, abuses shareholder's rights or has other acts that harm the interests of the Bank, the banking regulatory authorities under the State Council or its local offices may restrict or prohibit any related party transactions between the Bank and him/her and restrict the quota of the Bank's equity held by him/her and equity pledge ratio as well as his/her rights including the right to request convening the general meeting, voting right, right of nomination, right of making motions and right of disposition;</p> <p><del>(XI)</del> <b>(XVIII)</b> any shareholder and his related parties and persons acting in concert that separately or jointly hold more than 1% but less than 5% of the Bank's total capital or total shares shall report via the Bank to the banking regulatory authorities under the State Council or their local offices within 10 workdays after obtaining corresponding equities. The shareholder shall report via the Bank to the banking regulatory authorities under the State Council or their local offices within 10 workdays after he knows or shall know that they separately or jointly hold more than 1% but less than 5% ("less than" is exclusive, only for the purpose of this sub-paragraph) of the Bank's total shares;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p>(XII) <u>(XIX)</u> to assume other obligations required by laws, administrative regulations and the Articles.</p> <p><b><u>In the event of any major risk events, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations and the recovery and disposal plan formulated by the Bank.</u></b></p>
Article 62	<p>If any shareholder of the Bank pledges his shares of the Bank or uses the shares of the Bank to provide guarantee for himself or others, the said shareholder shall strictly comply with laws, regulations and requirements of regulatory departments and shall notify the Board of the Bank in writing in advance:</p> <p>(I) the office of the Board of Directors shall be responsible for collection, sort-out and submission of equity pledge information and other routine work of the Bank;</p>	Article 70	<p>If any shareholder of the Bank pledges his shares of the Bank or uses the shares of the Bank to provide guarantee for himself or others, the said shareholder shall strictly comply with laws, regulations and requirements of regulatory departments and shall notify the Board of the Bank in writing in advance:</p> <p>(I) the office of the Board of Directors shall be responsible for collection, sort-out and submission of equity pledge information and other routine work of the Bank;</p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
	<p>(II) where shareholders serving as directors or supervisors of the Bank or shareholders directly, indirectly, or jointly holding or controlling more than 2% of the shares or voting rights of the Bank wish to pledge the shares of the Bank, they shall report to the Board of the Bank in advance about the reason of pledge, amount of equity pledged, term of pledge, profile of the pledgee, etc. The Board, if believing that such pledge may have a material adverse impact on the equity status, corporate governance, risk and related party transaction control, etc. of the Bank, should disapprove such pledge. When the Board are deliberating relevant reported issue, directors appointed by the shareholders who wish to pledge the shares shall abstain from the voting;</p> <p>(III) upon completion of the equity pledge registration, the shareholder shall provide the Bank with relevant information about the pledged equity in time in accordance with the Bank's risk management and information disclosure requirements;</p>		<p>(II) where shareholders serving as directors or supervisors of the Bank or shareholders directly, indirectly, or jointly holding or controlling more than 2% of the shares or voting rights of the Bank wish to pledge the shares of the Bank, they shall report to the Board of the Bank in advance about the reason of pledge, amount of equity pledged, term of pledge, profile of the pledgee, etc. The Board, if believing that such pledge may have a material adverse impact on the equity status, corporate governance, risk and related party transaction control, etc. of the Bank, should disapprove such pledge. When the Board are deliberating relevant reported issue, directors appointed by the shareholders who wish to pledge the shares shall abstain from the voting;</p> <p>(III) upon completion of the equity pledge registration, the shareholder shall provide the Bank with relevant information about the pledged equity in time in accordance with the Bank's risk management and information disclosure requirements;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(IV) A shareholder with outstanding loans from the Bank exceeding the audited net book value of equity held by him in the previous year shall not pledge his shares in the Bank; if a shareholder pledges 50% or more of his shares in the Bank, the voting rights exercisable by the said shareholder at the general meeting shall be the number of his unpledged shares and the director appointed by him shall have no voting rights at Board meetings. Shareholders, particularly substantial shareholders with their equity of the Bank pledged less than 50%, shall not be subject to restrictions on voting rights at general meetings.</p>		<p>(IV) A shareholder with outstanding loans from the Bank exceeding the audited net book value of equity held by him in the previous year shall not pledge his shares in the Bank; if a shareholder pledges 50% or more of his shares in the Bank, the voting rights exercisable by the said shareholder at the general meeting shall be the number of his unpledged shares and the director appointed by him shall have no voting rights at Board meetings. Shareholders, particularly substantial shareholders with their equity of the Bank pledged less than 50%, shall not be subject to restrictions on voting rights at general meetings; <b><u>however, if the major shareholders pledge more than 50% of their equity in the Bank, the major shareholders and their nominated directors shall not exercise their voting rights at the general meetings and Board meetings.</u></b></p>



<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
Article 63	<p>Credit terms offered by the Bank to shareholders thereof shall not be more favourable than similar credit terms to other borrowers.</p> <p>Related party transactions of the Bank shall be based on commercial principles and on terms no more favourable than similar transactions with non-related parties. After a related party transaction of the Bank is rejected, no deliberation shall be conducted on the related party transaction with contents identical to the rejected one within 6 months. The Bank shall not grant unsecured loans to related parties or accept the Bank's equity as pledge for credit extension. The Bank shall not provide guarantee for financing behaviours of shareholders and their related parties unless they provide counter-guarantee for the Bank by bank deposits or treasury bonds. If credit extension to related parties causes losses to the Bank, the Bank shall not extend credit to such related parties within two years, unless otherwise approved by the Board for reducing losses from such credit extension.</p>	Article 71	<p>Credit terms offered by the Bank to shareholders thereof shall not be more favourable than similar credit terms to other borrowers.</p> <p>Related party transactions of the Bank shall be based on commercial principles and on terms no more favourable than similar transactions with non-related parties. <del>After a related party transaction of the Bank is rejected, no deliberation shall be conducted on the related party transaction with contents identical to the rejected one within 6 months.</del>The Bank shall not grant unsecured loans to related parties or accept the Bank's equity as pledge for credit extension. The Bank shall not provide guarantee for financing behaviours of shareholders and their related parties unless they provide counter-guarantee for the Bank by bank deposits or treasury bonds. If credit extension to related parties causes losses to the Bank, the Bank shall not extend credit to such related parties within two years, unless otherwise approved by the Board for reducing losses from such credit extension.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>The balance of credit extended to a related party or to such single entities as substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not be more than 10% of the Bank's net capital. Also, the total balance of credit extended to group customers, to which a related legal person or other organization is subordinated, or to each substantial shareholder and his controlling shareholder, de facto controller, related party, person acting in concert and ultimate beneficiary shall not be more than 15% of the Bank's net capital. Besides, the balance of credit extended to all related parties shall not be more than 50% of the Bank's net capital. The amount of security deposits provided and the bank deposits and treasury bonds pledged by related parties in credit extension can be deducted during the calculation of the balance of credit.</p>		<p>The balance of credit extended to a related party or to such single entities as substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not be more than 10% of the Bank's net capital <b><u>at the end of the previous quarter</u></b>. Also, the total balance of credit extended to group customers, to which a related legal person or other organization is subordinated, or to each substantial shareholder and his controlling shareholder, de facto controller, related party, person acting in concert and ultimate beneficiary shall not be more than 15% of the Bank's net capital <b><u>at the end of the previous quarter</u></b>. Besides, the balance of credit extended to all related parties shall not be more than 50% of the Bank's net capital <b><u>at the end of the previous quarter</u></b>. The amount of security deposits provided and the bank deposits and treasury bonds pledged by related parties in credit extension can be deducted during the calculation of the balance of credit.</p> <p><b><u>In the case of non-public issuance of bonds by major shareholders of the Bank, the Bank shall not provide guarantee for them nor purchase bonds directly or through financial products.</u></b></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 68	<p>The general meeting shall be the authority of the Bank and shall exercise the following functions and powers according to laws:</p> <p>(I) determining the business guidelines and investment plans of the Bank;</p> <p>(II) electing and replacing non-employee representative directors and supervisors and determining the emoluments of directors and supervisors;</p> <p>(III) reviewing and approving the reports of the Board of Directors;</p> <p>(IV) reviewing and approving the reports of the Board of Supervisors;</p> <p>(V) reviewing and approving the annual financial budgets and financial accounts of the Bank;</p> <p>(VI) reviewing and approving profit distribution plans and loss recovery plans of the Bank;</p> <p>(VII) resolving on the increase or decrease in the registered capital of the Bank;</p> <p>(VIII) resolving on the issuance of bonds or other securities or the listing of the Bank;</p> <p>(IX) resolving on the merger, division, dissolution and liquidation or change in the corporate form of the Bank;</p> <p>(X) amending the Articles;</p>	Article 76	<p>The general meeting shall be the authority of the Bank and shall exercise the following functions and powers according to laws:</p> <p>(I) determining the business guidelines and investment plans of the Bank;</p> <p>(II) electing and replacing non-employee representative directors and supervisors and determining the emoluments of directors and supervisors;</p> <p>(III) reviewing and approving the reports of the Board of Directors;</p> <p>(IV) reviewing and approving the reports of the Board of Supervisors;</p> <p>(V) reviewing and approving the <b>annual report</b>, annual financial budgets and financial accounts of the Bank;</p> <p>(VI) reviewing and approving profit distribution plans and loss recovery plans of the Bank;</p> <p>(VII) resolving on the increase or decrease in the registered capital of the Bank;</p> <p>(VIII) resolving on the issuance of bonds or other securities or the listing of the Bank;</p> <p>(IX) resolving on the merger, division, dissolution and liquidation or change in the corporate form of the Bank;</p> <p>(X) amending the Articles;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(XI) reviewing and approving the Board of Supervisors' evaluation on directors, the mutual evaluation reports of independent directors, the evaluation on supervisors by the Board of Supervisors and the mutual evaluation reports of external supervisors;</p> <p>(XII) listening to the report of the Board of Directors on the supervision opinions of the financial regulators on the Bank and reviewing the implementation of rectification measures;</p> <p>(XIII) reviewing the equity incentive scheme;</p> <p>(XIV) reviewing the proposals by the shareholders individually or jointly holding more than 3% of the total shares of the Bank;</p> <p>(XV) reviewing the Terms of Reference for Shareholders' General Meetings, Terms of Reference for Board Meetings and Terms of Reference for Meetings of the Board of Supervisors;</p> <p>(XVI) reviewing and approving the Bank's equity investment business;</p>		<p>(XI) reviewing and approving the Board of Supervisors' evaluation on directors, the mutual evaluation reports of independent directors, the evaluation on supervisors by the Board of Supervisors and the mutual evaluation reports of external supervisors;</p> <p><del>(XII) listening to the report of the Board of Directors on the supervision opinions of the financial regulators on the Bank and reviewing the implementation of rectification measures;</del></p> <p><del>(XIII)</del> <b>(XII)</b> reviewing <b>and approving</b> the <b>plans on</b> equity incentive scheme;</p> <p><del>(XIV)</del> <b>(XIII)</b> reviewing <b>and approving</b> the proposals by the shareholders individually or jointly holding more than 3% of the total shares of the Bank;</p> <p><del>(XV)</del> <b>(XIV)</b> reviewing <b>and approving</b> the Terms of Reference for Shareholders' General Meetings, Terms of Reference for Board Meetings and Terms of Reference for Meetings of the Board of Supervisors;</p> <p><del>(XVI)</del> <b>(XV)</b> reviewing and approving the Bank's equity investment business;</p> <p><b>(XVI) reviewing and approving the purchase or sale of major assets or guarantees by the Bank within one year;</b></p> <p>(XVII) reviewing and approving the Bank's guarantee businesses, such as external guarantee and letter of guarantee;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(XVII) reviewing and approving the Bank’s guarantee businesses, such as external guarantee and letter of guarantee;</p> <p>(XVIII) reviewing and approving the Bank’s fixed asset purchase business;</p> <p>(XIX) reviewing and approving the non-performing asset disposal and write-off of the Bank;</p> <p>(XX) reviewing and approving the Bank’s pledge of assets;</p> <p>(XXI) reviewing and approving the persons who should be recommended by our Bank and other matters (excluding equity investment) of controlled companies and associates of the Bank;</p> <p>(XXII) reviewing and approving matters relating to the changes in the use of proceeds from share offerings;</p> <p>(XXIII) resolving on the appointment, dismissal or non-reappointment of accounting firms of the Bank;</p> <p>(XXIV) reviewing other issues which should be decided on by the general meeting as stipulated by the relevant laws, administrative regulations, other rules, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles and other internal rules.</p>		<p>(XVIII) reviewing and approving the Bank’s fixed asset purchase business;</p> <p>(XIX) reviewing and approving the non-performing asset disposal and write-off of the Bank;</p> <p>(XX) reviewing and approving the Bank’s pledge of assets;</p> <p>(XXI) reviewing and approving the persons who should be recommended by our Bank and other matters (excluding equity investment) of controlled companies and associates of the Bank;</p> <p>(XXII) reviewing and approving matters relating to the changes in the use of proceeds from share offerings;</p> <p><del>(XXIII) resolving on the appointment, dismissal or non-reappointment of accounting firms of the Bank;</del> <b><u>resolving on the appointment or dismissal of accounting firms of the Bank that conduct regular statutory audit on the Bank’s financial reports;</u></b></p> <p><b><u>(XXIV) reviewing the purchase of the Bank’s shares by the Bank;</u></b></p> <p><del>(XXIV)–(XXV)</del> reviewing other issues which should be decided on by the general meeting as stipulated by the relevant laws, administrative regulations, other rules, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles and other internal rules.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 70	<p>The Board shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of directors falls short of the quorum required by the Company Law or less than two thirds of the number stipulated in the Articles;</p> <p>(II) the outstanding loss of the Bank is at least one third of the Bank's total paid-up share capital;</p> <p>(III) shareholders who individually or jointly hold above 10% of the voting shares of the Bank have requested to convene the meeting in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) the Board of Supervisors proposes to convene the meeting;</p> <p>(VI) above half of the independent directors propose to convene the meeting;</p> <p>(VII) the chairman of the Board or the president proposes to convene the meeting in special circumstances;</p> <p>(VIII) above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</p>	Article 78	<p>The Board shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of directors falls short of the quorum required by the Company Law or less than two thirds of the number stipulated in the Articles;</p> <p>(II) the outstanding loss of the Bank is at least one third of the Bank's total paid-up share capital;</p> <p>(III) shareholders who individually or jointly hold above 10% of the voting shares of the Bank have requested to convene the meeting in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) the Board of Supervisors proposes to convene the meeting;</p> <p>(VI) above half <b><u>and no less than two</u></b> of the independent directors propose to convene the meeting;</p> <p>(VII) the chairman of the Board or the president proposes to convene the meeting in special circumstances;</p> <p>(VIII) above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(IX) any other circumstances as stipulated by the laws, administrative regulations, other rules or the Articles.</p> <p>Regarding the circumstance in sub-paragraph (II) above, the time limit for convening an extraordinary general meeting shall start from the date when the Bank knows about the occurrence of the circumstance.</p> <p>The amount of shareholding mentioned in sub-paragraph (III) above is calculated as on the day when the shareholders raise a request in written.</p>		<p>(IX) any other circumstances as stipulated by the laws, administrative regulations, other rules or the Articles.</p> <p>Regarding the circumstance in sub-paragraph (II) above, the time limit for convening an extraordinary general meeting shall start from the date when the Bank knows about the occurrence of the circumstance.</p> <p>The amount of shareholding mentioned in sub-paragraph (III) above is calculated as on the day when the shareholders raise a request in written.</p>
Article 74	<p>An extraordinary general meeting may be held upon proposal by more than half of the independent directors to the Board. Regarding the aforesaid proposal of the independent directors to convene an extraordinary general meeting, the Board shall, pursuant to relevant laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within 10 days after receipt of the proposal.</p> <p>Where the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board. Where the Board does not agree to hold the extraordinary general meeting, it shall give the reasons.</p>	—	<p><del>An extraordinary general meeting may be held upon proposal by more than half of the independent directors to the Board. Regarding the aforesaid proposal of the independent directors to convene an extraordinary general meeting, the Board shall, pursuant to relevant laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within 10 days after receipt of the proposal.</del></p> <p><del>Where the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board. Where the Board does not agree to hold the extraordinary general meeting, it shall give the reasons.</del></p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 82	<p>The conveners shall issue a written notice, 45 days prior to the date of the meeting, to notify all the shareholders in the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting. Any shareholder intending to attend the general meeting shall serve to the Bank a written reply 20 days before the general meeting.</p>	Article 89	<p><del>The conveners</del> <b>The Bank</b> shall issue a written notice, <del>45</del><b>20</b> days prior to the date of the <b>annual</b> general meeting <b>and 15 days prior to the date of the extraordinary general meeting</b> to notify all the shareholders in the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting. Any shareholder intending to attend the general meeting shall serve to the Bank a written reply <del>20</del><b>10</b> days before the general meeting.</p>
Article 83	<p>The Bank shall calculate the number of voting shares represented by shareholders intending to attend the meeting based on the written replies received 20 days before the general meeting. Where the number of voting shares represented by shareholders intending to attend the meeting reaches amounts to more than a half of the total number of voting shares of the Bank, the Bank may convene the general meeting; if not, the Bank shall, within 5 days, notify shareholders again of the issues to be considered, date and venue of the meeting in the form of announcements. The Bank may then convene the general meeting after such announcements.</p> <p>An extraordinary general meeting shall not resolve on matters not specified in the notice.</p>	Article 90	<p>The Bank shall calculate the number of voting shares represented by shareholders intending to attend the meeting based on the written replies received <del>20</del><b>10</b> days before the general meeting. Where the number of voting shares represented by shareholders intending to attend the meeting reaches amounts to more than a half of the total number of voting shares of the Bank, the Bank may convene the general meeting; if not, the Bank shall, within 5 days, notify shareholders again of the issues to be considered, date and venue of the meeting in the form of announcements. The Bank may then convene the general meeting after such announcements.</p> <p>An extraordinary general meeting shall not resolve on matters not specified in the notice.</p>



<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
Article 85	<p>Unless otherwise stipulated by the laws, regulations, the provisions of the relevant regulatory authorities as well as the Articles, the notice of a general meeting shall be delivered by hand or prepaid mail to all shareholders (whether or not they are entitled to vote at the general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a general meeting may also be in the form of an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities under the State Council between the 45 to 50 day interval prior to the date when the meeting is convened. All holders of domestic shares shall be deemed as having been notified of the forthcoming general meeting once the announcement is published.</p>	Article 92	<p>Unless otherwise stipulated by the laws, regulations, the provisions of the relevant regulatory authorities as well as the Articles, the notice of a general meeting shall be delivered by hand or prepaid mail to all shareholders (whether or not they are entitled to vote at the general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a general meeting may also be in the form of an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities under the State Council between the <del>45</del><u>20</u> to <del>50</del><u>25</u> day interval prior to the date when the meeting is convened. All holders of domestic shares shall be deemed as having been notified of the forthcoming general meeting once the announcement is published.</p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
Article 86	<p>Notices of general meetings, materials or written statements issued to holders of overseas listed foreign shares shall be served 45 days prior to the meetings in any of the following ways:</p> <p>(I) delivered to each holder of overseas listed foreign shares by hand or prepaid mail according to the registered address thereof;</p> <p>(II) published on websites designated by the securities regulatory authorities or stock exchanges in the place where the securities of the Bank are listed in compliance with applicable laws, administrative regulations and relevant listing rules;</p> <p>(III) issued according to other requirements of stock exchanges and listing rules in the place where the securities of the Bank are listed.</p>	Article 93	<p>Notices of general meetings, materials or written statements issued to holders of overseas listed foreign shares shall be served <b><u>as required by Article 89 of the Articles in respect of the time to issue notice</u></b> <del>45 days prior to the meetings</del> in any of the following ways:</p> <p>(I) delivered to each holder of overseas listed foreign shares by hand or prepaid mail according to the registered address thereof;</p> <p>(II) published on websites designated by the securities regulatory authorities or stock exchanges in the place where the securities of the Bank are listed in compliance with applicable laws, administrative regulations and relevant listing rules;</p> <p>(III) issued according to other requirements of stock exchanges and listing rules in the place where the securities of the Bank are listed.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 107	The convener shall ensure the meeting minutes are true, accurate and complete. Directors and supervisors attending the meeting, the convener or representative thereof, the presider and the secretary of the Board shall sign the meeting minutes. The meeting minutes shall be kept as archives by the Bank for 20 years together with the book of signatures of the attending shareholders, the power of attorney of the attending proxies and votes.	Article 114	The convener shall ensure the meeting minutes are true, accurate and complete. Directors and supervisors attending the meeting, the convener or representative thereof, the presider and the secretary of the Board shall sign the meeting minutes. The meeting minutes shall be kept as archives by the Bank for <del>20 years</del> <b>permanently</b> together with the book of signatures of the attending shareholders, the power of attorney of the attending proxies and votes.
Article 110	<p>The following issues shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) annual reports, annual budgets, final accounting reports, balance sheets, income statements and other financial statements of the Bank;</p> <p>(IV) report of evaluation by the Board of Supervisors on the directors and by the independent directors on each other;</p> <p>(V) report of evaluation by the Board of Supervisors on the supervisors and by the external supervisors on each other;</p>	Article 117	<p>The following issues shall be approved by ordinary resolutions at a general meeting:</p> <p><b><u>(I) the business guidelines of the Bank;</u></b></p> <p><del>(I)</del><b>(II)</b> work reports of the Board of Directors and the Board of Supervisors;</p> <p><del>(II)</del><b>(III)</b> profit distribution plans and loss recovery plans formulated by the Board;</p> <p><del>(III)</del><b>(IV)</b> annual reports, annual budgets, final accounting reports; <del>balance sheets, income statements and other financial statements</del> of the Bank;</p> <p><del>(IV)</del><b>(V)</b> report of evaluation by the Board of Supervisors on the directors and by the independent directors on each other;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(VI) supervision opinions of financial regulators and the Bank's reform;</p> <p>(VII) other issues than those that should be passed by special resolutions pursuant to relevant laws, administrative regulations or the Articles.</p>		<p><del>(V)</del><b>(VI)</b> report of evaluation by the Board of Supervisors on the supervisors and by the external supervisors on each other;</p> <p><del>(VI) supervision opinions of financial regulators and the Bank's reform;</del></p> <p><b><u>(VII) the Bank's purchase or sale of major assets or provision of guarantee within one year with the transaction amount not exceeding 10% of the latest audited net assets of the Bank;</u></b></p> <p><b><u>(VIII) the Bank's equity investment business;</u></b></p> <p><b><u>(IX) the persons who should be recommended by the Bank and other issues (excluding equity investment) of controlled companies and associates of the Bank;</u></b></p> <p><b><u>(X) issues relating to the changes in the use of raised funds;</u></b></p> <p><b><u>(XI) resolutions on the appointment or dismissal of the accounting firm providing regular and statutory audits on the financial reports of the Bank;</u></b></p> <p><del>(VII)</del> <b><u>(XII)</u></b> other issues than those that should be passed by special resolutions pursuant to relevant laws, administrative regulations or the Articles.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 111	<p>The following issues shall be approved by special resolutions at a general meeting:</p> <p>(I) an increase or reduction in the registered capital and the issuance of any class of shares, warrants and other similar securities of the Bank;</p> <p>(II) the issuance of bonds or listing of the Bank;</p> <p>(III) the division, merger, dissolution and liquidation or change in the corporate form of the Bank;</p> <p>(IV) amendments to the Articles;</p> <p>(V) the Bank’s purchase or sale of major assets or provision of guarantee within one year with the transaction amount exceeding 10% of the latest audited net assets of the Bank;</p> <p>(VI) the Bank’s buyback of its shares;</p>	Article 118	<p>The following issues shall be approved by special resolutions at a general meeting:</p> <p>(I) an increase or reduction in the registered capital <del>and the issuance of any class of shares, warrants and other similar securities of the Bank,</del> <b><u>and the issuance of bonds or other securities or listing of the Bank;</u></b></p> <p>(II) <del>the issuance of bonds or listing of the Bank</del> <b><u>the investment plans of the Bank;</u></b></p> <p>(III) the division, merger, dissolution and liquidation or change in the corporate form of the Bank;</p> <p>(IV) amendments to the Articles, <b><u>the Terms of Reference for Shareholders’ General Meetings, the Terms of Reference for Board Meetings and the Terms of Reference for Meetings of the Board of Supervisors of the Bank;</u></b></p> <p>(V) the Bank’s purchase or sale of major assets or provision of guarantee within one year with the transaction amount exceeding 10% of the latest audited net assets of the Bank;</p> <p><b><u>(VI) reviewing and approving the Bank’s guarantee businesses, such as external guarantee and letter of guarantee;</u></b></p> <p><b><u>(VII) reviewing and approving the Bank’s fixed asset purchase business;</u></b></p> <p><b><u>(VIII) reviewing and approving the non-performing asset disposal and write-off of the Bank;</u></b></p> <p><b><u>(IX) reviewing and approving the Bank’s pledge of assets;</u></b></p> <p><del>(VI)</del><b><u>(X)</u></b> the Bank’s buyback of its shares;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(VII) equity incentive scheme;</p> <p>(VIII) appointment and removal of the members of the Board of Directors and the Board of Supervisors (save as otherwise stipulated in Article 148 of the Articles), their remunerations and method of payment thereof;</p> <p>(IX) any other matters as required by the laws, regulations, regulatory documents, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles, and confirmed by the general meeting by an ordinary resolution that they may have a material effect on the Bank and should be adopted by a special resolution.</p>		<p><del>(VII)</del><b>(XI)</b> <u>the plans on</u> equity incentive scheme;</p> <p><del>(VIII)</del><b>(XII)</b> appointment and removal of the members of the Board of Directors and the Board of Supervisors (save as otherwise stipulated in Article <del>148</del><b>155</b> of the Articles), <b>and</b> their remunerations <u>matters</u> <del>and method of payment thereof</del>;</p> <p><del>(IX)</del><b>(XIII)</b> any other matters as required by the laws, regulations, regulatory documents, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles, and confirmed by the general meeting by an ordinary resolution that they may have a material effect on the Bank and should be adopted by a special resolution.</p>
Article 113	<p>When a related party transaction is considered at a general meeting, the related shareholders and their associates (as defined in the Hong Kong Listing Rules) shall not vote, and the voting shares represented by them shall not be counted in the total number of valid votes; the notice or announcement of any resolution made at the general meeting shall adequately disclose information relating to voting by non-related shareholders.</p>	Article 120	<p><b><u>When the related-party transactions control committee, the Board of Directors and the general meeting votes or makes decisions on any related party transaction, the interested person of such related party transaction shall abstain from voting or making decisions on such transaction.</u></b></p> <p>When a related party transaction is considered at a general meeting, the related shareholders and their associates (as defined in the Hong Kong Listing Rules) shall not vote, and the voting shares represented by them shall not be counted in the total number of valid votes; the notice or announcement of any resolution made at the general meeting shall adequately disclose information relating to voting by non-related shareholders.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>Specifically, related shareholders may voluntarily avoid voting or other shareholders or shareholder representatives attending the general meeting may request related shareholders to avoid voting; if other shareholders or shareholder representatives request a shareholder to avoid voting but the said shareholder does not think so, the shareholder shall give reasons. If the said shareholder fails to convince the shareholders requesting him to avoid voting with the said reasons, the general meeting may respectively record the voting results when the shareholder with a disputed related relation identity avoids or does not avoid voting. After the general meeting, the Board shall finalize the voting results after applying to relevant authority for determining the related relation identity of relevant shareholder and notify all shareholders of the results.</p>		<p>Specifically, related shareholders may voluntarily avoid voting or other shareholders or shareholder representatives attending the general meeting may request related shareholders to avoid voting; if other shareholders or shareholder representatives request a shareholder to avoid voting but the said shareholder does not think so, the shareholder shall give reasons. If the said shareholder fails to convince the shareholders requesting him to avoid voting with the said reasons, the general meeting may respectively record the voting results when the shareholder with a disputed related relation identity avoids or does not avoid voting. After the general meeting, the Board shall finalize the voting results after applying to relevant authority for determining the related relation identity of relevant shareholder and notify all shareholders of the results.</p> <p><b><u>Where the Bank is unable to convene the general meeting due to principle of avoidance, the Board of Directors shall be responsible for deliberation and it shall not be applicable to provisions on avoidance in the first paragraph hereof. However, the related directors shall issue a statement on non-transferring of benefits.</u></b></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 117	<p>The method and procedure for nominating directors and supervisors of the Bank are:</p> <p>(I) Regarding directors and supervisors elected and replaced at the general meeting, the preceding Board and the Board of Supervisors may individually nominate candidates for directors and supervisors according to the number of directors and supervisors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above 3% of the Bank's total shares in issue with voting rights may nominate candidates for directors or supervisors to the Board, Board of Supervisors or other convenor of the general meeting, but the number of nominees shall comply with the Articles and shall not exceed the number of directors or supervisors to be elected.</p> <p>Candidates for employee directors shall be elected through democratic election at the employee representatives' meeting of the Bank.</p>	Article 124	<p>The method and procedure for nominating directors and supervisors of the Bank are:</p> <p>(I) Regarding directors and supervisors elected and replaced at the general meeting, the preceding Board and the Board of Supervisors may individually nominate candidates for directors and supervisors according to the number of directors and supervisors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above 3% of the Bank's total shares in issue with voting rights may nominate candidates for directors or supervisors to the Board, Board of Supervisors or other convenor of the general meeting, <b><u>and the nomination and remuneration committee of the Board shall have the right to nominate candidates for non-independent directors;</u></b> but the number of nominees shall comply with the Articles and shall not exceed the number of directors or supervisors to be elected.</p> <p>Candidates for employee directors (<b><u>supervisors</u></b>) shall be elected through democratic election at the employee representatives' meeting of the Bank.</p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>A shareholder or his related party shall not nominate candidates for directors and supervisors at the same time; where a candidate for director (supervisor) nominated by a shareholder or his related party is approved to sit on the Board or the Board of Supervisors, the shareholder shall not nominate any candidate for director (supervisor) until the term of office of the director (supervisor) expires or the director (supervisor) is replaced; and, generally, the number of candidates for directors or supervisors nominated by a shareholder and his related party shall not exceed one third of the number of members of the Board or the Board of Supervisors, except as otherwise prescribed by laws, administrative regulations, departmental rules, and listing rules of the stock exchange where the securities of the Bank are listed.</p>		<p>A shareholder or his related party shall not nominate candidates for directors and supervisors at the same time; where a candidate for director (supervisor) nominated by a shareholder or his related party is approved to sit on the Board or the Board of Supervisors, the shareholder shall not nominate any candidate for director (supervisor) until the term of office of the director (supervisor) expires or the director (supervisor) is replaced; and, generally, the number of candidates for directors or supervisors nominated by a shareholder and his related party shall not exceed one third of the number of members of the Board or the Board of Supervisors;<u>;</u> <b><u>the nomination committee of the Board shall avoid being affected by shareholders and exercise the right to nominate directors independently and prudently.</u></b> <del>Except</del> <u>except</u> as otherwise prescribed by laws, administrative regulations, departmental rules, and listing rules of the stock exchange where the securities of the Bank are listed.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>A written notice of the intention to nominate a director candidate and a notice in writing by that candidate indicating his acceptance of such nomination shall be given to the Bank not earlier than the day after the notice of the general meeting is given and seven days before the convening of the general meeting.</p> <p>(II) The nomination and remuneration committee of the Board and the nomination committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the director or supervisor candidates, and submit the qualified candidates to the Board or the Board of Supervisors for consideration. Upon approval by the Board or the Board of Supervisors, the resume and basic information of the director or supervisor candidates shall be submitted as a written proposal to the general meeting.</p> <p>(III) The director or supervisor candidates shall prior to the general meeting provide written undertakings that they accept the nominations, that the information announced about them is true and adequate, and that they will diligently fulfill the duties as director or supervisor if elected.</p> <p>(IV) In the event of a temporary vacancy of director or supervisor, the Board or the Board of Supervisors shall propose a list of director or supervisor candidates for the general meeting to elect or replace.</p>		<p><del>A written notice of the intention to nominate a director candidate and a notice in writing by that candidate indicating his acceptance of such nomination shall be given to the Bank not earlier than the day after the notice of the general meeting is given and seven days before the convening of the general meeting.</del></p> <p>(II) The nomination and remuneration committee of the Board and the nomination committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the director or supervisor candidates, and submit the qualified candidates to the Board or the Board of Supervisors for consideration. Upon approval by the Board or the Board of Supervisors, the resume and basic information of the director or supervisor candidates shall be submitted as a written proposal to the general meeting.</p> <p>(III) The director or supervisor candidates shall prior to the general meeting provide written undertakings that they accept the nominations, that the information announced about them is true and adequate, and that they will diligently fulfill the duties as director or supervisor if elected.</p> <p>(IV) In the event of a temporary vacancy of director or supervisor, the Board or the Board of Supervisors shall propose a list of director or supervisor candidates for the general meeting to elect or replace.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 142	<p>Where the Bank convenes a class meeting, a written notice shall be given 45 days prior to the date of the meeting to notify all the shareholders of the said class in the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting.</p> <p>Any shareholder intending to attend the meeting shall serve to the Bank a written reply showing his intention to attend at least 20 days before the meeting. Where the number of voting shares represented by shareholders intending to attend the meeting amounts to more than a half of the total number of voting shares of that class, the Bank may convene the class meeting; if not, the Bank shall, within five days, notify shareholders again of the issues to be considered, date and venue of the meeting in the form of announcements. The Bank may then convene the class meeting after such announcements.</p>	Article 149	<p>Where the Bank convenes a class meeting, a written notice shall be given <del>45 days</del> prior to the date of the meeting to notify all the shareholders of the said class in the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting. <b><u>The time for issuing the aforementioned notice shall be subject to the provisions of Article 89 of the Articles.</u></b></p> <p>Any shareholder intending to attend the meeting shall serve to the Bank a written reply showing his intention to attend at least <del>20</del><b>10</b> days before the meeting. Where the number of voting shares represented by shareholders intending to attend the meeting amounts to more than a half of the total number of voting shares of that class, the Bank may convene the class meeting; if not, the Bank shall, within five days, notify shareholders again of the issues to be considered, date and venue of the meeting in the form of announcements. The Bank may then convene the class meeting after such announcements.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 149	<p>Directors shall observe the laws, administrative regulations and the Articles, and fulfill the following obligations of diligence:</p> <p>(I) to exercise the rights conferred by the Articles or the general meeting with due discretion, care and diligence to ensure the business operations of the Bank comply with state laws, administrative regulations and various economic policies of the state, and are within the business scope specified in the business license of the Bank;</p> <p>(II) to treat all shareholders impartially;</p> <p>(III) to carefully read various business and financial reports of the Bank and keep informed of the operation and management conditions of the Bank; to sign written confirmations of the regular reports of the Bank; and to ensure the information disclosed by the Bank is true, accurate and complete;</p>	Article 156	<p>Directors shall observe the laws, administrative regulations and the Articles, and fulfill the following obligations of diligence:</p> <p>(I) to exercise the rights conferred by the Articles or the general meeting with due discretion, care and diligence to ensure the business operations of the Bank comply with state laws, administrative regulations and various economic policies of the state, and are within the business scope specified in the business license of the Bank;</p> <p><b><u>(II) to continuously pay attention to the operation and management status of the Bank, and have the right to require the senior management to provide relevant materials reflecting the operation and management status of the Bank in a comprehensive, timely and accurate manner or to give explanations on relevant issues;</u></b></p> <p><b><u>(III) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments;</u></b></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(IV) to honestly provide the Board of Supervisors with relevant information, not to prevent the Board of Supervisors or supervisors from exercising their functions and powers, and to accept the lawful supervision and rational suggestions of the Board of Supervisors on their performance of duties;</p> <p>(V) to exercise personally the discretion vested in them and not to allow themselves to be controlled by others and, save as permitted by applicable laws or with the informed consent of shareholders given at a general meeting, not to transfer the exercise of their discretion to others;</p> <p>(VI) to honor their public promises;</p> <p>(VII) other obligations of diligence stipulated by laws, administrative regulations, other rules and the Articles.</p>		<p><b><u>(IV) to take responsibility for the resolutions of the Board of Directors; to supervise the implementation of the resolutions of the general meeting and the Board of Directors by the senior management;</u></b></p> <p><b><u>(V) to take active participation in trainings organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory requirements, and continue to possess expertise and capabilities required to perform their duties;</u></b></p> <p><b><u>(VI) to be responsible to the Bank and all shareholders and treat all shareholders impartially when performing duties;</u></b></p> <p><b><u>(VI)(VII) to honor their public promises and to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</u></b></p> <p><b><u>(VIII) to undertake fiduciary duties with diligence in the Bank, perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties;</u></b></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p><del>(III)</del><b>(IX)</b> to carefully read various business and financial reports of the Bank and <del>keep informed of the operation and management conditions of the Bank;</del> to sign written confirmations of the regular reports of the Bank; and to ensure the information disclosed by the Bank is true, accurate and complete;</p> <p><del>(IV)</del><b>(X)</b> to honestly provide the Board of Supervisors with relevant information, not to prevent the Board of Supervisors or supervisors from exercising their functions and powers, and to accept the lawful supervision and rational suggestions of the Board of Supervisors on their performance of duties;</p> <p><del>(V)</del><b>(XI)</b> to exercise personally the discretion vested in them and not to allow themselves to be controlled by others and, save as permitted by applicable laws or with the informed consent of shareholders given at a general meeting, not to transfer the exercise of their discretion to others;</p> <p><del>(VIII)</del><b>(XII)</b> other obligations of diligence stipulated by laws, administrative regulations, other rules and the Articles.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 151	<p>Directors shall attend Board meetings in an earnest and responsible manner and provide definite opinions on the matters deliberated. A director shall attend at least two thirds of the Board meetings each year. If a director fails to attend the said meetings consecutively for two times and fails to appoint other directors to attend such meetings on his behalf, he shall be deemed incapable of performing his duties, and the Board shall suggest that the general meeting remove the said director.</p> <p>Directors shall provide independent, professional and objective opinions at Board meetings.</p> <p>Directors shall attend trainings as required to learn about the rights and obligations of directors, be acquainted with relevant laws and regulations, and acquire relevant knowledge.</p>	Article 158	<p>Directors shall attend Board meetings in an earnest and responsible manner and provide definite opinions on the matters deliberated. A director shall attend at least two thirds of the <u>on-site</u> Board meetings each year. If a director fails to attend the said meetings consecutively for two times and fails to appoint other directors to attend such meetings on his behalf, he shall be deemed incapable of performing his duties, and the Board shall suggest that the general meeting remove the said director.</p> <p><del>Directors shall provide independent, professional and objective opinions at Board meetings.</del></p> <p><del>Directors shall attend trainings as required to learn about the rights and obligations of directors, be acquainted with relevant laws and regulations, and acquire relevant knowledge.</del></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 152	<p>A director may resign before his term of office expires. In resigning his duties, a director shall tender a written resignation to the Board.</p> <p>If the term of office of a director expires but re-election is not made responsively or if any director resigns during his term of office so that the normal operations of the Bank are affected or membership of the Board falls short of the quorum, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, other rules and the Articles until a new director is elected. The remaining directors shall convene an extraordinary general meeting as soon as possible to elect a director to fill the vacancy caused by the said resignation.</p> <p>Save as provided in the preceding paragraph, a director's resignation shall be effective when his resignation is served to the Board.</p>	Article 159	<p>A director may resign before his term of office expires. In resigning his duties, a director shall tender a written resignation to the Board.</p> <p>If the term of office of a director expires but re-election is not made responsively or if any director resigns during his term of office so that the normal operations of the Bank are affected or membership of the Board falls short of the quorum <b><u>or two-thirds of the number specified in the Articles</u></b>, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, other rules and the Articles until a new director is <del>elected</del> <b><u>taking his/her office</u></b>. The remaining directors shall convene an extraordinary general meeting as soon as possible to elect a director to fill the vacancy caused by the said resignation.</p> <p><b><u>The directors of the Bank shall not resign without the approval of the regulatory authorities if the Bank is conducting a disposal with material risks.</u></b></p> <p>Save as provided in the preceding paragraph, a director's resignation shall be effective when his resignation is served to the Board.</p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p><b><u>The powers of the Board of Directors shall be exercised by the general meeting until the number of directors meets the requirements when the number of board members is short of the quorum specified in the Company Law or the quorum required for voting by the Board of Directors due to the dismissal by the general meeting or death of directors, resignation of independent directors for the loss of independence, or other circumstances where a director cannot perform its duties.</u></b></p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
Article 158	<p>In order to secure their independence, the following persons shall not act as independent director of the Bank:</p> <p>(I) shareholders holding 1% or more of the Bank’s shares or natural persons among the top ten shareholders of the Bank, or persons who hold positions in the shareholders’ institutions of the Bank;</p> <p>(II) persons who belonged to category (I) within the preceding year;</p> <p>(III) persons who hold positions in the Bank or the holding or controlling enterprises of the Bank;</p> <p>(IV) persons who hold positions in the Bank or the holding or controlling enterprises of the Bank within the three years before assumption of post;</p> <p>(V) persons having outstanding loans payable to the Bank or persons holding positions in an enterprise having outstanding loans payable to the Bank;</p> <p>(VI) persons who hold positions in an institution which has business connections with the Bank in law, accounting, audit or management consulting or is interested in the Bank;</p>	Article 165	<p>In order to secure their independence, the following persons shall not act as independent director of the Bank:</p> <p>(I) shareholders holding 1% or more of the Bank’s shares or natural persons among the top ten shareholders of the Bank, or persons who hold positions in the shareholders’ institutions of the Bank;</p> <p>(II) persons who belonged to category (I) within the preceding year;</p> <p>(III) persons who hold positions in the Bank or the holding or controlling enterprises of the Bank;</p> <p>(IV) persons who hold positions in the Bank or the holding or controlling enterprises of the Bank within the three years before assumption of post;</p> <p>(V) persons having outstanding loans payable to the Bank or persons holding positions in an enterprise having outstanding loans payable to the Bank;</p> <p>(VI) persons who hold positions in an institution which has business connections with the Bank in law, accounting, audit or management consulting or is interested in the Bank;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(VII) any other persons who can be controlled or can be significantly influenced by the Bank by various means;</p> <p>(VIII) immediate relatives and other closely related family members of the said persons;</p> <p>(IX) other persons as specified by relevant laws, administrative regulations, other rules, the banking regulatory authorities under the State Council, the securities regulatory authorities in the place where the securities of the Bank are listed and other regulatory authorities or as specified in the Articles.</p> <p>The immediate relatives specified in the Articles refer to parents, the spouse, siblings and spouses thereof, adult children and spouses thereof, parents-in-law, spouses' siblings and spouses thereof, parents' siblings and spouses thereof, and adult children of parents' siblings and spouses thereof.</p>		<p>(VII) any other persons who can be controlled or can be significantly influenced by the Bank by various means;</p> <p>(VIII) immediate relatives and other closely related family members of the said persons;</p> <p>(IX) other persons as specified by relevant laws, administrative regulations, other rules, the banking regulatory authorities under the State Council, the securities regulatory authorities in the place where the securities of the Bank are listed and other regulatory authorities or as specified in the Articles.</p> <p><del>The immediate relatives specified in the Articles refer to parents, the spouse, siblings and spouses thereof, adult children and spouses thereof, parents-in-law, spouses' siblings and spouses thereof, parents' siblings and spouses thereof, and adult children of parents' siblings and spouses thereof.</del></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 162	<p>An independent director candidate shall be nominated by the Board or shareholder(s) individually or jointly holding more than 1% of the total number of voting shares issued by the Bank, and shall be elected by the general meeting.</p> <p>A shareholder or related shareholder may nominate one independent director candidate or one external supervisor candidate but shall not do both. A shareholder who has nominated a director candidate shall no longer nominate an independent director candidate.</p>	Article 169	<p>An independent director candidate shall be nominated by <del>the Board or</del> shareholder(s) individually or jointly holding more than 1% of the total number of voting shares issued by the Bank, <b><u>the Board, the nomination and remuneration committee of the Board and the Board of Supervisors of the Bank,</u></b> and shall be elected by the general meeting.</p> <p>A shareholder or related shareholder may nominate one independent director candidate or one external supervisor candidate but shall not do both. A shareholder <b><u>and his/her related party</u></b> who <del>has</del> <b><u>have</u></b> nominated a <del>non-independent</del> director candidates shall no longer nominate an independent director candidate.</p>
Article 164	<p>An independent director shall not hold positions in more than two commercial banks at the same time. Before taking office, independent directors shall promise the Board that they have enough time and energy to perform their duties and will diligently perform their duties.</p>	Article 171	<p>An independent director <b><u>may serve as an independent director in at most five domestic or foreign enterprises concurrently and</u></b> shall not hold positions in more than two commercial banks at the same time. <b><u>For banking or insurance institutions with a common independent director, the relevant institutions shall neither be affiliated with each other nor have conflicting interest.</u></b> Before taking office, independent directors shall promise the Board <b><u>in writing</u></b> that they have enough time and energy to perform their duties and will diligently perform their duties.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 165	<p>Save as otherwise specified in the Articles, an independent director shall work in the Bank for not less than 15 workdays each year.</p> <p>An independent director may appoint another independent director to attend Board meetings on his behalf but shall attend at least two thirds of the Board meetings in person each year.</p>	Article 172	<p>Save as otherwise specified in the Articles, an independent director shall work in the Bank for not less than 15 workdays each year.</p> <p>An independent director may appoint another independent director to attend Board meetings on his behalf but shall attend at least two thirds of the <b>on-site</b> Board meetings in person each year.</p>
Article 166	<p>The Board of Supervisors shall propose to the general meeting to dismiss an independent director if he:</p> <p>(I) is disqualified as independent director due to position changes and does not voluntarily submit resignation;</p> <p>(II) attends less than two thirds of the Board meetings in person in a year;</p> <p>(III) is disqualified as independent director according to laws, administrative regulations, and other rules.</p>	Article 173	<p><del>The Board of Supervisors shall propose to</del> <b>The Bank convenes</b> the general meeting to dismiss an independent director if he:</p> <p>(I) is disqualified as independent director due to position changes and does not voluntarily submit resignation;</p> <p>(II) attends less than two thirds of the <b>on-site</b> Board meetings in person in a year;</p> <p>(III) <b><u>fails to attend the Board meetings in person for three consecutive times;</u></b></p> <p>(IV) is disqualified as independent director according to laws, administrative regulations, and other rules.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 168	<p>Independent directors shall provide objective, fair and independent opinions for the issues under discussion of the Board. Independent directors shall express their opinions especially on the following issues:</p> <p>(I) nomination, appointment and dismissal of directors;</p> <p>(II) appointment or dismissal of senior managers;</p> <p>(III) remunerations of directors and senior managers;</p> <p>(IV) profit distribution plan;</p> <p>(V) significant and particularly significant related party transactions between the Bank and the Bank's shareholders, effective controllers and affiliated enterprises, and whether the Bank has taken effective measures to collect outstanding receivables;</p> <p>(VI) whether the procedure for considering significant and particularly significant related party transactions of the Bank is legal and whether the transaction price is fair and just;</p>	Article 175	<p>Independent directors shall provide objective, fair and independent opinions for the issues under discussion of the Board. Independent directors shall express their opinions especially on the following issues:</p> <p>(I) nomination, appointment and dismissal of directors;</p> <p>(II) appointment or dismissal of senior managers;</p> <p>(III) remunerations of directors and senior managers;</p> <p>(IV) profit distribution plan;</p> <p>(V) significant <del>and particularly significant</del> related party transactions between the Bank and the Bank's shareholders, effective controllers and affiliated enterprises, and whether the Bank has taken effective measures to collect outstanding receivables;</p> <p>(VI) whether the procedure for considering significant <del>and particularly significant</del> related party transactions of the Bank is legal and whether the transaction price is fair and just;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(VII) appointment of external auditors; matters involved in the non-standard unqualified audit opinions produced by the accounting firm on the financial accounting report of the Bank;</p> <p>(VIII) a related party's proposal of offsetting debts with assets (if no intermediary qualified for conducting relevant businesses is engaged to issue independent financial and advisory reports);</p> <p>(IX) whether or not equity incentive plans are conducive to the sustained development of the Bank, and cause obvious damage to the interests of the Bank and all shareholders;</p> <p>(X) the Bank's accumulative and current external guarantees and execution of relevant provisions;</p> <p>(XI) matters which independent directors deem likely to damage the legitimate rights and interests of depositors, minority shareholders and other stakeholders;</p> <p>(XII) matters that may cause serious losses to the Bank;</p> <p>(XIII) other matters specified in laws, administrative regulations and other rules and the Articles.</p>		<p>(VII) <del>appointment of external auditors;</del> <b><u>appointment or dismissal of an accounting firm that conducts regular statutory audit on the financial reports of the Bank;</u></b> matters involved in the non-standard unqualified audit opinions produced by the accounting firm on the financial accounting report of the Bank;</p> <p>(VIII) a related party's proposal of offsetting debts with assets (if no intermediary qualified for conducting relevant businesses is engaged to issue independent financial and advisory reports);</p> <p>(IX) whether or not equity incentive plans are conducive to the sustained development of the Bank, and cause obvious damage to the interests of the Bank and all shareholders;</p> <p>(X) the Bank's accumulative and current external guarantees and execution of relevant provisions;</p> <p>(XI) matters which independent directors deem likely to damage the legitimate rights and interests of <b><u>the Bank,</u></b> depositors, minority shareholders, <b><u>financial consumers</u></b> and other stakeholders;</p> <p>(XII) matters that may cause serious losses to the Bank;</p> <p>(XIII) other matters specified in laws, administrative regulations and other rules and the Articles.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
—	—	Article 177	<p><b><u>An independent director shall perform his/her duties in a fiduciary, independent and diligent manner, effectively safeguard the legitimate rights and interests of the Bank, minority shareholders and financial consumers, and shall not be influenced by the shareholders, de facto controller, senior management or other entities or individuals with a material interest in the Bank.</u></b></p> <p><b><u>If there are major defects in the corporate governance mechanism or the corporate governance mechanism fails in the Bank, independent directors shall report relevant information to the regulatory authorities in time. Independent directors shall keep the Bank's secrets in addition to reporting relevant information to the regulatory authorities pursuant to the requirements.</u></b></p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 175	<p>The Board shall exercise the following functions and powers:</p> <p>(I) to convene a general meeting and report its work to the general meeting;</p> <p>(II) to implement resolutions of the general meeting;</p> <p>(III) to decide on the Bank’s business plans, investment proposals and development strategies;</p> <p>(IV) to formulate the Bank’s annual financial budgets, final accounts, risk capital allocation plans, profit distribution plans and loss recovery plans;</p> <p>(V) to formulate proposals for increase or decrease of the registered capital, issuance of bonds or other securities and listing plans of the Bank;</p> <p>(VI) to formulate plans for material acquisitions, purchase of shares of the Bank or merger, division, dissolution and transformation of the Bank;</p> <p>(VII) to decide on major events of the Bank within the authorization of the general meeting, such as daily operations, external investments, acquisition, sales and swap of assets, external guarantees, pledge of assets, entrusted wealth management, financial lease, related party transactions and disposal of non-performing assets;</p>	Article 183	<p>The Board shall exercise the following functions and powers:</p> <p>(I) to convene a general meeting and report its work to the general meeting;</p> <p>(II) to implement resolutions of the general meeting;</p> <p>(III) to decide on the Bank’s business plans, investment proposals, <u>and to formulate development strategies and supervise the implementation of the strategies;</u></p> <p>(IV) to formulate the Bank’s annual financial budgets, final accounts, risk capital allocation plans, profit distribution plans and loss recovery plans;</p> <p>(V) to formulate proposals for increase or decrease of the registered capital, issuance of bonds or other securities and listing plans of the Bank;</p> <p>(VI) to formulate plans for material acquisitions, purchase of shares of the Bank or merger, division, dissolution and transformation of the Bank;</p> <p>(VII) to decide on major events of the Bank within the authorization of the general meeting, such as daily operations, external investments, acquisition, sales and swap of assets, external guarantees, pledge of assets, entrusted wealth management, financial lease, related party transactions and disposal <u>and write-offs</u> of non-performing assets;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(VIII) to appoint or dismiss senior managers including the president, vice president and secretary of the Board of the Bank as nominated by the chairman, and decide on their remunerations, rewards and punishments;</p> <p>(IX) to formulate the basic management system of the Bank, and decide on the rights of senior management on the formulation of business procedures and other specific rules;</p> <p>(X) to formulate proposals for any amendment to the Articles;</p> <p>(XI) to be responsible for the Bank's information disclosure, and undertake the ultimate responsibility for the completeness and accuracy of the Bank's accounting and financial reports;</p>		<p>(VIII) to appoint or dismiss <b><u>under regulatory requirements</u></b> senior managers including the president, vice president and secretary of the Board of the Bank as nominated by the chairman; <del>and decide on</del> <b><u>determine</u></b> <del>their remunerations, rewards and punishments</del> <b><u>for senior managers;</u></b></p> <p>(IX) to formulate the basic management system of the Bank, and decide on the rights of senior management on the formulation of business procedures and other specific rules;</p> <p>(X) to formulate proposals for any amendment to the Articles, <b><u>formulate the terms of reference for general meetings and terms of reference for board meetings, and submit the same to the general meeting for consideration and approval; and to consider and approve the Terms of Reference for the special committees under the Board;</u></b></p> <p>(XI) to be responsible for the Bank's information disclosure, and undertake the ultimate responsibility for the <b><u>truthfulness, accuracy,</u></b> completeness and <del>accuracy</del> <b><u>promptness</u></b> of the Bank's accounting and financial reports;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(XII) to formulate a standard scheme for the remuneration and allowances of the directors of the Bank;</p> <p>(XIII) to listen to work reports of the Bank’s president and examine the work of the president;</p> <p>(XIV) to decide on the Bank’s risk management and internal control policies;</p> <p>(XV) to supervise the work performance of the Bank’s senior management and deliberate senior management’s evaluation on the Bank’s president, vice president, chief financial officer and other senior managers and the reports of evaluation by the Bank’s senior managers on each other; and to organize the evaluation on directors and evaluation by independent directors on each other and report relevant evaluation results to the Board of Supervisors;</p> <p>(XVI) to regularly evaluate and improve the Bank’s governance;</p> <p>(XVII) to nominate the candidates of the next session of the Board;</p> <p>(XVIII) to apply for bankruptcy to the People’s Court on behalf of the Bank according to the authorization of the general meeting;</p> <p>(XIX) to decide on the plans for establishment of internal management structure of the Bank and establishment and withdrawal of branches of the Bank;</p>		<p>(XII) to formulate a standard scheme for the remuneration and allowances of the directors of the Bank;</p> <p>(XIII) to listen to work reports of the Bank’s president and examine the work of the president;</p> <p>(XIV) <b><u>to determine the risk tolerance level, to decide on the Bank’s risk management and internal control policies of the Bank, and to assume the ultimate responsibility for the overall risk management;</u></b></p> <p>(XV) to supervise the work performance of the Bank’s senior management and deliberate senior management’s evaluation on the Bank’s president, vice president, chief financial officer and other senior managers and the reports of evaluation by the Bank’s senior managers on each other; and to organize the evaluation on directors and evaluation by independent directors on each other and report relevant evaluation results to the Board of Supervisors;</p> <p>(XVI) to regularly evaluate and improve the Bank’s <b><u>corporate</u></b> governance;</p> <p>(XVII) to nominate the candidates of the next session of the Board;</p> <p>(XVIII) to apply for bankruptcy to the People’s Court on behalf of the Bank according to the authorization of the general meeting;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(XX) to establish an identification, investigation and management mechanism for the conflict of interest between the Bank and substantial shareholders;</p> <p>(XXI) to undertake the ultimate responsibility for information technology risks and examination and approval of mid-and-long term information technology strategies, and regularly review the Bank’s reports on information technology construction and risk management;</p> <p>(XXII) to have the right to determine the pricing and the business investment between the Bank and other financial institutions, including bond investment, entrusted wealth management, purchase of wealth management products, purchase of designated (specialized) asset management plans, trust plans, beneficiary certificates issued by securities companies, right to yields on claims of margin trading and short selling, securities investment funds and other business investment and pricing;</p> <p>(XXIII) to be in charge of determining green credit development strategies, examine and approve the green credit objectives determined and the green credit reports submitted by senior management, and supervise and appraise the Bank’s implementation of green credit development strategies;</p>		<p>(XIX) to decide on the plans for establishment of internal management structure of the Bank and establishment and withdrawal of branches of the Bank;</p> <p>(XX) to establish an identification, investigation and management mechanism for the conflict of interest between the Bank and <b><u>shareholders, especially substantial shareholders, and assume the management responsibility for shareholders’ affairs;</u></b></p> <p>(XXI) to undertake the ultimate responsibility for information technology risks and examination and approval of mid-and-long term information technology strategies, and regularly review the Bank’s reports on information technology construction and risk management;</p> <p>(XXII) to have the right to determine the pricing and the business investment between the Bank and other financial institutions, including bond investment, entrusted wealth management, purchase of wealth management products, purchase of designated (specialized) asset management plans, trust plans, beneficiary certificates issued by securities companies, right to yields on claims of margin trading and short selling, securities investment funds and other business investment and pricing;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(XXIV) to assume the ultimate responsibility for the protection of consumer rights of the Bank, regularly listen to the reports on the progress of the protection of consumer rights; assume the ultimate responsibility for anti-money laundering (AML) management, and ensure that the Bank establishes and implements a complete and effective AML internal control system; and</p> <p>(XXV) to exercise other functions and powers that shall be exercised by the Board according to the laws, regulations, Hong Kong Listing Rules and the Articles.</p>		<p>(XXIII) to be in charge of determining green credit development strategies, examine and approve the green credit objectives determined and the green credit reports submitted by senior management, and supervise and appraise the Bank's implementation of green credit development strategies;</p> <p>(XXIV) to assume the ultimate responsibility for the protection of consumer rights of the Bank, <b><u>safeguard the legitimate rights of financial consumers and other stakeholders,</u></b> regularly listen to the reports on the progress of the protection of consumer rights; <del>assume the ultimate responsibility for anti-money laundering (AML) management, and ensure that the Bank establishes and implements a complete and effective AML internal control system;</del></p> <p><b><u>(XXV) to formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management;</u></b></p> <p><b><u>(XXVI) to propose to the general meeting of the engagement or dismissal of the accounting firm that conducts regular and statutory audit on the financial reports of the Bank;</u></b></p> <p><b><u>(XXVII) to formulate the Bank's data strategy, approve or authorize the approval on major issues in relation to data governance, urge senior management to improve the effectiveness of data governance, and assume ultimate responsibility for data governance;</u></b></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p><b><u>(XXVIII) to be responsible for the Bank’s anti-money laundering and counter terrorist financing policies, supervise the implementation of anti-money laundering and counter terrorist financing policies, and assume ultimate responsibility for the Bank’s anti-money laundering and counter terrorist financing work;</u></b> and</p> <p><b><u>(XXIX)</u></b> to exercise other functions and powers that shall be exercised by the Board according to the laws, regulations, Hong Kong Listing Rules and the Articles.</p>
Article 180	In event of emergency, provisional Board meetings may be convened upon proposal by shareholders representing at least one tenth of the total voting rights, by at least one third of the directors, by at least half of the independent directors or by the Board of Supervisors. The chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.	Article 188	In event of emergency, provisional Board meetings may be convened upon proposal by shareholders representing at least one tenth of the total voting rights, by at least one third of the directors, <del>by at least half of the independent directors or by the Board of Supervisors</del> <b><u>by at least two independent directors or by the Board of Supervisors and when the chairman considers it necessary.</u></b> The chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.
Article 181	The notice of provisional Board meeting shall be served to all directors by mail (including e-mail) or personal delivery, at least five days in advance. Where a provisional Board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.	Article 189	The notice of provisional Board meeting shall be served to all directors <b><u>and supervisors</u></b> by mail (including e-mail) or personal delivery, at least five days in advance. Where a provisional Board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.



Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 184	<p>If any director or any of his close associates (as defined in Hong Kong Listing Rules) has any related party relationship with the enterprise involved in any resolution of the Board meeting or has a material interest in any contract, arrangement or any other suggestion proposed to be resolved on, the said director shall not exercise the right to vote on the said resolution for himself or on behalf of other directors. When determining whether a quorum for the meeting is attained, such director shall not be counted as part of the quorum. The Board meeting may be held when more than half of the non-related directors attend the meeting. The resolution made at the Board meeting shall be passed by more than half of the non-related directors. If the number of non-related directors attending the meeting is less than three, the matter shall be submitted to the general meeting for consideration.</p> <p>If any director himself has any direct or indirect related party relationship in any contract, transaction or arrangement already concluded or under planning with the Bank, he shall responsively inform the nature and extent of the related party relationship to the related-party transactions control committee under the Board and necessarily avoid any relevant matter under consideration.</p>	Article 192	<p><del>If any director or any of his close associates (as defined in Hong Kong Listing Rules) has any related party relationship with the enterprise involved in any resolution of the Board meeting or has a material interest in any contract, arrangement or any other suggestion proposed to be resolved on, the said director shall not exercise the right to vote on the said resolution for himself or on behalf of other directors. When determining whether a quorum for the meeting is attained, such director shall not be counted as part of the quorum.</del> <b><u>When the Board of Directors reviews related party transactions, a</u></b> The Board meeting may be held when more than half of the non-related directors attend the meeting. The resolution made at the Board meeting shall be passed by <del>more than half</del> <b><u>two thirds</u></b> of the non-related directors. If the number of non-related directors attending the meeting is less than three, the matter shall be submitted to the general meeting for consideration.</p> <p>If any director himself has any direct or indirect related party relationship in any contract, transaction or arrangement already concluded or under planning with the Bank, he shall responsively inform the nature and extent of the related party relationship to the related-party transactions control committee under the Board and necessarily avoid any relevant matter under consideration.</p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
	<p>The avoidance and voting procedures for related directors are that they may choose proactive avoidance or be subject to any request for avoidance made by any other director or representative director attending the Board meeting. If any request for avoidance is made by any other director or representative director but the relevant directors think they are beyond the scope of avoidance, they shall state the reason. If after stating the reason the relevant directors cannot persuade any director who has made the request, the Board may respectively record the voting results when the director with disputed connected relation identity avoids or does not avoid voting. After the Board meeting, the chairman shall confirm the final voting results by applying to relevant authorities for identifying related directors and inform all directors.</p>		<p>The avoidance and voting procedures for related directors are that they may choose proactive avoidance or be subject to any request for avoidance made by any other director or representative director attending the Board meeting. If any request for avoidance is made by any other director or representative director but the relevant directors think they are beyond the scope of avoidance, they shall state the reason. If after stating the reason the relevant directors cannot persuade any director who has made the request, the Board may respectively record the voting results when the director with disputed connected relation identity avoids or does not avoid voting. After the Board meeting, the chairman shall confirm the final voting results by applying to relevant authorities for identifying related directors and inform all directors.</p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 185	<p>Voting on Board meetings may be conducted by a show of hands, ballot and means of communications.</p> <p>Provisional Board meetings may be held and pass resolutions by means of communications in writing, with the resolutions signed by the voting directors, provided that the directors fully express their opinions. Voting by means of communications shall not be adopted on especially significant matters, including relevant matters set out in sub-paragraphs (V), (VI) and (X) of Article 175 and profit distribution plans, risk capital allocation plans, significant investments, disposal of material assets, appointment or dismissal of senior managers, capital replenishment plan, material equity change, and financial reorganization, and other matters that may have an especially material impact on the Bank and accordingly shall be approved by voting of more than two thirds of all directors as deemed by more than half of all directors or according to laws, administrative regulations, provisions of relevant regulatory authorities and the Articles. The aforesaid especially major matters shall be subject to approval of more than two thirds of all directors. For other matters apart from the aforesaid especially significant matters, adoption of or resolution on any proposal by the Board shall be subject to approval of more than half of all directors of the Bank.</p>	Article 193	<p>Voting on Board meetings may be conducted <del>by a show of hands, ballot and means of communications.</del> <b><u>through on-site meeting and circulation of written resolution.</u></b></p> <p>Provisional Board meetings may be held and pass resolutions by means of <b><u>circulation of written resolution</u></b> <del>communications in writing</del>, with the resolutions signed by the voting directors, provided that the directors fully express their opinions. Voting by means of <del>communications</del> <b><u>circulation of written resolution</u></b> shall not be adopted on especially significant matters, including relevant matters set out in sub-paragraphs (V), (VI) and (X) (<b><u>excluding the formulation of terms of reference for general meetings and terms of reference for Board meetings and consideration and approval of terms of reference for the special committees under the Board</u></b>) of Article 175<del>83</del> and profit distribution plans, <b><u>remuneration plans</u></b>, risk capital allocation plans, significant investments, disposal of material assets, appointment or dismissal of senior managers, capital replenishment plan, material equity change, and financial reorganization, and other matters that may have an especially material impact on the Bank and accordingly shall be approved by voting of more than two thirds of all directors as deemed by more than half of all directors or according to laws, administrative regulations, provisions of relevant regulatory authorities and the Articles. The aforesaid especially major matters shall be subject to approval of more than two thirds of all directors. For other matters apart from the aforesaid especially significant matters, adoption of or resolution on any proposal by the Board shall be subject to approval of more than half of all directors of the Bank.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p><b><u>The “directors” and “all directors” as referred to in counting the number of directors attending and voting at the Board meetings are directors whose qualifications have been approved by the regulatory authorities.</u></b></p>
Article 186	<p>Directors shall attend Board meetings in person. If any director cannot attend the meeting for any reason, he may issue a written power of attorney to authorize another director to attend the meeting on behalf thereof, and the power of attorney shall specify the name of the proxy, the matters to be handled in proxy, the scope of authorization and validity period, and shall bear the signature or seal of the principal. The director attending the meeting on behalf of another director shall exercise rights within the scope of authorization. If a director fails to attend a Board meeting and does not appoint a proxy to act on his behalf, the said director shall be deemed as having waived his right to vote at the meeting.</p>	Article 194	<p>Directors shall attend Board meetings in person. If any director cannot attend the meeting for any reason, he may issue a written power of attorney to authorize another director to attend the meeting on behalf thereof. <b><u>In principle, a director may accept entrustment from a maximum of two directors who do not attend the meeting in person. When considering matters of related party transactions, a non-related director may not authorize a related director to attend the meeting on his/her behalf.</u></b> The power of attorney shall specify the name of the proxy, the matters to be handled in proxy, the scope of authorization and validity period, and shall bear the signature or seal of the principal. The director attending the meeting on behalf of another director shall exercise rights within the scope of authorization. If a director fails to attend a Board meeting and does not appoint a proxy to act on his behalf, the said director shall be deemed as having waived his right to vote at the meeting.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 187	<p>The Board shall file resolutions of the meeting as minutes, which shall be signed by the attending directors and the minutes recorder.</p> <p>The Board shall establish duty performance archives for directors, which shall completely record the number of attendances of directors at Board meetings, their independent opinions and suggestions and adoption thereof, as a basis to evaluate the directors.</p> <p>The minutes of Board meetings shall be kept by the Bank as archives of the Bank for 20 years.</p>	Article 195	<p>The Board shall file resolutions of the <b>on-site</b> meeting as minutes, which shall be signed by the attending directors and the minutes recorder.</p> <p>The Board shall establish duty performance archives for directors, which shall completely record the number of attendances of directors at Board meetings, their independent opinions and suggestions and adoption thereof, as a basis to evaluate the directors.</p> <p>The minutes of Board meetings shall be kept <b>permanently</b> by the Bank as archives of the Bank <del>for 20 years</del>.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 192	<p>The Board of the Bank establishes the development and strategy committee, related-party transactions control committee, risk management committee, audit committee, nomination and remuneration committee, consumer rights protection committee and other special committees. The special committees shall be headed by directors in principle and shall each have at least three members. In particular, the related-party transactions control committee, nomination and remuneration committee and audit committee shall be headed by independent directors. The audit committee shall comprise non-executive directors only and have at least one independent director who shall have relevant professional qualifications as specified in Hong Kong Listing Rules, or shall have professional specialty in audit or related financial management. The majority of the audit committee and nomination and remuneration committee shall be independent directors. Any director nominated by the controlling shareholders shall not act as member of the related-party transactions control committee and nomination and remuneration committee.</p>	Article 200	<p>The Board of the Bank establishes the development and strategy committee, related-party transactions control committee, risk management committee, audit committee, nomination and remuneration committee, consumer rights protection committee and other special committees. <b><u>The members of special committees shall be directors and have professional knowledge or work experience catering to the duties of the special committees.</u></b> The special committees shall be headed by directors <del>in principle</del> and shall each have at least three members. In particular, <b><u>the majority of the audit committee and nomination and remuneration committee shall be independent directors, and in principle, no less than one-third of the risk management committee and the related-party transactions control committee shall be independent directors.</u></b> The related-party transactions control committee, nomination and remuneration committee and audit committee shall be headed by independent directors. The audit committee shall comprise non-executive directors only, <b><u>who shall have professional knowledge and work experience in one aspect of finance, auditing, accounting or law, etc.,</u></b> and have at least one independent director who shall have relevant professional qualifications as specified in Hong Kong Listing Rules, or shall have professional specialty in audit or related financial management. <del>The majority of the audit committee and nomination and remuneration committee shall be independent directors.</del> Any director nominated by the controlling shareholders shall not act as member of the related-party transactions control committee and nomination and remuneration committee.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>The special committees under the Board shall provide professional advice to the Board or make decisions on professional matters as authorized by the Board.</p> <p>The Board shall formulate terms of reference and working procedures for respective special committees. The respective special committees shall formulate annual work plans, which shall be implemented upon examination and approval by the Board.</p> <p>Any director in charge of the audit committee, related-party transactions control committee and risk management committee shall work at the Bank for at least 25 workdays every year.</p>		<p>The special committees under the Board shall provide professional advice to the Board or make decisions on professional matters as authorized by the Board.</p> <p>The Board shall formulate terms of reference and working procedures for respective special committees. The respective special committees shall <del>formulate annual work plans, which shall be implemented upon examination and approval by the Board.</del> <b><u>may formulate annual work plans and hold meetings on a regular basis.</u></b></p> <p>Any director in charge of the audit committee, related-party transactions control committee and risk management committee shall work at the Bank for at least 25 workdays every year.</p>
Article 194	The primary duties of the related-party transactions control committee are to manage, review and approve and control risks of related party transactions.	Article 202	The primary duties of the related-party transactions control committee are to <del>manage, review and approve and control risks of related party transactions.</del> <b><u>manage, review and control risks of related-party transactions.</u></b>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 199	<p>The Bank conducts strict management on related party transactions in accordance with relevant provisions of the banking regulatory authorities under the State Council. A related party transaction refers to any of the following matters involving transfer of resources or obligations between the Bank and a related party:</p> <p>(I) credit extension;</p> <p>(II) transfer of assets;</p> <p>(III) provision of services; and</p> <p>(IV) other related party transactions specified by the banking regulatory authorities under the State Council.</p>	Article 207	<p>The Bank conducts strict management on related party transactions in accordance with relevant provisions of the banking regulatory authorities under the State Council. <b><u>Definition of related parties, and definition, types, approval process and disclosure management of related party transactions are subject to the Measures for the Administration of Connected Transactions of Banking and Insurance Institutions.</u></b> A related party transaction refers to any of the following matters involving transfer of resources or obligations between the Bank and a related party.</p> <p>(I) credit extension;</p> <p>(II) transfer of assets;</p> <p>(III) provision of services; and</p> <p>(IV) other related party transactions specified by the banking regulatory authorities under the State Council.</p>
Article 200	<p>According to the Bank's net capital and operations, the Bank's related party transactions are divided into general related party transactions and material related party transactions:</p> <p>A general related party transaction refers to any transaction involving single transaction amount between the Bank and a related party accounting for less than 1% of the net capital of the Bank, and the transaction balance between the Bank and the related party accounting for less than 5% of the net capital of the Bank after the transaction.</p>	—	<p><del>According to the Bank's net capital and operations, the Bank's related party transactions are divided into general related party transactions and material related party transactions:</del></p> <p><del>A general related party transaction refers to any transaction involving single transaction amount between the Bank and a related party accounting for less than 1% of the net capital of the Bank, and the transaction balance between the Bank and the related party accounting for less than 5% of the net capital of the Bank after the transaction.</del></p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
	<p>The general related party transactions shall be reported by the Bank to the related-party transactions control committee for examination and approval as per the internal authorization procedure. The general related party transactions may also be examined and approved as per the procedure for material related party transactions.</p> <p>A material related party transaction refers to any transaction involving single transaction amount between the Bank and a related party accounting for more than 1% of the net capital of the Bank, or the transaction balance between the Bank and the related party accounting for more than 5% of the net capital of the Bank after the transaction.</p> <p>The material related party transactions shall be submitted to the Board for approval upon examination by the related-party transactions control committee of the Bank.</p>		<p><del>The general related party transactions shall be reported by the Bank to the related-party transactions control committee for examination and approval as per the internal authorization procedure. The general related party transactions may also be examined and approved as per the procedure for material related party transactions.</del></p> <p><del>A material related party transaction refers to any transaction involving single transaction amount between the Bank and a related party accounting for more than 1% of the net capital of the Bank, or the transaction balance between the Bank and the related party accounting for more than 5% of the net capital of the Bank after the transaction.</del></p> <p><del>The material related party transactions shall be submitted to the Board for approval upon examination by the related-party transactions control committee of the Bank.</del></p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 204	<p>The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over general meetings and convene and preside over Board meetings;</p> <p>(II) to supervise and examine the implementation of resolutions of the Board and report the work to the Board;</p> <p>(III) to exercise the functions and powers of the Bank's legal representative to sign the securities certificates issued by the Bank;</p> <p>(IV) to nominate or dismiss vice president, secretary of the Board and other senior managers after seeking advice from the president;</p> <p>(V) to formulate the plans for establishment of internal management structure of the Bank and establishment, relocation and withdrawal of branches of the Bank and submit the plans to the Board for approval;</p> <p>(VI) to determine the appointment or dismissal of middle managers and staff;</p> <p>(VII) to decide on the salaries, benefits and reward or punishment of the Bank's staff other than the senior manages decided by the Board within the scope of remuneration plans and management systems approved by the Board;</p> <p>(VIII) in any emergent force majeure event such as natural disasters or other emergencies, to exercise the special right of disposal in respect of the business of the Bank in compliance with laws, regulations and in the interests of the Bank, and to report to the Board and the general meeting of the Bank afterwards, with the amount for exercising the function and power accounting for not more than 10% of the Bank's net asset value;</p>	Article 211	<p>The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over general meetings and convene and preside over Board meetings;</p> <p>(II) to supervise and examine the implementation of resolutions of the Board and report the work to the Board;</p> <p>(III) to exercise the functions and powers of the Bank's legal representative to sign the securities certificates issued by the Bank;</p> <p>(IV) to nominate or dismiss vice president, secretary of the Board and other senior managers after seeking advice from the president;</p> <p><del>(V) to formulate the plans for establishment of internal management structure of the Bank and establishment, relocation and withdrawal of branches of the Bank and submit the plans to the Board for approval;</del></p> <p><del>(VI)</del> (V) to determine the appointment or dismissal of middle managers and staff;</p> <p><del>(VII)</del> (VI) to decide on the salaries, benefits and reward or punishment of the Bank's staff other than the senior manages decided by the Board within the scope of remuneration plans and management systems approved by the Board;</p> <p><del>(VIII)</del> (VII) in any emergent force majeure event such as natural disasters or other emergencies, to exercise the special right of disposal in respect of the business of the Bank in compliance with laws, regulations and in the interests of the Bank, and to report to the Board and the general meeting of the Bank afterwards, <del>with the amount for exercising the function and power accounting for not more than 10% of the Bank's net asset value;</del></p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(IX) to exercise other functions and powers conferred by the Board;</p> <p>(X) functions and powers that shall be exercised by the chairman according to relevant laws, regulations and rules.</p>		<p><del>(IX)</del> <b>(VIII)</b> to exercise other functions and powers conferred by the Board;</p> <p><del>(X)</del> <b>(IX)</b> functions and powers that shall be exercised by the chairman according to relevant laws, regulations and rules.</p>
Article 219	<p>The number of the Bank’s external supervisors shall comply with laws, regulations and other rules. The Bank’s shareholder supervisors and external supervisors are nominated by the Board of Supervisors and shareholders (the procedures for nominating and electing shareholder supervisors and external supervisors shall be similar to those for directors and independent directors) and elected at the general meeting.</p> <p>A shareholder and its related shareholder who nominate any supervisor shall not nominate any external supervisor.</p>	Article 226	<p>The number of the Bank’s external supervisors shall comply with laws, regulations and other rules. The Bank’s shareholder supervisors and external supervisors are nominated by the Board of Supervisors and shareholders (the procedures for nominating and electing shareholder supervisors and external supervisors shall be similar to those for directors and independent directors) and elected at the general meeting.</p> <p><del>A shareholder and its related shareholder who nominate any supervisor shall not nominate any external supervisor.</del>  <b><u>A shareholder who has nominated a director and its related parties shall no longer nominate supervisors. If the State provides otherwise, such provisions shall apply.</u></b></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 227	<p>The Bank shall have a Board of Supervisors, which shall be composed of five supervisors. In particular, the number of external supervisors shall comply with laws, administrative regulations and other rules. The Board of Supervisors shall have one chairman, who shall be elected by the votes of above two thirds of all supervisors after the local party and government, substantial shareholders and banking regulatory authorities under the State Council reach a consensus on the chairman candidate upon communication. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors; where the chairman of the Board of Supervisors cannot or does not fulfill the duty thereof, more than half of the supervisors may elect a supervisor to convene and preside over the meetings of the Board of Supervisors.</p> <p>The Board of Supervisors shall include shareholder supervisors and proportionate employee representative supervisors of the Bank. In particular, employee representative supervisors and external supervisors shall not be less than one third of the total number of members of the Board of Supervisors. Employee representative supervisors in the Board of Supervisors shall be elected, removed or replaced by the employees of the Bank through the employee representative meeting; shareholder supervisors shall be elected, removed or replaced at the general meeting; external supervisors shall be nominated by the nomination committee of the Board of Supervisors, or shareholder(s) individually or jointly holding more than 1% of the total number of the voting shares of the Bank, and shall be elected, removed or replaced at the general meeting.</p>	Article 234	<p>The Bank shall have a Board of Supervisors, which shall be composed of five supervisors. In particular, the number of external supervisors shall comply with laws, administrative regulations and other rules. The Board of Supervisors shall have one chairman, who shall be elected by the votes of above two thirds of all supervisors after the local party and government, substantial shareholders and banking regulatory authorities under the State Council reach a consensus on the chairman candidate upon communication. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors; where the chairman of the Board of Supervisors cannot or does not fulfill the duty thereof, more than half of the supervisors may elect a supervisor to convene and preside over the meetings of the Board of Supervisors.</p> <p>The Board of Supervisors shall include shareholder supervisors and proportionate employee representative supervisors of the Bank. In particular, employee representative supervisors and external supervisors shall not be less than one third of the total number of members of the Board of Supervisors.</p> <p>Employee representative supervisors in the Board of Supervisors <b><u>shall be nominated by the Board of Supervisors and trade union of the Bank, and</u></b> shall be elected, removed or replaced <del>by the employees of the Bank</del> through the employee representative meeting; <del>shareholder supervisors shall be elected, removed or replaced at the general meeting;</del> <b><u>external non-employee representative</u></b> supervisors shall be nominated by <del>the nomination committee of</del> the Board of Supervisors, or shareholder(s) individually or jointly holding more than 1% of the total number of the voting shares of the Bank, and shall be elected, removed or replaced at the general meeting.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 228	<p>The Board of Supervisors shall be accountable to the general meeting and exercise the following functions and powers according to law:</p> <p>(I) to examine the regular reports and bonus scheme of the Bank prepared by the Board and produce written opinions thereon;</p> <p>(II) to examine and supervise financial activities of the Bank;</p> <p>(III) to conduct departure audit for directors, president, and other senior managers and to guide the work of the internal audit department of the Bank;</p> <p>(IV) to inquire directors, president and other senior managers;</p> <p>(V) to supervise the fulfilment of duties of the Board of Directors, senior management, directors, chairman and senior managers and to propose dismissal of directors and senior managers who have violated laws, administrative regulations, the Articles or resolutions of the general meetings;</p> <p>(VI) if any act of the directors, president and other senior managers damages the interests of the Bank, to require them to rectify such act accordingly;</p> <p>(VII) to propose the convening of extraordinary general meetings and, in case the Board does not perform the obligations to convene and preside over general meetings in accordance with the Company Law, to convene and preside over general meetings;</p> <p>(VIII) to submit proposals to general meetings;</p> <p>(IX) to initiate legal proceedings against the directors and senior managers in accordance with Article 152 of the Company Law;</p>	Article 235	<p>The Board of Supervisors shall be accountable to the general meeting and exercise the following functions and powers according to law:</p> <p><b><u>(I) to supervise the Board of Directors to establish steady business philosophy and value standards and to formulate development strategies in line with the Bank's conditions;</u></b></p> <p><b><u>(II) to evaluate the scientificity, rationality and soundness of the Bank's development strategies and form evaluation reports;</u></b></p> <p><del>(III)</del> (III) to examine the regular reports and bonus scheme of the Bank prepared by the Board and produce written opinions thereon;</p> <p><del>(IV)</del> (IV) to examine and supervise financial activities of the Bank;</p> <p><del>(V)</del> (V) to conduct departure audit for directors, president, and other senior managers and to guide the work of the internal audit department of the Bank <b><u>to supervise and guide the internal audit department in the independent performance of its audit and oversight responsibilities;</u></b></p> <p><del>(VI)</del> (VI) to inquire directors, president and other senior managers;</p> <p><b><u>(VII) to supervise the implementation of the Bank's remuneration management system and the scientificity and rationality of the remuneration plans for senior managers;</u></b></p> <p><del>(VIII)</del> (VIII) to supervise the fulfilment of duties of the Board of Directors, senior management, directors, chairman and senior managers and to propose dismissal of directors and senior managers who have violated laws, administrative regulations, the Articles or resolutions of the general meetings;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(X) to conduct investigation if there are any unusual circumstances in the Bank’s operations, and if necessary, to engage an accounting firm, law firm, professional auditor or other professionals to assist in their work at the expenses of the Bank;</p> <p>(XI) to formulate a standard scheme for the remuneration and allowances of the members of the Board of Supervisors of the Bank for review and determination at the general meeting;</p> <p>(XII) to audit the business decisions, risk management and internal controls of the Bank, and to supervise the information technology risks of the Bank;</p> <p>(XIII) to attend Board meetings and obtain meeting materials;</p> <p>(XIV) to supervise the directors recruiting procedures;</p> <p>(XV) to organize the evaluation of supervisors and the mutual evaluation of external supervisors, and to report the evaluation results to the general meeting for deliberation; and</p> <p>(XVI) to exercise other functions and powers stipulated in laws, administrative regulations and other regulations, or the Articles, or granted by the general meetings.</p>		<p><del>(VI)</del><b>(IX)</b> if any act of the directors, president and other senior managers damages the interests of the Bank, to require them to rectify such act accordingly;</p> <p><del>(VII)</del><b>(X)</b> to propose the convening of extraordinary general meetings and, in case the Board does not perform the obligations to convene and preside over general meetings in accordance with the Company Law, to convene and preside over general meetings;</p> <p><del>(VIII)</del><b>(XI)</b> to submit proposals to general meetings;</p> <p><del>(IX)</del><b>(XII)</b> to initiate legal proceedings against the directors and senior managers in accordance with Article 152 of the Company Law;</p> <p><del>(X)</del><b>(XIII)</b> to conduct investigation if there are any unusual circumstances in the Bank’s operations, and if necessary, to engage an accounting firm, law firm, professional auditor or other professionals to assist in their work at the expenses of the Bank;</p> <p><del>(XI)</del><b>(XIV)</b> to formulate a standard scheme for the remuneration and allowances of the members of the Board of Supervisors of the Bank for review and determination at the general meeting;</p> <p><del>(XII)</del><b>(XV)</b> to <b>audit supervise and inspect</b> the business decisions, risk management and internal controls of the Bank, and to <b>supervise the information technology risks of the Bank</b> <b>urge the rectification of any identified defects</b>;</p> <p><del>(XIII)</del><b>(XVI)</b> to attend Board meetings and obtain meeting materials;</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p><del>(XIV)</del><b>(XVII)</b> to supervise the directors recruiting procedures;</p> <p><del>(XV)</del><b>(XVIII)</b> to organize <del>the evaluation of supervisors and the mutual evaluation of external supervisors</del> <b><u>a comprehensive evaluation on the performance of duties of directors and supervisors</u></b>, and to report the evaluation results to the general meeting for deliberation; and</p> <p><b><u>(XIX) to supervise and evaluate the performance of duties of the Board and senior management in capital management, management of advanced capital measurement method and liquidity risk management, and report the evaluation results to the general meeting; and</u></b></p> <p><del>(XVI)</del><b>(XX)</b> to exercise other functions and powers stipulated in laws, administrative regulations and other regulations, or the Articles, or granted by the general meetings.</p>
Article 229	The Board of Supervisors establishes the nomination committee and audit and supervisory committee. The nomination committee and audit and supervisory committee shall be headed by external supervisors in principle.	Article 236	The Board of Supervisors establishes the nomination committee and <del>audit and supervisory committee</del> <b><u>and other special committees</u></b> . The nomination committee <del>and audit and supervisory committee</del> shall be headed by external supervisors in principle.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 231	<p>The principal duties of the audit and supervisory committee of the Board of Supervisors are:</p> <p>(I) formulate schemes for inspecting and supervising the financial activities of the Bank;</p> <p>(II) formulate schemes for departure audit on directors and senior managers;</p> <p>(III) formulate schemes for auditing the business decisions, risk management and internal control of the Bank;</p> <p>(IV) supervise the Board of Directors to establish steady business philosophy and criterion value and to formulate development strategies in line with the Bank's actual conditions; and</p> <p>(V) exercise other functions and powers conferred by the Board of Supervisors.</p>	Article 238	<p>The principal duties of the <del>audit and</del> supervisory committee of the Board of Supervisors are:</p> <p>(I) formulate schemes for inspecting and supervising the financial activities of the Bank;</p> <p><del>(II) formulate schemes for departure audit on directors and senior managers;</del></p> <p><del>(III) formulate schemes for auditing the business decisions, risk management and internal control of the Bank;</del></p> <p><del>(IV)</del> <b>(II)</b> supervise the Board of Directors to establish steady business philosophy and criterion value and to formulate development strategies in line with the Bank's actual conditions; <del>and</del></p> <p><del>(V)</del> <b>(III)</b> <del>exercise other functions and powers</del> <b>matters</b> conferred by the Board of Supervisors.</p>
Article 237	Any supervisor shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The minutes of the Board of Supervisors shall be kept by the Bank as archives of the Bank for 20 years.	Article 244	Any supervisor shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The minutes of the Board of Supervisors shall be kept <b>permanently</b> by the Bank as archives of the Bank <del>for 20 years</del> .
Article 290	After the profit distribution plan is adopted at the general meeting, the Board of the Bank shall finish distributing dividends (or shares) in due course within 2 months after conclusion of the general meeting.	Article 297	After the profit distribution plan is adopted at the general meeting, the Board of the Bank shall finish distributing dividends (or shares) in due course within 2 months after conclusion of the general meeting; <b><u>for profit distribution plan examined and approved at the annual general meeting, the distribution shall be finished before September 1 of the year in which the annual general meeting is held.</u></b>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
Article 292	<p>Monies paid for any shares before dunning shall have interests, but the holders of shares are not entitled to dividends announced later for the said monies. Provided that the relevant laws, regulations, departmental rules, regulatory documents and provisions of the securities regulatory authorities in the place where the securities of the Bank are listed are observed, the Bank may exercise the right to seize dividends not claimed, but the said right shall only be exercised after expiry of the applicable validity period.</p> <p>The Bank shall have the right to cease delivering dividend notice to the holders of H Shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly. The Bank shall have the right to sell the shares of the holders of H Shares through the methods the Board deems appropriate and subject to the following conditions:</p> <p>(I) the Bank has distributed dividends on such shares at least three times in a period of 12 years and the dividends are not claimed by anyone during that period; and</p> <p>(II) after the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers at the place where the Bank's securities are listed, stating its intention to sell such shares and notifies the Hong Kong Stock Exchange of such intention.</p>	Article 299	<p>Monies paid for any shares before dunning shall have interests, but the holders of shares are not entitled to dividends announced later for the said monies. Provided that the relevant laws, regulations, departmental rules, regulatory documents and provisions of the securities regulatory authorities in the place where the securities of the Bank are listed are observed, the Bank may exercise the right to seize dividends not claimed, but the said right shall only be exercised after expiry of the applicable validity period.</p> <p><del>The Bank shall have the right to cease delivering dividend notice to the holders of H Shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly. The Bank shall have the right to sell the shares of the holders of H Shares through the methods the Board deems appropriate and subject to the following conditions:</del></p> <p><del>(I) the Bank has distributed dividends on such shares at least three times in a period of 12 years and the dividends are not claimed by anyone during that period; and</del></p> <p><del>(II) after the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers at the place where the Bank's securities are listed, stating its intention to sell such shares and notifies the Hong Kong Stock Exchange of such intention.</del></p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 294	<p>The profit distribution policy of the Bank shall be focused on generating reasonable investment returns to investors and be favorable for the Bank’s long-term development. The profits of the Bank may be distributed in the form of bonus share and cash dividend, etc., and the cumulative distribution amount in any three consecutive years shall not be less than 20% of the annual average distributable profits realized in the said three years.</p>	Article 301	<p>The profit distribution policy of the Bank shall <del>be focused on generating reasonable investment returns to investors and be favorable for the Bank’s long-term development.</del> <b><u>comprehensively consider industry characteristics, development stage, its own business model, profitability and whether there is a major capital expenditure arrangement and other factors, taking into account the reasonable return of investors and the sustainable development of the Bank.</u></b> The profits of the Bank may be distributed in the form of bonus share and cash dividend, etc., and the cumulative distribution amount in any three consecutive years shall not be less than 20% of the annual average distributable profits realized in the said three years.</p>
Article 301	<p>The appointment, dismissal or non-reappointment of an accounting firm by the Bank shall be determined by the general meeting, and shall be filed with the securities regulatory authorities of the State Council.</p> <p>The general meeting shall abide by the following provisions when proposing to pass a resolution to appoint an accounting firm which is not currently serving the Bank to fill the vacancy of an accounting firm, or renew the term of office of an accounting firm appointed by the Board to fill the vacancy, or dismiss an accounting firm before the expiry of its term:</p>	Article 308	<p>The appointment, dismissal or non-reappointment of an accounting firm by the Bank shall be determined by the general meeting, <del>and shall be filed with the securities regulatory authorities of the State Council.</del></p> <p>The general meeting shall abide by the following provisions when proposing to pass a resolution to appoint an accounting firm which is not currently serving the Bank to fill the vacancy of an accounting firm, or renew the term of office of an accounting firm appointed by the Board to fill the vacancy, or dismiss an accounting firm before the expiry of its term:</p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>(I) The proposal in relation to the appointment or dismissal shall be delivered prior to the issue of notice of the general meeting to the accounting firm to be appointed, the accounting firm leaving office, or the accounting firm which has left office in the relevant fiscal year.</p> <p>“Leaving office” includes dismissal, resignation and retirement.</p> <p>(II) If an accounting firm leaving office makes a written statement and requests the Bank to inform shareholders of such statement, the Bank shall take the following measures, unless the written statement is received too late:</p> <ol style="list-style-type: none"> <li>1. to state in the notice which is issued for the purpose of adopting a resolution that the accounting firm which is leaving office has made a statement; and</li> <li>2. to send a copy of the statement to each shareholder entitled to receive the notice of general meeting.</li> </ol> <p>(III) If the Bank fails to dispatch the statement of the relevant accounting firm in accordance with sub-paragraph (II) of this paragraph, the relevant accounting firm may request such statement to be read at the general meeting and may make further appeals.</p>		<p>(I) The proposal in relation to the appointment or dismissal shall be delivered prior to the issue of notice of the general meeting to the accounting firm to be appointed, the accounting firm leaving office, or the accounting firm which has left office in the relevant fiscal year.</p> <p>“Leaving office” includes dismissal, resignation and retirement.</p> <p>(II) If an accounting firm leaving office makes a written statement and requests the Bank to inform shareholders of such statement, the Bank shall take the following measures, unless the written statement is received too late:</p> <ol style="list-style-type: none"> <li>1. to state in the notice which is issued for the purpose of adopting a resolution that the accounting firm which is leaving office has made a statement;<del>and</del></li> <li>2. to send a copy of the statement to each shareholder entitled to receive the notice of general meeting.</li> </ol> <p>(III) If the Bank fails to dispatch the statement of the relevant accounting firm in accordance with sub-paragraph (II) of this paragraph, the relevant accounting firm may request such statement to be read at the general meeting and may make further appeals.</p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
	<p>(IV) The accounting firm leaving office shall have the right to attend the following meetings:</p> <ol style="list-style-type: none"> <li>1. the general meeting at which its term of office would have expired;</li> <li>2. the general meeting held to fill the vacancy as a result of its dismissal;</li> <li>3. the general meeting held as a result of its voluntary resignation.</li> </ol> <p>The accounting firm leaving office shall have the right to receive all notices of, or other information relating to, the abovementioned meetings, and may express its views at the aforementioned meetings on matters in relation to its previous appointment as the accounting firm of the Bank.</p>		<p>(IV) The accounting firm leaving office shall have the right to attend the following meetings:</p> <ol style="list-style-type: none"> <li>1. the general meeting at which its term of office would have expired;</li> <li>2. the general meeting held to fill the vacancy as a result of its dismissal;</li> <li>3. the general meeting held as a result of its voluntary resignation.</li> </ol> <p>The accounting firm leaving office shall have the right to receive all notices of, or other information relating to, the abovementioned meetings, and may express its views at the aforementioned meetings on matters in relation to its previous appointment as the accounting firm of the Bank.</p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
Article 333	Any amendments to be made to the Articles pursuant to a resolution of the general meeting shall be subject to the approval of the competent authorities, and shall obtain the approval of the competent authorities; if the amendment to the Articles involves any content of Mandatory Provisions, the said amendment shall be subject to approval by the company examination and approval authority authorized by the State Council and the securities regulatory authorities of the State Council; if registration matters are involved, the Bank shall apply for registration of the changes in accordance with the law.	Article 339	Any amendments to be made to the Articles pursuant to a resolution of the general meeting shall be subject to the approval of the competent authorities, and shall obtain the approval of the competent authorities; if the amendment to the Articles involves any content of <del>Mandatory Provisions</del> <b><u>Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies</u></b> , the said amendment shall be subject to approval by the company examination and approval authority authorized by the State Council and the securities regulatory authorities of the State Council; if registration matters are involved, the Bank shall apply for registration of the changes in accordance with the law.
Article 348	<p>Definitions</p> <p>(I) Cumulative voting system refers to that when a general meeting elects a director or supervisor, the number of voting rights attached to each share is the same as the number of directors or supervisors to be elected, and that the voting rights held by a shareholder may be exercised collectively, i.e. the voting rights held by a shareholder are the product of his/her shares and the number of directors to be elected, and the shareholder may concentrate his/her voting rights on one director or supervisor candidate or distribute his/her voting rights among several director or supervisor candidates, and the general meeting determines which candidate is elected based on the voting result.</p>	Article 354	<p>Definitions</p> <p>(I) Cumulative voting system refers to that when a general meeting elects a director or supervisor, the number of voting rights attached to each share is the same as the number of directors or supervisors to be elected, and that the voting rights held by a shareholder may be exercised collectively, i.e. the voting rights held by a shareholder are the product of his/her shares and the number of directors to be elected, and the shareholder may concentrate his/her voting rights on one director or supervisor candidate or distribute his/her voting rights among several director or supervisor candidates, and the general meeting determines which candidate is elected based on the voting result.</p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
	<p>(II) Controlling shareholders refer to, according to Article 216 of the Company Law of the People’s Republic of China, those shareholders whose capital contribution accounts for more than 50% of the total capital of a limited liability company or whose shares account for more than 50% of the total shares of a joint stock company, and those shareholders who fail to meet the above requirements on capital contribution and shareholding but whose voting rights represented by their capital contribution or shareholding have a material influence on the resolutions of the board of shareholders and general meetings.</p> <p>Substantial shareholders refer to the shareholders who hold or control 5% or more shares or voting rights of the Bank or whose total capital or shareholding is less than 5% but have a major impact on the business operations of the Bank. The aforesaid “major impact” includes but is not limited to dispatching directors, supervisors or senior managers to the Bank, affecting the financial and business management decision-making of the Bank via agreements or by other means, and other circumstances identified by the banking regulatory authorities under the State Council or its local offices.</p>		<p>(II) Controlling shareholders refer to, according to Article 216 of the Company Law of the People’s Republic of China, those shareholders whose capital contribution accounts for more than 50% of the total capital of a limited liability company or whose shares account for more than 50% of the total shares of a joint stock company, and those shareholders who fail to meet the above requirements on capital contribution and shareholding but whose voting rights represented by their capital contribution or shareholding have a material influence on the resolutions of the board of shareholders and general meetings.</p> <p>Substantial shareholders refer to the shareholders who hold or control 5% or more shares or voting rights of the Bank or whose total capital or shareholding is less than 5% but have a major impact on the business operations of the Bank. The aforesaid “major impact” includes but is not limited to dispatching directors, supervisors or senior managers to the Bank, affecting the financial and business management decision-making of the Bank via agreements or by other means, and other circumstances identified by the banking regulatory authorities under the State Council or its local offices.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>Concerted action refers to the act or fact that an investor expands the amount of voting right of shares of a company that it can control jointly with other investors by way of agreement or other arrangements. Relevant investors agreeing to act in concert shall be persons acting in concert.</p> <p>Ultimate beneficiary refers to a person actually entitled to the return on the Bank's equity.</p> <p>(III) De facto controller refers to a person who, although is not a shareholder of the Bank, is capable of actually controlling the conduct of the Bank through investment relations, agreements or other arrangements according to Article 216 of the Company Law of the People's Republic of China.</p> <p>(IV) Related party relationship refers to the relationship between the controlling shareholders, de facto controller, directors, supervisors, senior managers of the Bank and the enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of interests of the Bank.</p> <p>According to relevant provisions of the banking regulatory authorities under the State Council, related parties of the Bank include related natural persons, legal persons or other organizations.</p>		<p><b><u>A major shareholder refers to a shareholder of a banking or insurance institution, meeting one of the following conditions as stipulated in the third article of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial):</u></b></p> <p><b><u>1. Holding more than 15% of the equity interest of an institution such as a large state-owned commercial bank, national joint-stock commercial bank, foreign-funded bank with legal person status, private bank, insurance institution, financial asset management company, financial leasing company, consumer finance company, and auto finance company;</u></b></p> <p><b><u>2. Holding more than 10% of the equity interest of an institution such as a city commercial bank and rural commercial bank;</u></b></p> <p><b><u>3. Actually holding the largest portion of the equity interest in a banking or insurance institution, with a shareholding of no less than 5% (including shareholders who hold the same number of shares);</u></b></p> <p><b><u>4. Nominating two or more directors;</u></b></p> <p><b><u>5. Exerting controlling influence on a banking or insurance institution's operation and management in the view of the board of the banking or insurance institution;</u></b></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>The related natural persons of the Bank include:</p> <ol style="list-style-type: none"> <li>1. the insiders of the Bank;</li> <li>2. the major natural person shareholders of the Bank;</li> <li>3. the close relatives of the insiders and major natural person shareholders of the Bank;</li> <li>4. the natural person controlling shareholders, directors and major managerial personnel of the related legal persons or other organizations of the Bank. The “related legal persons or other organizations” as mentioned herein do not include the legal persons or other organizations that are directly, indirectly or jointly controlled by, or may be greatly influenced by the Bank’s insiders, major natural person shareholders and their close relatives;</li> <li>5. persons acting in concert and ultimate beneficiaries of the substantial shareholders of the Bank and their related parties; and</li> <li>6. other natural persons that have an important influence on the Bank.</li> </ol> <p>The insiders of the Bank include the Bank’s directors, the senior managers of the head office and branches, and other persons who have the right to decide or participate in the Bank’s credit extension and transfer of assets.</p>		<p><b><u>6. Other circumstances identified by the China Banking and Insurance Regulatory Commission (hereinafter referred to as the CBIRC) or its local offices.</u></b></p> <p><b><u>The shareholding of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis. If the total shareholding meets the above requirements, the shareholder concerned is managed as a major shareholder.</u></b></p> <p>Concerted action refers to the act or fact that an investor expands the amount of voting right of shares of a company that it can control jointly with other investors by way of agreement or other arrangements. Relevant investors agreeing to act in concert shall be persons acting in concert.</p> <p>Ultimate beneficiary refers to a person actually entitled to the return on the Bank’s equity.</p> <p>(III) De facto controller refers to a person who, although is not a shareholder of the Bank, is capable of actually controlling the conduct of the Bank through investment relations, agreements or other arrangements according to Article 216 of the Company Law of the People’s Republic of China.</p> <p>(IV) Related party relationship refers to the relationship between the controlling shareholders, de facto controller, directors, supervisors, senior managers of the Bank and the enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of interests of the Bank.</p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>The major natural person shareholders of the Bank refer to the natural person shareholders who hold or control 5% or more of the shares or voting rights of the Bank. The shares or voting rights held or controlled by the close relatives of the natural person shareholders and the shares or voting rights held or controlled by these natural person shareholders shall be calculated in a consolidated way.</p> <p>The close relatives include the parents, spouses, brothers and sisters and their spouses, adult sons and daughters and their spouses, the spouses' parents, the spouses' brothers and sisters and their spouses, the brothers and sisters of the parents and their spouses, adult sons and daughters of the brothers and sisters of the parents and their spouses.</p> <p>The related legal persons or other organizations of the Bank include:</p> <ol style="list-style-type: none"> <li>1. the major non-natural person shareholders of the Bank;</li> <li>2. the legal persons or other organizations directly or indirectly controlled, together with the Bank, by the same enterprise;</li> <li>3. the legal persons or other organizations that are directly, indirectly or jointly controlled by, or may be greatly influenced by the Bank's insiders and major natural person shareholders and their close relatives;</li> <li>4. the controlling shareholders, de facto controllers, persons acting in concert and ultimate beneficiaries of the substantial shareholders of the Bank and their related parties;</li> </ol>		<p><del>According to relevant provisions of the banking regulatory authorities under the State Council, related parties of the Bank include related natural persons, legal persons or other organizations.</del></p> <p><del>The related natural persons of the Bank include:</del></p> <ol style="list-style-type: none"> <li><del>1. the insiders of the Bank;</del></li> <li><del>2. the major natural person shareholders of the Bank;</del></li> <li><del>3. the close relatives of the insiders and major natural person shareholders of the Bank;</del></li> <li><del>4. the natural person controlling shareholders, directors and major managerial personnel of the related legal persons or other organizations of the Bank. The "related legal persons or other organizations" as mentioned herein do not include the legal persons or other organizations that are directly, indirectly or jointly controlled by, or may be greatly influenced by the Bank's insiders, major natural person shareholders and their close relatives;</del></li> <li><del>5. persons acting in concert and ultimate beneficiaries of the substantial shareholders of the Bank and their related parties; and</del></li> <li><del>6. other natural persons that have an important influence on the Bank.</del></li> </ol> <p><del>The insiders of the Bank include the Bank's directors, the senior managers of the head office and branches, and other persons who have the right to decide or participate in the Bank's credit extension and transfer of assets.</del></p>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
	<p>5. other legal persons or organizations that directly, indirectly or jointly control the Bank, or may have an important influence on the Bank.</p> <p>The major non-natural person shareholders of the Bank refer to the non-natural person shareholders who are able to directly, indirectly or jointly hold or control 5% or more of the shares or voting rights of the Bank.</p> <p>There should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.</p> <p>(V) Significant investment refers to any single equity investment business or fixed asset purchase business subject to the approval by the general meeting or the Board with amount exceeding 10% of the net assets of the Bank at the end of the previous year; significant asset disposal refers to any single non-performing asset disposal and write-off business or any fixed asset disposal with amount exceeding 10% of the net assets of the Bank at the end of the previous year; significant equity change refers to the change of more than 5% equity of a single shareholder and related parties.</p>		<p><del>The major natural person shareholders of the Bank refer to the natural person shareholders who hold or control 5% or more of the shares or voting rights of the Bank. The shares or voting rights held or controlled by the close relatives of the natural person shareholders and the shares or voting rights held or controlled by these natural person shareholders shall be calculated in a consolidated way.</del></p> <p><del>The close relatives include the parents, spouses, brothers and sisters and their spouses, adult sons and daughters and their spouses, the spouses' parents, the spouses' brothers and sisters and their spouses, the brothers and sisters of the parents and their spouses, adult sons and daughters of the brothers and sisters of the parents and their spouses.</del></p> <p><del>The related legal persons or other organizations of the Bank include:</del></p> <ol style="list-style-type: none"> <li><del>1. the major non-natural person shareholders of the Bank;</del></li> <li><del>2. the legal persons or other organizations directly or indirectly controlled, together with the Bank, by the same enterprise;</del></li> <li><del>3. the legal persons or other organizations that are directly, indirectly or jointly controlled by, or may be greatly influenced by the Bank's insiders and major natural person shareholders and their close relatives;</del></li> </ol>



Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p data-bbox="963 251 1474 446">4. <del>the controlling shareholders, de facto controllers, persons acting in concert and ultimate beneficiaries of the substantial shareholders of the Bank and their related parties;</del></p> <p data-bbox="963 493 1474 646">5. other legal persons or organizations that directly, indirectly or jointly control the Bank, or may have an important influence on the Bank.</p> <p data-bbox="963 693 1474 927">The major non-natural person shareholders of the Bank refer to the non-natural person shareholders who are able to directly, indirectly or jointly hold or control 5% or more of the shares or voting rights of the Bank.</p> <p data-bbox="963 974 1474 1127">There should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.</p> <p data-bbox="963 1174 1474 1289"><b><u>(V) The close relatives refer to the spouse, parents, adult children and siblings.</u></b></p> <p data-bbox="963 1336 1474 1613"><b><u>(VI) The other closely related family members refer to parents of the spouse, the spouse of children, the spouse of siblings, siblings of the spouse, and other family members who may be transferred, in addition to the spouse, parents, adult children and siblings.</u></b></p>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<p><b><u>(VII)</u></b> Significant investment refers to any single equity investment business or fixed asset purchase business subject to the approval by the general meeting or the Board with amount exceeding 10% of the net assets of the Bank at the end of the previous year; significant asset disposal refers to any single non-performing asset disposal and write-off business or any fixed asset disposal with amount exceeding 10% of the net assets of the Bank at the end of the previous year; significant equity change refers to the change of more than 5% equity of a single shareholder and related parties.</p> <p><b><u>(VIII)</u></b> <b><u>The on-site meeting refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants.</u></b></p> <p><b><u>(IX)</u></b> <b><u>Circulation of written resolution refers to a meeting method in which resolutions are made on proposals through separate delivery for deliberation or circulation for deliberation.</u></b></p>

<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Revised Article No.</b>	<b>Revised Article</b>
Article 351	The Articles shall be executed in Chinese. Where the articles of association in any other language or version disagree with the Articles, the Chinese version of the Articles latest registered and filed by the Luzhou City Administration for Industry & Commerce shall prevail.	Article 357	The Articles shall be executed in Chinese. Where the articles of association in any other language or version disagree with the Articles, the Chinese version of the Articles latest registered and filed by the Luzhou City Administration for <b>Market Regulation Industry &amp; Commerce</b> shall prevail.
Article 355	The Articles shall come into effect and be implemented from the date of adoption at the general meeting, approval by the banking regulatory authorities under the State Council and the listing of H Shares involved in the public offering of the Bank on the Hong Kong Stock Exchange. The original Articles of Association of the Bank shall become null and void on the date the Articles enter into effect.	Article 361	The Articles shall come into effect and be implemented from the date of <b>consideration and adoption approval</b> at the general meeting, <b>and</b> approval by the banking regulatory authorities under the State Council <del>and the listing of H Shares involved in the public offering of the Bank on the Hong Kong Stock Exchange.</del> The original Articles of Association of the Bank shall become null and void on the date the Articles enter into effect.

- Notes:* (1) Since the Proposed Amendments involve adding or deleting articles and adjusting the serial numbers of the articles, the serial numbers involved in the relevant chapters, articles, and cross-references of the Articles of Association are also adjusted accordingly, and will not be stated separately. Save for the amendments above, other articles of the Articles of Association remain unchanged.
- (2) The Proposed Amendments to the Articles of Association are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.