

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**BANK OF GANSU CO., LTD.\***

**甘肅銀行股份有限公司\***

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

**(Stock Code: 2139)**

**RESIGNATION OF NON-EXECUTIVE DIRECTOR,  
PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR,  
APPOINTMENT OF NEW CHAIRMAN OF THE CONSUMER RIGHTS  
PROTECTION COMMITTEE  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE BANK**

**I. RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of Bank of Gansu Co., Ltd. (the “**Bank**”) announces that the Board has recently received the letter of resignation from Mr. ZHAO Xingjun (“**Mr. ZHAO**”), a non-executive director. Mr. ZHAO has tendered his resignation as a non-executive director of the Bank and a member of the strategy and development committee under the Board due to change in work arrangement, and Mr. ZHAO will cease to perform his duties in the Bank with effect from May 31, 2024.

Mr. ZHAO has confirmed that he has no disagreement with the Board and there are no circumstances related to his resignation that need to be brought to the attention of the shareholders and creditors of the Bank, or The Stock Exchange of Hong Kong Limited. During his tenure at the Bank, Mr. ZHAO Xingjun has performed his duties diligently and conscientiously, fully leveraging his professional strengths and providing valuable advice and suggestions for the Bank’s standardized operation and high-quality development. The Board highly appreciates and expresses its sincere gratitude to Mr. ZHAO for his contribution to the Bank during his term of office.

**II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

As considered and approved at the Board meeting of the Bank held on May 31, 2024, it was proposed to appoint Mr. YE Rong (“**Mr. YE**”) as a non-executive director of the Bank.

The biography of Mr. YE is as follows:

**Mr. YE Rong**, aged 51, served successively as a cadre in Gansu Provincial Institute of Fiscal Science and in Treasury Payment Center from July 1995 to May 2004. From May 2004 to December 2017, he successively held positions including senior staff member, principal staff member, deputy director, deputy director of the treasury department, and director of data network management center at the Gansu Provincial Finance Department Treasury Payment Center. From December 2017 to August 2023, he successively served as the general manager of investment management department, deputy director of risk control (middle-level position), head of Party-masses work department, special deputy secretary of Department Party Committee, and vice chairman of the Labor Union of Gansu Financial Holding Group Co., Ltd. (甘肅金融控股集團有限公司) (“**Gansu Financial Holdings Group**”), and the chairman of Gansu Financial Holding Natural Ecological Environment Investment and Construction Co. Ltd. (甘肅金控自然生態環境投資建設有限公司). From August 2023 to March 2024, he served as the deputy general manager, head of Party-masses work department, special deputy secretary of Department Party Committee, and vice chairman of the Labor Union of Gansu Financial Holdings Group, and the chairman of Gansu Financial Holding Natural Ecological Environment Investment and Construction Co. Ltd. Since March 2024, he has been the deputy general manager of Gansu Financial Holdings Group and the chairman of Gansu Financial Holding Natural Ecological Environment Investment and Construction Co. Ltd.

Mr. YE graduated from Beijing Agricultural University in the PRC, majoring in economic management, in July 1995 with a bachelor’s degree in economics, and is an economist.

The qualifications of Mr. YE shall be approved by the Gansu Office of the National Administration of Financial Regulation (“**NAFR Gansu Office**”), and his term of office will commence from the date of approval of his qualifications and end at the expiry of the term of the third session of the Board of Directors, and he shall be eligible for re-election and re-appointment upon the expiry of the term. Mr. YE will not receive any remuneration from the Bank as a non-executive director of the Bank.

To the knowledge of the directors of the Bank and save as disclosed in this announcement, Mr. YE did not hold any directorship in the last three years in any public companies whose securities are listed on any securities market in Hong Kong or overseas; he does not have any relationship with any directors, supervisors, senior management, or substantial shareholders of the Bank; and he does not hold any position within the Bank or any of its subsidiaries.

Save as disclosed in this announcement, as at the date of this announcement, Mr. YE does not have any interest in any shares of the Bank or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed in this announcement, Mr. YE has confirmed that there is no other information and matters in respect of his appointment that are required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), nor is there any other matter that needs to be brought to the attention of the shareholders of the Bank.

In accordance with the articles of association of the Bank (the “**Articles of Association**”), the board shall consist of 14 directors. As at the date of this announcement, the board of the Bank has 12 directors. The Bank will consider (if thought fit) the election of Mr. YE as a non-executive director of the third session of the Board at the annual general meeting. The Bank will identify a suitable candidate and hold a by-election for the replacement of the fourteenth director as soon as possible in accordance with the requirements of the Listing Rules and will issue a further announcement in due course. As advised by Grandall Law Firm (Shanghai), the Bank’s PRC legal adviser, although the actual number of the directors of the Bank is lower than that set forth in the Articles of Association, the Board is still able to function properly. Grandall Law Firm (Shanghai) is of the view that the composition of such board will not result in any violation of applicable PRC laws and regulations.

### **III. APPOINTMENT OF NEW CHAIRMAN OF THE CONSUMER RIGHTS PROTECTION COMMITTEE**

The Board hereby announces that a resolution was approved at the Board meeting convened on May 31, 2024 for appointing Mr. WANG Xizhen, an executive director of the Bank, as a member and the chairman of the third session of the consumer rights protection committee under the Board for a term commencing from the date of consideration and approval by the Board, which is in line with the term of the third session of the Board. For the composition of each of the special committees under the Board, please refer to the “LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS” published by the Bank on May 31, 2024.

### **IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK**

In order to safeguard the legitimate rights and interests of the Bank, its shareholders and creditors, regulate the organization and activities of the Bank, and further improve corporate governance, the Bank proposed to make amendments to certain provisions of the Articles of Association 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 Corporate Governance Guidelines for Banking and Insurance Institutions, the Interim Measures on Equity Management of Commercial Banks, the Working Regulations of the Communist Party of China on the Grassroots Organization of State-owned Enterprises (Trial), the Listing Rules, and other laws, regulations, normative documents and relevant requirements of the securities regulatory authorities in the place where the Bank’s shares are listed. For the details of the proposed amendments, please refer to Appendix I to this announcement.

Save for the proposed amendments, the contents of other articles of the Articles of Association remain unchanged. If the numbering of any article of the Articles of Association is affected by the proposed amendments, the numbering of the articles of the existing Articles of Association shall be adjusted accordingly, and the cross references to the numbering of relevant articles of the Articles of Association shall be changed accordingly. The proposed amendments are prepared in Chinese, and translated into English. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

The resolution on the amendments to the Articles of Association is subject to the approval of NAFR Gansu Office after being considered at the shareholders’ general meeting of the Bank.

## V. ANNUAL GENERAL MEETING

The Bank will convene an annual general meeting to, among others, consider and approve (if thought fit) the election of Mr. YE as a non-executive director of the third session of the Board by way of an ordinary resolution, and consider and approve (if thought fit) the amendments to the Articles of Association by way of a special resolution. The Bank will publish the circular and notice of the annual general meeting in due course.

By order of the Board  
**Bank of Gansu Co., Ltd.\***  
**Liu Qing**  
*Chairman*

Lanzhou, Gansu  
May 31, 2024

*As at the date of this announcement, the Board comprises Mr. LIU Qing and Mr. WANG Xizhen as executive directors; Mr. ZHANG Junping, Ms. ZHANG Tingting, Mr. ZHANG Youda, Mr. GUO Jirong and Ms. YANG Chunmei as non-executive directors; and Mr. DONG Ximiao, Mr. WANG Tingting, Mr. LIU Guanghua, Mr. WANG Lei and Mr. HAU Pak Sun as independent non-executive directors.*

\* *Bank of Gansu 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 I COMPARISON TABLE FOR THE  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
1	<p><b>Article 1</b> To safeguard the legitimate rights and interests of Bank of Gansu Co., Ltd. (the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the Bank, the Articles of Association (the “Articles of Association”) have been formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Bank of China of the PRC, the Banking Supervision and Regulatory Law of the PRC, the Commercial Banking Law of the PRC (the “Commercial Banking Law”), the Securities Law of the PRC (the “Securities Law”), the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (the “Special Provisions”), the Corporate Governance Guidelines for Banking and Insurance Institutions, the Reply on Opinions Concerning the Supplement and Amendment to Articles of Association by Companies to be Listed in Hong Kong (“Zheng Jian Hai Han”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Working Regulations of the Communist Party of China on the Grassroots Organization of State-owned Enterprises (Trial), and other laws, administrative regulations, departmental rules, normative documents and relevant requirements of the securities regulatory authorities in the place where the Bank’s shares are listed.</p>	<p><b>Article 1</b> To safeguard the legitimate rights and interests of Bank of Gansu Co., Ltd. (the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the Bank, the Articles of Association (the “Articles of Association”) have been formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Bank of China of the PRC, the Banking Supervision and Regulatory Law of the PRC, the Commercial Banking Law of the PRC (the “Commercial Banking Law”), the Securities Law of the PRC (the “Securities Law”), the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (the “Special Provisions”), the Corporate Governance Guidelines for Banking and Insurance Institutions, <del>the Reply on Opinions Concerning the Supplement and Amendment to Articles of Association by Companies to be Listed in Hong Kong (“Zheng Jian Hai Han”);</del> the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Working Regulations of the Communist Party of China on the Grassroots Organization of State-owned Enterprises (Trial), and other laws, administrative regulations, departmental rules, normative documents and relevant requirements of the securities regulatory authorities in the place where the Bank’s shares are listed.</p>	<p>The Reply on Opinions Concerning the Supplement and Amendment to Articles of Association by Companies to be Listed in Hong Kong (“Zheng Jian Hai Han”) has been abolished</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
2	<p><b>Article 68...</b></p> <p>Where a Shareholder pledges any of his/her shares of the Bank as guarantee for himself/herself or others, he/she shall strictly comply with the requirements of laws, regulations and regulatory authorities, and inform the Board of the Bank in advance. The office of the Board or other departments designated by the Board shall be responsible for such daily work as the collection, sorting out and submission of any information in relation to any pledge of shares of the Bank.</p> <p>...</p> <p>If a Shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights exercisable by the said Shareholder at the general meeting shall be the number of his/her remaining shares unpledged; if the said Shareholder nominates a Director for the Board of the Bank, the voting rights of the Director at the Board meeting shall be subject to restriction.</p>	<p><b>Article 68...</b></p> <p>Where a Shareholder pledges any of his/her shares of the Bank as guarantee for himself/herself or others, he/she shall strictly comply with the requirements of laws, regulations and regulatory authorities, and inform the Board of the Bank in advance. The office of the Board <del>or other departments designated by the Board</del> shall be responsible for such daily work as the collection, sorting out and submission of any information in relation to any pledge of shares of the Bank.</p> <p>...</p> <p>If a Shareholder pledges 50% or more of his/her equity interests in the Bank, <u>the voting rights of such Shareholder at the general meeting, as well as the voting rights of the Director(s) nominated by such Shareholder and elected at the general meeting at the Board meeting shall not be exercised.</u> <del>the voting rights exercisable by the said Shareholder at the general meeting shall be the number of his/her remaining shares unpledged; if the said Shareholder nominates a Director for the Board of the Bank, the voting rights of the Director at the Board meeting shall be subject to restriction</del> <u>The Bank shall state the foregoing in the relevant minutes of the meetings.</u></p>	<p>The Circular of the China Banking Regulatory Commission on Strengthening the Administration of Equity Pledge of Commercial Banks III: Commercial banks shall specify the following contents in their articles of association: “(4) If a Shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholder at the general meeting, as well as the voting rights of the Director(s) nominated by such Shareholder at the Board meeting shall be subject to restriction.”</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
3	<p><b>Article 72</b> The general meeting, as the organ of authority of the Bank, shall have the following duties and powers in accordance with laws:</p> <p>(1) to decide on the business policies and major investment plans of the Bank;</p> <p>(2) to elect and replace Directors and independent Directors and decide on the remuneration of relevant Directors and independent Directors;</p> <p>(3) to elect and replace non-employee representative Supervisors, and decide on the remuneration of relevant Supervisors relating to his/her remuneration;</p> <p>(4) to consider and approve reports of the Board;</p> <p>(5) to consider and approve reports of the Board of Supervisors;</p> <p>(6) to consider and approve the annual financial budgets and the final accounts of the Bank;</p> <p>(7) to consider and approve the profit distribution plans and loss recovery plans of the Bank;</p> <p>(8) to pass resolutions on any increase or reduction of the Bank's registered capital;</p>	<p><b>Article 72</b> The general meeting, as the organ of authority of the Bank, shall have the following duties and powers in accordance with laws:</p> <p>(1) to decide on the business policies and major investment plans of the Bank;</p> <p><del>(2) to elect and replace Directors and independent Directors and decide on the remuneration of relevant Directors and independent Directors;</del></p> <p>(2) to elect and replace non-employee representative <u>Directors or Supervisors</u>, and decide on the remuneration of relevant <u>Directors or Supervisors</u> relating to his/her remuneration;</p> <p>(3) to consider and approve reports of the Board;</p> <p>(4) to consider and approve reports of the Board of Supervisors;</p> <p>(5) to consider and approve the annual financial budgets and the final accounts of the Bank;</p> <p>(6) to consider and approve the profit distribution plans and loss recovery plans of the Bank;</p> <p>(7) to pass resolutions on any increase or reduction of the Bank's registered capital;</p>	<p>1. Article 37 of the Company Law</p> <p>The general meeting shall have the following duties and powers:</p> <p>(2) to elect and replace non-employee representative Directors or Supervisors, and decide on the remuneration of relevant Directors or Supervisors relating to his/her remuneration;</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>(9) to pass resolutions on the issuance of the bonds or listing of the Bank;</p> <p>(10) to consider and approve or authorize the Board to consider and approve the external investment, asset transfer, assignment, acquisition and disposal plans of the Bank;</p> <p>(11) to pass resolutions on repurchase of the Bank's shares;</p> <p>(12) to pass resolutions on the merger, division, dissolution, liquidation or transformation of the Bank;</p> <p>(13) to consider the report of evaluation by the Board on the Directors and by the independent Directors on each other;</p> <p>(14) to consider the report of evaluation by the Board of Supervisors on the Supervisors and by the external Supervisors on each other;</p> <p>(15) to consider the temporary proposals of shareholders representing more than 3% of the total shares with voting rights of the Bank;</p> <p>(16) to consider material connected transactions needed to be approved by the general meeting;</p>	<p>(8) to pass resolutions on the issuance of the bonds or listing of the Bank;</p> <p>(9) to consider and approve or authorize the Board to consider and approve the external investment, asset transfer, assignment, acquisition and disposal plans of the Bank;</p> <p>(10) to pass resolutions on repurchase of the Bank's shares;</p> <p>(11) to pass resolutions on the merger, division, dissolution, liquidation or transformation of the Bank;</p> <p><del>(13) to consider the report of evaluation by the Board on the Directors and by the independent Directors on each other;</del></p> <p>(12) to consider the report of evaluation by the Board of Supervisors on the <u>Directors, Supervisors and senior managers</u> and <del>by the external Supervisors on each other;</del></p> <p>(13) to consider the temporary proposals of shareholders representing more than 3% of the total shares with voting rights of the Bank;</p> <p>(14) to consider <u>material non-exempt</u> connected transactions needed to be approved by the general meeting;</p>	<p>2. Article 4 of the Measures on Assessment of the Performance of Duties of Directors and Supervisors of Banking and Insurance Institutions (Trial): The Board of Supervisors of the bank and insurance institution shall be ultimately responsible for the performance evaluation of its Directors and Supervisors.</p>



<b>NO.</b>	<b>ORIGINAL ARTICLES</b>	<b>AMENDED ARTICLES</b>	<b>BASIS OF AMENDMENT/ EXPLANATION</b>
	<p>(17) to amend the Articles of Association, consider and approve or amend the rules of procedure for general meetings, rules of procedure for Board meetings, and rules of procedure for meetings of the Board of Supervisors;</p> <p>(18) to pass resolutions on appointment or dismissal of the Bank's accounting firm;</p> <p>(19) to consider and approve matters relating to the guarantees stipulated in Article 73 of the Articles of Association;</p> <p>(20) to consider the Bank's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest total audited assets of the Bank;</p> <p>(21) to consider and approve matters relating to the changes in the use of proceeds;</p> <p>(22) to consider the equity incentive schemes and employee shareholding schemes;</p> <p>(23) to consider other matters as determined by the general meeting in accordance with the laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.</p>	<p>(15) to amend the Articles of Association, consider and approve or amend the rules of procedure for general meetings, rules of procedure for Board meetings, and rules of procedure for meetings of the Board of Supervisors;</p> <p>(16) to pass resolutions on appointment or dismissal of the Bank's accounting firm;</p> <p>(17) to consider and approve matters relating to the guarantees stipulated in Article 73 of the Articles of Association;</p> <p>(18) to consider the Bank's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest total audited assets of the Bank;</p> <p>(19) to consider and approve matters relating to the changes in the use of proceeds;</p> <p>(20) to consider the equity incentive schemes and employee shareholding schemes;</p> <p>(21) to consider other matters as determined by the general meeting in accordance with the laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.</p>	

<b>NO.</b>	<b>ORIGINAL ARTICLES</b>	<b>AMENDED ARTICLES</b>	<b>BASIS OF AMENDMENT/ EXPLANATION</b>
	<p>The aforesaid matters within the scope of powers of the general meeting shall be considered and approved by the general meeting; however, when necessary, reasonable and lawful, the general meeting may authorize the Board to decide. The authorization shall be clear and specific in content. Where the matters authorized shall be adopted at a general meeting by an ordinary resolution as required by the Articles of Association, the authorization given to the Board shall be adopted by more than half of the attending shareholders (including Shareholder proxies) having voting rights; if the matters authorized shall be adopted at a general meeting by a special resolution as required by the Articles of Association, the authorization given to the Board shall be adopted by more than two thirds of the attending shareholders (including Shareholder proxies) having voting rights.</p>	<p>The aforesaid matters within the scope of powers of the general meeting shall be considered and approved by the general meeting; however, when necessary, reasonable and lawful, the general meeting may authorize the Board to decide. The authorization shall be clear and specific in content. Where the matters authorized shall be adopted at a general meeting by an ordinary resolution as required by the Articles of Association, the authorization given to the Board shall be adopted by more than half of the attending shareholders (including Shareholder proxies) having voting rights; if the matters authorized shall be adopted at a general meeting by a special resolution as required by the Articles of Association, the authorization given to the Board shall be adopted by more than two thirds of the attending shareholders (including Shareholder proxies) having voting rights.</p>	

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
4	<p><b>Article 75</b> The Bank shall hold an extraordinary general meeting within two months from the date of the occurrence of any of the following events:</p> <p>(1) the number of Directors is less than the number required by the Company Law or 2/3 of the total number of Directors required by the Articles of Association;</p> <p>(2) the outstanding losses of the Bank has reached one third of the total amount of the paid-up share capital;</p> <p>(3) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (the “Proposal Shareholders”) have requested in writing to convene such a meeting;</p> <p>(4) when the Board deems it necessary to convene such a meeting;</p>	<p><b>Article 75</b> The Bank shall hold an extraordinary general meeting within two months from the date of the occurrence of any of the following events:</p> <p>(1) the number of Directors is less than the <u>minimum</u> number required by the Company Law or <u>less than</u> 2/3 of the total number of Directors required by the Articles of Association;</p> <p>(2) the outstanding losses of the Bank has reached one third of the total amount of the paid-up share capital;</p> <p>(3) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (the “Proposal Shareholders”) have requested in writing to convene such a meeting;</p> <p>(4) when the Board deems it necessary to convene such a meeting;</p>	<p>1. Article 100 of the Company Law: The general meeting shall be held once every year. In the occurrence of any of the following circumstances, an extraordinary general meeting shall be held within two months:</p> <p>(1) the number of Directors is less than the number required by the Company Law or 2/3 of the total number of Directors required by the Articles of Association;</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>(5) when the Board of Supervisors proposes to convene such a meeting;</p> <p>(6) when more than one half of independent Directors or external Supervisors request the Board to convene such a meeting; and</p> <p>(7) in any other circumstances as provided for in the laws, administrative regulations or the Articles of Association.</p> <p>Regarding the circumstance in item (2) above, the time limit for convening an extraordinary general meeting shall start from the date when the Bank becomes aware of the occurrence of the circumstance.</p> <p>The number of shares mentioned in item (3) above shall be the shares held on the day when the written request is made by the Shareholder(s).</p>	<p>(5) when the Board of Supervisors proposes to convene such a meeting;</p> <p>(6) when more than one half of <u>and not less than two</u> independent Directors or external Supervisors <del>request the Board</del> <u>propose</u> to convene such a meeting; and</p> <p>(7) in any other circumstances as provided for in the laws, administrative regulations or the Articles of Association.</p> <p>Regarding the circumstance in item (2) above, the time limit for convening an extraordinary general meeting shall start from the date when the Bank becomes aware of the occurrence of the circumstance.</p> <p>The number of shares mentioned in item (3) above shall be the shares held on the day when the written request is made by the Shareholder(s).</p>	<p>2. Article 20 of the Code of Corporate Governance of Banking and Insurance Institutions:... Banking and insurance institutions shall convene an extraordinary general meeting pursuant to the Company Law. An extraordinary general meeting may be held within two months by banking and insurance institutions upon proposal by more than one half of the independent Directors (and no less than two independent Directors).</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
5	<p><b>Article 77</b> In convening a general meeting, the Bank shall engage a lawyer to witness the general meeting, provide legal opinions on the following issues and publish an announcement according to the rules of the place where the Bank’s shares are listed:</p> <p>(1) whether the procedures relating to the convening and holding of such meeting comply with the laws, administrative regulations and the Articles of Association;</p> <p>(2) whether the qualifications of the attendees and the convener are lawful and valid;</p> <p>(3) whether the voting procedures and results of the meeting are lawful and valid;</p> <p>(4) whether the matters approved by the general meeting are lawful; and</p> <p>(5) legal opinions issued on other related matters as requested.</p> <p>The Board of the Bank shall also engage notaries to be present in the general meeting.</p>	<p><b>Article 77</b> In convening a general meeting, the Bank shall engage a lawyer to witness the general meeting, provide legal opinions on the following issues and publish an announcement according to the rules of the place where the Bank’s shares are listed:</p> <p>(1) whether the procedures relating to the convening and holding of such meeting comply with the laws, administrative regulations and the Articles of Association;</p> <p>(2) whether the qualifications of the attendees and the convener are lawful and valid;</p> <p>(3) whether the voting procedures and results of the meeting are lawful and valid; <u>and</u></p> <p><del>(4) whether the matters approved by the general meeting are lawful; and</del></p> <p><del>(5)</del> legal opinions issued on other related matters as requested.</p> <p>The Board of the Bank shall also engage notaries to be present in the general meeting.</p>	Adjustments were made for optimization.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
6	<p><b>Article 88</b> The list of candidates for Directors and Supervisors of the Bank shall be submitted to a shareholders’ general meeting for consideration in a form of proposal. The ways and procedures for nomination of Directors and Supervisors shall be as follows:</p> <p>...</p> <p>(2) the Nomination and Remuneration Committee under the Board of Directors and the Nomination Committee under the Board of Supervisors conduct a preliminary examination on the qualifications and conditions of the candidates for Directors and Supervisors and submit the list of qualified candidates to the Board of Directors and the Board of Supervisors for consideration; after consideration and approval by the Board of Directors and the Board of Supervisors, the list of candidates for Directors and Supervisors shall be submitted as a written proposal to the general meeting;</p> <p>...</p>	<p><b>Article 88</b> The list of candidates for Directors and Supervisors of the Bank shall be submitted to a shareholders’ general meeting for consideration in a form of proposal. The ways and procedures for nomination of Directors and Supervisors shall be as follows:</p> <p>...</p> <p>(2) the Nomination and Remuneration Committee under the Board of Directors and the Nomination Committee under the Board of Supervisors conduct a preliminary examination on the qualifications and conditions of the candidates for Directors and Supervisors and submit the list of qualified candidates to the Board of Directors and the Board of Supervisors for consideration; after consideration and approval by the Board of Directors and the Board of Supervisors, the list of candidates for Directors and Supervisors shall be submitted as a written proposal to the general meeting;</p> <p>...</p>	<p>Optimize relevant expressions.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
7	<p><b>Article 90</b> The notice of the shareholders' general meeting shall be served on all Shareholders (whether or not such Shareholder is entitled to vote at the general meeting) by personal delivery or by prepaid mail. The address of the recipient shall be the registered address as shown in the register of members.</p> <p>For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities under the State Council. Once the announcement has made, all holders of domestic shares shall be deemed to have received the notice of the shareholders' general meeting.</p> <p>Subject to the provisions of laws, administrative regulations, the Hong Kong Listing Rules and relevant regulatory authorities, for H Shareholders, the Bank may also issue a notice of the shareholders' general meeting via the websites of the Bank and the Stock Exchange of Hong Kong Limited, in lieu of sending to H Shareholders by personal delivery or by prepaid mail.</p>	<p><b>Article 90</b> The notice of the shareholders' general meeting shall be <u>given to served on all</u> Shareholders (whether or not such Shareholder is entitled to vote at the general meeting) <u>by way of announcement, by post or in a manner permitted by the relevant stock exchange or regulatory body where the Bank's shares are listed</u> <del>by personal delivery or by prepaid mail.</del> The address of the recipient shall be the registered address as shown in the register of members.</p> <p><del>For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement.</del></p> <p><del>The announcement mentioned in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities under the State Council. Once the announcement has made, all holders of domestic shares shall be deemed to have received the notice of the shareholders' general meeting.</del></p> <p><del>Subject to the provisions of laws, administrative regulations, the Hong Kong Listing Rules and relevant regulatory authorities, for H Shareholders, the Bank may also issue a notice of the shareholders' general meeting via the websites of the Bank and the Stock Exchange of Hong Kong Limited, in lieu of sending to H Shareholders by personal delivery or by prepaid mail.</del></p>	<p>Amendments were made according to the proposal to expand the paperless listing regime under the Hong Kong Listing Rules.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
8	<p><b>Article 94</b> All the shareholders or their proxies in the register of members on the date of registration of the shares shall be entitled to attend the general meeting and exercise their voting rights according to relevant laws, administrative regulations and the Articles of Association.</p>	<p><b>Article 94</b> All the shareholders or their proxies in the register of members <u>registered</u> on the date of registration of the shares shall be entitled to attend the general meeting and exercise their voting rights according to relevant laws, administrative regulations and the Articles of Association.</p>	Standardize relevant expressions.
9	<p><b>Article 96</b> The power of attorney shall clearly state the following:</p> <p>(1) the name(s) of the proxy(ies);</p> <p>(2) the number of shares of the principal represented by such proxy(ies);</p> <p>(3) whether the proxy(ies) has/have the right to vote;</p> <p>(4) the principal’s instructions to vote for, against or abstain from voting on each of the items in the agenda of the shareholders’ general meeting;</p> <p>(5) whether the proxy(ies) has/have the voting right in respect of any temporary proposal which might be included in the agenda; if any, the specific instructions to vote;</p> <p>(6) the signing date and the valid period of the power of attorney; and</p> <p>(7) signature (or seal) of the principal. For powers of attorney from corporate shareholders, the seal of the corporate entity shall be affixed and powers of attorney shall be signed by the legal representative or authorized proxy(ies).</p> <p>...</p>	<p><b>Article 96</b> The power of attorney shall clearly state the following:</p> <p>(1) the name(s) of the proxy(ies);</p> <p>(2) the number of shares of the principal represented by such proxy(ies);</p> <p>(3) whether the proxy(ies) has/have the right to vote;</p> <p>(4) the principal’s instructions to vote for, against or abstain from voting on each of the items in the agenda of the shareholders’ general meeting;</p> <p>(5) whether the proxy(ies) has/have the voting right in respect of any temporary proposal which might be included in the agenda; if any, the specific instructions to vote;</p> <p>(6) the signing date and the valid period of the power of attorney; and</p> <p>(7) signature (or seal) of the principal. For powers of attorney from corporate shareholders, the seal of the corporate entity shall be affixed <del>and powers of attorney shall be signed by the legal representative or authorized proxy(ies).</del></p> <p>...</p>	Adjustments were made based on actual conditions.



NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
10	<p><b>Article 107</b> The minutes of a general meeting shall record the following information:</p> <p>(1) the number of shareholders and proxies attending the meeting, the total number of their voting shares and the proportion of these shares to the total number of shares of the Bank;</p> <p>(2) the date, time, venue, convener and chairman of the meeting;</p> <p>(3) the agenda of the meeting;</p> <p>(4) the consideration process, key points of speeches made and voting results for each resolution;</p> <p>(5) the inquiries or suggestions from the shareholders, and the corresponding responses or explanations;</p> <p>(6) names of the lawyer, vote counter and scrutineer;</p> <p>(7) names of the chairman of the meeting, and the Directors, Supervisors, the President of the Bank and other senior management officers attending or present at the meeting;</p> <p>other contents that shall be recorded in the minutes in accordance with opinions of the general meeting and provisions of the Articles of Association.</p>	<p><b>Article 107</b> The minutes of a general meeting shall record the following information:</p> <p>(1) the number of shareholders and proxies attending the meeting, the total number of their voting shares and the proportion of these shares to the total number of shares of the Bank;</p> <p>(2) the date, time, venue, <u>and</u> convener <del>and chairman</del> of the meeting;</p> <p>(3) the agenda of the meeting;</p> <p>(4) the consideration process, key points of speeches made and voting results for each resolution;</p> <p>(5) the inquiries or suggestions from the shareholders, and the corresponding responses or explanations;</p> <p>(6) names of the lawyer, vote counter and scrutineer;</p> <p>(7) names of the chairman of the meeting, and the Directors, Supervisors, the President of the Bank and other senior management officers attending or present at the meeting;</p> <p>other contents that shall be recorded in the minutes in accordance with opinions of the general meeting and provisions of the Articles of Association.</p>	<p>Standardize relevant expressions.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
11	<p><b>Article 113</b> Any voting by the shareholders at a general meeting shall be conducted by ballot, unless the chairman of the meeting, in the spirit of honesty and credibility, decides to allow voting by a show of hands on resolutions only relating to procedures or administrative matters.</p> <p>The aforesaid procedures and administrative matters include:</p> <p>(1) procedures and matters not included in the agenda of the general meeting or any supplemental circular to the shareholders; and</p> <p>(2) procedures and matters involving the duty of the chairman of the meeting to ensure the meeting can proceed in an orderly manner and/or the issues at the meeting can be handled more properly and effectively, while all the shareholders are allowed to have a reasonable opportunity to express their views.</p>	<p><b>Article 113</b> Any voting by the shareholders at a general meeting shall be conducted by ballot, unless the chairman of the meeting, in the spirit of honesty and credibility, decides to allow voting by a show of hands on resolutions only relating to procedures or administrative matters.</p> <p>The aforesaid procedures and administrative matters include:</p> <p>(1) procedures and matters not included in the agenda of the general meeting or any supplemental circular to the shareholders; and</p> <p>(2) procedures and matters involving the duty of the chairman of the meeting to ensure the meeting can proceed in an orderly manner and/or the issues at the meeting can be handled more properly and effectively, while all the shareholders are allowed to have a reasonable opportunity to express their views.</p>	Standardize relevant expressions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
12	<p><b>Article 117</b> When a related party transaction is considered at a general meeting, the related shareholders shall not vote, and the voting shares held by them shall not be counted as a part of the total number of voting shares; the announcement of any resolution made at the general meeting shall fully disclose information relating to the voting by non-related shareholders.</p> <p>The related shareholders may withdraw by themselves or upon request by other shareholders or proxies thereof attending the general meeting.</p>	<p><b>Article 117</b> When a related party transaction is considered at a general meeting, the related shareholders <u>or any of their close associates (as defined in the Hong Kong Listing Rules)</u> shall not vote, and the voting shares held by them shall not be counted as a part of the total number of voting shares; the announcement of any resolution made at the general meeting shall fully disclose information relating to the voting by non-related shareholders.</p> <p>The related shareholders may withdraw by themselves or upon request by other shareholders or proxies thereof attending the general meeting.</p>	<p>Article 46 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions: “When the related party transaction management committee, the board of directors and the general meeting vote or make decisions on a related party transaction, those who have an interest in the related party transaction shall abstain from voting.”</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
13	<p><b>Article 136</b> Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings originally, shall nevertheless be entitled to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) to (12) of Article 135, but interested Shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of “interested Shareholder(s)” as mentioned in the preceding paragraph is as follows:</p> <p>(1) in the case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to Article 32 of the Articles of Association, a Controlling Shareholder within the meaning of Article 353 of the Articles of Association;</p> <p>...</p>	<p><b>Article 136</b> Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings originally, shall nevertheless be entitled to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) to (12) of Article 135, but interested Shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of “interested Shareholder(s)” as mentioned in the preceding paragraph is as follows:</p> <p>(1) in the case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to Article 32 of the Articles of Association, a Controlling Shareholder within the meaning of Article 353<del>6</del> of the Articles of Association;</p> <p>...</p>	Adjustments were made based on actual conditions.
14	<p><b>Article 156</b> An independent Director shall work in the Bank for at least 15 workdays each year.</p> <p>Directors serving as person-in-charge of the Audit Committee and the Related Party Transaction and Risk Management Committee shall work in the Bank for at least 20 workdays each year.</p>	<p><b>Article 156</b> An independent Director shall work in the Bank for at least 15 workdays each year.</p> <p>Directors serving as <del>person-in-charge</del> <u>chairperson</u> of the Audit Committee and the Related Party Transaction and Risk Management Committee shall work in the Bank for at least 20 workdays each year.</p>	Standardize relevant expressions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
15	<p><b>Article 160</b> Independent Directors shall provide the Board or general meeting with independent opinions on the following matters of the Bank:</p> <p>(1) nomination, appointment and dismissal of Directors of the Bank;</p> <p>(2) appointment or dismissal of President and other senior management officers of the Bank;</p> <p>(3) remuneration of Directors, President and other senior management officers of the Bank;</p> <p>(4) legitimacy and fairness of significant related party transactions;</p> <p>(5) profit distribution plan;</p> <p>(6) matters that may incur serious losses to the Bank;</p> <p>(7) matters that may injure the legitimate rights and interests of the Bank, financial consumers, medium and small shareholders and other interested parties;</p> <p>(8) appointment of external auditors;</p> <p>and other matters specified in laws, administrative regulations and the Articles of Association.</p>	<p><b>Article 160</b> Independent Directors shall provide the Board or general meeting with independent opinions on the following matters of the Bank:</p> <p>(1) nomination, appointment and dismissal of Directors of the Bank;</p> <p>(2) appointment or dismissal of President and other senior management officers of the Bank;</p> <p>(3) remuneration of Directors, President and other senior management officers of the Bank;</p> <p>(4) <u>legitimacy and fairness and compliance and the fulfillment of internal approval procedures</u> of significant related party transactions;</p> <p>(5) profit distribution plan;</p> <p>(6) matters that may incur serious losses to the Bank;</p> <p>(7) matters that may injure the legitimate rights and interests of the Bank, financial consumers, medium and small shareholders and other interested parties;</p> <p>(8) appointment of external auditors;</p> <p>and other matters specified in laws, administrative regulations and the Articles of Association.</p>	<p>Article 49 of the Measures for the Administration of Related Party Transactions of Banking and Insurance Institutions: “The independent directors shall issue written opinions on the fairness and compliance of the major connected transactions one by one and the performance of the internal examination and approval procedure.”</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
16	<p><b>Article 165</b> The Board shall exercise the following duties and powers according to law:</p> <p>(1) to determine the Bank’s business development strategies and supervise the implementation of such strategies, to determine the Bank’s business plans and investment plans;</p> <p>(2) to consider the Bank’s annual report and manage the Bank’s external information disclosure;</p> <p>(3) to convene Shareholders’ general meetings and report its work to the Shareholders’ general meetings;</p> <p>(4) to implement the resolutions of the Shareholders’ general meeting;</p> <p>(5) to prepare the Bank’s annual financial budgets, final accounts, and venture capital distribution plan;</p> <p>(6) to prepare profit distribution plan and plan for making up the losses;</p> <p>(7) to assess and evaluate the performance of the duties of the Directors and senior management officers and the Board of Supervisors shall ultimately be responsible for reporting the evaluation results to the Shareholders’ general meeting;</p> <p>(8) to formulate plans for increase or reduction of the registered capital, issuance of bonds or other securities and listing plan of the Bank;</p>	<p><b>Article 165</b> The Board shall exercise the following duties and powers according to law:</p> <p>(1) to determine the Bank’s business development strategies and supervise the implementation of such strategies, to determine the Bank’s business plans and investment plans;</p> <p><del>(2) to consider the Bank’s annual report and manage the Bank’s external information disclosure;</del></p> <p><del>(3)</del><u>(2)</u> to convene Shareholders’ general meetings and report its work to the Shareholders’ general meetings;</p> <p><del>(4)</del><u>(3)</u> to implement the resolutions of the Shareholders’ general meeting;</p> <p><del>(5)</del><u>(4)</u> to prepare the Bank’s annual financial budgets, and final accounts, <u>and</u> <del>venture capital distribution plan;</del></p> <p><del>(6)</del><u>(5)</u> to prepare profit distribution plan and plan for making up the losses;</p> <p><del>(7)</del><u>(6)</u> to assess and evaluate the performance of the duties of the Directors and senior management officers and the Board of Supervisors shall ultimately be responsible for reporting the evaluation results to the Shareholders’ general meeting;</p> <p><del>(8)</del><u>(7)</u> to formulate plans for increase or reduction of the registered capital, issuance of bonds or other securities and listing plan of the Bank;</p>	<p>1. Article 44 of the Code of Corporate Governance of Banking and Insurance Institutions: In addition to the powers and functions set out in the Companies Act, the powers and functions of the board of directors of a banking or insurance institution shall include, at least, “(5) to formulate the company’s development strategies and supervise the implementation of such strategies;</p> <p>( 8 ) t o b e responsible for the information disclosure of the company and to bear the ultimate responsibility for the authenticity, a c c u r a c y , completeness and timeliness of accounting and financial reports;”</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>(9) to consider and approve the Bank’s plans for external investments, acquisitions and sales of assets, asset collateral, external guarantees, entrusted wealth management and related party transactions and data governance in accordance with the authorization of the Shareholders’ general meeting;</p> <p>(10) to formulate plans for material acquisitions or repurchases of shares of the Bank or merger, division, dissolution and alternation of corporate form of the Bank and submit it to the Shareholders’ general meeting for approval;</p> <p>(11) to decide on the establishment, merger and revocation of internal management departments and branch offices of the Bank;</p> <p>(12) to consider and approve material related party transactions;</p> <p>(13) to appoint or dismiss the President of the Bank and the secretary to the Board based on the nomination by the Chairman of the Board; to appoint or dismiss other senior management officers such as the Vice President of the Bank and the persons in charge of finance based on the nomination by the President of the Bank;</p>	<p><del>(9)</del>(8) to consider and approve the Bank’s plans for external investments, acquisitions and sales of assets, asset collateral, external guarantees, entrusted wealth management and related party transactions and data governance in accordance with the authorization of the Shareholders’ general meeting;</p> <p><del>(10)</del>(9) to formulate plans for material acquisitions or repurchases of shares of the Bank or merger, division, dissolution and alternation of corporate form of the Bank and submit it to the Shareholders’ general meeting for approval;</p> <p><del>(11)</del>(10) to decide on the establishment, merger and revocation of internal management departments and branch offices of the Bank;</p> <p><del>(12)</del>(11) to consider and approve material related party transactions and <u>make special reports to the Shareholders’ general meetings on overall situation of the related party transactions;</u></p> <p><del>(13)</del>(12) to appoint or dismiss the President of the Bank and the secretary to the Board based on the nomination by the Chairman of the Board; to appoint or dismiss other senior management officers such as the Vice President of the Bank and the persons in charge of finance based on the nomination by the President of the Bank;</p>	<p>2. Article 130 of the Administrative Measures for the Capital of Commercial Banks: “The board of directors of a commercial bank shall assume the ultimate responsibility for the capital management of the bank and perform the following duties: (4) Examine and approve capital plans and oversee the implementation thereof to satisfy the bank’s needs for continuous operation and emergency capital supplement.”</p> <p>3. Article 55 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions: “The board of directors of banking and insurance institutions shall make a special report on the overall situation of related party transactions at the shareholders’ (general) meeting every year and submit to the CBIRC or its agencies.”</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>(14) to formulate the Bank’s capital plan and to bear the ultimate responsibility for management of capital or solvency;</p> <p>(15) to formulate the Bank’s risk tolerance, risk management and internal control policies, to bear the ultimate responsibility for comprehensive risk management and to formulate the Bank’s main management system;</p> <p>(16) to regularly assess and improve the Bank’s corporate governance;</p> <p>(17) to formulate the basic management system of the Bank;</p> <p>(18) to formulate amendment proposals to the Articles of Association, the rules of procedure for Shareholders’ general meetings and the rules of procedure for Board meetings, and to consider and approve the working procedures of the special committees under the Board;</p> <p>(19) to be responsible for the Bank’s information disclosure and take the ultimate responsibilities for the truthfulness, completeness, accuracy and promptness of the Bank’s accounting and financial reporting system;</p> <p>(20) to listen to the work report and examine the work of the President of the Bank;</p>	<p><del>(14)</del>(13) to approve and <u>monitor the implementation of the capital plan</u> to formulate the Bank’s capital plan and to bear the ultimate responsibility for management of capital or solvency;</p> <p><del>(15)</del>(14) to formulate the Bank’s risk tolerance, risk management and internal control policies, <u>and</u> to bear the ultimate responsibility for comprehensive risk management <del>and to formulate the Bank’s main management system</del>;</p> <p><del>(16)</del>(15) to regularly assess and improve the Bank’s corporate governance;</p> <p><del>(17)</del>(16) to formulate the basic management system of the Bank;</p> <p><del>(18)</del>(17) to formulate amendment proposals to the Articles of Association, the rules of procedure for Shareholders’ general meetings and the rules of procedure for Board meetings, and to consider and approve the working procedures of the special committees under the Board;</p> <p><del>(19)</del>(18) to consider the <u>periodic reports of the Bank</u>, <u>and</u> to be responsible for the Bank’s information disclosure and take the ultimate responsibilities for the truthfulness, completeness, accuracy and promptness of the Bank’s accounting and financial reporting <del>system</del>;</p> <p><del>(20)</del>(19) to listen to the work report and examine the work of the President of the Bank;</p>	<p>4. Article 1 of the Guiding Opinions of China Banking and Insurance Regulatory Commission on Enhancement of Consumer Rights Protection Mechanisms by Banking and Insurance Institutions: “1. The Board of Directors is the highest decision-making body for consumer rights protection and is responsible for formulating consumer rights protection strategies, policies and objectives, ensuring fair treatment of consumers, and incorporating consumer rights protection into operations development strategies and corporate culture construction.”</p>



NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>(21) to approve the Bank’s annual internal audit plans and audit budgets;</p> <p>(22) to determine the chairman and members of each special committee under the Board of Directors based on the nomination by the Nomination and Remuneration Committee;</p> <p>(23) to consider and approve the proposals put forward by each special committee under the Board of Directors;</p> <p>(24) to determine the Bank’s long-term incentive schemes, remuneration plans and salary plans;</p> <p>(25) to propose to the Shareholders’ general meeting to engage, renew or replace the accounting firm which conducts audit for the Bank;</p> <p>(26) to have the right to stop the decisions made by the President and other senior management officers of the Bank that may cause significant business risks or losses to the Bank;</p> <p>(27) to carry out performance appraisals for the President and other senior management officers of the Bank and determine their remuneration, rewards and penalties and payment methods and decide on the remuneration and payment methods of independent Directors;</p>	<p><del>(21)</del>(20) to approve the Bank’s annual internal audit plans and audit budgets;</p> <p><del>(22)</del>(21) to determine the chairman and members of each special committee under the Board of Directors based on the nomination by the Nomination and Remuneration Committee;</p> <p><del>(23)</del>(22) to consider and approve the proposals put forward by each special committee under the Board of Directors;</p> <p><del>(24)</del>(23) to determine the Bank’s long-term incentive schemes, remuneration plans and salary plans;</p> <p><del>(25)</del>(24) to propose to the Shareholders’ general meeting to engage, renew or replace the accounting firm which conducts audit for the Bank;</p> <p><del>(26)</del>(25) to have the right to stop the decisions made by the President and other senior management officers of the Bank that may cause significant business risks or losses to the Bank;</p> <p><del>(27)</del>(26) to carry out performance appraisals for the President and other senior management officers of the Bank and determine their remuneration, rewards and penalties and payment methods and decide on the remuneration and payment methods of independent Directors;</p>	

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>(28) to formulate the Bank’s policy on the protection of consumer rights and interests, and regularly listen to and consider the senior management’s report on the protection of consumer rights and interests, and safeguard the legitimate rights and interests of financial consumers and other interested parties;</p> <p>(29) to consider and approve the money laundering risk management report, develop money laundering risk management strategies and supervise the implementation of the strategies and assume the ultimate responsibility for money laundering risk management;</p> <p>(30) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders;</p> <p>(31) to assume responsibility for management of shareholders’ matters;</p> <p>(32) other duties and powers conferred by the laws, administrative regulations, department rules and regulations, the Articles of Association and the Shareholders’ general meeting or required by the supervisory authority for the Board to exercise.</p>	<p><del>(28)</del><u>(27)</u> to formulate the Bank’s <u>strategy, policy and objectives</u> on the protection of consumer rights and interests, and regularly listen to and consider the senior management’s report on the protection of consumer rights and interests, and safeguard the legitimate rights and interests of financial consumers and other interested parties;</p> <p><del>(29)</del><u>(28)</u> to consider and approve the money laundering risk management report, develop money laundering risk management strategies and supervise the implementation of the strategies and assume the ultimate responsibility for money laundering risk management;</p> <p><del>(30)</del><u>(29)</u> to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders;</p> <p><del>(31)</del><u>(30)</u> to assume responsibility for management of shareholders’ matters;</p> <p><del>(32)</del><u>(31)</u> other duties and powers conferred by the laws, administrative regulations, department rules and regulations, the Articles of Association and the Shareholders’ general meeting or required by the supervisory authority for the Board to exercise.</p>	

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>The Board may resolve on such matters by approval of more than half of all Directors save for major matters described in items (6), (8), (10), (12), (13), (14), (18), (24) and (27) or otherwise stipulated under laws, administrative regulations, department rules and the Articles of Association, for which approval of more than two-thirds of all Directors is required.</p> <p>The Board shall seek advice from the Bank's Party Committee before making decisions on the Bank's major matters.</p>	<p>The Board may resolve on such matters by approval of more than half of all Directors save for major matters described in items <u>(65)</u>, <u>(87)</u>, <del>(109)</del>, <u>(121)</u>, <u>(132)</u>, <u>(143)</u>, <u>(187)</u>, <u>(243)</u> and <u>(276)</u> or otherwise stipulated under laws, administrative regulations, department rules and the Articles of Association, for which approval of more than two-thirds of all Directors is required.</p> <p>The Board shall seek advice from the Bank's Party Committee before making decisions on the Bank's major matters.</p>	

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
17	<p><b>Article 174</b> The meetings of the Board of Directors include regular meetings and extraordinary meetings.</p> <p>Regular Board meetings shall be held at least once a quarter and at least four times every year, and shall be convened and presided over by the chairman, with the written notice to be given to all Directors at least fourteen days before such meetings. The agenda and relevant meeting documents of a regular Board meeting shall be sent to all Directors in full and in a timely manner, and shall be sent out at least three days prior to the scheduled date of convening the Board meeting or the meeting of committees thereunder (or such other period as agreed). The aforesaid arrangements shall also apply to all other meetings of the Board where practicable.</p> <p>Extraordinary 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 a half of independent Directors, or by the Board of Supervisors, or by the Chairman when deemed necessary, or by the President of the Bank under exceptional circumstances. The Chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.</p>	<p><b>Article 174</b> The meetings of the Board of Directors include regular meetings and extraordinary meetings.</p> <p>Regular Board meetings shall be held at least once a quarter and at least four times every year, and shall be convened and presided over by the chairman, with the written notice to be given to all Directors at least fourteen days before such meetings. <u>A Board meeting is generally convened and presided over by the chairman. Where the chairman is unable or fails to perform his/her duties, a Director nominated by more than half of the Directors shall convene and preside over the meeting.</u></p> <p>The agenda and relevant meeting documents of a regular Board meeting shall be sent to all Directors in full and in a timely manner, and shall be sent out at least three days prior to the scheduled date of convening the Board meeting or the meeting of committees thereunder (or such other period as agreed). The aforesaid arrangements shall also apply to all other meetings of the Board where practicable.</p> <p>Extraordinary 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 <u>two</u> independent Directors, or by the Board of Supervisors, or by the Chairman when deemed necessary, or by the President of the Bank under exceptional circumstances. The Chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.</p>	<p>1. Article 101 of the Company Law: “... The chairman shall convene and preside over board meetings and examine the implementation of board resolutions. The vice chairman shall assist in the work of the chairman. Where the chairman is unable or fails to perform his/her duties, the duties shall be performed by the vice chairman. Where the vice chairman is unable or fails to perform his/her duties, a Director nominated by more than half of the directors shall perform his/her duties.”</p>

<b>NO.</b>	<b>ORIGINAL ARTICLES</b>	<b>AMENDED ARTICLES</b>	<b>BASIS OF AMENDMENT/ EXPLANATION</b>
	<p>The Board shall send a written notice of meeting by hand, fax, email or other means five days before an extraordinary Board meeting is convened. Where an extraordinary Board meeting needs to be convened in emergency, the notice of meeting may be not subject to the limitation on notice periods specified in the preceding paragraphs, and be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.</p>	<p>The Board shall send a written notice of meeting by hand, fax, email or other means five days before an extraordinary Board meeting is convened. Where an extraordinary Board meeting needs to be convened in emergency, the notice of meeting may be not subject to the limitation on notice periods specified in the preceding paragraphs, and be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.</p>	<p>2. Article 48 of the Code of Corporate Governance of Banking and Insurance Institutions: “A banking or insurance institution shall convene an extraordinary Board meeting under any of the following circumstances:</p> <p>(1) when proposed by shareholders representing at least one tenth of the total voting rights;</p> <p>(2) when proposed by at least one third of the Directors;</p> <p>(3) when proposed by at least two independent Directors;</p> <p>(4) when proposed by the Board of Supervisors;</p> <p>(5) when deemed necessary by the chairman.”</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
18	<p><b>Article 176</b> No Board meeting may be held unless more than half of the Directors attend the meeting.</p>	<p><b>Article 176</b> No Board meeting may be held unless more than half of the Directors attend the meeting.</p>	<p>Article 50 of the Code of Corporate Governance Guidelines for Banking and Insurance Institutions: “No Board meeting may be held unless more than half of the Directors attend the meeting.”</p>
19	<p><b>Article 192</b> Main duties of the Related Party Transaction and Risk Management Committee:</p> <p>(1) supervising the risk control by senior management officers of the Bank;</p> <p>(2) evaluating the Bank’s risk profile;</p> <p>(3) making recommendations on improving the risk management and internal controls of the Bank;</p> <p>(4) examining and approving the related party transactions within the scope authorized by the Board, or accepting the filing of such related party transactions;</p> <p>(5) examining those transactions required to be declared, announced and/or approved by independent shareholders by relevant provisions of the securities regulatory authorities in the place where the Bank’s shares are listed, and submitting them to the Board for approval; and</p> <p>(6) other duties conferred by the Board.</p>	<p><b>Article 192</b> Main duties of the Related Party Transaction and Risk Management Committee:</p> <p>(1) supervising the risk control by senior management officers of the Bank;</p> <p>(2) evaluating the Bank’s risk profile;</p> <p>(3) making recommendations on improving the risk management and internal controls of the Bank;</p> <p>(4) <u>responsible for the management, examination, and risk control of related party transactions, with an emphasis on the compliance, fairness and necessity of such related party transactions, and appointing independent third parties including financial advisors to issue reports as the basis for judgment when necessary</u> <del>examining and approving the related party transactions within the scope authorized by the Board, or accepting the filing of such related party transactions;</del></p>	<p>Article 39 of the Code of the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions: “The board of directors of a banking or insurance institution shall establish a related party transaction management committee to be responsible for the management, examination, and risk control of related party transactions.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
		<p>(5) <u>filing general related party transactions that have been examined in accordance with the Bank’s internal management system and authorization procedures;</u></p> <p>(6) <u>examining the Bank’s material related party transactions, and submitting them to the Board for consideration;</u></p> <p>(7) examining those transactions required to be declared, announced and/or approved by independent shareholders by relevant provisions of the securities regulatory authorities in the place where the Bank’s shares are listed, and submitting them to the Board for approval; and</p> <p>(8) other duties conferred by the Board.</p>	<p>...The related party transaction management committee shall consist of three or more directors, and the person in charge shall be an Independent Director. The related party transaction management committee shall focus on the compliance, fairness and necessity of related party transactions.”</p> <p>Article 45: “General related party transactions shall be examined according to the company’s internal management rules and authorization procedures and be reported to the related party transaction management committee for filing. Material related party transactions shall be subject to approval by the board of directors after being examined by the related party transaction management committee.”</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
20	<p><b>Article 194</b> Material related party transactions shall be reported to the Board of Supervisors and CBRC within 10 workdays after approval.</p> <p>Related party transactions relating to Directors of the Bank or senior management officers of the Head Office of the Bank shall be reported to the Board of Supervisors within 10 workdays after approval.</p>	<p><b>Article 194</b> Material related party transactions shall be reported to the <u>CBIRC or its local office on a transaction-by-transaction basis within 15 workdays</u> <del>Board of Supervisors and CBRC</del> within 10 workdays after approval.</p> <p><del>Related party transactions relating to Directors of the Bank or senior management officers of the Head Office of the Bank shall be reported to the Board of Supervisors within 10 workdays after approval.</del></p>	<p>Article 53 of the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions: “A banking or insurance institution shall report any of the following transactions to the CBIRC or its local office on a transaction-by-transaction basis within 15 working days after entering into the transaction agreement:</p> <p>(1) Material related party transactions;”</p>



NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
21	<p><b>Article 288</b> The Board shall place the legally audited financial reports in the Office of the Board for inspection by the shareholders at least 20 days before convening of the annual general meeting. Every Shareholder of the Bank shall have the right to access the aforesaid financial reports.</p> <p>Unless otherwise specified in the Articles of Association, the Bank shall, at least 21 days before convening of the annual general meeting, send by prepaid mail to each holder of overseas listed foreign shares the aforesaid reports or Directors' reports together with the balance sheet and profit &amp; loss statement; and the addresses of recipients shall be those recorded in the shareholders' register. If the securities regulatory authority of the place where the Bank's shares are listed has other provisions, such provisions shall prevail.</p>	<p><b>Article 288</b> The Board shall place the legally audited financial reports in the Office of the Board for inspection by the shareholders at least 20 days before convening of the annual general meeting. Every Shareholder of the Bank shall have the right to access the aforesaid financial reports.</p> <p>Unless otherwise specified in the Articles of Association, the Bank shall, at least 21 days before convening of the annual general meeting, <del>send by prepaid mail to each holder of overseas listed foreign shares</del> <u>make a notice or announcement of the aforesaid reports or Directors' reports together with the balance sheet and profit &amp; loss statement, in accordance with the relevant requirements in Chapter III of the Articles of Association;</u> <del>and the addresses of recipients shall be those recorded in the shareholders' register. If the securities regulatory authority of the place where the Bank's shares are listed has other provisions, such provisions shall prevail.</del></p>	<p>Amendments were made according to the proposal to expand the paperless listing regime under the Hong Kong Listing Rules.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
22	<p><b>Article 303</b> The internal audit system of the Bank and the duties of the auditing staff shall be implemented upon the approval of the Board. The officer in charge of audit shall be accountable to the Board and Audit Committee, and report his/her work to the same.</p>	<p><b>Article 303</b> The internal audit system of the Bank and the duties of the auditing staff shall be implemented upon the approval of the Board. The <u>principal</u> officer in charge of audit <u>department</u> shall be accountable to the Board and Audit Committee, and report his/her work to the same.</p>	<p>Article 12 of the Guidelines for the Internal Audit of Commercial Banks: “The chief auditor shall be accountable to the board of directors and its audit committee, and regularly report on their work to the board of directors, its audit committee, and the board of supervisors...</p> <p>If a commercial bank has not engaged a chief auditor, the head of the internal audit department shall assume the responsibilities of the chief auditor.”</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
23	<p><b>Article 311</b> Where the accounting firm resigns its office, it shall make clear to the Board whether or not there are irregularities in the Bank.</p> <p>An accounting firm may resign its office by depositing a written notice of resignation at the Bank’s statutory address. The said notice shall take effect on the date of delivery to the Bank’s statutory address or on a later date specified in the notice. Such notice shall include the following statements:</p> <ol style="list-style-type: none"> <li>1. a statement that its resignation does not involve any information that should be disclosed to the shareholders or creditors of the Bank;</li> <li>2. a statement on any other circumstances that should be accounted for.</li> </ol>	<p><b>Article 311</b> Where the accounting firm resigns its office, it shall make clear to the Board whether or not there are irregularities in the Bank.</p> <p>An accounting firm may resign its office by depositing a written notice of resignation at the Bank’s statutory address. The said notice shall take effect on the date of delivery to the Bank’s statutory address or on a later date specified in the notice. Such notice shall include the following statements:</p> <ol style="list-style-type: none"> <li><del>1.</del> <u>(1)</u> a statement that its resignation does not involve any information that should be disclosed to the shareholders or creditors of the Bank;</li> <li><del>2.</del> <u>(2)</u> a statement on any other circumstances that should be accounted for.</li> </ol>	<p>Amendments were made according to the proposal to expand the paperless listing regime under the Hong Kong Listing Rules.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>The Bank shall send a copy of the written notice mentioned in the preceding paragraph to the relevant regulation authorities within 14 days after the receipt of the said notice. If the notice contains the statement mentioned in item 2 of the preceding paragraph, the Bank shall keep a copy of the said statement in the Bank for reference by the shareholders. Unless otherwise specified in the Articles of Association, the Bank shall also send by prepaid mail to each holder of overseas listed foreign shares a copy of the aforesaid statement, and the addresses of recipients shall be those recorded in the shareholders' register; or shall, within the aforesaid time period, publish such statement on the website of the stock exchange on which shares of the Bank are listed, or on one or more newspapers designated by the Bank and stipulated by the Articles of Association.</p> <p>If the notice of resignation of accounting firm contains a statement on any other circumstances that should be accounted for, it may require the Board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.</p>	<p>The Bank shall send a copy of the written notice mentioned in the preceding paragraph to the relevant regulation authorities within 14 days after the receipt of the said notice. If the notice contains the statement mentioned in <u>the two items 2</u> of the preceding paragraph, the Bank shall keep a copy of the said statement in the Bank for reference by the shareholders. <del>Unless otherwise specified in the Articles of Association, the Bank shall also send by prepaid mail to each holder of overseas listed foreign shares a copy of the aforesaid statement, and the addresses of recipients shall be those recorded in the shareholders' register; or shall, within the aforesaid time period, publish such statement on the website of the stock exchange on which shares of the Bank are listed, or on one or more newspapers designated by the Bank and stipulated by the Articles of Association.</del></p> <p>If the notice of resignation of accounting firm contains a statement on any other circumstances that should be accounted for, it may require the Board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.</p>	

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p><b>Article 327</b> Major operational and management issues of the Bank shall be presented to the Party Committees for study and discussion before being submitted to the Board or the senior management for decision making. Matters subject to study and discussion mainly include:</p> <p>(1) following through the decisions and arrangements of the Central Committee of CPC, the State Council and the provincial Party Committee and government, and implementation of major moves under the national and provincial development strategies;</p> <p>(2) the Bank’s development strategies, medium and long-term development plans and significant reform plans;</p> <p>(3) the fundamental and directional issues in the Bank’s asset restructuring, property transfer, capital operation and large investment;</p> <p>(4) the establishment and adjustment of the Bank’s organizational structure, and the formulation and modification of important rules and regulations;</p> <p>(5) major issues concerning the Bank’s production safety, maintenance of stability, employee rights and interests, social responsibility, etc.;</p> <p>(6) other significant matters which shall be studied and discussed by the Party.</p>	<p><b>Article 327</b> Major operational and management issues of the Bank shall be presented to the Party Committees for study and discussion before being submitted to the Board or the senior management for decision making. Matters subject to study and discussion mainly include:</p> <p>(1) following through the decisions and arrangements of the Central Committee of CPC, the State Council and the provincial Party Committee and government, and implementation of major moves under the national and provincial development strategies;</p> <p>(2) the Bank’s development strategies, medium and long-term development plans and significant reform plans;</p> <p>(3) the fundamental and directional issues in the Bank’s asset restructuring, property transfer, capital operation and large investment;</p> <p>(4) the establishment and adjustment of the Bank’s organizational structure, and the formulation and modification of important rules and regulations;</p> <p>(5) major issues concerning the Bank’s production safety, maintenance of stability, employee rights and interests, social responsibility, etc.;</p> <p>(6) other significant matters which shall be studied and discussed by the Party <u>Committees.</u></p>	<p>Standardize relevant expressions.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
24	<p><b>Article 333</b> Notices described in the Articles of Association shall be served by one or a combination of the following methods:</p> <p>(1) by hand;</p> <p>(2) by prepaid post or fax or e-mail;</p> <p>(3) by announcement on the newspaper and other designated media;</p> <p>(4) by publishing on the website designated by the Bank and Hong Kong Stock Exchange in accordance with laws, administrative regulations, relevant requirements of the regulatory authorities and the Articles of Association;</p> <p>(5) by other means approved by the securities regulatory authorities in the place where the Bank's shares are listed or specified in the Articles of Association.</p>	<p><b>Article 333</b> Notices described in the Articles of Association shall be served by one or a combination of the following methods, <u>subject to laws, administrative regulations and relevant requirements of the stock exchanges where the shares of the Company are listed:</u></p> <p>(1) by hand;</p> <p>(2) by <del>prepaid</del> post or fax or e-mail;</p> <p>(3) by announcement on the newspaper and other designated media;</p> <p>(4) by <u>announcement on the websites of the stock exchanges where the shares of the Company are listed and of the Company</u> <del>publishing on the website designated by the Bank and Hong Kong Stock Exchange in accordance with laws, administrative regulations, relevant requirements of the regulatory authorities and the Articles of Association;</del></p> <p>(5) by other means approved by the securities regulatory authorities in the place where the Bank's shares are listed or specified in the Articles of Association.</p>	<p>Amendments were made according to the proposal to expand the paperless listing regime under the Hong Kong Listing Rules.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>Notwithstanding the requirements otherwise provided in the Articles of Association in relation to the form of dissemination or notification of any document, announcement or other corporate communications, the Bank may, subject to the requirements of securities regulatory authorities in the place where the Bank's shares are listed, opt for the form of notification as prescribed in subparagraph (4) of this article when disseminating corporate communications, in lieu of distributing written documents to each holder of overseas listed shares by delivery by hand or by pre-paid post. Corporate communications abovementioned refer to any documents which are issued or to be issued by the Bank to shareholders for their reference or for their action, including (but not limited to) annual reports (including annual financial reports), interim reports (including interim financial reports), Directors' reports (together with balance sheet and profit &amp; loss statements), notice of general meetings, circulars and other communication documents.</p>	<p><u>Regarding the despatch or provision of corporate communications to holders of H shares (within the meaning ascribed to it under the Hong Kong Listing Rules, the same hereinafter)</u><del>Notwithstanding the requirements otherwise provided in the Articles of Association in relation to the form of dissemination or notification of any document, announcement or other corporate communications,</del> the Bank may, subject to <u>the listing rules and the requirements of securities regulatory authorities in the place where the Bank's shares are listed,</u> opt for the form of notification as prescribed in subparagraph (4) of this article <u>or other means as prescribed by the listing rules of the place where the shares of the Bank are listed and the securities regulatory authority</u> when disseminating corporate communications, in lieu of <u>distributing written documents corporate communications to each holder of overseas listed H shares by delivery by hand or by pre-paid post.</u> Corporate communications abovementioned refer to any documents which are issued or to be issued by the Bank to shareholders for their reference or for their action, including (but not limited to) annual reports (including annual financial reports), interim reports (including interim financial reports), Directors' reports (together with balance sheet and profit &amp; loss statements), notice of general meetings, circulars and other communication documents.</p>	

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
25	<p><b>Article 335</b> If the securities regulatory authorities in the place where the Bank's shares are listed require the Bank to send, post, distribute, announce or otherwise provide relevant documents of the Bank in English and Chinese, and the Bank has made appropriate arrangements to confirm whether the shareholders hope to receive only the English version or the Chinese version, the Bank may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders, subject to and in accordance with the applicable laws and regulations.</p>	<p><del><b>Article 335</b> If the securities regulatory authorities in the place where the Bank's shares are listed require the Bank to send, post, distribute, announce or otherwise provide relevant documents of the Bank in English and Chinese, and the Bank has made appropriate arrangements to confirm whether the shareholders hope to receive only the English version or the Chinese version, the Bank may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders, subject to and in accordance with the applicable laws and regulations.</del></p>	<p>Amendments were made according to the proposal to expand the paperless listing regime under the Hong Kong Listing Rules.</p>
25	<p><b>Article 337</b> In respect of a merger or division of the Bank, the Board shall propose a plan and have it adopted following the procedures specified in the Articles of Association, and go through relevant examination and approval formalities pursuant to laws. A Shareholder who disagrees with a proposal of merger or division shall have the right to demand the Bank or the consenting shareholders to acquire his/her shares at a fair price. The resolution of merger or division of the Bank shall be made as a special document for inspection by shareholders.</p> <p>Except as otherwise provided for by the securities regulatory authorities in the place where the Bank's shares are listed, the aforementioned documents shall be served by post to the holders of overseas listed shares.</p>	<p><del><b>Article 337</b> In respect of a merger or division of the Bank, the Board shall propose a plan and have it adopted following the procedures specified in the Articles of Association, and go through relevant examination and approval formalities pursuant to laws. A Shareholder who disagrees with a proposal of merger or division shall have the right to demand the Bank or the consenting shareholders to acquire his/her shares at a fair price. The resolution of merger or division of the Bank shall be made as a special document for inspection by shareholders.</del></p> <p><del>Except as otherwise provided for by the securities regulatory authorities in the place where the Bank's shares are listed, the aforementioned documents shall be served by post to the holders of overseas listed shares.</del></p>	<p>Amendments were made according to the proposal to expand the paperless listing regime under the Hong Kong Listing Rules.</p>



*Notes:*

1. The above amendment table does not show the adjustment to the numbering of cross-referenced articles according to the amendments to the Articles of Association and the change of several Arabic numerals to Chinese characters in order to unify the format of figures in the Articles of Association.
2. The above proposed amendments to the Articles of Association shall be submitted to NAFR Gansu Bureau for approval upon being approved at the annual general meeting, and shall take effect on the date of approval.