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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bank of Gansu Co., Ltd.**, you should at once pass this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

ANNUAL GENERAL MEETING FOR 2023

The annual general meeting for 2023 (the “AGM”) of Bank of Gansu Co., Ltd. will be held at 9:00 a.m. on Thursday, June 27, 2024 at the conference room at 4/F of Bank of Gansu Tower, No. 525-1 Donggang West Road, Chengguan District, Lanzhou, Gansu Province, the PRC. Notice of the AGM is set out on pages 8 to 11 of this circular. Notice of the AGM has been published on the “HKEXnews” website of the Hong Kong Stock Exchange (www.hkexnews.hk).

Whether or not you are able to attend the AGM, you are advised to read the notice of the AGM carefully and to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. H Shareholders must return the proxy forms to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, while Domestic Shareholders must return the proxy forms to the registered office and the principal place of business in the PRC at Bank of Gansu Tower, No. 525-1 Donggang West Road, Chengguan District, Lanzhou, Gansu Province, the PRC, by hand or by post no later than 24 hours before the time appointed for convening the AGM or any adjourned meeting thereof. Completion and return of the proxy forms will not preclude you from attending and voting at the AGM or any adjourned meeting(s) thereof in person if you so wish.

June 6, 2024

* *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.*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the 2023 annual general meeting of the Bank to be held at 9:00 a.m. on Thursday, June 27, 2024
“Articles of Association”	the Articles of Association of the Bank currently in force, as amended, modified or otherwise supplemented from time to time
“Bank”	Bank of Gansu Co., Ltd., a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Stock Exchange (Stock Code: 2139)
“Board” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission, which was replaced with the National Financial Regulatory Administration in March 2023
“Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary shares in the share capital of the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid up in Renminbi
“Group”	the Bank and its consolidated subsidiaries
“H Share(s)”	the overseas listed foreign shares with a nominal value of RMB1.00 each in the ordinary share capital of the Bank which are listed on the Stock Exchange and traded in Hong Kong in Hong Kong dollars (stock code: 2139)
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“IFRS”	the International Accounting Standards, International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“Independent Director(s)” or “Independent Non-executive Director(s)”	the independent non-executive director(s) of the Bank
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Measures for Equity Management”	Measures for Equity Management of Bank of Gansu Co., Ltd.
“NAFR Gansu Office”	Gansu Office of the PRC National Administration of Financial Regulation, the former China Banking and Insurance Regulatory Commission Gansu Office
“Plan on Authorization of the Shareholders’ General Meeting to the Board”	Plan on Authorization of the Shareholders’ General Meeting to the Board of Bank of Gansu Co., Ltd.
“PRC” or “China”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan region
“PRC GAAP”	the PRC Accounting Standards for Business Enterprises (中國企業會計準則) promulgated by Ministry of Finance of the PRC on February 15, 2006 and its supplementary regulations, as amended, supplemented or otherwise modified from time to time
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reporting Period”	the year ended December 31, 2023 (from January 1, 2023 to December 31, 2023)
“Rules of Procedure For Shareholders’ General Meetings”	Rules of Procedure for Shareholders’ General Meetings of Bank of Gansu Co., Ltd.
“Rules of Procedure for the Board of Directors”	Rules of Procedure for the Board of Directors of Bank of Gansu Co., Ltd.

DEFINITIONS

“Securities Law”	the Securities Law of the People’s Republic of China
“Share(s)”	the shares of the Bank, including Domestic Shares and H Shares
“Shareholder(s)”	the shareholder(s) of the Bank
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Bank
“ShineWing”	ShineWing Certified Public Accountants LLP

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. LIU Qing (*Chairman*)

Mr. WANG Xizhen

Non-executive Directors:

Mr. ZHANG Junping

Ms. ZHANG Tingting

Mr. ZHANG Youda

Mr. GUO Jirong

Ms. YANG Chunmei

Independent Non-executive Directors:

Mr. DONG Ximiao

Mr. WANG Tingting

Mr. LIU Guanghua

Mr. WANG Lei

Mr. HAU Pak Sun

Registered office in the PRC:

No. 525-1 Donggang West Road

Chengguan District

Lanzhou, Gansu Province

the PRC

***Principal place of business in
the PRC:***

Bank of Gansu Tower

No. 525-1 Donggang West Road

Chengguan District

Lanzhou, Gansu Province

the PRC

***Principal place of business
in Hong Kong:***

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

ANNUAL GENERAL MEETING FOR 2023

To the Shareholders,

Dear Sir/Madam,

1. INTRODUCTION

On behalf of the Board, I would like to invite you to attend the AGM to be held at 9:00 a.m. on Thursday, June 27, 2024 at the conference room at 4/F of Bank of Gansu Tower, No. 525-1 Donggang West Road, Chengguan District, Lanzhou, Gansu Province, the PRC.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

2. BUSINESSES TO BE CONSIDERED AT THE AGM

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make an informed decision thereon, we have provided detailed information to the Shareholders in Appendix 1 to this circular, which includes the information and explanation on the resolutions proposed to be passed at the AGM.

The resolutions to be considered at the AGM include:

- (1) To consider and approve the resolution on the work report of the Board of Directors for 2023
- (2) To consider and approve the resolution on the work report of the Board of Supervisors for 2023
- (3) To consider and approve the resolution on the final financial accounts and financial audit report for 2023
- (4) To consider and approve the resolution on the profit distribution plan for 2023
- (5) To consider and approve the resolution on the financial budget plan for 2024
- (6) To consider and approve the resolution on the annual report for 2023
- (7) To consider and approve the resolution on the re-appointment of ShineWing as the auditing firm
- (8) To consider and approve the resolution on the remuneration distribution and settlement results for Directors and Supervisors for 2023
- (9) To consider and approve the resolution on the report of the Board of Supervisors on the evaluation of duty performance by the Board of Directors, the Board of Supervisors, the senior management and their members for 2023
- (10) To consider and approve the resolution on the work report of Independent Non-executive Directors for 2023
- (11) To consider and approve the resolution on the report on related-party transactions for 2023

LETTER FROM THE BOARD

- (12) To consider and approve the resolution on the report on the assessment of the basic information of substantial and major Shareholders for 2023
- (13) To consider and approve the resolution on the amendments to the Rules of Procedure for the Board of Directors
- (14) To consider and approve the resolution on the amendments to the Rules of Procedure for Shareholders' General Meetings
- (15) To consider and approve the resolution on the amendments to the Measures for Equity Management
- (16) To consider and approve the resolution on the amendments to the Plan on Authorization of the Shareholders' General Meeting to the Board
- (17) To consider and approve the resolution on the proposed election of Mr. Ye Rong as a Non-executive Director of the third session of the Board of Directors of the Bank
- (18) To consider and approve the resolution on the general mandate to issue Shares
- (19) To consider and approve the resolution on the amendments to the Articles of Association
- (20) To consider and approve the resolution on Public Issuance of Capital Replenishment Instruments

Details of the resolutions are set out in Appendix 1 to this circular.

3. THE AGM

The AGM will be held at 9:00 a.m. on Thursday, June 27, 2024 at the conference room at 4/F of Bank of Gansu Tower, No. 525-1 Donggang West Road, Chengguan District, Lanzhou, Gansu Province, the PRC. The notice of the AGM is set out on pages 8 to 11 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice of the AGM for 2023 carefully and to complete the enclosed proxy form in accordance with the instructions printed thereon. H Shareholders must return the proxy forms to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, while Domestic Shareholders must return the proxy forms to the registered office and the principal place of business of the Bank in the PRC at Bank of Gansu Tower, No. 525-1 Donggang West Road, Chengguan District, Lanzhou, Gansu Province, the PRC, by hand or by post no later than 24 hours before the time appointed for convening the AGM or any adjourned meeting thereof. Completion and return of the proxy forms will not preclude you from attending and voting at the AGM or any adjourned meeting(s) thereof in person if you so wish.

LETTER FROM THE BOARD

4. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the AGM must be taken by poll except where the chairman of the meeting decides to allow a resolution solely in respect of a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice of the AGM will be voted on by poll. The poll results will be published on the HKEX news website of The Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Bank at www.gsbankchina.com upon the conclusion of the AGM.

To the best knowledge of the Bank, none of the Shareholders or their respective associates is deemed to have a material interest in any of the resolutions to be proposed at the AGM, and therefore no Shareholder is required to abstain from voting on any of the resolutions.

5. RECOMMENDATION

The Directors (including the Independent Non-executive Directors) consider that the resolutions set out in the notice of the AGM are in the interests of the Bank and its Shareholders as a whole. Therefore, the Board recommends you to vote in favor of the proposed resolutions mentioned above.

By Order of the Board
Bank of Gansu Co., Ltd.*
LIU Qing
Chairman

Lanzhou, Gansu
June 6, 2024

* *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.*

NOTICE OF THE AGM



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)

NOTICE OF ANNUAL GENERAL MEETING FOR 2023

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Bank of Gansu Co., Ltd. (the “Bank”) for 2023 will be held at the conference room at 4/F of Bank of Gansu Tower, No. 525–1 Donggang West Road, Chengguan District, Lanzhou, Gansu Province, the PRC at 9:00 a.m. on Thursday, June 27, 2024, to consider and, if thought fit, pass the following resolutions.

Ordinary Resolutions

- (1) To consider and approve the resolution on the work report of the Board of Directors for 2023
- (2) To consider and approve the resolution on the work report of the Board of Supervisors for 2023
- (3) To consider and approve the resolution on the final financial accounts and financial audit report for 2023
- (4) To consider and approve the resolution on the profit distribution plan for 2023
- (5) To consider and approve the resolution on the financial budget plan for 2024
- (6) To consider and approve the resolution on the annual report for 2023
- (7) To consider and approve the resolution on the re-appointment of ShineWing as the auditing firm
- (8) To consider and approve the resolution on the remuneration distribution and settlement results for Directors and Supervisors for 2023
- (9) To consider and approve the resolution on the report of the Board of Supervisors on the evaluation of duty performance by the Board of Directors, the Board of Supervisors, the senior management and their members for 2023

NOTICE OF THE AGM

- (10) To consider and approve the resolution on the work report of Independent Non-executive Directors for 2023
- (11) To consider and approve the resolution on the report on related-party transactions for 2023
- (12) To consider and approve the resolution on the report on the assessment of the basic information of substantial and major Shareholders for 2023
- (13) To consider and approve the resolution on the amendments to the Rules of Procedure for the Board of Directors
- (14) To consider and approve the resolution on the amendments to the Rules of Procedure for Shareholders' General Meetings
- (15) To consider and approve the resolution on the amendments to the Measures for Equity Management
- (16) To consider and approve the resolution on the amendments to the Plan on Authorization of the Shareholders' General Meeting to the Board
- (17) To consider and approve the resolution on the proposed election of Mr. Ye Rong as a Non-executive Director of the third session of the Board of Directors of the Bank

Special Resolutions

- (18) To consider and approve the resolution on the general mandate to issue Shares
- (19) To consider and approve the resolution on the amendments to the Articles of Association
- (20) To consider and approve the resolution on Public Issuance of Capital Replenishment Instruments

By Order of the Board
Bank of Gansu Co., Ltd.*
LIU Qing
Chairman

Lanzhou, Gansu
June 6, 2024

NOTICE OF THE AGM

Notes:

(1) VOTING BY POLL

Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all Shareholders’ resolutions will be voted on by poll at the AGM (except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands). An announcement on the voting results will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Bank (www.gsbankchina.com) in accordance with the Listing Rules.

(2) ELIGIBILITY FOR ATTENDING THE AGM AND CLOSURE OF REGISTER OF HOLDERS OF H SHARES

In order to determine the holders of H Shares who are eligible to attend the AGM, the H share register of the Bank will be closed from Monday, June 24, 2024 to Thursday, June 27, 2024 (both days inclusive), during which period no transfer of H Shares will be registered.

In order to be eligible for attending the AGM of the Bank, share certificates accompanied by transfer documents must be lodged with the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by holders of H Shares no later than 4:30 p.m. on Friday, June 21, 2024. Holders of H Shares of the Bank who have been registered with Computershare Hong Kong Investor Services Limited on Thursday, June 27, 2024 are entitled to attend the AGM.

A Shareholder or his/her proxy should present proof of identity when attending the AGM. If a Shareholder is a legal person, its legal representative or other person authorized by the Board of Directors or other governing body of such Shareholder may attend the AGM by providing a copy of the resolution of the Board of Directors or other governing body of such Shareholder appointing such person to attend the meeting.

(3) PROXY

- (a) Each Shareholder who has the right to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies in writing to attend and vote on his/her behalf at the AGM. A proxy needs not be a Shareholder of the Bank.
- (b) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a Director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.
- (c) In order to be valid, holders of H Shares shall lodge the proxy form, together with the notarized power of attorney or other authority, to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time specified for holding the AGM.
- (d) Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she so wish.
- (e) In the case of joint shareholders and more than one of the shareholders attending the meeting, whether in person or by proxy, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the share register of the Bank in respect of the joint shareholding.

(4) ARRANGEMENTS FOR BAD WEATHER AND OTHER FORCE MAJEURE EVENTS

The AGM may be postponed to a later date and/or time or cancelled (at the discretion of the Company) if the AGM cannot be held due to bad weather and other special reasons such as force majeure. The Company will publish an announcement on the website of the Hong Kong Stock Exchange at www.hkex.com.hk and the website of Company at www.gsbankchina.com, setting out the postponement or cancellation of the AGM (provided that the Company’s failure to publish such announcement in time for any reason will not affect the decision of postponement or cancellation of the AGM). Shareholders may also raise enquiries via calling the H share registrar or the office of the Board of the Company.

NOTICE OF THE AGM

(5) MISCELLANEOUS

- (a) The AGM is expected to last for no more than half working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses.
- (b) For details of the resolutions submitted to the AGM for consideration and approval, please refer to the relevant content in the circular of the AGM to be published by the Bank in due course.
- (c) None of the Directors, Supervisors, president and other senior management of the Bank has material interests in matters to be considered.
- (d) Address of Computershare Hong Kong Investor Services Limited:

Shops 1712-1716, 17 Floor, Hopewell Centre 183 Queen's Road East, Wanchai
Hong Kong
(for lodging the instruments of transfer)

17M Floor, Hopewell Centre 183 Queen's Road East, Wanchai
Hong Kong
(for lodging the proxy forms)

Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990

- (e) Registered Office of the Bank in the PRC:

No. 525-1 Donggang West Road, Chengguan District
Lanzhou, Gansu Province
The PRC

- (f) Principal Place of Business of the Bank in the PRC:

Bank of Gansu Tower
No. 525-1 Donggang West Road, Chengguan District
Lanzhou, Gansu Province
The PRC

Contact department: the Office of the Board
Telephone: 86 (931) 877 0491
Facsimile: 86 (931) 877 1877
Contact person: Mr. Chen Yufeng (陳宇峰)

As of the date of this notice, the Board of the Bank 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.*

ORDINARY RESOLUTIONS**1. Work Report of the Board of Directors for 2023**

According to the Company Law and the Articles of Association, it is the authority and duty of the Shareholders' general meeting of the Bank to consider and approve the work report of the Board. The Work Report of the Board of Directors of Bank of Gansu Co., Ltd. for 2023 was considered and approved by the Board on March 27, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

The full text of the above work report of the Board of Directors for 2023 is set out in Annex 1 to this circular.

2. Work Report of the Board of Supervisors for 2023

The work report of the Board of Supervisors for 2023 was considered and approved by the Board of Supervisors on March 27, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

The aforesaid work report of the Board of Supervisors for 2023 is set out in Annex 2 to this circular.

3. Final Financial Accounts and Financial Audit Report for 2023

The final financial accounts for 2023 were completed by the Bank in accordance with applicable regulations. According to the Articles of Association, the Bank has engaged ShineWing to carry out 2023 financial auditing works, who has issued the 2023 Financial Audit Report of Bank of Gansu Co., Ltd. According to the auditing opinions, all material aspects of the financial report of Bank of Gansu were prepared in accordance with the requirements of the PRC Accounting Standards for Business Enterprises, which fairly reflected the financial position of Bank of Gansu as of December 31, 2023, as well as the operating results and cash flow in 2023.

Based on the auditing results, as of December 31, 2023, the total assets of the Bank amounted to RMB388.589 billion, including total loans and advances (including accrued interest) of RMB222.872 billion; the total liabilities amounted to RMB355.409 billion, including the total customer deposits (including accrued interest) of RMB295.556 billion; the net profit for the year amounted to RMB647 million.

For particulars of financial information of the Group for the year ended December 31, 2023 as audited under IFRS, please refer to the financial statements in the 2023 annual report of the Bank published on April 18, 2024.

4. Profit Distribution Plan for 2023

According to the Bank's strategic goals and actual conditions of operation and development, the Profit Distribution Plan of Bank of Gansu Co., Ltd. for 2023 has been initially drawn up. The details of the profit distribution plan of the Bank for 2023 are as follows:

- (a) According to the Article of Association, to appropriate 10% of net profit for the year (being RMB64.1106 million) to statutory surplus reserve.
- (b) According to the Article of Association, to appropriate 10% of net profit for the year (being RMB64.1106 million) to discretionary surplus reserve.
- (c) To appropriate RMB30.6449 million, representing 1.5% of the risk-bearing assets, to the general risk reserve according to the Administrative Measures for the Provisioning of Reserves of Financial Institutions ([2012] No. 20) (《金融企業準備金計提管理辦法》([2012]20號)) promulgated by the Ministry of Finance of the People's Republic of China.
- (d) The Bank proposes not to distribute any dividends for 2023 after considering the capital replenishment factors to support long-term development.
- (e) The remaining retained earnings of the parent company of RMB4,724.5062 million will be carried forward to the next year.

Note: The data above are data of the parent company of Bank of Gansu.

The above profit distribution plan for 2023 was considered and approved by the Board on March 27, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

5. Financial Budget Plan for 2024

According to the strategic plan and business development needs of the Bank, the financial budget of the Group for 2024 is as follows:

The total budget for business and management expenses in 2024 will be controlled within RMB2.339 billion, with the cost-to-income ratio being controlled within 35%, among which, the total budget for business and management expenses of the Bank will be controlled within RMB2.310 billion.

The capital expenditure budget for 2024 is RMB357.17 million, among which, the capital expenditure budget of the Bank is RMB343.90 million, mainly including:

- (1) An estimated investment of RMB169.97 million (including RMB160.10 million for the Bank) in fixed assets.
- (2) An estimated investment of RMB101.70 million (including RMB98.70 million for the Bank) in intangible assets.
- (3) An estimated long-term deferred investment amount of RMB59.50 million (including RMB59.10 million for the Bank).
- (4) An estimated investment of RMB26.00 million (for the Bank only) for the “Digital Gansu” project.

The aforesaid resolution was considered and approved by the Board on March 27, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

6. Annual Report for 2023

The annual report for 2023 was considered and approved by the Board on March 27, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution. The annual report for 2023 of the Bank was published on the HKExnews website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Bank (<http://www.gsbankchina.com>) on April 18, 2024.

7. Re-appointment of ShineWing as the Auditing Firm

In 2016, the Bank engaged ShineWing as its auditor through public tender. As of 2023, ShineWing has served the Bank for 8 years.

According to the requirements of Article 12 of the Measures for Administration of Selection and Engagement of Accounting Firms by State-Owned Enterprises and Listed Companies (Cai Kuai [2023] No. 4) (《國有企業、上市公司選聘會計師事務所管理辦法》(財會[2023]4號)), state-owned enterprises generally do not engage the same accounting firm for more than 8 years. If a state-owned enterprise intends to continue engaging the same accounting firm beyond 8 years due to business needs, it should comprehensively consider the firm’s previous audit quality, Shareholder’s evaluations, regulatory opinions, and after carrying out corporate governance procedures and internal decision-making processes, it may appropriately extend the engagement period, but the consecutive engagement period should not exceed 10 years. The Board of Directors recommends the re-appointment of ShineWing as the auditing firm for 2024, with a renewed term of 1 year (from the date on which this resolution is passed at the AGM to the date on which the 2024 AGM of the Bank is convened). The reasons are as follows:

Firstly, ShineWing has complied with the audit standards for H Share companies during the 8 years of service to the Bank, ensuring smooth communication, accurate data, timely information exchange and feedback, high audit service quality, and conscientious fulfillment of the responsibilities and obligations stipulated by both parties during the audit process.

Secondly, for the past 8 years, the Bank has selected ShineWing as the auditor for the annual reports, which has been reviewed and approved by the Bank's Board of Directors, Board of Supervisors, and Shareholders' general meeting, with good evaluations and no objections raised.

As per the quotation provided by ShineWing, the total audit fees for the 2024 interim financial report and the 2024 annual financial report are approximately RMB5 million. The fees for other relevant consultations in 2024 shall be determined based on market principles.

The resolution on the re-appointment of ShineWing as the auditing firm of Bank of Gansu Co., Ltd. was considered and approved by the Board on February 7, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

8. Remuneration Distribution and Settlement Results for Directors and Supervisors for 2023

The remuneration distribution and settlement results for Directors and Supervisors for 2023 were considered and approved by the Board on March 27, 2024 and are hereby submitted to the AGM for consideration and approval as an ordinary resolution.

The aforesaid remuneration distribution and settlement results for Directors and Supervisors for 2023 are set out in Annex 3 to this circular.

9. Report of the Board of Supervisors on the Evaluation of Duty Performance by the Board of Directors, the Board of Supervisors, the Senior Management and Their Members for 2023

The report of the Board of Supervisors on the evaluation of duty performance by the Board of Directors, the Board of Supervisors, the senior management and their members for 2023 was considered and approved by the Board of Supervisors on March 27, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

Particulars of the aforesaid report of the Board of Supervisors on the evaluation of duty performance by the Board of Directors, the Board of Supervisors, the senior management and their members for 2023 are set out in Annex 4 to this circular.

10. Work Report of Independent Non-executive Directors for 2023

The work report of Independent Non-executive Directors for 2023 was considered and approved by the Board on March 27, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

Particulars of the aforesaid work report of Independent Non-executive Directors for 2023 are set out in Annex 5 to this circular.

11. Report on Related-party Transactions for 2023

The report on related-party transactions for 2023 was considered and approved by the Board on March 27, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

The aforesaid report on related-party transactions for 2023 is set out in Annex 6 to this circular.

12. Report on the Assessment of the Basic Information of Substantial and Major Shareholders for 2023

The report on the assessment of the basic information of substantial and major Shareholders for 2023 was considered and approved by the Board on March 27, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

The aforesaid report on the assessment of the basic information of substantial and major Shareholders for 2023 is set out in Annex 7 to this circular.

13. Amendments to the Rules of Procedure for the Board of Directors

In order to further improve the corporate governance structure of the Bank, standardize the operation of the Board of Directors and guarantee the scientificness and efficiency of decisions made by the Board of Directors, the Bank proposed to make amendments to certain provisions of the Rules of Procedure for the Board of Directors in accordance with the relevant provisions of the Company Law, the Securities Law, the Code of Corporate Governance of Banking and Insurance Institutions, the Listing Rules and the Articles of Association.

The proposal regarding the amendments to the Rules of Procedure for the Board of Directors was considered and approved by the Board on May 31, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

Particulars of specific amendments to the aforesaid Rules of Procedure for the Board of Directors are set out in Annex 8 to this circular.

14. Amendments to the Rules of Procedure for Shareholders' General Meetings

In order to further improve the corporate governance structure of the Bank and standardize the operation of the general meeting, the Bank proposed to make amendments to certain provisions of the Rules of Procedure for Shareholders' General Meetings in accordance with the relevant provisions of the Company Law, the Securities Law, the Code of Corporate Governance of Banking and Insurance Institutions, the Listing Rules and the Articles of Association.

The proposal regarding the amendments to the Rules of Procedure for the Shareholders' General Meeting was considered and approved by the Board on May 31, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

Particulars of specific amendments to the aforesaid Rules of Procedure for the Shareholders' General Meetings are set out in Annex 9 to this circular.

15. Amendments to the Measures for Equity Management

In order to strengthen the equity management of the Bank, standardize acts of Shareholders, safeguard the legitimate interests of the Bank and its Shareholders, and promote the sound operation and healthy development of the Bank, the Bank proposed to make amendments to certain provisions of the Measures for Equity Management in accordance with the Company Law, the Securities Law, the Commercial Bank 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 CBRC Notice on Enhancing Management of Pledge of Equity Interest in Commercial Banks, the Measures for the Supervision of the Behaviors of Substantial Shareholders of Banking and Insurance Institutions (Trial) and the Notice of the General Office of the CBIRC on Further Strengthening the Management of Commitments of Shareholders in Banking and Insurance Institutions, as well as other laws, regulations, regulatory documents, and the Articles of Association and based on the actual conditions of the Bank.

The proposal regarding the amendments to the Measures for Equity Management was considered and approved by the Board on May 31, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

Particulars of specific amendments to the aforesaid Measures for Equity Management are set out in Annex 10 to this circular.

16. Amendments to the Plan on Authorization of the Shareholders' General Meeting to the Board

In order to strengthen the compliance of the authorization and the reasonableness of the authorization authority, combined with daily operation and management and in accordance with the relevant provisions of the Company Law, the Commercial Bank Law of the People's Republic of China, the Governance Standards of Banking and Insurance Institutions, the Interim Measures for the Authorization and Credit Administration of Commercial Banks, the Interim Measures for Equity Management of Commercial Banks, the Listing Rules and the Articles of Association, the Bank proposed to make amendments to certain provisions of the Plan on Authorization of the Shareholders' General Meeting to the Board as follows:

I. Content of Adjustments on Authorization

- (I) The Shareholders' general meeting has authorized the Board to amend the amount of write-offs of credit assets, fixed assets and intangible assets, and other non-credit assets.
- (II) Delete "Other powers authorized by Shareholders' general meetings to the Board of Directors".

II. Reasons for Adjustments on Authorization

To improve the efficiency of operation and management in accordance with the Bank's actual business development needs.

The proposal regarding the amendments to the Plan on Authorization of the Shareholders' General Meeting to the Board was considered and approved by the Board on May 31, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

Particulars of specific amendments to the aforesaid Plan on Authorization of the Shareholders' General Meeting to the Board are set out in Annex 11 to this circular.

17. Proposed Election of Mr. Ye Rong as a Non-executive Director

Reference is made to the announcement of the Bank dated May 31, 2024 regarding the proposed appointment of 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 (former) 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 in July 1995 with a bachelor’s degree in economics, majoring in Economic Management. He holds a bachelor’s degree and is a certified economist.

The qualifications of Mr. Ye shall be approved by the 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. As a Non-executive Director of the Bank, Mr. Ye will not receive any remuneration from the Bank.

To the knowledge of the Directors of the Bank and save as disclosed in this circular, 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 circular, as at the date of this circular, 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 circular, Mr. Ye has confirmed that there is no other information or matters in respect of his appointment that are required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that needs to be brought to the attention of the Shareholders of the Bank.

The aforesaid resolution was considered and approved by the Board on May 31, 2024 and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

SPECIAL RESOLUTIONS**18. General Mandate to Issue Shares**

The Resolution on the general mandate to issue Shares of Bank of Gansu Co., Ltd. was considered and approved by the Board on March 27, 2024 and is hereby submitted to the AGM for consideration and approval as a special resolution.

Particulars of aforesaid resolution are set out in Annex 12 to this circular.

19. Amendments to the Articles of Association

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, 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.

The resolution on the amendments to the Articles of Association was considered and approved by the Board on May 31, 2024 and is hereby submitted to the AGM for consideration and approval as a special resolution. 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. The Articles of Association currently in force shall remain effective until then.

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.

Details of the amendments to the Articles of Association are set out in Annex 13 to this circular.

20. Public Issuance of Capital Replenishment Instruments

In recent years, in the pursuance of high-quality development, the Bank has made meaningful explorations in characteristic operation and many other aspects based on its own business features and regional economic structure. Overall, the Bank has made a steady progress with a good momentum. However, as the Bank is still in the stage of transformation and development, it plans to issue capital replenishment instruments based on its actual situation of operation and development, to further implement regulatory requirements, enhance its capability to resist risks, and support the healthy development of various businesses.

According to the requirements of the Commercial Bank Law of the People's Republic of China, the Rules on the Issuance of Subordinated Bonds by Commercial Banks and the Administrative Measures for the Capital of Commercial Banks (《商業銀行資本管理辦法》), the Bank intends to issue the capital replenishment instruments with a total size of no more than RMB10 billion (inclusive), including RMB5 billion for tier 2 capital bonds and RMB5 billion for perpetual bonds. The issuance of capital replenishment instruments is hereby proposed to the Shareholders' general meeting for consideration, and the Bank will formally issue such instruments in the national inter-bank bond market upon such resolution being passed by the Board of Directors and the Shareholders' general meeting, and approved by the relevant regulatory authorities.

I. Details of the plan

- (I) Total issuance amount: No more than RMB10 billion (inclusive). The frequency and size of each issuance shall be determined based on the Bank's capital requirements and market conditions.
- (II) Type of bonds: Bond capital instruments in line with the Administrative Measures for the Capital of Commercial Banks.
- (III) Issuance market: The national inter-bank bond market.
- (IV) Maturity of bonds: The duration of tier 2 capital bonds shall not exceed 10 years (inclusive); and the duration of perpetual bonds is consistent with the duration of the Bank's going concern.
- (V) Interest rate for the issuance: determined with reference to the market interest rate.
- (VI) Use of proceeds: to supplement other tier 1 and tier 2 capitals of the Bank.

II. Terms in relation to perpetual bonds

The proceeds from perpetual bonds shall be used to replenish other tier-one capital and shall comply with the requirements of the Administrative Measures for the Capital of Commercial Banks on the eligibility criteria for other tier 1 capital instruments, including the following terms:

- (I) Issued and paid-up.
- (II) The claims shall be subordinated to the claims of depositors, general creditors, and subordinated debts.
- (III) Neither the Bank nor its affiliates shall provide pledge or guarantee, or shall entitle perpetual bonds to legal or economic priority right for claim over creditors of the Bank through other arrangements.
- (IV) Perpetual bonds have no maturity date and shall not contain interest rate step-up mechanism and other redemption incentives.
- (V) Perpetual bonds may not be redeemed by the Bank until at least five years commencing from the date of issuance, provided that the Bank shall not create an anticipation of exercising such right of redemption. In addition, the exercise of such right of redemption shall be subject to the approval of the National Financial Regulatory Administration (“**NFRA**”) or its local offices.
- (VI) The redemption of other tier 1 capital instruments by the Bank shall be subject to one of the following requirements:
 - 1. Replacing the redeemed instruments with capital instruments of equal or higher quality, provided that such replacement of capital instruments shall be subject to sustainable profitability.
 - 2. Ensuring a capital level significantly higher than the regulatory capital requirements of the NFRA following the exercise of right of redemption.
- (VII) The repayment of principal of capital instruments by the Bank shall be subject to the approval of the NFRA or its local offices, and the Bank shall not assume or create a market expectation that the repayment of principal will be approved by the NFRA or its local offices.
- (VIII) The Bank shall be entitled to cancel dividends or distributions of capital instruments in any event, and such cancellation shall not constitute an event of default. Proceeds from such cancellation, at the Bank’s discretion, shall be applied to the repayment of other debts as they become due. The cancellation of dividends or distributions shall not impose other restrictions to the Bank, other than the restriction on the distribution of earnings on ordinary shares.

- (IX) In accordance with relevant accounting standards, non-viability trigger event shall be set at least in the event that such instrument is classified as equity, while both going-concern trigger event and non-viability trigger event shall be set in the event that such instrument is classified as liability. On the top of the satisfaction of following minimum qualified standards, the Bank may set a higher standard in the contract at its discretion in accordance with the market situation and willingness of investors.
1. Going-concern trigger event refers to the core tier 1 capital adequacy ratio of the Bank falling to 5.125% or below.
 2. Non-viability trigger event refers to the earlier of the following events: (1) the NFRA having concluded that without a write-off or conversion of the capital, the Bank would become non-viable; (2) the relevant authorities having concluded that without a public sector injection of capital or equivalent support, the Bank would become non-viable.
- (X) A provision must be included that allows for the immediate write-off or conversion of the capital instrument into ordinary shares upon the occurrence of trigger event.

For capital instruments that contain a write-down provision:

1. Upon the occurrence of any going-concern trigger event, the principal amount of the additional tier 1 capital instrument for which the trigger event has been set shall be immediately written-off in accordance with the contract. The write-off may be either full or partial, so as to restore the bank's core tier 1 capital adequacy ratio above the trigger point. The write-off will not be restored.
2. Upon the occurrence of any non-viability trigger event, the principal amount of the additional tier 1 capital instrument for which the trigger event has been set shall be capable of being fully or partially written-off immediately in accordance with the contract. The write-off will not be restored.

For capital instruments that contain a conversion provision:

1. Upon the occurrence of any going-concern trigger event, the principal amount of the additional tier 1 capital instrument for which the trigger event has been set shall immediately be converted into ordinary shares in accordance with the contract. The conversion may be either full or partial, so as to restore the Bank's core tier 1 capital adequacy ratio above the trigger point.

2. Upon the occurrence of any non-viability trigger event, the principal amount of the additional tier 1 capital instrument for which the trigger event has been set shall be capable of being fully or partially converted into ordinary shares immediately in accordance with the contract.
- (XI) Upon the occurrence of a trigger event, all additional tier 1 capital instruments for which the same trigger event has been set shall simultaneously absorb the loss in proportion to the share of each instrument in the total capital instruments.
 - (XII) After all the additional tier 1 capital instruments have fully absorbed losses, the tier 2 capital instruments are initiated to absorb the losses.
 - (XIII) Dividends must be distributed from distributable items and must not be linked to the Bank's own ratings or adjusted in line with changes in ratings.
 - (XIV) No terms that impede the replenishment of the Bank's capital shall be included.
 - (XV) The Bank and the related parties under its control or with substantial influence shall not purchase such instrument, and the Bank shall not provide financing, whether directly or indirectly, for the purchase of such capital instrument.
 - (XVI) In case of a capital instrument not issued by an operating entity or a controlling company, the funds raised from the issuance must forthwith be unconditionally transferred to the operating entity or controlling company, and the manners of transfer must at least comply with the aforementioned qualification standards of other tier 1 capital instruments.
 - (XVII) In case of any compensation for the loss of investors of capital instruments due to writing off, it shall be paid immediately in the form of ordinary shares before the capital injection made by public sectors.
 - (XVIII) When issuing a capital instrument containing conversion terms, the necessary authorization shall be obtained in advance to ensure that upon the occurrence of a trigger event, the Bank is able to issue the corresponding number of ordinary shares as agreed in the contract promptly.

III. Terms in relation to tier 2 capital bonds

The proceeds from tier 2 capital bonds shall be used to replenish tier 2 capital and shall comply with the requirements of the Administrative Measures for the Capital of Commercial Banks on the eligibility criteria for tier 2 capital instruments, including the following terms:

- (I) Issued and paid-up.

- (II) The claims shall be subordinated to the claims of depositors and general creditors.
- (III) Neither the Bank nor its affiliates shall provide pledge or guarantee, or shall entitle capital bonds to legal or economic priority right for claim over depositors and general creditors of the Bank through other arrangements.
- (IV) The original term of capital bonds shall be no shorter than 5 years and shall not contain step-up mechanism and other redemption incentives.
- (V) Capital bonds may not be redeemed by the Bank until at least five years commencing from the date of issuance, provided that the Bank shall not create an anticipation of exercise such right of redemption. In addition, the exercise of such right of redemption shall be subject to the approval of the NFRA or its local offices.
- (VI) The redemption of tier 2 capital instruments by the Bank shall be subject to one of the following requirements:
 - 1. Replacing the redeemed instruments with capital instruments of equal or higher quality, provided that such replacement of capital instruments shall be subject to sustainable profitability.
 - 2. Ensuring a capital level significantly higher than the regulatory capital requirements of the NFRA following the exercise of right of redemption.
- (VII) Non-viability trigger event shall be set for the tier 2 capital instruments. The non-viability trigger event shall have the same definition as that in other tier 1 capital instrument.
- (VIII) A provision must be included that allows for the immediate write-down or conversion of the capital instrument into ordinary shares upon the occurrence of trigger event.

For capital instruments that contain a write-down provision:

Upon the occurrence of any non-viability trigger event, the principal amount of the tier 2 capital instrument for which the trigger event has been set shall be capable of being fully or partially written-off immediately in accordance with the contract. The write-off will not be restored.

- (IX) Upon the occurrence of a trigger event, all tier 2 capital instruments for which the same trigger event has been set shall simultaneously absorb the loss in proportion to the share of each instrument in the total capital instruments.
- (X) Investors shall not request accelerated repayment of future debt (principal or interest) unless the Bank enters bankruptcy liquidation proceedings.

- (XI) Dividends must not be linked to the Bank's own ratings nor adjusted in line with changes in ratings.
- (XII) The Bank and the related parties under its control or with substantial influence shall not purchase such instrument, and the Bank shall not provide financing, whether directly or indirectly, for the purchase of such instrument.

IV. Authorization matters related to the issuance of capital replenishment instruments

The public issuance of the Bank's capital replenishment instruments shall be subject to the approval of regulatory authorities. In view of the uncertainties concerning issuance timing and market conditions, the following authorizations are made to ensure the successful issuance of the Bank's capital replenishment instruments:

- (I) The Bank would like to propose to the Shareholders' general meeting to authorize the Board of Directors to deal with the matters relating to the issuance of capital replenishment instruments, which include but not limited to the followings: to handle matters in relation to filing and approval (including but not limited to filing, approval and verification with the relevant regulatory authorities in relation to the issuance of capital replenishment instruments, and signing, executing, revising and completing all essential documents in connection therewith, determining and paying the expenses in relation to the issuance of capital replenishment instruments); based on market conditions, to determine the timing, market and target subscribers, currency and amount, term, interest rate, issuance method and other elements of the issuance of capital replenishment instruments by the Bank, and handle the specific matters related to the issuance of capital replenishment instruments, including but not limited to the immediate write-down of the capital replenishment instruments upon the occurrence of the trigger events in accordance with the contract; in accordance with the latest regulatory requirements by the regulatory authorities, to make appropriate adjustments to the terms of issuance within the scope of the issuance plan determined at the Shareholders' general meeting (including but not limited to the determination of the issuance amount, adjustments to the issuance amount of different bonds within the total issuance amount, maturity of bonds, type of interest rate, and other terms required to be adjusted by the regulatory authorities), etc.
- (II) The Bank would like to propose to the Shareholders' general meeting to allow the Board of Directors to delegate authority to the management in respect of the above-mentioned matters, and the management shall decide and handle the relevant matters relating to the issuance of capital replenishment instruments according to the specific circumstances.

(III) The relevant authorization period of the Shareholders' general meeting to authorize the Board of Directors and the Board of Directors to delegate the management shall be the same as the validity period of the resolution regarding the issuance of capital replenishment instruments.

(IV) Validity period of the resolution, the validity period of the resolution regarding the issuance of capital replenishment instruments shall be within 24 months from the date of approval of the issuance by the relevant regulatory authorities.

The above resolution was considered and approved by the Board on May 31, 2024 and is hereby submitted to the AGM for consideration and approval as a special resolution.

The year 2023 is the opening year for the comprehensive implementation of the spirit of the 20th National Congress of the Chinese Communist Party (the “CPC National Congress”), a critical year to carry forward the 14th Five-Year Plan, and an important year for the Bank to promote the implementation of its five-year development strategy. The Board of Directors adhered to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, thoroughly studied and implemented the spirit of the Twentieth CPC National Congress and the Second Plenary Session of the Twentieth CPC Central Committee, conscientiously practiced the spirit of the Central Financial Work Conference, adhered to the general keynote of the work of seeking progress while maintaining stability, strictly implemented the requirements of domestic and overseas regulatory requirements, and fulfilled its duties according to law, made scientific decisions, and operated efficiently, and led the Bank in maintaining the sound development trend of making progress, growing, and improving quality in the course of maintaining stability.

I. Main Operating Results in 2023

As at the end of 2023, the Bank’s total assets amounted to RMB389.209 billion, with a year-on-year increase of 3.18%; the balance of all loans amounted to RMB222.872 billion, with a year-on-year increase of 4.01%; the total liabilities amounted to RMB356.022 billion, with a year-on-year increase of 3.32%; the customer deposit balance amounted to RMB295.556 billion, with a year-on-year increase of 5.92%; the owner’s equity amounted to RMB33.187 billion, with a year-on-year increase of 1.78%. The scale index maintained a steady growth. The net profit amounted to RMB0.651 billion, the ratio of non-performing loans amounted to 2.00%; the capital adequacy ratio amounted to 11.95% and the provisional coverage ratio amounted to 136.44%. Operating results continued to show steady improvement. The Bank ranked 315th among “Top 1000 World Banks 2023” by The Banker (a British magazine) and 63rd among Chinese banks; and ranked 55th among the Top 100 Banks in China’s Banking Industry by the China Banking Association. It has been awarded the “Best Retail Business Small and Medium Bank Award” and “2023 Most Responsible Listed Company Award”, and also won the Provincial Governor Financial Award granted by the People’s Government of Gansu Province for the tenth time.

II. Main Work of the Board of Directors in 2023

(I) Deeply implementing the five-year development strategy and leading high-quality development with “two transformations”

The Board of Directors adhered to the strategic positioning of “based in Gansu and serving Longyuan”, continued to promote the implementation of the five-year development strategy, accelerated the “transformation from speed to quality, and transformation from decentralization to cohesion” to ensure the orderly advancement of key tasks in the first phase of the five-year development strategy. **First**, the scale efficiency has been steadily improved by strengthening strategic guidance, focusing on strategic goals, actively implementing various measures, effectively promoting the implementation of strategies, continuously optimizing the business structure, steadily improving the quality and efficiency of development, continuously enhancing operating income, making steady improvement in the level of efficiency, and ensuring the major regulatory indicators have met standards. **Second**, the effects of retail transformation were evident by adhering to promoting retail-first and ecological development, optimizing the organizational structure of

retail lines, strengthening refined customer management, enriching the shelves of wealth management products, deepening the construction of government affairs and people's livelihood scenarios, and the saving deposits, proportion of mid-to-high-end customers, personal customer assets under management, and retail credit balance and other key transformation indicators have been comprehensively improved. **Third**, channel technology empowerment was obvious. Product optimization and omnichannel construction have achieved outstanding results. Featured products such as Longyin Xinfubao have been launched, and important management information system projects such as paperless counters, management accounting, and aggregated payment have been put into production, so that the Bank's digital operation efficiency has been strongly improved.

(II) Continuously improving the corporate governance mechanism and promoting the efficient operation of the Board of Directors

Firstly, the Board of Directors adhered to the principle of strengthening the overall leadership of the Party, continuously improved the "two-way entry, cross-appointment" leadership system, implemented the relevant requirements for the Party committee to study major business management matters in advance, and ensured the legal status of the Party in the corporate governance structure. The Board of Directors has improved the communication mechanism between the Party Committee and various governance entities, gave full play to the role of the Party Committee in guiding direction, managing the overall situation, and ensuring implementation, and ensured that the corporate governance structure was scientific, sound, and effective; completed the corporate governance assessment, promoted the rectification of relevant issues, filled in the shortcomings of systems and mechanisms, and improved the quality and efficiency of corporate governance. **Secondly**, the Board of Directors has strengthened the construction of corporate governance-related systems, revised and improved the Articles of Association of Bank of Gansu Co., Ltd., the Authorization Plan for the Board of Directors by the Bank of Gansu Shareholders' Meeting, and the Authorization Plan for the Management by the Board of Directors of Bank of Gansu in accordance with domestic and overseas laws, regulations and regulatory requirements, and in conjunction with the actual operation and management of the Bank. **Thirdly**, the Directors performed their duties efficiently. Throughout the year, the Board of Directors convened 6 meetings and considered 50 proposals; convened 17 meetings of special committees of the Board of Directors and considered 45 proposals. All Directors fully expressed their opinions and suggestions on matters such as risk management, profit distribution, appointment of Directors, and connected transactions. The Board of Directors carefully considered information disclosure matters and disclosed important information on operation and management in a true, accurate, and complete manner, and disclosed a total of 80 annual reports, social responsibility reports, announcements on related party transactions and various matters, and interim announcements throughout the year. **Fourthly**, the Board of Directors improved the performance evaluation and completed the performance evaluation of Directors and senior executives for the year 2022; organized trainings on internal control and compliance management, connected transactions management, duties and responsibilities of Directors of Hong Kong listed companies, etc., to continuously enhance the awareness and ability of Directors in performing their duties.

(III) Fully supporting the development of the real economy and demonstrating the responsibility of provincial financial enterprises

The Board of Directors profoundly grasped the political and people-oriented nature of financial work, focused on the main responsibilities and main businesses, conscientiously implemented the arrangements and deployments of the Provincial Party Committee and Provincial Government, and fully served Gansu Province in building a “one core and three belts” regional development pattern, implemented the “four strengthening initiatives”, and seized the opportunity of economic recovery and development after COVID-19, strived to add financial vitality to the development of the real economy and improved service quality and efficiency. **Firstly**, the Board of Directors has fully promoted credit expansion by formulating a plan to optimize the business environment, proposing 16 specific work measures, and providing comprehensive financial services. **Secondly**, the Board of Directors has actively adjusted the credit supply structure by actively supporting projects in advanced manufacturing, transportation facilities, infrastructure, strategic emerging industries, and other fields, closely following national and regulatory control policies, and optimizing risk prevention and control strategies and credit approval processes; strengthening the professional capacity building of the entire credit process team and coordinating basic ability training for review and approval personnel. A total of more than 2,200 people were trained throughout the year. **Thirdly**, the Board of Directors has vigorously developed inclusive finance by increasing the intensity of agricultural-related loans and small and micro loans to effectively meet the financing needs of small and micro enterprises, promoting the onlineization of products, iteratively optimizing existing products, so as to further improve customer experience, increase product usage, and continuously improve service capabilities.

(IV) Effectively fulfilling the ultimate responsibility for risk prevention and control, and making every effort to defend asset quality

The Board of Directors adhered to the “sound and prudent” risk preference to steadily improve its comprehensive risk management system and continuously enhance the level of comprehensive risk management; formulated the Administrative Measures for the Implementation of the Expected Credit Losses Approach to promote the implementation of the approach of expected credit losses in the Bank; implemented regulatory requirements, drew on peer practices, revised the proposed recovery plan and disposal plan, and improved the emergency management mechanism; firmly implemented the one-vote veto system for non-performing asset control and the responsibility mechanism of “bank and household” to reduce stock and control new assets and maintain stable asset quality; implemented the new regulations on risk classification of financial assets and capital management; continuously strengthened internal control management, standardized internal control self-assessment, and regularly reviewed internal control assessment reports; supervised the management layer to adhere to the problem-oriented and goal-oriented approach, and grasped the rectification of the feedback issues from the regulators, so as to continuously improve the level of internal management; promoted the implementation of the internal control and compliance system, carried out the special activity of “learning by example, learning by case, rectifying and improving”, and strengthened the pursuit of responsibility and accountability for non-compliance; improved the working mechanism for consumer protection, anti-money laundering and anti-electronic fraud.

(V) Promoting the transformation and adjustment of the organizational structure in an orderly manner, and effectively empowering the implementation of strategies

The Board of Directors adhered to organizational optimization to empower transformation and development, straightened out the work scope and responsibilities of internal departments, formulated “staffing and posting plans” for each department of the head office and branches, optimized the setup of internal management departments, so as to ensure timely response and efficient implementation of decisions made by the Board of Directors, and to empower the implementation of strategies through the adjustment of the organizational structure; strengthened the operation and management of both ends of assets and liabilities, coordinated the retail financial asset business, and established a retail credit department on the basis of integrating the credit card center; strengthened the overall management of online and offline channels, established a channel management department; set up a government finance department, a transaction banking department, and a consumer rights protection department; optimized the remuneration distribution structure, increased the tilt towards front-line and ordinary employees at the grassroots level, and stimulated the entrepreneurial enthusiasm of officers.

III. Work Arrangements of the Board of Directors for 2024

In 2024, the Board of Directors of the Bank will be guided by Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, thoroughly study and implement the spirit of the 20th CPC National Congress and the 20th Plenums, conscientiously carry out the spirit of the Economic and Financial Work Conference of the Central Government and the Provincial Party Committee, carry out the new development concept and focus on high-quality development based on the new stage of development, put the functionality of financial services first, fully serve the practice of Chinese-style modernization in Gansu, and lead the bank to become a listed city commercial bank with high-quality development and a comprehensive financial service provider of choice in the region.

Firstly, the Board of Directors will adhere to the market positioning, enhance its strategic strength and operate based on the local characteristics by anchoring the goal of building a financial powerhouse, deeply understanding the significance of the “eight adherences” and unswervingly taking the road of financial development with Chinese characteristics; closely following the theme of high-quality development, adhering to the market positioning of the city commercial bank, adhering to the strategic positioning of “based in Gansu, servicing Longyuan”, working hard on “five major tasks”, namely science and technology finance, green finance, financial inclusion, pension finance, digital finance, selecting the right areas of advantage and continuing to work hard; focusing on the development needs of Gansu and enhancing its ability to serve the regional real economy, urban and rural residents, and small and micro enterprises; fully supporting the development of the province’s specialty industries; strengthening the construction of talent team, optimizing the internal organization structure system, and enhancing market competitiveness.

Secondly, the Board of Directors will promote the deep integration of Party leadership and corporate governance, and build a modern financial enterprise system with Chinese characteristics by adhering to the centralized and unified leadership of the CPC Central Committee in financial work, further optimizing the mechanism and process of the Party Committee's front-ranking research and discussion and the Board of Directors' decision-making, improving the list of decision-making matters considered by the Board of Directors, and giving full play to the Party Committee's role of guiding the direction, controlling the overall situation, and ensuring the implementation; implementing the "two-way entry, cross-appointment" leadership system, and promoting the in-depth integration of the Party's leadership with the decision-making, execution and supervision of corporate governance; strengthening the tracking of the implementation of the decisions made by the Board of Directors, focusing on the implementation of strategies, and carrying out phased assessment, summary, follow-up and supervision of implementation.

Thirdly, the Board of Directors will consolidate the governance foundation and improve the system construction to enhance the operational efficiency of the Board of Directors' decision-making by strengthening the system construction, improving the authorization management system, rules of procedure of the Shareholders' general meeting and other governance bodies, revising the authorization management, information disclosure and other relevant systems to ensure the highest decision-making power of the Shareholders' meeting, compliant and efficient decision-making by the Board of Directors within the scope of authorization, and compliant operation by the management in accordance with law within the scope of authorization; strengthening the management of Shareholders' equity, revising equity management methods to ensure equity stability; organizing Directors to participate in training on macroeconomics, corporate governance and other topics, comprehensively assessing the performance of Directors and senior management, and supervising and guiding Directors and senior management to perform their duties efficiently; giving full play to the role of special committees of the Board of Directors and Independent Directors in decision-making and consulting; performing corporate governance assessment and continuously promoting the rectification of corporate governance-related issues; organizing and convening Shareholders' general meetings and the Board of Directors in accordance with regulations, and considering major business matters in a timely manner.

Fourthly, the Board of Directors will strictly abide by the bottom line of compliance and continue to promote the construction of the "two systems" by adhering to the concept that compliance creates value, deepening the construction of the internal control system, and cultivating the compliance culture gene of "everyone talks about compliance and everyone has to be compliant"; adhering to the risk preference of "sound and prudent", continuously strengthening the comprehensive risk management system and optimizing the dual reporting mechanism of the risk center of business departments and the risk management of branches; paying close attention to changes in the internal and external operating environments, regularly monitoring and assessing risk indicators, and urging senior management to strengthen risk management informationization; establishing a bottom-line mentality, and working hard on risk prevention and control with a sense of responsibility of "continuous preoccupation"; promoting internal auditing to "working as commanded, keeping a watchful eye at any time and, be formidable", regularly listening to the internal auditing work, and promoting internal auditing to work synergistically with disciplinary inspection, supervision, organization and personnel, etc., so as to deepen and form synergy.

In 2023, the Board of Supervisors made overall plans by taking all factors into consideration and highlighting the priorities, guided by Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era and the spirit of the 20th Party Congress, following the spirit of the work conference and working plans of the Head Office. With the assistance of the Board of Directors and the senior management, the Board of Supervisors diligently fulfilled its supervisory duties conferred by the Company Law and the Articles of Association to supervise and inspect the Bank's risk management, internal control, financial activities, performance of duties by the Board of Directors and senior management as well as other aspects in accordance of the Corporate Governance Guidelines for Banking and Insurance Institutions and Work Guidelines for the Board of Supervisors of Commercial Banks, and successfully completed the work for the year.

I. Implementation of Main Work

In 2023, the Board of Supervisors, the supervisory committee and the nomination committee held 14 meetings in total, at which 51 supervision matters and informative reports were considered, covering inspection and supervision plans and reports, evaluation on duty performance of Directors and Supervisors, and financial budgets and final accounts and other aspects.

Some Supervisors participated in 1 general meeting, and attended 4 Board meetings, 13 Bank meetings, 13 meetings of the president's office, 19 meetings of Assets Preservation Committee, 1 meeting of Liability Determination Committee, and 2 rectification joint meetings to supervise the legality and compliance of resolutions and meeting procedures.

(I) Carry out standardized supervision and effectively perform supervisory duties

For the year ended December 31, 2023 (the “**Reporting Period**”), the Board of Supervisors focused on ensuring the standardized and effective operation of the corporate governance structure, and regularly organized meetings of the Board of Supervisors. Supervisors got information of the operation and management of the Bank comprehensively by participating in and attending various meetings, and the Board of Supervisors gave full play to their supervisory role in the implementation of development strategies, business decisions, appointment and dismissal of important personnel, standardized business practice, risk prevention and control, and strengthening internal audit supervision. The Board of Supervisors provided timely feedback of their opinions and suggestions on resolutions to the Board of Directors and the senior management, implemented supervision opinions effectively and enhanced the decision-making process for major issues, so as to improve the quality and efficiency of supervision. The Board of Supervisors prepared ordinary supervision special reports on issues mentioned in the “2022 Work Report of the Board of Supervisors”, the “2022 Report of the Board of Supervisors on the Evaluation of Duty Performance by the Board of Directors, the Board of Supervisors, the Senior Management and Their Members”, the “2022 Work Report of the Board of Directors” and the “2022 Work Report of Senior Management” successively, and issued business contact letters, supervision reminders and supervision opinions to urge the above issues to be addressed, thus improving the business practices of the Bank.

(II) Strengthen ad-hoc supervision and highlight key points of supervision

During the Reporting Period, the Board of Supervisors continued to strengthen the supervision through focusing the limited supervision resources on significant matters, so as to reinforce the efforts and effect of ad-hoc supervision activities, promote the implementation of supervision in a quality manner as well as improve the accuracy and effectiveness of supervision. Therefore, the duties of supervision and inspection were firmly and effectively performed. Pursuant to the requirements imposed by the CBIRC's "Guidelines on Data Governance for Banking Institutions" and the "Data Governance Measures of Bank of Gansu", the Board of Supervisors organized and carried out one ad-hoc supervision activity which focused on data governance in light of the Bank's actual operation condition and work schedule and arrangements in 2023. The key points of such ad-hoc supervision and inspection included the implementation of data governance in 2023, measures adopted, the existing problems and deficiencies and the next-step work plans. Besides, supervision reports were formed and advice and recommendations were put forward, which helped to promote the steady improvement of the data quality.

(III) Conduct in-depth research at the primary level and evaluate the strategy implementation in a comprehensive and objective manner

During the Reporting Period, in order to keep a comprehensive understanding of the implementation of the Bank's five-year development strategies, and in combination with its actual operation condition and work arrangements in 2023, the Office of the Board of Supervisors organized some supervisors to carry out a special research on the implementation of strategies in four branches. The research focused on the implementation of strategies in our branches in 2023, mainly including key strategic initiatives of 30 transformation strategies in four main business sectors, the implementation and achievements of leadership mechanism, coordination mechanism, publicity mechanism and supervision mechanism, so as to obtain a comprehensive understanding of the satisfaction of our strategic goals and the execution process of the strategic task. To ensure the research effect, the supervisors formulated the research plan in advance to determine the research outline, had discussions with entry-level employees on difficulties and problems during the implementation of strategies and conducted in-depth analysis of such problems by comparing and analyzing the business data in the latest three years after the implementation of strategies. Based on careful research and repeated consideration of the problems and noncompliance (especially that related to the bank-wide or trending important matters) which were timely discovered in the research report, practical improvement advice and recommendations were put forward and research reports were formed, so as to facilitate the implementation of the Bank's strategic planning in a quality manner.

(IV) Continuously improve duty performance evaluation to enhance the supervision efficiency

During the Reporting Period, the Board of Supervisors continued to deepen their supervision philosophy by continuous innovation of supervision ideas and continuous improvement of methods. Pursuant to the rules and regulatory requirements in the Work Guidelines for the Board of Supervisors of Commercial Banks, the Articles of Association of Bank of Gansu Co., Ltd., the Evaluation Measures of the Board of Supervisors of Bank of Gansu Co., Ltd. on the Duty Performance of Directors (provisional), the Evaluation Measures of the Board of Supervisors of Bank of Gansu Co., Ltd. on the Duty Performance of Supervisors (provisional), and the Evaluation Measures of the Board of Supervisors of Bank of Gansu Co., Ltd. on the Duty Performance of Senior Management and its Members (provisional), the Board of Supervisors understood and supervised the duty performance of Directors and senior management through various methods including attending Board meetings and senior management meetings, arranging personnel from the Office of the Board of Supervisors to review relevant meeting minutes and materials and making records about duty performance of Directors and senior management, in a bid to make sure the objectivity of duty performance evaluation of the Board of Directors, the Board of Supervisors, senior management and their members for 2022. In order to further promote better performance of duty by the Board of Directors, the Board of Supervisors and senior management, three evaluation measures were modified and improved in a timely manner.

(V) Promote internal development and consolidate the foundation of supervision

During the Reporting Period, the ability of supervisors to perform their duties, the operation mechanism of the Board of Supervisors and the relevant regulations and systems laid down the foundation and guarantee for the efficient operation of the Board of Supervisors. In order to further reinforce the supervision foundation, the Board of Supervisors firstly continued to enhance trainings for supervisors based on the training plan formulated at the beginning of the year, so as to improve the overall duty performance ability of its members. The focus of learning and training included the contents, dimensions, highlights, systems, procedures and methods of evaluation on Directors and Supervisors, as well as the application and, monitoring and management of corporate governance and financial development. Supervisors were provided trainings for deep study of the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial), listing compliance matters on the Stock Exchange, regulatory situation of related party transactions and the interpretation of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions (No. 1 Order in 2022), public welfare lecturers and special training about anti-money laundering, and trainings relating to the duties and responsibilities of Directors in Hong Kong listed companies. By attending such trainings, supervisors obtained comprehensive knowledge about corporate governance related requirements of commercial banks, and characteristics, requirements, scope, key points and methods regarding duty performance of supervisors, so as to enhance their understanding of knowledge about corporate governance of commercial banks, operation of the Board of Supervisors, supervisory system as well as the main duties and positioning of the Board of Supervisors, thereby effectively exerting the supervisory function of supervisors and improving the efficiency and quality of supervision continuously.

II. Independent Opinions on Relevant Matters

(I) Operation in compliance with laws

During the Reporting Period, the operation activities of the Bank comply with the provisions of the Company Law, the Commercial Bank Law of the People's Republic of China and the Articles of Association, and the decision-making procedure was legal and effective; and no violation of the laws and regulations, the Articles of Association nor damage to the interests of the Bank and Shareholders have been found when the Directors and senior management of the Bank performed their duties.

(II) Truthfulness of financial reports

During the Reporting Period, the financial reports have been audited by ShineWing Certified Public Accountants with standard unqualified audit report issued. The financial reports fairly reflected the financial conditions and operating results of the Bank.

(III) Related party transactions

During the Reporting Period, the Bank further standardized the management of related party transactions, and the Board of Supervisors found no acts violating the principle of fairness or damaging the interests of the Bank and the Shareholders.

(IV) Internal control

During the Reporting Period, the Bank continued to strengthen and improve the internal control system, and no major defects in the internal control system and implementation of the Bank were founded by the Board of Supervisors.

(V) Implementing resolutions of the Shareholders' general meeting by the Board

During the Reporting Period, the Board of Supervisors had no disagreement upon any reports and proposals submitted by the Board to the Shareholders' general meeting for consideration, and was of the view that the Board diligently implemented relevant resolutions passed at the Shareholders' general meetings.

(VI) Fulfillment of social responsibilities

During the Reporting Period, the Bank earnestly performed its social responsibilities. The Board of Supervisors had no disagreement upon the 2023 Corporate Social Responsibility Report.

III. Problems and Deficiencies

In 2023, the Board of Supervisors of the Bank, which was tasked with protecting the interests of the Shareholders and the Bank, proactively explored innovative supervision methods according to the work plan formulated at the beginning of the year under the requirements of laws, regulations and the Articles of Association, and developed a set of effective supervision ideas and methods. The Board of Supervisors continued to strengthen its own construction in terms of structure and personnel, to improve the ability of Supervisors to perform their duties. Besides, it actively organized and carried out various special inspections, and focused on research at the primary-level to get knowledge of their operation status and difficulties in work. Although some achievements have been made in the work, there are still some shortcomings in the following aspects: **First**, the daily communication between the Board of Supervisors and the Board and senior management needs to be further strengthened. **Second**, the methods adopted in duty performance evaluation on the Board, the Board of Supervisors, senior management and their members need to be further improved. **Third**, the means and methods of the Board of Supervisors' supervision need to be strengthened. **Fourth**, the supervisors' own knowledge about policies and financial sector, and supervision ability need to be further improved and enhanced.

IV. Work Priorities for 2024

In 2024, guided by Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, the Board of Supervisors will fully implement the spirit of the 20th Party Congress by seriously studying and implementing the spirit of the Central Financial Work Conference while closely following the arrangements of the Party Committee of the Head Office. Based on the Company Law, relevant laws and regulations, the Articles of Association, the Board of Supervisors will continuously innovate its working mechanism and mode, fully play the role of supervisors and carry out its work by focusing on supervision of duty performance, financial supervision and supervision of internal control and risk. In addition, the Board of Supervisors will correctly perform its duties to actively collect, collate, analyze and provide various opinions and suggestions which provide reference and basis for the management's decision-making, so as to promote the improvement of corporate governance mechanism, safeguard the Shareholders' interest, promote the Bank's sustainable, stable and healthy development jointly with the Board and senior management, and promote the achievement of each development strategic goal.

(I) Innovate means and methods to enhance the duty performance level of the Board of Supervisors

The Board of Supervisors will continue to strengthen the capacity building of duty performance which aims to improve the overall duty performance effect. **First**, the Board of Supervisors will innovate the supervision methods. In respect of the supervisors' duty performance problems discovered in the inspection and communication, the Board of Supervisors will adopt external inspection and business inspection to perform its supervision duties properly and enhance the supervision effect practically. The **second** is to continuously strengthen the management of supervisors. The Board of Supervisors will optimize the professional composition of supervisors and improve the pertinence of supervision through replacement of external supervisors whose term has expired. Besides, trainings for supervisors will be strengthened to continuously enhance their duty performance ability while promoting the implementation of supervisory duties by taking assessment as the starting point. **Third**, the Board of Supervisors will standardize the supervision process, and refine the working methods, inspection methods and supervision objectives from the beginning of standardizing the supervision procedures. Furthermore, channels and methods of collection, study and feedback of related supervision information will be established and improved to keep a correct knowledge of the bank-wide operation and risks, internal control status, with aims to improve the pertinence and effectiveness of supervision advices and enhance the quality and efficiency of supervision.

(II) Proactively conduct pre-supervision, to safeguard the healthy and sustainable development of the Bank's business

First, the supervision strategies will be proactively adjusted to prioritize the supervision at the beginning of execution of business. And dynamic, whole-process supervision will be conducted over the decision-making process, decision implementation process and asset operation of the Board and management, so as to provide support for the operational risk control by giving early and proactive warning and revealing the risks and problems as soon as possible. The **second** is to keep communication channels open. The Board of Supervisors will strengthen the normal contact with all other departments and keep close contact in normal work with departments of internal audit, financial, risk and compliance through the establishment of contact meetings and proactive visit, so as to form the overall linkage in work, and timely and widely collect the improvement opinions of employees at different levels on the problems in the bank-wide operation and management, which can provide first-hand information for operation decision-making and continuously improve the timeliness and sensitivity of supervision. **Third**, the Board of Supervisors will improve regular research mechanisms and carry out research activities consistently regarding the difficulties, blocking points, and hot spots in the operation and development of the Bank. It will finally prepare high-quality research reports to provide reference for the Board and the operation decision makers.

(III) Highlight the key inspection areas to facilitate the rectification of problems

First, the Board of Supervisors will strengthen the rectification of problems and reinforce the achievements of supervision and inspection. A problem follow-up and management mechanism will be established to follow up the rectification of problems in the whole process and continuously promote the proper rectification of problems. **Second**, the Board of Supervisors will highlight the key supervision areas and continuously pay attention to the implementation of inspection over operation risks, credit risks and internal control. Close supervision will be conducted over the environment construction for internal control, the identification and assessment of risks in key areas and process, the effectiveness of internal control measures as well as the establishment of feedback mechanism of rectification in each line and outlet, so as to actively promote the construction of bank-wide compliance culture by giving timely warning and rectifying incompliance business behaviours. **Third**, the Board of Supervisors will actively form a closed-loop mechanism of supervision to improve the quality and efficiency of supervision work. The Board of Supervisors will adjust and sort out the supervision strategies in line with the development trends of bank-wide business, to establish a closed-loop management mechanism of plan formulation, tasks implementation, problems discovery and feedback, problems rectification and report, evaluation and follow-up of rectification effect, thereby systematically promoting the implementation of supervision work and achievement of the supervision results, and fulfilling the requirements of compliance operation and management.

I. REMUNERATION DISTRIBUTION AND SETTLEMENT RESULTS FOR DIRECTORS OF THE BANK IN 2023 ARE AS FOLLOWS:

Remuneration before tax received from the Bank in 2023 (Unit: RMB'0,000)							
Name	Remuneration payable (1)	Social insurance, annuity, supplementary medical insurance and housing provident funds contributed by the Bank (2)			Other monetary income (3)	Total (4) = (1) + (2) + (3)	Whether receiving any remuneration from corporate Shareholder(s) or other related party(ies)
						Allowance	
Liu Qing	68.81	15.54	4.73	89.08	–	No	
Wang Xizhen	46.51	15.2	4.57	66.28	–	No	
Chen Jinhui	33.58	11.14	0.55	45.27	–	No	
Wu Changhong	–	–	–	–	–	Yes	
Shi Guanglei	–	–	–	–	–	Yes	
Zhao Xingjun	–	–	–	–	–	Yes	
Zhang Youda	–	–	–	–	–	Yes	
Guo Jirong	–	–	–	–	–	Yes	
Yang Chunmei	–	–	–	–	–	Yes	
Zhang Junping	–	–	–	–	–	Yes	
Zhang Tingting	–	–	–	–	–	Yes	
Dong Ximiao	–	–	–	–	14.29	No	
Luo Mei	–	–	–	–	10.71	No	
Wong Sincere	–	–	–	–	11.90	No	
Wang Tingting	–	–	–	–	14.29	No	
Liu Guanghua	–	–	–	–	14.29	No	
Wang Lei	–	–	–	–	3.57	No	
Hau Pak Sun	–	–	–	–	2.38	No	

Notes:

- The remuneration for the person-in-charge of the Bank's provincial state-owned financial enterprises shall be determined in accordance with the remuneration standards for provincial financial enterprises as stipulated by the provincial government.
- In accordance with relevant laws and regulations, Independent Non-executive Directors receive allowances from the Bank.
- The remuneration before tax shown in the above table refers to the total amount of remuneration of the Directors of the Bank for the year 2023, including the remuneration paid as disclosed in the Bank's 2023 annual report. The remuneration payable to Mr. Liu Qing includes the payment of RMB181,600 for deferred performance in previous years, and the remuneration payable to Mr. Chen Jinhui includes the payment of RMB199,000 for deferred performance in previous years.

4. The remuneration of Mr. Chen Jinhui as an employee Director was payable within the period from February 2023 to September 2023, the remuneration of Ms. Luo Mei as an Independent Director was payable within the period from January 2023 to September 2023, the remuneration of Mr. Wong Sincere as an Independent Director was payable within the period from January 2023 to October 2023, the remuneration of Mr. Wang Lei as an Independent Director was payable within the period from October 2023 to December 2023, and the remuneration of Mr. Hau Pak Sun as an Independent Director was payable within the period from November 2023 to December 2023.
5. As Ms. Wu Changhong, Mr. Shi Guanglei, Mr. Zhao Xingjun, Mr. Zhang Youda, Mr. Guo Jirong, Ms. Yang Chunmei, Mr. Zhang Junping and Ms. Zhang Tingting were dispatched by corporate Shareholders to serve as Directors of the Bank, for which their remuneration is paid by their respective corporate Shareholder. Besides, some independent non-executive Directors of the Bank serve as directors or senior management officers in other corporate bodies or organizations, and thus such corporate bodies or organizations are deemed as related parties of the Bank. Save as disclosed above, none of the Directors of the Bank received remuneration from any related parties of the Bank during the Reporting Period.

II. Remuneration Distribution and Settlement Results for Supervisors in 2023:

Remuneration before tax received from the Bank in 2023

(Unit: RMB'0,000)

Name	Remuneration payable (1)	Social insurance, annuity, supplementary medical insurance and housing provident funds contributed by the Bank (2)			Other monetary income (3)	Total (4) = (1) + (2) + (3)	Allowance	Whether receiving any remuneration from corporate Shareholder(s) or other related party(ies)
Tang Lan	41.55		6.28	0.25	48.08	-	No	
Wang Xiaopei	55.32		14.16	4.31	73.79	-	No	
Liu Peixun	58.12		14.97	3.42	76.51	-	No	
Zeng Lehu	-		-	-	-	-	Yes	
Zhang Yanlong	-		-	-	-	-	Yes	
Han Zhenjiang	-		-	-	-	-	Yes	
Luo Yi	-		-	-	-	14.29	No	
Li Zongyi	-		-	-	-	14.29	No	
Ma Runping	-		-	-	-	14.29	No	

Notes:

- The remuneration for the person-in-charge of the Bank's provincial state-owned financial enterprises shall be determined in accordance with the remuneration standards for provincial financial enterprises as stipulated by the provincial government.
- In accordance with relevant laws and regulations, external Supervisors who are not appointed by corporate Shareholder(s) shall receive allowances from the Bank.

3. The remuneration before tax shown in the above table refers to the total amount of remuneration of the Supervisors of the Bank for the year 2023, including the remuneration paid as disclosed in the Bank's 2023 annual report. The remuneration payable to Ms. Tang Lan includes the payment of RMB174,800 for deferred performance in previous years, the remuneration payable to Mr. Wang Xiaopei includes the payment of RMB140,000 for deferred performance in previous years and the remuneration payable to Mr. Liu Peixun includes the payment of RMB139,300 for deferred performance in previous years.
4. The remuneration of Ms. Tang Lan as a Chairman of the Board of Supervisors was payable within the period from January 2023 to May 2023.
5. As Mr. Zeng Lehu, Mr. Zhang Yanlong, Mr. Han Zhenjiang were dispatched by corporate Shareholders of the Bank to serve as Supervisors of the Bank, their remunerations are paid by their respective corporate Shareholder. Besides, external Supervisors serve as Directors or senior management officers in other corporate bodies or organizations, and thus such corporate bodies or organizations are deemed as related parties of the Bank. Save as disclosed above, none of the Bank's Supervisors received remuneration from any related parties of the Bank during the Reporting Period.

In order to fully exert the supervisory function of the Board of Supervisors, standardize and supervise the duty performance of the Board of Directors, the senior management and their members, strengthen the self-constraint of the Board of Supervisors and supervisors, the Board of Supervisors of the Bank organized and carried out the annual evaluation on the duty performance by the Board of Directors, the Board of Supervisors, the senior management and their members for 2023 in accordance with the Work Guidelines for the Board of Supervisors of Commercial Banks, the Articles of Association of Bank of Gansu, the Evaluation Measures of the Board of Supervisors of Bank of Gansu on the Duty Performance of Directors (Provisional), the Evaluation Measures of the Board of Supervisors of Bank of Gansu on the Duty Performance of Supervisors (Provisional) and the Evaluation Measures of the Board of Supervisors of Bank of Gansu on the Duty Performance of Senior Management and its Members (Provisional). The evaluation results are now reported as follows:

I. Evaluation on the Duty Performance of the Board of Directors and its Members

The evaluation on the Board of Directors was conducted in terms of supervision of duty performance, business development objectives, capital planning, implementation of resolutions of the Board by the senior management, and the standardized operation of various special committees.

(I) Evaluation on the duty performance of the Board of Directors

In 2023, faced with the combined impact of extremely complex external environment and factors exceeding expectations, the Board of Directors of the Bank adhered to the general tone of seeking progress while maintaining stability, pursued high-quality development, and stuck to the main line of development and risk reduction. In accordance with the “21-character” general work requirements, the Board of the Bank made forward-looking decisions and scientific plans, and overcame many difficulties in the course of operation, realizing the steady and healthy development of various businesses. The Board of Directors continuously improved corporate governance, with corporate governance being further strengthened, strengthened risk compliance management, and focused on risk prevention and mitigation and strengthening compliance management, in order to realize the objective of high-quality development. The Board of Directors realized controllable asset quality, continuously optimized business structure, and carefully performed duties in strict accordance with laws, rules and provisions of regulatory authorities, giving full play to decision-making and supervision functions. According to the Bank’s operation and development goals, operation and risk profile, and risk tolerance, the Board of Directors reasonably formulated development plans and goals and put forward guiding opinions, which gave better play to its core role as a decision-maker, promoted continuous improvement in corporate governance mechanism and constantly enhanced corporate governance structure and operation mechanism. The explicit responsibilities, independent operation, mutual cooperation and effective counterbalance of “Shareholders’ general meeting, the Board of Directors, the Board of Supervisors and the senior

management” guaranteed the sustainable and healthy development of the Bank. The Board of Directors supervised and urged the senior management to strictly implement various strategies, and operation and management policies and requirements. The Board of Directors strengthened construction of internal control system, supervised the senior management to effectively perform management responsibilities, and made evaluation and suggestions on the work and duties of the senior management. The Board of Directors held 1 annual general meeting for the year, deliberating and approving 16 resolutions; held 6 meetings of the Board of Directors, deliberating and approving 50 resolutions; held 17 meetings of special committees of the Board of Directors, deliberating and approving 45 resolutions.

(II) Evaluation on the duty performance of Directors

In 2023, 12 Directors participated in the evaluation on duty performance, including 2 Executive Directors, 5 Non-executive Directors and 5 Independent Non-executive Directors.

During the year, all Directors strictly abided by laws and regulations and the Articles of Association of the Bank. Standing on the position of safeguarding the interests of the Shareholders and the overall interests of the Bank, the Directors earnestly and conscientiously performed their duties. The Directors actively attended the meetings of the Board of Directors and its special committees, and the attendance of Board meetings was more than two-thirds of the total number of Board meetings. Each Director kept abreast of the business management of the Bank, deliberated various operation reports, financial reports and relevant risk management reports of the Bank on a regular basis, made decisions on significant operation and management matters according to the Bank’s development strategy, and made professional judgments on significant matters including the development strategy, audit supervision, risk management, nomination and remuneration management and related party transaction management, contributing to the decision-making of the Board of Directors.

The final evaluation result in 2023 was made as per the weighted average score of the average score of self-evaluation of Directors (10%), score of the Board of Directors (40%) and score of the Board of Supervisors (50%).

After evaluation, the Board of Supervisors considers all the Directors competent.

II. Evaluation on the Duty Performance of the Board of Supervisors and its Members

The evaluation on the Board of Supervisors was conducted in terms of supervision of duty performance, standardized operation, supervision activities and issuing opinions and suggestions.

(I) Evaluation on the duty performance of the Board of Supervisors

In 2023, for the purpose of protecting legitimate rights and interests of the Bank and its Shareholders and other interested parties, the Board of Supervisors of the Bank conscientiously performed supervision duties on the corporate governance of the Bank by means of meeting supervision, special supervision, inspection supervision, etc., continuously explored innovative supervision concepts, improved supervision methods, strengthened internal development, and performed duties in accordance with the law in accordance with relevant regulations and requirements under the Company Law, Corporate Governance Guidelines for Commercial Banks, and the Articles of Association of the Bank, constantly deepening supervision concepts of the Board of Supervisors. In 2023, the Board of Supervisors held 6 meetings, deliberating and approving 51 resolutions; special committees of the Board of Supervisors held 8 meetings, deliberating and approving 51 resolutions. In order to highlight supervision focus, and constantly enhance supervision efficiency, the Board of Supervisors issued supervisory opinions to the Board of Directors and the senior management, and put forward 23 suggestions and supervision hints. The Board of Supervisors continued to strengthen the supervision through focusing the limited supervision resources on significant matters, so as to reinforce the efforts and effect of ad-hoc supervision activities, promote the implementation of supervision in a quality manner, improve the accuracy and effectiveness of supervision, and conduct supervision and inspection in a steady and effective manner. The Office of the Board of Supervisors organized and carried out one ad-hoc supervision activity which focused on data governance in light of the Bank's actual operation condition and work schedule and arrangements in 2023. The Board of Supervisors summarized, analyzed and conducted in-depth research on the problems revealed in supervision, then prepared the supervision report and provided opinions and suggestions for improvements, which helped to promote the steady improvement of the data quality. In order to keep a comprehensive understanding of the implementation of the Bank's five-year development strategies, a special research was carried out on the implementation of strategies in four branches. The Board of Supervisors conducted an in-depth analysis of problems during the implementation of strategies, fed back problems and incompliance discovered in the research report in a timely manner, put forward practical improvement opinions and recommendations and formed research reports, so as to facilitate the implementation of the Bank's strategic planning in a quality manner.

(II) Evaluation on the duty performance of supervisors

In 2023, 8 supervisors participated in the evaluation on duty performance, including 2 employee supervisors, 3 shareholder supervisors and 3 external supervisors.

For the year, all the supervisors had necessary professional knowledge, work experience, basic quality and good professional ethics required to perform their duties. In the course of duty performance, they abode by their commitments and obligations, exercised their rights prudently, and performed their supervisory duties faithfully, with a view to protecting the interests of the Bank's Shareholders.

The attendance of meetings of the Board of Supervisors by supervisors was more than two-thirds of the total number of meetings. The supervisors also participated in Shareholders' general meetings and attended the Board meetings with high rate of participation and attendance in person. During the year, the Board of Supervisors continued to organize the evaluation on the duty performance of the Board of Directors, the Board of Supervisors, the senior management and their members in a qualitative and quantitative manner, and carefully fulfilled the aforesaid work. All supervisors of the Bank earnestly and diligently performed their supervisory duties, continuously strengthened their own development, optimized their working methods, and strove to improve the overall operating level of the Board of Supervisors. The supervisors enriched supervision methods, broadened supervision channels, put forward effective supervision opinions to the Board of Directors and the management, diversified investigation means and methods, and came up with pertinent opinions and suggestions. During the year, in order to improve the ability of supervisors to perform their duties and adapt to the changing financial situation, the Board of Supervisors conducted training for supervisors on duty performance. The systematic learning and training enhanced the ability and level of supervisors to perform their duties, and provided theoretical support and basis for the supervision the Board of Supervisors.

The final result of the evaluation on the duty performance of supervisors in 2023 was made as per the weighted average score of the average score of self-evaluation of supervisors (20%), mutual evaluation score of supervisors (30%) and score of the Board of Supervisors (50%).

After evaluation, the Board of Supervisors is of opinion that all supervisors are competent.

III. Evaluation on the Duty Performance of the Senior Management and its Members

The evaluation on the senior management was conducted in terms of implementation of resolutions of the Shareholders' general meetings and Board meetings, fulfillment of main indicators, operation management, risk management, internal control, rectification of problems found in various inspections, etc.

(I) Evaluation on the duty performance of the senior management

In 2023, the Bank's senior management conscientiously conducted the national economic and financial policies and regulatory requirements, actively implemented the resolutions adopted at Shareholders' general meetings, the Board meetings and the meetings of the Board of Supervisors, diligently performed their duties in accordance with the general requirements of the "21 characters" and "Four Highs" working guidelines of the Party Committee of the Bank of Gansu, made overall development of the main line of development and risk mitigation, and focused on the transformation of key businesses, which constantly enhanced the quality and efficiency of serving the real economy by the Bank, effectively resolved and disposed of risks, and contributed to phased results of transformation and development. In active response to market challenges and intensified competition, the senior management strengthened assessment and incentives, promoted efficiency improvement, intensified basic management, enhanced the level of stable operation, promoted product innovation, comprehensively improved development quality according to the annual operation goals, thus successfully completing the annual goals and tasks assigned by the Board of Directors. As of the end of 2023, the Bank's total assets amounted to RMB388.588 billion, with a year-on-year increase of 3.02%; the balance of all loans amounted to RMB222.871 billion, with a year-on-year increase of 4.01%; the total liabilities amounted to RMB355.408 billion, with a year-on-year increase of 3.14%; the customer deposit balance amounted to RMB295.556 billion, with a year-on-year increase of 5.92%; the owner's equity amounted to RMB33.187 billion, with a year-on-year increase of 1.78%. The scale index maintained a steady growth. The net profit amounted to RMB0.646 billion, the ratio of non-performing loans amounted to 2.00%, the capital adequacy ratio amounted to 12.08% and the provisional coverage ratio amounted to 133.39%. The business performance continued to maintain a tendency of stable growth. During the year, there was no violation of laws, regulations and the Articles of Association identified in the duty performance of the senior management.

The senior management of the Bank effectively implemented the strategic decisions of the Board of Directors, made further efforts based on the fulfillment of annual operation goals assigned by the Board of Directors, constantly improved the operation and management structure, effectively enhanced the risk management ability, and improved the internal control system, playing a positive and important role in the corporate governance and business management. During the year, there was no violation of laws, regulations and the Articles of Association identified in the duty performance of the senior management, and there were no significant risk events and violations of the Bank.

(II) Evaluation on the duty performance of members of the senior management

During the year, attaching importance to the interests of all the Shareholders and the Bank, all the members of the senior management strictly complied with the national laws and regulations and the requirements of the Articles of Association, earnestly implemented the national guidelines and policies and regulatory requirements, took initiative to accept the oversight of the regulatory authorities and the Board of Supervisors, honestly reported their relevant information and related relationships, and performed their management duties in accordance with the law and regulations. They conscientiously implemented the resolutions at the Board meetings and the meetings of the Board of Supervisors and the requirements of the supervisory authorities, exercised their management rights prudently, carried out various tasks pragmatically, and worked together with diligence and dedication in accordance with their respective authorized division of labor. They carried out their work with diligence and dedication, effectively organized the daily operation and management of the Bank, seriously took charge of their business and related affairs, and focused on strengthening communication with the Board of Directors and the Board of Supervisors, giving full play to their enthusiasm and initiatives.

After evaluation, the Board of Supervisors is of the opinion that all members of the senior management are competent.

In 2023, the Independent Directors of Bank of Gansu Co., Ltd. (the “**Bank**”) conscientiously and diligently performed their duties in accordance with law, duly attended the meetings of the Board of Directors and its special committees, fully studied and discussed resolutions, independently made their decisions, continuously monitored the Bank’s strategy implementation and business management and fully exercised their independence and professionalism, in accordance with the Company Law, the Securities Law, the Governance Standards of Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other domestic and overseas laws and regulations as well as the Articles of Association of Bank of Gansu Co., Ltd. (the “**Articles of Association**”), effectively protecting the legitimate rights and interests of the Bank and all its Shareholders. The performance of duties by Independent Directors during the year is reported as follows.

I. Basic Information on the Independent Directors

As at December 31, 2023, the third session of the Board of Directors of the Bank comprised 13 members, including 5 Independent Directors, including Mr. Dong Ximiao, Mr. Wang Tingting, Mr. Liu Guanghua, Mr. Wang Lei, and Mr. Hau Pak Sun. On September 12, 2023, Ms. Luo Mei, a former Independent Director, resigned as an Independent Director and from positions held in special committees of the Bank due to the completion of six consecutive years of service, and on October 16, 2023, Mr. Wong Sincere, a former Independent Director, resigned as an Independent Director and from positions held in special committees of the Bank due to the completion of six consecutive years of service. Mr. Wang Lei and Mr. Hau Pak Sun were elected as Independent Directors at the Bank’s 2022 annual general meeting of Shareholders, and their Director qualifications were approved by the regulatory agency on September 12, 2023 and October 16, 2023, respectively. The number of Independent Directors of the Bank accounts for more than one third of all Directors, which is in compliance with relevant laws and regulations and the provisions of the Articles of Association. The Chairmen of three special committees under the Board of Directors of the Bank, i.e. the Audit Committee, the Related Party Transaction and Risk Control Committee, and the Nomination and Remuneration Committee, are all Independent Directors. Except for the annual remuneration obtained, the Bank’s Independent Directors do not have any business or financial interests in the Bank or its subsidiaries, nor do they hold any management positions in the Bank. The Bank has complied with relevant regulatory requirements in terms of the independence of its Independent Directors.

II. Overview on Performance of Duties During the Year

In 2023, the Bank convened 1 Shareholders’ general meeting, at which 16 proposals of various types were considered and approved; six meetings of the Board of Directors, at which 50 proposals of various types were considered and approved; and 17 meetings of the special committees of the Board of Directors, at which 45 proposals of various types were considered. All Independent Directors actively attended the Shareholders’ general

meeting, meetings of the Board of Directors, and special committee meetings, carefully reviewed the meeting materials, had in-depth discussions and exchanges around the topics, gave full play to their independence and professionalism, prudently judged the matters under review and put forward reasonable opinions and suggestions, and played an active role in enhancing the level of scientific and efficient decision-making of the Board of Directors. The attendance of the Independent Directors at the meetings in 2023 is set out as follows:

Independent Directors	Shareholders'	Board meeting	
	general meeting	Attendance	Attendance
	Attendance in	in person	by proxy
	person		
Ms. Luo Mei	1/1	4/4	0/4
Mr. Wong Sincere	1/1	4/4	0/4
Mr. Dong Ximiao	1/1	5/6	1/6
Mr. Wang Tingting	1/1	5/6	1/6
Mr. Liu Guanghua	1/1	6/6	0/6
Mr. Wang Lei	0/1	2/2	0/2
Mr. Hau Pak Sun	0/1	2/2	0/2

In 2023, the attendance of Independent Directors at the meetings of the special committees of the Board of Directors is as follows:

Independent Directors	Strategy and Development Committee		Audit Committee		Nomination and Remuneration Committee		Related Party Transaction and Risk Management Committee		Consumer Rights Protection Committee	
	Attendance	Attendance	Attendance	Attendance	Attendance	Attendance	Attendance	Attendance	Attendance	Attendance
	in person	by proxy	in person	by proxy	in person	by proxy	in person	by proxy	in person	by proxy
Ms. Luo Mei	-	-	2/2	0/2	3/3	0/3	-	-	-	-
Mr. Wong Sincere	-	-	3/3	0/3	-	-	4/4	0/4	-	-
Mr. Dong Ximiao	-	-	4/4	0/4	3/3	0/3	5/6	1/6	-	-
Mr. Wang Tingting	-	-	-	-	0/3	0/3	5/6	1/6	-	-
Mr. Liu Guanghua	-	-	-	-	-	-	6/6	0/6	2/2	0/2
Mr. Wang Lei	-	-	2/2	0/2	0/0	0/0	-	-	-	-
Mr. Hau Pak Sun	-	-	1/1	0/1	-	-	2/2	0/2	-	-

Note:

- (1) The number of "attendance in person" includes attendance in person and by such means as telephone, video and telecommunication.
- (2) During the Reporting Period, the Independent Directors of the Bank who were unable to attend the meetings of the Board of Directors and its special committees in person have entrusted other Directors with the attendance to the meetings and exercise of their voting rights on their behalves.

In 2023, the Independent Directors of the Bank were faithful, diligent and standardized in the performance of their duties in strict accordance with relevant laws, regulations and the Articles of Association. They actively attended meetings of the Board of Directors and its special committee meetings, debriefed reports on operation and management by leveraging their professional expertise based on their working experience, and continuously paid attention to the operation and risk management of the Bank through timely communication with the management, put forward targeted and rational opinions and suggestions by adhering to independent and professional judgment, and played an important role in the decision-making of the Board of Directors. During the Reporting Period, the Bank's Independent Directors did not raise any objection to the relevant matters reviewed by the Board of Directors.

The Independent Directors were able to actively participate in training and learning in accordance with regulatory requirements and the Bank's arrangements, kept abreast of the changes in the regulatory policies, and diligently attended trainings on corporate governance, connected transactions, and internal control and compliance, etc. In 2023, the Independent Directors actively participated in special trainings such as internal control and compliance, the management of connected transactions of commercial banks, anti-money laundering, seminars on Environmental, Social and Governance research reports, corporate governance, and training on the duties and responsibilities of Directors of Hong Kong listed companies to further enhance their ability to perform their duties and awareness of norms.

III. Major Concerns in Performance of Duties During the Year

(I) Related party transactions

During the Reporting Period, the Bank revised and improved its related party transaction management system in strict compliance with the regulatory requirements, and carried out the review of major related party transactions and filing of general related party transactions in accordance with the requirements, so as to ensure compliance, fairness and necessity of related party transactions. The Independent Directors attached great importance to the control and management of connected transactions, carefully considered the report on related party transactions, strictly reviewed the major related party transactions, and issued independent opinions, focusing on the fairness of the pricing of the related party transactions and the compliance of the procedures, to ensure that the major related party transactions were in compliance with the regulatory requirements and were in the interests of the Bank and all Shareholders.

(II) Nomination and remuneration of senior management members

During the Reporting Period, the Bank's Board of Directors reviewed proposals such as the appointment of Directors and the adjustment of members of relevant special committees of the Board of Directors. The Independent Directors concluded that the qualifications, nomination and deliberation procedures of Director candidates were in compliance with the relevant laws, regulations, regulatory requirements, and the Articles of Association. In addition, the Independent Directors agreed with all remuneration matters of the Bank.

(III) Results forecast and preliminary results estimate

During the Reporting Period, there was no results forecast or preliminary results estimate required to be disclosed by the Bank. The Independent Directors duly reviewed the 2022 annual report and 2023 interim report of the Bank, in particular the truthfulness, accuracy, and completeness of the reports, so as to ensure that there is no false information, misleading statements, or material omission.

(IV) Engagement or change of accounting firms

During the Reporting Period, in accordance with relevant requirements on the annual report work, Independent Directors maintained adequate communication with external auditors of the Bank and conscientiously performed relevant responsibilities and duties. The Bank's Board of Directors, its special committees and the Shareholders' general meeting reviewed and approved the Proposal on the Appointment of the External Auditor for the Year 2023. The Independent Directors concluded that the accounting firm appointed by the Bank can conscientiously perform its auditing duties, independently and objectively evaluate the Bank's financial status and operating results, and satisfy the relevant requirements for external audit work. Therefore, the Independent Directors agreed on further engagement of ShineWing Certified Public Accountants LLP as the Bank's accounting firm in 2023.

(V) Cash dividends and other returns to investors

The Bank has sound decision-making procedures and mechanisms regarding profit distribution. The Bank attaches great importance to the return to Shareholders. During the process of drafting the profit distribution plan, the Board of Directors extensively collected the opinions and requests from Shareholders, protected the legitimate rights and interests of minority Shareholders, and submitted the profit distribution plan to the Shareholders' general meeting for approval. The Independent Directors discharged their duties and played their roles diligently in the decision-making process of the profit distribution plan. They concluded that the Bank's profit distribution plan for the year 2022 was in compliance with the relevant

laws and regulations on profit distribution and cash dividends, not only taking into account the requirements of the regulatory authorities' guidelines on cash dividends for listed companies, but also being conducive to the safeguarding of the continuous replenishment of the endogenous capital in support of the sustained and healthy development of the Bank's business. There were no circumstances that would be detrimental to the interests of Shareholders as a whole and in particular, the minority Shareholders.

(VI) Implementation of information disclosure

During the Reporting Period, the Bank factually, fully, accurately, and duly disclosed periodic reports such as the 2022 annual report, 2023 interim report, as well as interim announcements in accordance with the laws and regulations, the Articles of Association and various information disclosure regulatory requirements. The Independent Directors actively performed their duties in the preparation and disclosure of the periodic report and fully communicated and discussed with external auditors on annual audit work of the Bank.

(VII) Protection of the legitimate rights and interests of depositors and minority Shareholders

The Bank has attached great importance to the protection of the rights and interests of small and medium-sized investors and consumers, continued to expand communication and feedback channels, and actively responded to inquiries from investors and consumers. Independent Directors actively performed their duties by paying attention to the protection of consumer rights and interests, so as to effectively protect the legitimate rights and interests of the depositors and minority Shareholders of the Bank.

(VIII) Operation of the Board of Directors and its special committees

The special committees established under the Board comprise the strategy and development committee, audit committee, related party transaction and risk management committee, nomination and remuneration committee, and consumer rights protection committee. The convening of the Board of Directors and its special committees was in compliance with the laws and regulations and the Articles of Association, and the Independent Directors were diligent and responsible, actively expressed objective and independent opinions, and earnestly studied and deliberated on the relevant matters within their scope of responsibilities, which effectively enhanced the level of scientific decision-making of the Board of Directors and its special committees.

IV. Overall Evaluation and Suggestions

In 2023, the Independent Directors of the Bank paid close attention to the Bank's development strategy, risk control, management of connected transactions, and other major matters, gave full play to their professional advantages, expressed their opinions independently, objectively and prudently, and effectively safeguarded the legitimate rights and interests of minority Shareholders. At the same time, in accordance with the laws and regulations, regulatory requirements and the relevant requirements of the Bank's Articles of Association, the Independent Directors of the Bank were faithful, diligent and conscientious, and effectively enhanced the level of scientific decision-making of the Board of Directors and its special committees.

In 2024, the Independent Directors of the Bank will continue to comply with the requirements of laws and regulations, continuously improve their ability to perform their duties, strengthen communication with the regulatory authorities, the Board of Supervisors and the senior management, further focus on the optimization and improvement of corporate governance and the strengthening of internal risk control management, so as to make greater contributions to the Bank's high-quality development and the protection of the interests of all Shareholders.

According to the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and the Measures on Management of the Related Party Transaction of the Bank of Gansu Co., Ltd. (2023 Revised Version) (《甘肅銀行股份有限公司關聯交易管理辦法(2023年修訂)》), particulars of the Bank’s related party transactions in 2023 are described as follows:

I. Particulars of Related Party Transactions

(I) Particulars of related party transactions under the rules of the National Financial Regulatory Administration

As of December 31, 2023, the balance of credit granting transactions between the Bank and all related parties was RMB18,286 million, accounting for 52.90% of the net capital¹ of the Bank, among which, the net amount of credit granting transactions of all related legal persons was RMB18,146 million, accounting for 52.49% of the net capital of the Bank, the net amount of credit granting transactions of the single largest related legal person (Gansu Province State-owned Assets Investment Group Co., Ltd.) was RMB2,663 million, accounting for 7.70% of the net capital of the Bank, and the net amount of credit granting transactions of the single largest related party group (Gansu Province Highway Aviation Tourism Investment Group Co., Ltd.) and its controlling companies was RMB6,105 million, accounting for 17.66% of the net capital of the Bank. The credit granted by Shareholders accounting for more than 5% of the Bank’s net capital is set out below:

1. During the Reporting Period, the net amount of credit business between Gansu Province Highway Aviation Tourism Investment Group Co., Ltd. and its controlling companies and the Bank was RMB6,105 million, accounting for 17.66% of the net capital of the Bank.
2. During the Reporting Period, the net amount of credit business between Gansu Provincial State-owned Assets Investment Group Co., Ltd. and its controlling companies and the Bank was RMB3,963 million, accounting for 11.46% of the net capital of the Bank.
3. During the Reporting Period, the net amount of credit business between Gansu Financial Holding Group Co., Ltd. and its controlled companies and the Bank was RMB4,563 million, accounting for 13.20% of the net capital of the Bank.
4. During the Reporting Period, the net amount of credit business between Jiuquan Iron & Steel (Group) Co., Ltd. and its controlled companies and the Bank was RMB3,466 million, accounting for 10.03% of the net capital of the Bank.

¹ As at the end of the fourth quarter of 2023, the net capital of the Bank was RMB34.568 billion

5. During the Reporting Period, the net amount of credit business between Jinchuan Group Co., Ltd. and its controlled companies and the Bank was RMB50 million, accounting for 0.14% of the net capital of the Bank.

During the Reporting Period, the related party transactions between the Bank and enterprises controlled by natural person related parties and their close relatives mainly represented loans of various types, with a balance of RMB140 million, accounting for 0.4% of the net capital of the Bank.

For the aforesaid related party transactions, the Bank strictly complied with the regulatory requirements and followed the principles of honesty and creditworthiness, openness and fairness, penetrating identification and clear structures in reviewing and approving the transactions, and submitted related party transactions involving material matters to the Party Committee for front-end study, the Related Party Transaction and Risk Control Committee for review and the Board of Directors for approval on a layer-by-layer basis, and all the transactions were conducted on conditions no more favorable than those of similar transactions with non-related parties.

(II) Particulars of connected transactions under the Hong Kong Listing Rules

During the Reporting Period, the Bank provided loans and other credit facilities of RMB21,165 million to connected persons and the balance of deposits of connected persons with the Bank amounted to RMB5,279 million. The loans, other credit facilities and deposits provided by the Bank to the connected persons are entered into in the ordinary and usual course of business on normal commercial terms and with reference to prevailing market interest rates. Pursuant to Rule 14A.87(1) and Rule 14A.90 of the Hong Kong Listing Rules, these transactions constitute fully exempt continuing connected transactions, and therefore are in compliance with the reporting, annual review, announcement, and independent Shareholders' approval requirements under Chapter 14A of Hong Kong Listing Rules.

(III) Related party transactions under the rules of the National Financial Regulatory Administration and the rules of the Hong Kong Stock Exchange

1. Asset transfer

In 2023, the Bank had no asset transfers with related parties.

2. *Provision of services and others*

(1) *Property leasing business*

The Bank entered into the property leasing agreement with JISCO Zhongtian Property Co., Ltd. (酒鋼集團中天置業有限公司) (“**Zhongtian Property**”). Pursuant to the agreement, Zhongtian Property agreed to lease a property located in Xiongguan District, Jiayuguan, Gansu Province to the Bank as the Bank’s business office, with a leasing term from July 1, 2023, to June 30, 2024 at an annual rental of RMB562,200. The transaction was entered into on commercial principles and conducted on conditions no more favorable than those of similar transactions with non-related parties.

The Bank entered into the property leasing agreement with Gansu Province Highway Aviation Tourism Assets Management Co., Ltd. (甘肅公航旅資產管理有限公司). Pursuant to the agreement, Gansu Province Highway Aviation Tourism Assets Management Co., Ltd. agreed to lease a shop located in Xifeng District, Qingyang City, Gansu Province to the Bank as the Bank’s business office, with a leasing term from August 1, 2023, to July 31, 2024 at an annual rental of RMB499,000. The transaction was entered into on commercial principles and conducted on conditions no more favorable than those of similar transactions with non-related parties.

(2) *Property services business*

The Bank entered into a property management commission agreement with Lanzhou Changhong Property Management Co., Ltd. (蘭州長虹物業管理有限公司) (an associate of Gansu Province State-owned Assets Investment Group Co., Ltd., a substantial Shareholder of the Bank) (“**Changhong Property Management**”). Pursuant to the agreement, Changhong Property Management agreed to provide property management services to Bank of Gansu Tower situated at Chengguan District, Lanzhou, Gansu Province, with a term from January 1, 2023 to December 31, 2023. The total annual service fees of the agreement amounted to RMB4,915,600. At the same time, it was agreed that Changhong Property Management would collect property fees of RMB667,000 from commercial tenants in Bank of Gansu Tower on behalf of the Bank. During the Reporting Period, the Bank actually paid RMB4,248,600 to Changhong Property Management for various services. The transaction was entered into on commercial principles and conducted on conditions no more favorable than those of similar transactions with non-related parties.

II. Particulars of the Implementation of Related Party Transaction Management

(I) Management of the list of related parties in 2023

1. *Under the rules of the National Financial Regulatory Administration*

During the Reporting Period, the Bank had 513 connected parties and 6,339 connected natural persons and their close relatives under the rules of the National Financial Regulatory Administration, mainly including Gansu Province Highway Aviation Tourism Investment Group Co., Ltd. (holding 18.3% equity interest in the Bank), Gansu Province State-owned Assets Investment Group Co., Ltd. (holding 12.67% equity interest in the Bank), Gansu Financial Holding Group Co., Ltd. (holding 8.29% equity interest in the Bank), Jiuquan Iron & Steel (Group) Co., Ltd. (holding 6.53% equity interest in the Bank), Jinchuan Group Co., Ltd. (holding 6.53% equity interest in the Bank), and their controlled companies and enterprises controlled by connected natural relatives.

2. *Under the rule of the Stock Exchange*

During the Reporting Period, the Bank had 684 connected parties under the rules of the Hong Kong Stock Exchange, mainly including connected parties of the Bank, Gansu Province Highway Aviation Tourism Investment Group Co., Ltd. (holding 18.3% equity interest in the Bank), Gansu Province State-owned Assets Investment Group Co., Ltd. (holding 12.67% equity interest in the Bank), holding companies, and connected natural persons.

(II) The approval of related party transactions

In accordance with the provisions of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions and the Measures on Management of the Related Party Transaction of the Bank of Gansu Co., Ltd. (Revised in 2023), and taking into account the actual business practice, the Bank has implemented a case-by-case approval method for related party transactions to ensure that each transaction is conducted on conditions no more favorable than those of similar transactions with non-related parties. Major related party transactions are submitted to the Party Committee for front-end study, the Related Party Transaction and Risk Control Committee for review and the Board of Directors for approvals to ensure that all processes comply with the regulatory requirements.

(III) The management on pricing of related party transactions

The pricing of the transactions between the Bank and its related parties shall comply with the principles governing the prevailing market price and the pricing standards shall be determined according to the type of the particular related transaction. It shall be specified in the agreement in respect of such related party transaction. The pricing of credit related party transactions shall be determined by the Bank pursuant to the relevant pricing administrative measures on credit as well as the credit rating and the actual risk situation of related-party customers. The pricing of service provision related party transactions shall be determined by the Bank with reference to market price of similar services.

During the Reporting Period, the transactions between the Bank and its related parties strictly followed the above-mentioned transaction pricing principles, and were conducted on terms no favourable than those offered to non-related parties for similar transactions and in accordance with general commercial terms and normal business procedures. Such transactions are legitimate and fair and would in no event cause any damage to the legitimate interests of other Shareholders.

III. Next-Step Work Measures**(I) Continuously improve the list of related parties**

The Bank will carefully sort out and clarify criteria for identification of related natural persons, standardize an independent reporting mechanism, and strictly monitor and facilitate their implementation in accordance with the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions, the Measures on Management of the Related Party Transaction of the Bank of Gansu Co., Ltd. (Revised in 2023) and other institutional requirements, and will enhance communication and contact with lawyers, and collect and improve the list of related legal persons promptly in accordance with the principle of penetration.

(II) Simultaneously take various measures to achieve indicator compression and reduction

The Bank will take a variety of measures to realize the compression and reduction of related transaction indicators. **Firstly**, the Bank will take the initiative to coordinate with its Shareholders and, without affecting their normal operation and financing, gradually compress and reduce the amount of related party transactions by a certain percentage of the maturing loans in accordance with the time sequence and degree of urgency. **Secondly**, the Bank will optimize and improve the guarantee measures in carrying out related party transactions and, as far as possible, handle the business through margin deposits or deposit certificate pledges, so as to reduce the proportion of the Bank's net amount of related party transactions to its net capital. **Thirdly**, the Bank will regularly report the progress of rectification to the

supervisors to ensure that the rectification and adjustment work on compression and reduction is carried out; **Fourthly**, the Bank will take the initiative to transform and adjust its business strategies and increase credit support to non-shareholder related parties.

(III) Focus on mechanism construction and improve the quality of initiatives to translate external regulatory requirements into internal rules and regulations

The Bank will, in strict compliance with regulatory requirements, actively play the role of a cross-departmental management office of related party transactions, implement a joint mechanism for related party transaction management, implement the responsibilities of each department, and carry out related party identification, information disclosure, related-party transaction management, and review of major matters in an orderly manner to strengthen the defense line for identification of related party transactions. At the same time, the Bank will maintain the sensitivity to various regulatory systems and regulations, actively follow up, timely translate external regulatory requirements into internal rules and regulations, and regularly review and amend the management systems and processes to ensure that the management is in accordance with the rules and regulations and to effectively improve the quality and efficiency of the management of related party transactions.

In accordance with the Interim Measures for Equity Management of Commercial Banks and the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial), Bank of Gansu Co., Ltd. (the “**Bank**”) attached great importance to the assessment of substantial and major Shareholders, conveyed the latest regulatory provisions to the relevant Shareholders in a timely manner, strengthened communication by various means such as emails, telephone calls and visits, and carried out the assessment of substantial and major Shareholders for the year 2023 in a steady manner. The specific assessment result is reported as follows.

I. Assessment and Analysis of Substantial Shareholders

(I) Qualifications of Shareholders

As at the end of 2023, there were six Shareholders with over 5% of the shareholding of the Bank, and details are as follows:

No.	Name of Shareholders	The Number of Shareholdings (Shares)	The Proportion of Shareholdings (%)
1	Gansu Province Highway Aviation Tourism Investment Group Co., Ltd.	2,657,154,433	17.63%
2	Gansu Provincial State-owned Assets Investment Group Co., Ltd.	1,909,250,972	12.67%
3	Gansu Financial Holding Group Co., Ltd.	1,250,000,000	8.29%
4	Jinchuan Group Co., Ltd.	983,972,303	6.53%
5	Jiuquan Iron & Steel (Group) Co., Ltd.	983,972,303	6.53%
6	Mengshang Bank Co., Ltd.	845,296,403	5.61%
Total		8,629,646,414	57.26%

Gansu Highway Aviation Tourism Group, Jiuquan Iron & Steel Group, and Jinchuan Group were promoters of the Bank when it was established, and have been the substantial Shareholders of the Bank since its establishment, and all of them have appointed Directors. Gansu State-owned Assets Investment Group and Gansu Financial Holding Group became the substantial Shareholders of the Bank after the capital injection in 2020. Mengshang Bank undertook the equity held by Baoshang Bank in the Bank, and it obtained administrative approval from regulatory authorities for equity changes in June 2021. Before all six Shareholders became the substantial Shareholders of the Bank, the Bank has strictly performed its obligation of reviewing their qualifications in accordance with regulatory provisions and followed necessary approval procedures to obtain approval regarding their qualifications as Shareholders from regulatory authorities. The substantial Shareholders have sound social reputation, credit records, tax payment records and financial status. There were no changes in the qualifications of substantial Shareholders in 2023.

(II) Performance of commitments

Each of Gansu Highway Aviation Tourism Group, Gansu State-owned Assets Investment Group, Gansu Financial Holding Group, Jinchuan Group, Jiuquan Iron & Steel Group and Mengshang Bank had re-entered into Substantial Shareholders Undertaking Letter of Bank of Gansu in accordance with regulatory provisions. Shareholders' commitments are classified into commitments on statement, commitments on compliance and commitments on-duty performance. In commitments on statement, Shareholders make commitments on the truthful and legitimate sources of their own capitals, the truthfulness, accuracy and completeness of information provided and no records of significant violation of laws and regulations in recent years. In commitments on compliance, Shareholders make commitments on no interference with the operation of the Bank, carrying out related party transactions in a standard manner, standardizing equity pledge and no transfer of equities held within the prescribed period. In commitments on-duty performance, Shareholders make commitments on cooperating in implementing risk assistance measures when necessary, such as capital replenishment, liquidity support and cooperation in the implementation of recovery and disposal plans. In 2023, six substantial Shareholders of the Bank effectively performed all the commitments.

(III) Pledge by Shareholders

As at the end of 2023, there were no Shares of the Bank pledged by substantial Shareholders.

(IV) Implementation of the Articles of Association or agreed articles

In 2023, substantial Shareholders exercised their Shareholder rights and performed statutory obligations in strict accordance with laws, regulations, regulatory provisions, the Articles of Association or agreed articles, and participated in corporate governance legally and effectively. The proportion of shareholdings and number of shareholdings of substantial Shareholders conformed to regulatory provisions, and substantial Shareholders could provide information about finance, equity structure and controlling Shareholders for the Bank. Substantial shareholders didn't interfere in the daily operation of the Bank or impose improper pressure of indicators on the Bank. All the six Shareholders could provide active cooperation for the Bank in the dynamic management of related party transactions, which guaranteed transparency and fairness in transactions with the Bank.

(V) Compliance with laws, rules, and regulatory provisions by substantial Shareholders

Currently, laws, rules and administrative regulations related to the substantial Shareholders of the Bank mainly include the Corporate Governance Guidelines for Banking and Insurance Institutions, the Interim Measures for Equity Management of Commercial Banks, the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions and the Notice of CBIRC on Strengthening the Management of Equity Pledge of Commercial Banks. Meanwhile, the Bank also formulated and improved a series of policies and measures including the Measures for Equity Management of Bank of Gansu (Revised in 2022) and the Measures for Management of the Related Party Transaction of the Bank of Gansu (Revised in 2023), with a view to constantly standardizing the duty performance by substantial Shareholders. In 2023, six substantial shareholders abided by existing Chinese laws, rules and regulatory provisions, and no violations of existing laws, rules and regulatory provisions related to Shareholders of commercial banks were found.

II. Assessment and Analysis of Major Shareholders

(I) Qualifications of Shareholders

As at the end of 2023, there were two major Shareholders with over 10% of the shareholding of the Bank: Gansu Province Highway Aviation Tourism Investment Group Co., Ltd. and Gansu Provincial State-owned Assets Investment Group Co., Ltd.

With good financial status, sound social reputation, credit records and tax payment records, Gansu Highway Aviation Tourism Group and Gansu State-owned Assets Investment Group could repay the loan principal and interest of financial institutions in full amount and without any circumstances set forth in Article 16 of the Interim Measures on Equity Management of Commercial Banks. The two major Shareholders followed the procedures to obtain the approval by regulatory departments or fulfilled the reporting procedures as required when they first became shareholders, and obtained the approval by regulatory departments without the circumstances such as being listed as joint punishment targets of dishonesty or being blacklisted as Shareholders.

(II) Shareholding

Basic Information of Shareholding by Major Shareholders
(As at the end of December 2023)

No.	Name of Shareholders	The Number of Shareholdings	The Proportion
1	Gansu Province Highway Aviation Tourism Investment Group Co., Ltd.	2,657,154,433	17.63%
2	Gansu Provincial State-owned Assets Investment Group Co., Ltd.	<u>1,909,250,972</u>	<u>12.67%</u>
Total		<u><u>4,566,405,405</u></u>	<u><u>30.30%</u></u>

It was confirmed through verification that, the two major Shareholders didn't hold over 5% of the total capital or shares of the Bank without the approval of the regulatory departments, have any direct or indirect cross-shareholding with the Bank, or transfer the equities within five years since the day of equity acquisition. All the major Shareholders made written commitments that they would not entrust others or accept others' entrustment to hold the equities of the Company, or control the shares or voting rights of the Company by other means. All the major Shareholders invested in no more than two commercial banks as substantial Shareholders, and controlled no more than one commercial bank, which conformed to the relevant requirements of the Interim Measures on Equity Management of Commercial Banks. As at the end of 2023, the Bank didn't find any major shareholders whose equities were pledged or frozen.

(III) Related party transactions in the previous year

The Bank verified the information of the above major Shareholders, their controlling Shareholders, actual controllers, related parties, parties acting in concert, and ultimate beneficiaries in respect of the related party transactions, and formed the 2023 Report on Related Party Transactions of Bank of Gansu. In general, in 2023, the Bank's related party transactions were carried out on terms no more favorable than those offered to non-related parties for similar transactions in strict accordance with the market price principle, following general business terms and normal business procedures. They were legal and fair without damage to the legitimate rights and interests of other Shareholders.

(IV) Exercise of Shareholders' rights

In 2023, major Shareholders strictly complied with laws, rules, regulatory provisions and the Articles of Association, exercised their rights as major Shareholders in accordance with the law, proactively safeguarded the Bank's stable operation and the stability of the financial market, protected the rights and interests of consumers, and helped the Bank provide better services to the real economy. Major Shareholders exercised their rights appropriately through corporate governance procedures, safeguarded the Bank's independent operation, respected the operating decisions of the Board and the management, exercised their right to nominate Directors of the Bank prudently, and ensured that the nominees complied with the relevant regulatory provisions. It was confirmed through verification that, major Shareholders didn't abuse their rights, interfere in the Bank's operation, carry out improper related party transactions, obtain unjustified enrichment, or impair the legitimate rights and interests of minority Shareholders and other interested parties.

(V) Fulfillment of responsibilities, duties and commitments

Major Shareholders were well aware of the attributes, risk characteristics and prudent management rules of the banking industry, as well as the rights and obligations of major Shareholders; they took the initiative to learn about regulatory provisions, and exercised the rights of major Shareholders in good faith following the principle of self-discipline and integrity; fulfilled information reporting obligations in accordance with regulatory provisions and regularly provided the Bank with additional and updated information on Shareholders and related parties; cooperated with the Bank in reputation risk management, guided positive public opinions and protected the Bank's brand image; supported the Bank in adjusting its profit distribution policy, balancing cash dividends and capital replenishment, and issued written commitments to replenish the Bank's capital when necessary in accordance with regulatory provisions.

(VI) Compliance with laws, rules, regulatory provisions and implementation of the Articles of Association

All major Shareholders exercised their rights and fulfilled their obligations in accordance with laws, rules, regulatory provisions and the Articles of Association. In 2023, no violations of existing laws, rules and regulatory provisions related to Shareholders of commercial banks by major Shareholders were found.

After evaluation, in 2023, there was no change in the qualifications of substantial and major Shareholders of the Bank, and their behaviors of shareholding, governance and transaction were in line with the regulatory requirements. They effectively fulfilled relevant commitments, strictly implemented the Articles of Association and complied with laws, rules, and regulatory provisions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
1	<p>Article 1 In order to regulate the methods and procedures for discussions and deliberation of the board of directors (the “Board”) of Bank of Gansu Co., Ltd. (the “Bank”), boost the efficiency of operation of the Board and ensure scientific decision-making of the Board, these Rules of Procedure are formulated with reference to the actuality of the Bank and in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on Commercial Banks, the Securities Law of the People’s Republic of China and other relevant laws, regulations and normative documents, as well as the Articles of Association of Bank of Gansu Co., Ltd. (the “Articles of Association”).</p>	<p>Article 1 In order to regulate the methods and procedures for discussions and deliberation of the board of directors (the “Board”) of Bank of Gansu Co., Ltd. (the “Bank”), boost the efficiency of operation of the Board and ensure scientific decision-making of the Board, these Rules of Procedure are formulated with reference to the actuality of the Bank and in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on Commercial Banks, the Securities Law of the People’s Republic of China, <u>the Code of Corporate Governance of Banking and Insurance Institutions, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”)</u> and other relevant laws, regulations and normative documents, as well as the Articles of Association of Bank of Gansu Co., Ltd. (the “Articles of Association”).</p>	<p>Add the basis for the formulation of these Rules of Procedure according to the relevant provisions cited herein.</p>

**COMPARISON TABLE FOR THE AMENDMENTS TO THE
RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS**

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
2	<p>Article 5 The terms of reference of the Board are as follows:</p> <p>(1) to determine the Bank's business development strategies, 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 losses;</p> <p>(7) to assess and evaluate the performance of the Directors' duties and report to the Shareholders' general meeting;</p> <p>(8) to develop plans for increase or reduction of the Bank's registered capital, and issuance of bonds or other securities and the listing thereof;</p>	<p>Article 5 The terms of reference of the Board are as follows:</p> <p>(1) to determine<u>formulate</u> the Bank's business development strategies and <u>supervise the implementation of such strategies</u>, and 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)<u>(2)</u> to convene Shareholders' general meetings and report its work to the Shareholders' general meetings;</p> <p>(4)<u>(3)</u> to implement the resolutions of the Shareholders' general meeting;</p> <p>(5)<u>(4)</u> to prepare the Bank's annual financial budgets, and final accounts; and venture capital distribution plan;</p> <p>(6)<u>(5)</u> to prepare profit distribution plan and plan for making up losses;</p> <p>(7)<u>(6)</u> to assess and evaluate the performance of the Directors' <u>and senior management officers' duties and ultimately report the evaluation results by the Board of Supervisors to the Shareholders' general meeting;</u></p> <p>(8)<u>(7)</u> to develop plans for increase or reduction of the Bank's registered capital, and issuance of bonds or other securities and the listing thereof;</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>(7) to formulate the company's risk tolerance, risk management and internal control policies, and to bear the ultimate responsibility for comprehensive risk management;</p> <p>(8) to be responsible for the information disclosure of the company and to bear the ultimate responsibility for the authenticity, accuracy, 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 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 material related party transactions and make special reports to the Shareholders' general meetings on the related party transactions and the implementation of the related party transactions management system annually; to approve general related party transactions in accordance with the Bank's internal authorization procedures;</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>(14) to determine the Bank's risk management and internal control policies and to develop the Bank's key management;</p>	<p>(9)(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 in accordance with the authorization of the Shareholders' general meeting;</p> <p>(10)(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>(11)(10) to decide on the establishment, merger and revocation of internal management departments and branch offices of the Bank;</p> <p>(12)(11) to consider <u>and approve</u> material related party transactions and make special reports to the Shareholders' general meetings on <u>overall situation of the related party transactions and the implementation of the related party transactions management system annually</u>; to approve general related party transactions in accordance with the Bank's internal authorization procedures;</p> <p>(13)(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>(10) to formulate proposals for amendments to the Articles of Association, the rules of procedure for Shareholders' general meetings and the rules of procedure for the Board; to consider and approve the working rules of special committees under the Board;</p> <p>(11) to propose to the general meeting on the appointment or dismissal of an accounting firm who provides regular statutory auditing with respect to financial reports of the Company;</p> <p>(13) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between banking and insurance institutions and their shareholders, especially substantial shareholders;</p>

**COMPARISON TABLE FOR THE AMENDMENTS TO THE
RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS**

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>(15) to regularly assess and improve the Bank's corporate governance;</p> <p>(16) to formulate the basic management system of the Bank;</p>	<p><u>(13) to examine and approve capital plans and oversee the implementation thereof and to bear the ultimate responsibility for management of capital;</u></p> <p>(14) to determine <u>formulate</u> the Bank's <u>risk tolerance, risk management and internal control policies and to develop the Bank's key management system, to bear the ultimate responsibility for comprehensive risk management;</u></p> <p>(15) to regularly assess and improve the Bank's corporate governance;</p> <p>(16) to formulate the basic management system of the Bank;</p>	<p>(14) to assume responsibility for management of shareholders' matters;"</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>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>(17) to formulate amendment proposals to the Articles of Association, the rules of procedure for Shareholders' general meetings and the rules of procedure for the Board of Directors;</p> <p>(18) to be responsible for the Bank's information disclosure and take the ultimate responsibilities for the completeness and accuracy of the Bank's accounting and financial reporting system;</p> <p>(19) to listen to the work report and examine the work of the President of the Bank;</p> <p>(20) to approve the Bank's annual internal audit plans and audit budgets;</p> <p>(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>(22) to consider and approve the proposals put forward by each special committee under the Board of Directors;</p> <p>(23) to determine the Bank's long-term incentive schemes, remuneration plans and salary plans;</p> <p>(24) to propose to the Shareholders' general meeting to engage, renew or replace the accounting firm which conducts audit for the Bank;</p>	<p>(17) to formulate amendment proposals to the Articles of Association, the rules of procedure for Shareholders' general meetings and the rules of procedure for the Board of Directors, <u>and to consider and approve the working procedures of the special committees under the Board;</u></p> <p>(18) <u>to consider the periodic reports of the Bank, and to be responsible for the Bank's information disclosure and take the ultimate responsibilities for the truthfulness, accuracy, completeness and accuracy-timeliness</u> of the Bank's accounting and financial reporting system;</p> <p>(19) to listen to the work report and examine the work of the President of the Bank;</p> <p>(20) to approve the Bank's annual internal audit plans and audit budgets;</p> <p>(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>(22) to consider and approve the proposals put forward by each special committee under the Board of Directors;</p> <p>(23) to determine the Bank's long-term incentive schemes, remuneration plans and salary plans;</p> <p>(24) to propose to the Shareholders' general meeting to engage, renew or replace the accounting firm which conducts audit for the Bank;</p>	<p>3. Article 45 of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions: "Material related party transactions shall be submitted to the Board for approval after being reviewed by the Related Party Transaction Control Committee."</p> <p>4. 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>(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>(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 and external supervisors;</p> <p>(27) 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;</p> <p>(28) 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>(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>(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 and external supervisors;</p> <p>(27) 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, <u>and safeguard the legitimate rights and interests of financial consumers and other interested parties;</u></p> <p>(28) 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>5. Article 55 of the Code of Corporate Governance of Banking and Insurance Institutions: "...voting by circular resolutions is not allowed for material issues like profit distribution plan, remuneration plan, material investment, plan for material disposal of assets, appointment or dismissal of senior management officers, and capital replenishment plan, which shall be passed by more than two-thirds of the Directors by voting."</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>(29) other duties and powers conferred by the laws, administrative regulations, department rules, the Articles of Association and the Shareholders' general meeting or required by the supervisory authority for the Board to exercise. 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), (13) and (17) 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><u>(29) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Bank and its shareholders, especially substantial shareholders;</u></p> <p>(28)(30) to assume responsibility for management of shareholders' matters;</p> <p>(29)<u>(31)</u> other duties and powers conferred by the laws, administrative regulations, department rules, the Articles of Association and the Shareholders' general meeting or required by the supervisory authority for the Board to exercise.</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 (65), (87), (409), <u>(12)</u>, (13), and <u>(17)</u>, <u>(24)</u> and <u>(26)</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
3	Article 6 Board meetings comprise routine regular meetings and extraordinary meetings. 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 of the Board. If the chairman of the Board is unable to perform his/her duties, a Director elected by more than half of all Directors shall perform such duties.	Article 6 Board meetings comprise routine regular meetings and extraordinary meetings. Regular Board meetings shall be held at least once a quarter and at least four times every year and . <u>The board meeting</u> shall be convened and presided over by the chairman of the Board. If the chairman of the Board is unable <u>or fails</u> to perform his/her duties, a Director elected by more than half of all Directors shall perform such duties.	Article 47 of the Company Law: “A meeting of the board of directors shall be convened and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his duties, it may be convened or presided over by the vice chairman of the board of directors. If the vice chairman of the board of directors is unable or fails to perform his duties, it may be convened or presided over by a Director who is jointly recommended by half or more of the directors.”

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
4	<p>Article 8 Under any of the following circumstances, the chairman of the Board shall convene and preside over an extraordinary Board meeting within ten days upon receipt of the proposal:</p> <p>(1) it is deemed necessary by the chairman of the Board;</p> <p>(2) it is proposed by more than one-third of the Directors;</p> <p>(3) it is proposed by the Board of Supervisors;</p> <p>(4) it is proposed by shareholders representing more than one-tenth of the voting rights of the Bank;</p> <p>(5) it is proposed by the president of the Bank;</p> <p>(6) it is proposed by more than 1/2 of the Independent Directors;</p> <p>(7) other circumstances stipulated by laws, regulations and the Bank's Articles of Association.</p>	<p>Article 8 Under any of the following circumstances, the chairman of the Board shall convene and preside over an extraordinary Board meeting within ten days upon receipt of the proposal:</p> <p>(1) it is deemed necessary by the chairman of the Board;</p> <p>(2) it is proposed by more than one-third of the Directors;</p> <p>(3) it is proposed by the Board of Supervisors;</p> <p>(4) it is proposed by shareholders representing more than one-tenth of the voting rights of the Bank;</p> <p>(5) it is proposed by the president of the Bank;</p> <p>(6) it is proposed by more than 1/2 of <u>the two</u> Independent Directors;</p> <p>(7) other circumstances stipulated by laws, regulations and the Bank's Articles of Association.</p>	<p>Article 49 of the Code of Corporate Governance of Banking and Insurance Institutions: Under any of the following circumstances, a banking or insurance institution shall convene an extraordinary meeting of the board of directors: "(3) More than two independent directors so propose;"</p>

**COMPARISON TABLE FOR THE AMENDMENTS TO THE
RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS**

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
5	<p>Article 10 Both regular and interim Board meetings should generally be held onsite. When necessary, with the consent of the convener (presider) and the proposer, a meeting may be held by way of written resolution, or via teleconference, video conference, facsimile or other means of communication that allow effective communication among the Directors, provided that the attendees can fully express their opinions. Board meetings may also be held onsite and offsite simultaneously.</p> <p>If the meeting is not held on site, the number of Directors attending the meeting shall be calculated based on the Directors present on the video, the Directors who have expressed their opinions during the teleconference, the actual receipt of valid votes such as fax or e-mail within the specified time limit, or the written confirmation letter submitted by the directors after the meeting.</p>	<p>Article 10 <u>A meeting of the Board of Directors may be held on site or by way of voting by written consent. Both regular and interim Board meetings should generally be held onsite. When necessary, with the consent of the convener (presider) and the proposer, a meeting may be held by way of written resolution, or via teleconference, video conference, facsimile or other means of communication that allow effective communication among the Directors, provided that the attendees can fully express their opinions. Board meetings may also be held onsite and offsite simultaneously a vote by written consent.</u></p> <p><u>On-site meeting means a meeting held on site, by video, telephone, or any other means sufficient to ensure instant communication and discussion among attendants. Written consent means a meeting method of making a resolution on a proposal by means of separate service for deliberation or circulation for deliberation.</u></p> <p><u>Participation in an on-site meeting by phone, video, and other means is considered present in person. If the meeting is not held on site, the number of Directors attending the meeting shall be calculated based on the Directors present on the video, the Directors who have expressed their opinions during the teleconference, the actual receipt of valid votes such as fax or e-mail within the specified time limit, or the written confirmation letter submitted by the directors after the meeting.</u></p>	<p>Article 50 of the Code of Corporate Governance of Banking and Insurance Institutions: "...A resolution of the board of directors may be made in two manners: a vote at an on-site meeting and a vote by written consent..."</p> <p>Article 114: For the purposes of the Code, "on-site meeting" means a meeting held on site, by video, telephone, or any other means sufficient to ensure instant communication and discussion among attendants.</p> <p>For the purposes of the Code, "written consent" means a meeting method of making a resolution on a proposal by means of separate service for deliberation or circulation for deliberation.</p>

**COMPARISON TABLE FOR THE AMENDMENTS TO THE
RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS**

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
6	<p>Article 11 No Board meeting may be held unless more than half of the Directors attend the meeting. Where there are Director(s) who have material interest in a matter to be resolved at a Board meeting, such Board meeting shall be held only if more than half of the Directors who have no material interest in the matter are present.</p>	<p>Article 11 No Board meeting may be held unless more than half of the Directors attend the meeting. <u>Resolutions made by the Board shall be approved by more than half of all the Directors.</u></p> <p><u>Where a Director or his/her any close associate (as defined in the Hong Kong Listing Rules) has at there are Director(s) who have material interest in a matter to be resolved at a Board meeting, such Director shall not exercise his/her voting rights or the voting rights on behalf of other Directors on the resolutions of the said matters and such Director shall not be counted in the quorum present at the meeting, except as otherwise provided for in laws, regulations, normative documents and the relevant regulations of the securities regulatory authorities of the place where the shares of the Bank are listed. Such Board meeting shall be held only if more than half of the Directors who have no material interest in the matter are present. <u>The resolutions 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 Board meeting is less than three, the matters shall be submitted to the Shareholders' general meeting for consideration.</u></u></p>	<p>1. Article 50 of the Code of Corporate Governance of Banking and Insurance Institutions: "No board meeting may be held unless more than half of the directors attend the meeting..The board of directors shall vote on a one-person-one-vote basis. Resolutions made by the board shall be approved by more than half of all the directors."</p> <p>2. Article 124 of the Company Law: "Where a Director of a listed company is related to enterprises involved in the board resolutions, such Director shall not exercise his/her voting rights or the voting rights on behalf of other directors on the resolutions of the said matters. Such board meeting may be held when more than half of the non-related directors attend the meeting. The resolutions 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 board meeting is less than three, the matters shall be submitted to the shareholders' general meeting for consideration."</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
7	<p>Article 13 The proxy shall provide the power of attorney to attend any meeting, which shall include:</p> <p>(1) the names of the appointer and the proxy;</p> <p>(2) the salient opinion of the appointer on each motion;</p> <p>(3) scope of authorization and instruction on voting by the appointer;</p> <p>(4) the appointer's signature and date of such instrument.</p> <p>The written power of attorney shall be signed by the appointer and the proxy.</p> <p>Where a Director authorizes another Director to sign written confirmations of opinion on periodical reports, he (she) shall be specifically authorized in the power of attorney.</p> <p>The proxy shall submit the written power of attorney to the chairman of the meeting and specify the information of his appointment on the attendance book.</p> <p>The directors who attend the meeting as a proxy shall exercise the rights of directors within the scope of relevant authorization. Any Director not attending a particular Board meeting nor authorizing a proxy to attend shall be deemed to have waived the right to vote at that meeting.</p>	<p>Article 13 The proxy shall provide the power of attorney to attend any meeting, which shall include:</p> <p>(1) the names of the appointer and the proxy;</p> <p>(2) the salient opinion of the appointer on each motion;</p> <p>(3) scope of authorization and instruction on voting by the appointer;</p> <p>(4) the appointer's signature and date of such instrument.</p> <p>The written power of attorney shall be signed by the appointer and the proxy.</p> <p>Where a Director authorizes another Director to sign written confirmations of opinion on periodical reports, he (she) shall be specifically authorized in the power of attorney.</p> <p>The proxy shall submit the written power of attorney to the chairman of the meeting and specify the information of his appointment on the attendance book.</p> <p>The directors who attend the meeting as a proxy shall exercise the rights of directors within the scope of relevant authorization. Any Director not attending a particular Board meeting nor authorizing a proxy to attend shall be deemed to have waived the right to vote at that meeting.</p>	Standardize relevant expressions

**COMPARISON TABLE FOR THE AMENDMENTS TO THE
RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS**

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
8	Article 16 Directors shall devote sufficient time to perform their duties and shall personally attend at least two-thirds of the meetings of the Board of Directors each year.	Article 16 Directors shall devote sufficient time to perform their duties and shall personally attend at least two-thirds of the <u>on-site</u> meetings of the Board of Directors each year.	Article 32 of the Code of Corporate Governance of Banking and Insurance Institutions: "Directors shall personally attend at least two-thirds of the on-site meetings of the Board of Directors each year..."
9	Article 17 The supervisors, president and vice-president of the Bank shall attend the Board meeting. If necessary, the chairman of the meeting may request the persons in charge of the relevant departments of the Bank to attend the meeting. The attendee may not appoint another person to attend the meeting on his/her behalf.	Article 17 The supervisors, <u>non-Director</u> president and vice-president of the Bank <u>shall may</u> attend the Board meeting. If necessary, the chairman of the meeting may request the persons in charge of the relevant departments of the Bank to attend the meeting. The attendee may not appoint another person to attend the meeting on his/her behalf.	Article 54 of the Company Law: "Supervisors may attend board meetings and offer inquiries or suggestions on matters resolved by the Board."
10	Article 22 The board meeting shall be convened and chaired by the chairman of the Board, and if the chairman of the Board is unable to perform his duties, a Director shall be elected by a majority of the directors to perform the duties of the Board.	Article 22 The board meeting shall be convened and chaired by the chairman of the Board, and if the chairman of the Board is unable to perform his duties, a Director shall be elected by a majority of the directors to perform the duties of the Board.	Repeat as in Article 6.
11	Article 24 Matters to be considered at regular Board meetings or at any extraordinary Board meeting convened as proposed by the chairman of the Board, shall be decided by the chairman of the Board; matters to be considered at extraordinary Board meetings convened as proposed by Shareholder(s) individually or jointly holding more than 10% of the total voting shares of the Bank, or by more than one-third of the Directors, more than one-half of the independent Directors or the president of the Bank, shall be put forward by the proposer(s) and decided by the chairman of the Board.	Article 24 3 Matters to be considered at regular Board meetings or at any extraordinary Board meeting convened as proposed by the chairman of the Board, shall be decided by the chairman of the Board; matters to be considered at extraordinary Board meetings convened as proposed by Shareholder(s) individually or jointly holding more than 10% of the total voting shares of the Bank, or by more than one-third of the Directors, more than one-half <u>two</u> of the independent Directors or the president of the Bank, shall be put forward by the proposer(s) and decided by the chairman of the Board.	Article 49 of the Code of Corporate Governance of Banking and Insurance Institutions: "... an extraordinary meeting of the Board shall be convened by the Banking and Insurance Institution in any of the following circumstances: (iii) when proposed by more than two independent directors;"

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
12	<p>Article 30 Votes cast by Directors on matters considered at Board meetings shall clearly indicate their affirmative or negative opinions or abstentions. Any resolution of the Board shall be passed by more than half of all Directors. In case of equality of votes, the chairman of the Board shall have an additional decisive vote. Resolutions concerning material matters such as profit distribution, increase or reduction of registered capital, issuance of bonds, merger, division, dissolution or change of corporate form of the Bank, material investment, material disposal of assets, appointment or dismissal of the president of the Bank or other senior management officers, amendments to the Articles of Association, amendments to the Rules of Procedure for Shareholders' General Meetings and amendments to the Rules of Procedure for the Board of Directors, shall be passed by more than two-thirds of all Directors.</p>	<p>Article 30²⁹ Votes cast by Directors on matters considered at Board meetings shall clearly indicate their affirmative or negative opinions or abstentions. Any resolution of the Board shall be passed by more than half of all Directors. In case of equality of votes <u>for and against</u>, the chairman of the Board shall have an additional decisive vote. Resolutions concerning material matters such as profit distribution, increase or reduction of registered capital, issuance of bonds, merger, division, dissolution or change of corporate form of the Bank, material investment, material disposal of assets, appointment or dismissal of the president of the Bank or other senior management officers, amendments to the Articles of Association, amendments to the Rules of Procedure for Shareholders' General Meetings and amendments to the Rules of Procedure for the Board of Directors, shall be passed by more than two-thirds of all Directors.</p>	<p>Standardize relevant expressions</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
13	<p>Article 33 Voting by means of communications is allowed at extraordinary Board meetings, provided that Directors can fully express their opinions. However, voting by communications is not allowed for material matters such as profit distribution plan, material external investment, plan for material disposal of assets, and appointment or dismissal of the President or other senior management officers, capital replenishment plan, material changes in interest equity and financial restructuring.</p> <p>The notice of voting by communications shall include the following information:</p> <p>(1) reasons for voting by communications;</p> <p>(2) the issues to be voted on and voting votes;</p> <p>(3) the time limit for returning voting opinions;</p> <p>(4) name and telephone number of the contact person in the Office of the Board;</p> <p>(5) any other matters that need clarification.</p>	<p>Article 332 Voting by means of <u>written consent</u> communications is allowed at extraordinary Board meetings, provided that Directors can fully express their opinions. However, voting by <u>written consent</u> communications is not allowed for material matters such as profit distribution plan, material external investment, plan for material disposal of assets, and appointment or dismissal of the President or other senior management officers, capital replenishment plan, material changes in interest equity and financial restructuring.</p> <p>The notice of voting by communications shall include the following information:</p> <p>(1) reasons for voting by communications;</p> <p>(2) the issues to be voted on and voting votes;</p> <p>(3) the time limit for returning voting opinions;</p> <p>(4) name and telephone number of the contact person in the Office of the Board;</p> <p>(5) any other matters that need clarification.</p>	<p>Article 50 of the Code of Corporate Governance of Banking and Insurance Institutions: “Board resolutions can be made by voting at an on-site meeting or by written consent... voting by written consent is not allowed for material matters such as profit distribution plan, remuneration plan, material investment, plan for material disposal of assets, appointment or dismissal of senior management officers and capital replenishment plan ...”</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
14	<p>Article 34 Voting by means of communications is allowed provided that:</p> <p>(1) the issues to be voted on by means of communications shall be notified to all Directors at least three days before the voting, and the relevant background information of topics for discussion at the meeting and other relevant information and data to facilitate Directors' decision making shall be provided;</p> <p>(2) voting by means of communications should adopt the form of voting once for one issue, and it is not allowed to ask Directors to vote only once for several issues;</p> <p>(3) when voting by means of communications is necessary, the proposal thereof should specify the reasons for the adoption and that such form of voting complies with the Articles of Association or the rules of procedure for Board meetings.</p>	<p>Article 34 Voting by means of communications is allowed provided that:</p> <p>(1) the issues to be voted on by means of communications shall be notified to all Directors at least three days before the voting, and the relevant background information of topics for discussion at the meeting and other relevant information and data to facilitate Directors' decision making shall be provided;</p> <p>(2) voting by means of communications should adopt the form of voting once for one issue, and it is not allowed to ask Directors to vote only once for several issues;</p> <p>(3) when voting by means of communications is necessary, the proposal thereof should specify the reasons for the adoption and that such form of voting complies with the Articles of Association or the rules of procedure for Board meetings.</p>	<p>Article 50 of the Code of Corporate Governance of Banking and Insurance Institutions: "... A resolution of the board of directors may be made in two manners: a vote at an on-site meeting and a vote by written consent..."</p>

**COMPARISON TABLE FOR THE AMENDMENTS TO THE
RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS**

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
15	Article 35 Voting by way of communications shall be subject to the stipulated final time as the valid period for voting, and a Director who fails to vote during the stipulated valid period shall be deemed as absence. The Director who participates in voting by way of communications shall mail the original voting opinion to the Office of the Board by express or otherwise within three days after opinion of voting by way of communications sent by fax and email for filing.	Article 35 Voting by way of communications shall be subject to the stipulated final time as the valid period for voting, and a Director who fails to vote during the stipulated valid period shall be deemed as absence. The Director who participates in voting by way of communications shall mail the original voting opinion to the Office of the Board by express or otherwise within three days after opinion of voting by way of communications sent by fax and email for filing.	Article 50 of the Code of Corporate Governance of Banking and Insurance Institutions: "... A resolution of the board of directors may be made in two manners: a vote at an on-site meeting and a vote by written consent..."
16	Article 43 Board meetings which are held onsite, and by video and telephone, may conduct sound recording in their entirety as necessary.	Article 43 <u>0</u> Board meetings which are held onsite, and by video and telephone, <u>shall adopt audio and visual recording to record the Board meetings held onsite may conduct sound recording in their entirety as necessary.</u>	Article 51 of the Code of Corporate Governance of Banking and Insurance Institutions: "...banking and insurance institutions shall adopt audio and visual recording to record the Board meetings held onsite."
17	Article 44 Meeting documents of the Board, including meeting notices, meeting materials, attendance book, power of attorney that appoints the Director to attend, recording materials, voting ballots, meeting minutes signed and confirmed by the attending directors, meeting summary, resolution minutes, announcement of resolution shall be kept by secretary to the Board for at least ten years.	Article 44 <u>1</u> Meeting documents of the Board, including meeting notices, meeting materials, attendance book, power of attorney that appoints the director to attend, recording materials, voting ballots, meeting minutes signed and confirmed by the attending directors, meeting summary, resolution minutes, announcement of resolution shall be kept <u>permanently</u> by secretary to the Board for at least ten years.	Article 51 of the Code of Corporate Governance of Banking and Insurance Institutions: "...meeting minutes shall be kept permanently..."

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
18	Article 47 Any Director, who resigns before his/her term of office expires, shall submit a letter of resignation in writing to the Board and become effective subject to approval by the Board.	Article 45 7 Any Director, who resigns before his/her term of office expires, shall submit a letter of resignation in writing to the Board and become effective subject to approval by the Board.	Article 29 of the Code of Corporate Governance of Banking and Insurance Institutions: “Any Director, who resigns before his/her term of office expires, shall submit a letter of resignation in writing to the Board.”

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
1	<p>Article 1 To regulate the organization and activities of the Shareholders' general meeting of Bank of Gansu Co., Ltd. (the "Bank"), to ensure that the shareholders meeting to work according to the laws in a standardized and efficiently manner and the shareholders to effectively exercise their powers, and to safeguard the legitimate rights and interests of the shareholders, the Rules of Procedure have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), 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 Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions"), the Guidelines on Corporate Governance of Commercial Banks, 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"), 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 and the Articles of Association of Bank of Gansu Co., Ltd. (the "Articles of Association"), and with reference to the actual situation of the Bank.</p>	<p>Article 1 To regulate the organization and activities of the Shareholders' general meeting of Bank of Gansu Co., Ltd. (the "Bank"), to ensure that the shareholders meeting to work according to the laws in a standardized and efficiently manner and the shareholders to effectively exercise their powers, and to safeguard the legitimate rights and interests of the shareholders, the Rules of Procedure have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), 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 Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions"), the Guidelines on Corporate Governance of Commercial Banks, the Code of Corporate Governance 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"), 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 and the Articles of Association of Bank of Gansu Co., Ltd. (the "Articles of Association"), and with reference to the actual situation of the Bank.</p>	<p>Amend names of systems according to the Code of Corporate Governance for Banking and Insurance Institutions, and the original Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions"), the Guidelines on Corporate Governance of Commercial Banks, and 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") have been abolished.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
2	<p>Article 5 The Shareholders' 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;</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>Article 5 The Shareholders' 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>(2) to elect and replace non-employee representative <u>Directors, Supervisors</u>, and decide on the remuneration of relevant <u>Directors, Supervisors</u>;</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>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, Supervisors, and decide on the remuneration of relevant Directors, Supervisors;</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<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>(9) to pass resolutions on the issuance of the corporate bonds or other securities and 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>(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>(8) to pass resolutions on the issuance of the corporate bonds or other securities and 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>(13) to consider the report of evaluation by the Board on the Directors and by the independent Directors on each other;</p> <p>(12) to consider the report of evaluation by the Board of Supervisors on the <u>Directors, Supervisors and senior managers</u> and by the external Supervisors on each other;</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>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>(16) to consider material connected transactions needed to be approved by the general meeting;</p> <p>(17) to amend the Articles of Association, consider and approve or amend the rules of procedure for general meetings, rules of procedure for the Board of Directors, 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, Hong Kong Listing Rules, administrative regulations 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 the Board of Directors, 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, Hong Kong Listing Rules, administrative regulations and the Articles of Association.</p>	

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<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
3	<p>Article 6 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year and shall be held within six months after the end of the previous financial year. Extraordinary general meetings shall be convened irregularly. In the event that an extraordinary general meeting is required to be convened pursuant to Article 100 of the Company Law, the extraordinary general meeting shall be convened within two months.</p> <p>In the event that the Bank is unable to convene a general meeting within the aforesaid period for any reason, the Board shall report to the banking regulatory authorities under the State Council and the securities regulatory authorities of the place where the shares of the Bank and explain the reasons for the postponement.</p>	<p>Article 6 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year and shall be held within six months after the end of the previous financial year. Extraordinary general meetings shall be convened irregularly. In the event that an extraordinary general meeting is required to be convened pursuant to Article 100 of the Company Law, the extraordinary general meeting shall be convened within two months.</p> <p>In the event that the Bank is unable to convene a general meeting within the aforesaid period for any reason, the Board shall report to the banking regulatory authorities under the State Council and the securities regulatory authorities of the place where the shares of the Bank and explain the reasons for the postponement.</p> <p><u>Relevant information on convening of general meeting of the Bank shall be reported to regulatory bodies in a timely manner.</u></p>	<p>1. The amendment is made in accordance with the Articles of Association of the Bank.</p> <p>2. Article 7 of the Code of Corporate Governance of Banking and Insurance Institutions: ... Minutes, resolutions and other information of the general meetings, the Board meetings and the meetings of the Board of Supervisors shall be reported to regulatory bodies in a timely manner by banking and insurance institutions.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
4	<p>Article 7 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 of the bank;</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>(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 of the bank.</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>Article 7 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 of the bank;</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>(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 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 of the bank.</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>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> <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 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>Article 21 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>Article 21 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) <u>either by announcement, post or in such manner permitted by the relevant stock exchange or regulatory authority in the place where the Bank's shares are listed</u> 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>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
6	<p>Article 23 After the notice of general meeting is issued, the same meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make an announcement and give the reasons at least two workdays prior to the date on which the meeting is originally scheduled.</p> <p>Article 24 After the notice of a general meeting is issued, the time of the same meeting shall not be changed without proper reasons, and if it is necessary to change the time of the meeting, the Record Date shall not be changed accordingly.</p>	<p>Article 23 After the notice of general meeting is issued, the same meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make an announcement and give the reasons at least two workdays prior to the date on which the meeting is originally scheduled.</p> <p>Article 24 After the notice of a general meeting is issued, the time of the same meeting shall not be changed without proper reasons, and if it is necessary to change the time of the general meeting, the Record Date shall not be changed accordingly.</p>	Standardize relevant expressions.
7	<p>Article 25 All the shareholders listed in the register of shareholders on the Record Date or their proxies are entitled to attend the general meeting, and enjoy the right of information, right to speak, right of inquiry, right of voting, and other Shareholder rights according to the relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, Articles of Association and this Rules of Procedure.</p> <p>.....</p>	<p>Article 25 All the shareholders listed in the register of shareholders on the Record Date or their proxies are entitled to attend the general meeting, and exercise enjoy the right of information, right to speak, right of inquiry, right of voting, and other Shareholder rights according to the relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and Articles of Association and this Rules of Procedure.</p> <p>.....</p>	Standardize relevant expressions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
8	<p>Article 28 The power of attorney shall contain the following contents:</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>Any form delivered to a Shareholder by the Board of the Bank for appointing a proxy shall entitle the Shareholder to instruct the proxy(ies) to vote for, against or abstain from voting in respect of each resolution to be voted at the meeting. Such power of attorney shall specify whether the proxy(ies) may vote as he/she thinks fit in the absence of instructions by the Shareholder.</p> <p>.....</p>	<p>Article 278 The power of attorney shall contain the following contents:</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>Any form delivered to a Shareholder by the Board of the Bank for appointing a proxy shall entitle the Shareholder to instruct the proxy(ies) to vote for, against or abstain from voting in respect of each resolution to be voted at the meeting. Such power of attorney shall specify whether the proxy(ies) may vote as he/she thinks fit in the absence of instructions by the Shareholder.</p> <p>.....</p>	<p>Pursuant to the Articles of Association of the Bank, adjustments were made based on actual conditions.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
9	<p>Article 33 A sign-in book for meeting attendance shall be prepared by the secretariat to the shareholders' general meeting. The sign-in book shall set forth the names of attendees (or the attending units), their identity card numbers (if applicable), residential addresses, number of shares held or represented, numbers of the share certificates, and names of the principals (or the principal units), etc.</p>	<p>Article 332 A sign-in book for meeting attendance shall be prepared by the Bank secretariat to the shareholders' general meeting. The sign-in book shall set forth the names of attendees (or the attending units), their identity card numbers —(if applicable), residential addresses, number of shares held or represented, numbers of the share certificates, and names of the principals (or the principal units), etc.</p>	<p>Pursuant to the Articles of Association of the Bank, adjustments were made based on actual conditions.</p>
10	<p>Article 37 A shareholders' general meeting convened by the Board of Directors in accordance with the laws shall be chaired and presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable to perform his/her duties, a Director nominated by more than half of the Directors shall preside over such meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be chaired and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a Supervisor nominated by more than half of the Supervisors shall preside over such meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates these rules such that the meeting cannot be continued, the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue, which is subject to the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>Article 376 A shareholders' general meeting convened by the Board of Directors in accordance with the laws shall be chaired and presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable <u>or fails to</u> perform his/her duties, a Director nominated by more than half of the Directors shall preside over such meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be chaired and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a Supervisor nominated by more than half of the Supervisors shall preside over such meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates these rules such that the meeting cannot be continued, the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue, which is subject to the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>Article 101 of the Company Law: "A general Meeting shall be convened by the Board and presided over by the chairman of the Board. If the chairman of the Board is unable or fails to perform his duties, the vice chairman of the Board shall act as the chairman of the meeting; if the vice chairman is unable or fails to perform his duties, more than half of the directors may elect a Director to act as the chairman of the meeting."</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
11	<p>Article 41 When the Bank convenes general meetings, the Board of Directors, the Board of Supervisors and Shareholders who individually or jointly hold a total of more than 3% of the shares with voting rights of the Bank shall be entitled to submit their proposals in writing to the Bank. The Bank shall include in the meeting agenda matters in the proposals which are within the scope of responsibilities of the general meeting.</p> <p>Shareholders who individually or jointly hold a total of more than 3% of the shares with voting rights of the Bank may submit provisional proposals to the convener in writing ten days prior to the date of the general meeting or the deadline for the issuance of the supplementary notice of the general meeting as required by the Hong Kong Listing Rules, whichever is earlier. The convener shall issue a supplemental notice setting out the content of the ad hoc proposals within two days upon receipt of the proposals pursuant to the requirements of the Hong Kong Listing Rules.</p> <p>Except for the circumstances provided in the paragraph above, the conveners shall not amend the proposals set out in the notice of general meetings or add any new proposals to the notice after the announcement of the notice has been issued.</p> <p>The Board of the Bank shall consider the proposals submitted to a shareholders' general meeting in the best interests of the Bank and shareholders in accordance with the provisions of Article 40 of the Articles. The Board shall give an explanation at the shareholders' general meeting in respect of the proposals submitted to the shareholders' general meeting that it has decided not to include in the meeting agenda.</p> <p>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with Article 40 of the Articles shall not be voted on and resolved at a shareholders' general meeting.</p>	<p>Article 401 When the Bank convenes general meetings, the Board of Directors, the Board of Supervisors and Shareholders who individually or jointly hold a total of more than 3% of the shares with voting rights of the Bank shall be entitled to submit their proposals in writing to the Bank. The Bank shall include in the meeting agenda matters in the proposals which are within the scope of responsibilities of the general meeting.</p> <p>Shareholders who individually or jointly hold a total of more than 3% of the shares with voting rights of the Bank may submit provisional proposals to the convener in writing ten days prior to the date of the general meeting or the deadline for the issuance of the supplementary notice/supplementary circular of the general meeting as required by the Hong Kong Listing Rules, whichever is earlier. The convener shall issue a supplemental notice setting out the content of the ad hoc proposals within two days upon receipt of the proposals pursuant to the requirements of the Hong Kong Listing Rules.</p> <p>Except for the circumstances provided in the paragraph above, the conveners shall not amend the proposals set out in the notice of general meetings or add any new proposals to the notice after the announcement of the notice has been issued.</p> <p>The Board of the Bank shall consider the proposals submitted to a shareholders' general meeting in the best interests of the Bank and shareholders in accordance with the provisions of Article 40 of the Articles. The Board shall give an explanation at the shareholders' general meeting in respect of the proposals submitted to the shareholders' general meeting that it has decided not to include in the meeting agenda.</p> <p>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with Article 40³⁹ of the Articles shall not be voted on and resolved at a shareholders' general meeting.</p>	Standardize relevant expressions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
12	Article 44 Resolutions in relation to investment, disposal of assets shall be proposed with sufficient details, including the amount involved, book value of assets, impact on the Company.	Article 44 Resolutions in relation to investment, disposal of assets shall be proposed with sufficient details, including the amount involved, book value of assets, impact on the Company.	Pursuant to the amendments to the Articles of Association of the Bank, adjustments were made based on actual conditions.
13	Article 45 Matters which fall within the scope of government regulation over the industry and are required to be submitted to the banking regulatory authorities for approval shall be proposed in a case-specific proposal.	Article 45 Matters which fall within the scope of government regulation over the industry and are required to be submitted to the banking regulatory authorities for approval shall be proposed in a case-specific proposal.	Pursuant to the amendments to the Articles of Association of the Bank, adjustments were made based on actual conditions.
14	Article 46 The board, after approving an annual report, shall resolve on the proposal of profit distribution and make it a motion for annual general meetings. When the board makes a motion of capitalizing the capital reserve, it shall state the reason in detail and disclose it in the Hong Kong Listing Rules and regulations and the Articles of Association.	Article 46 The board, after approving an annual report, shall resolve on the proposal of profit distribution and make it a motion for annual general meetings. When the board makes a motion of capitalizing the capital reserve, it shall state the reason in detail and disclose it in the Hong Kong Listing Rules and regulations and the Articles of Association.	Pursuant to the amendments to the Articles of Association of the Bank, adjustments were made based on actual conditions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
15	<p>Article 49 At the annual general meeting, the Board of Directors shall report the implementation situations of matter in resolutions it handled since the previous annual general meeting to the Shareholders' General Meeting.</p> <p>The Board of Supervisors shall read out the special supervision report of the Company for the preceding year, including the following:</p> <p>(1) Inspection on financial performance of the Bank;</p> <p>(2) Due diligence of the Directors, the Bank's President, vice President and other senior management officers in their performance of duties and their compliance with the relevant laws and regulations, Articles of Association and resolutions of general meetings;</p> <p>(3) Other important matters as deemed by the Board of Supervisors to be reported at the general meeting.</p> <p>Independent Directors should report to the shareholders' general meeting on the work on which they should issue independent opinions.</p>	<p>Article 49 At the annual general meeting, the Board of Directors shall report the implementation situations of matter in resolutions it handled since the previous annual general meeting to the Shareholders' General Meeting.</p> <p>The Board of Supervisors shall read out the special supervision report of the Company for the preceding year, including the following:</p> <p>(1) Inspection on financial performance of the Bank;</p> <p>(2) Due diligence of the Directors, the Bank's President, vice President and other senior management officers in their performance of duties and their compliance with the relevant laws and regulations, Articles of Association and resolutions of general meetings;</p> <p>(3) Other important matters as deemed by the Board of Supervisors to be reported at the general meeting.</p> <p>Independent Directors should report to the shareholders' general meeting on the work on which they should issue independent opinions.</p>	<p>Pursuant to the amendments to the Articles of Association of the Bank, adjustments were made based on actual conditions.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
16	<p>Article 52 Shareholders have the right to make enquiries to the shareholders' general meeting. The Board and the Board of Supervisors shall delegate members of the Board, the Supervisors or relevant senior management officers to receive enquiries in accordance with the requirements of shareholders. Unless it is related to the business secrets of the Bank which cannot be disclosed at the shareholders' general meeting, relevant officers should respond or explain in line with the enquiries. The time for shareholders' inquiries is determined by the chairman of the meeting.</p> <p>Voting in the Shareholders' general meeting shall be conducted by way of poll in registered form. When shareholders (including his/her proxy) vote at the Shareholders' general meeting, they shall exercise their voting rights based on the number of shares held. Each share shall have one vote.</p> <p>No voting rights shall attach to the shares held by the Bank, and such shares shall not be counted among the total number of shares with voting rights present at a general shareholders' meeting.</p> <p>If the laws, administrative regulations, the Hong Kong Listing Rules, the Articles of Association of the Bank provide that any Shareholder shall waive his/her voting right on a certain resolution or limit any Shareholder to cast an affirmative or negative vote on a certain matter, and in case of any violation of such relevant stipulation or limitations, votes casted by such shareholders or proxies thereof shall not be adopted.</p>	<p>Article 5247 Shareholders have the right to make enquiries to the shareholders' general meeting. The Board and the Board of Supervisors shall appoint members of the Board, the Supervisors or relevant senior management officers to receive enquiries in accordance with the requirements of shareholders. Unless it is related to the business secrets of the Bank which cannot be disclosed at the shareholders' general meeting, relevant officers <u>the Directors, Supervisors and senior management officers should respond or explain in line with the enquiries shall give interpretation or explanation in connection with inquiries and opinions from the shareholders at such meeting.</u> The time for shareholders' inquiries is determined by the chairman of the meeting.</p> <p>Article 48 Voting in the Shareholders' general meeting shall be conducted by way of poll in registered form. When shareholders (including his/her proxy) vote at the Shareholders' general meeting, they shall exercise their voting rights based on the number of shares held. Each share shall have one vote.</p> <p>No voting rights shall attach to the shares held by the Bank, and such shares shall not be counted among the total number of shares with voting rights present at a general shareholders' meeting.</p> <p>If the laws, administrative regulations, the Hong Kong Listing Rules, the Articles of Association of the Bank provide that any Shareholder shall waive his/her voting right on a certain resolution or limit any Shareholder to cast an affirmative or negative vote on a certain matter, and in case of any violation of such relevant stipulation or limitations, votes casted by such shareholders or proxies thereof shall not be adopted.</p>	Standardize relevant expressions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
17	<p>Article 64 Before a resolution is voted on at a general meeting, two shareholders representatives shall be elected as vote counters and scrutinizers. Before a resolution is voted on at a general meeting, any Shareholder who is interested in the matter under consideration and proxies of such Shareholder shall not participate in vote counting or scrutinizing.</p>	<p>Article 604 Before a resolution is voted on at a general meeting, two shareholders representatives shall be elected as vote counters and scrutinizers. Before a resolution is voted on at a general meeting, aAny Shareholder who is interested in the matter under consideration and proxies of such Shareholder shall not participate in vote counting or scrutinizing.</p>	Standardize relevant expressions.
18	<p>Article 71 If a resolution of the general meeting violates any law or administrative regulation, the Shareholder shall have the right to file a petition to a people's court to invalidate the resolution (The provision for disputes settlement in the Articles of Association shall be applicable to disputes involving the holders of foreign shares).</p> <p>The controlling Shareholder and the actual controllers of the Bank shall not restrict or hinder medium and small investors from exercising the voting right according to law and shall not harm the lawful rights and interests of the Bank and the medium and small investors.</p> <p>Should the procedures to call for shareholders' general meetings and the voting mechanism violate the law, administrative regulations and Articles of Association of the Bank or contents of resolutions violates the Articles of Association of the Bank, shareholders have the right to request the People's Court to revoke the resolutions within 60 days upon the passing of such resolutions.</p>	<p>Article 6571 If a resolution of the general meeting violates any law or administrative regulation, the Shareholder shall have the right to file a petition to a people's court to invalidate the resolution (The provision for disputes settlement in the Articles of Association shall be applicable to disputes involving the holders of foreign shares).</p> <p>The controlling Shareholder and the actual controllers of the Bank shall not restrict or hinder medium and small investors from exercising the voting right according to law and shall not harm the lawful rights and interests of the Bank and the medium and small investors.</p> <p>Should the procedures to call for shareholders' general meetings and the voting mechanism violate the law, administrative regulations and Articles of Association of the Bank or contents of resolutions violates the Articles of Association of the Bank, shareholders have the right to request the People's Court to revoke the resolutions within 60 days upon the passing of such resolutions <u>(the provision for disputes settlement in the Articles of Association of the Bank shall be applicable to disputes involving the holders of foreign shares).</u></p>	Pursuant to the amendments to the Articles of Association of the Bank, adjustments were made based on actual conditions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
19	<p>Article 72 The list of candidates for Directors or Supervisors shall be submitted by way of proposal to the general meetings for consideration.</p> <p>When voting on election of Directors and Supervisors at a general meeting, each candidate for Directors or Supervisors shall be voted on separately, the cumulative voting system may be adopted pursuant to the Articles of Association or the resolution of the general meeting.</p> <p>The cumulative voting system as referred to in the preceding paragraph shall mean that when Directors or Supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for Directors or Supervisors, and the shareholders' voting rights may be used in a concentrated manner. The Board shall provide shareholders with the brief biographies and background information of the candidates for Directors or Supervisors.</p>	<p>Article 7267 The list of candidates for Directors or Supervisors shall be submitted by way of proposal to the general meetings for consideration <u>voting</u>.</p> <p>When voting on election of Directors and Supervisors at a general meeting, each candidate for Directors or Supervisors shall be voted on separately, the cumulative voting system may be adopted pursuant to the Articles of Association or the resolution of the general meeting.</p> <p>The cumulative voting system as referred to in the preceding paragraph shall mean that when Directors or Supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for Directors or Supervisors, and the shareholders' voting rights may be used in a concentrated manner. The Board shall provide shareholders with the brief biographies and background information of the candidates for Directors or Supervisors.</p>	Standardize relevant expressions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
20	<p>Article 73 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>Article 7368 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>	Standardize relevant expressions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
21	<p>Article 74 The voting rights of shareholders and their related enterprises shall be restricted or suspended during the period when borrowings by such shareholders and their related enterprises from the Bank fall due and remain unpaid, and the aforesaid circumstance shall be recorded in the minutes of general meetings.</p>	<p>Article 7469 <u>Where the credit extended by the Bank to a substantial Shareholder is overdue, his/her/its voting rights shall be restricted at the general meetings, and the voting rights of the directors nominated or designated by him/her/it shall be restricted at the Board meetings. Where the credit extended by the Bank to other shareholders is overdue, the Bank shall restrict their relevant rights based on the actual situation. The Bank shall cause such aforesaid to be recorded in the minutes of the shareholders' general meeting. Where a Shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholder at the general meetings, as well as the voting rights of the Director(s) nominated by such Shareholder and elected at the shareholders' general meetings shall not exercise the voting rights. The Bank shall state the foregoing in the relevant minutes of the meeting. The voting rights of shareholders and their related enterprises shall be restricted or suspended during the period when borrowings by such shareholders and their related enterprises from the Bank fall due and remain unpaid, and the aforesaid circumstance shall be recorded in the minutes of general meetings.</u></p>	<p>1. According to Article 6 of the Code of Corporate Governance of Banking and Insurance Institutions: "...Where the credit extended by the Bank to other shareholders is overdue, commercial banks shall restrict their relevant rights based on the actual situation."</p> <p>2. The Notice of the China Banking Regulatory Commission on Strengthening Equity Pledge Administration III: commercial banks shall specify the following contents in their Articles of Association: "(4) Where a Shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholder at the general meetings, as well as the voting rights of the Director(s) designated by such Shareholder at board meetings, shall be subject to restrictions."</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
22	<p>Article 75 When a matter involving 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>Article 705 When a matter involving related party transaction is considered at a general meeting, <u>the presider of the meeting shall explain the related situation and the abstention of related shareholders to the general meeting.</u></p> <p>Article 71 When a related party transaction is considered at a general meeting, the related shareholders or their close associates (as defined in the <u>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>	Adjustments were made based on actual conditions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
23	<p>Article 76 Minutes of shareholders' general meetings shall be recorded by the secretary to the Board. The minutes shall contain the following items:</p> <p>(1) the number of shareholders and their proxies attending the meeting, the total number of voting shares they represent and the percentage of the total number of shares of the Bank they represent;</p> <p>(2) the date, time, place, convener and presider of the meeting;</p> <p>(3) the agenda of the meeting;</p> <p>(4) the discussions in respect of each proposal, highlights of the speeches made at the meeting and the results of voting;</p> <p>(5) details of the queries or recommendations of the shareholders, and the corresponding answers or explanations;</p> <p>(6) the names of lawyers, counting officers and scrutinizers;</p> <p>(7) the name of the presider of the meeting, and the names of Directors, supervisors, presidents and other senior managers present or in attendance at the meeting;</p> <p>such other matters the general meeting deems shall be recorded in the minutes of the meeting in accordance with the provisions of the Articles of Association.</p>	<p>Article 726 Minutes of shareholders' general meetings shall be recorded by the secretary to the Board.</p> <p>Article 73 The minutes <u>of shareholders' general meetings</u> shall contain the following items:</p> <p>(1) the number of shareholders and their proxies attending the meeting, the total number of voting shares they represent and the percentage of the total number of shares of the Bank they represent;</p> <p>(2) the date, time, place; <u>and</u> convener and presider of the meeting;</p> <p>(3) the agenda of the meeting;</p> <p>(4) the discussions in respect of each proposal, highlights of the speeches made at the meeting and the results of voting;</p> <p>(5) details of the queries or recommendations of the shareholders, and the corresponding answers or explanations;</p> <p>(6) the names of lawyers, counting officers and scrutinizers;</p> <p>(7) the name of the presider of the meeting, and the names of Directors, supervisors, presidents and other senior managers present or in attendance at the meeting;</p> <p>such other matters the general meeting deems shall be recorded in the minutes of the meeting in accordance with the provisions of the Articles of Association.</p>	Adjustments were made based on actual conditions

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
24	<p>Article 77 The attending Directors, Supervisors, secretary to the Board, convener or representative thereof, and the presider of the meeting shall sign on the meeting minutes and ensure that the meeting minutes are true, accurate and complete. The meeting minutes, the signed attendance book of those shareholders on the spot and the powers of attorney for attendance by proxy, and the valid information relating to the voting shall be kept by the secretary to the Board at the domicile of the Bank for at least ten years.</p>	<p>Article 774 The attending Directors, Supervisors, secretary to the Board, convener or representative thereof, and the chairman of the meeting shall sign on the meeting minutes and ensure that the meeting minutes are true, accurate and complete. The meeting minutes, the signed attendance book of those shareholders on the spot and the powers of attorney for attendance by proxy, and the valid information relating to the voting shall be kept by the secretary to the Board at the domicile of the Bank for at least ten years <u>permanently</u>.</p>	<p>Article 24 of the Code of Corporate Governance of Banking and Insurance Institutions: “The general meeting shall keep minutes of the decisions on the matters discussed, and the minutes shall be kept permanently.”</p>
25	<p>Article 78 The Bank shall, in connection with the convening of a shareholders' general meeting, engage lawyers to witness and issue legal opinions in respect of the following matters and make relevant announcements in accordance with the rules of the place where its shares are listed:</p> <p>(1) whether the procedures relating to the convening and the holding of such meeting comply with the laws, administrative regulations and the Articles of Association;</p> <p>(2) the legality and validity of the qualifications of the attendees and the convener of the meeting;</p> <p>(3) the legality and validity of the voting procedures and voting results;</p> <p>(4) the legality and validity of the resolutions;</p> <p>(5) legal opinions issued on other related matters as requested by the Bank.</p> <p>The Board of the Bank shall also engage notaries to be present in the general meeting.</p>	<p>Article 785 The Bank shall, in connection with the convening of a shareholders' general meeting, engage lawyers to witness and issue legal opinions in respect of the following matters and make relevant announcements in accordance with the rules of the place where its shares are listed:</p> <p>(1) whether the procedures relating to the convening and the holding of such meeting comply with the laws, administrative regulations and the Articles of Association;</p> <p>(2) the legality and validity of the qualifications of the attendees and the convener of the meeting;</p> <p>(3) the legality and validity of the voting procedures and voting results;</p> <p>(4) the legality and validity of the resolutions;</p> <p>(5) legal opinions issued on other related matters as requested by the Bank.</p> <p>The Board of the Bank shall also engage notaries to be present in the general meeting.</p>	<p>Standardize relevant expressions.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
26	Article 81 The Bank's proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with the requirements of Article 137 to Article 141 of the Articles of Association of the Bank.	Article 8178 The Bank's proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with the requirements of Article 137 to Article 14 <u>1</u> 0 of the Articles of Association of the Bank.	Pursuant to the Articles of Association of the Bank, adjustments were made based on actual conditions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
27	<p>Article 83 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 82, 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 of the Bank, a Controlling Shareholder within the meaning of Article 353 of the Articles of Association of the Bank;</p> <p>(2) in the case of repurchasing shares through an off-market agreement outside of the stock exchange by the Bank under Article 32 of the Articles of Association of the Bank, a Shareholder to whom the agreement relates;</p> <p>(3) in case of a proposed restructuring of the Company, shareholders who assume a relatively lower proportion of obligation than the obligations imposed on the other shareholders of that class or who have an interest in the proposed restructuring that is different from the general interests in such proposed restructuring of the other shareholders of that class shall be the “interested shareholders”.</p>	<p>Article 803 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 8279, 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 of the Bank, a Controlling Shareholder within the meaning of Article 3536 of the Articles of Association of the Bank;</p> <p>(2) in the case of repurchasing shares through an off-market agreement outside of the stock exchange by the Bank under Article 32 of the Articles of Association of the Bank, a Shareholder to whom the agreement relates;</p> <p>(3) in case of a proposed restructuring of the Company, shareholders who assume a relatively lower proportion of obligation than the obligations imposed on the other shareholders of that class or who have an interest in the proposed restructuring that is different from the general interests in such proposed restructuring of the other shareholders of that class shall be the “interested shareholders”.</p>	<p>Pursuant to the Articles of Association of the Bank, adjustments were made based on actual conditions.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
28	Article 88 The term “or above”, “within”, as stated in the Articles of Association shall all include the number or amount itself; the term “over”, “exceeding” shall all exclude the number or amount itself.	Article 885 The term “or above”, “within”, as stated in the Articles of Association shall all include the number or amount itself; the term “ <u>less than</u> ”, “over”, “exceeding”, “ <u>lower than</u> ”, “ <u>more than</u> ” shall all exclude the number or amount itself;	Adjustments were made based on actual conditions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
1	<p>Article 1 In order to strengthen the equity management of Bank of Gansu Co., Ltd. (“the Bank”), standardize acts of the Bank’s shareholders, protect the lawful rights and interests of the Bank, its depositors and other customers, safeguard the legitimate interests of its shareholders, and promote the sound operation and healthy development of the Bank, these measures are formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Interim Measures on Equity Management of Commercial Banks, the CBRC Notice on Enhancing Management of Pledge of Equity Interest in Commercial Banks, the Guidance of the People’s Bank of China, China Banking and Insurance Regulatory Commission and China Securities Regulatory Commission on Enhancing Regulation on Investment in Financial Institutions by Non-Financial Enterprises, the Measures for the Management of Related Party Transactions of Banking and Insurance Institutions, the Circular of the General Office of China Banking Regulatory Commission on Regulating Matters on Reporting by Shareholders of Commercial Banks, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Notice of the CBIRC on Issuing Measures for the Supervision of the Behaviors of Substantial Shareholders of Banking and Insurance Institutions (Trial) and the Notice of the General Office of the CBIRC on Further Strengthening the Management of Commitments of Shareholders in Banking and Insurance Institutions, as well as other relevant laws, regulations, rules and regulatory documents, and the Articles of Association of Bank of Gansu Co., Ltd. (hereinafter referred to as the “Articles of Association”) and based on the actual conditions of the Bank.</p>	<p>Article 1 In order to strengthen the equity management of Bank of Gansu Co., Ltd. (“the Bank”), standardize acts of the Bank’s shareholders, protect the lawful rights and interests of the Bank, its depositors and other customers, safeguard the legitimate interests of the Bank and its shareholders, and promote the sound operation and healthy development of the Bank, these measures are formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Securities 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 CBRC Notice on Enhancing Management of Pledge of Equity Interest in Commercial Banks, the Guidance of the People’s Bank of China, China Banking and Insurance Regulatory Commission and China Securities Regulatory Commission on Enhancing Regulation on Investment in Financial Institutions by Non-Financial Enterprises, the Measures for the Management of Related Party Transactions of Banking and Insurance Institutions, the Circular of the General Office of China Banking Regulatory Commission on Regulating Matters on Reporting by Shareholders of Commercial Banks, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Notice of the CBIRC on Issuing Measures for the Supervision of the Behaviors of Substantial Shareholders of Banking and Insurance Institutions (Trial) and the Notice of the General Office of the CBIRC on Further Strengthening the Management of Commitments of Shareholders in Banking and Insurance Institutions, as well as other relevant laws, regulations, rules and regulatory documents, and the Articles of Association of Bank of Gansu Co., Ltd. (hereinafter referred to as the “Articles of Association”) and based on the actual <u>equity management</u> conditions of the Bank.</p>	<p>Remove certain bases for the formulation of these Measures according to the relevant provisions cited herein.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
2	<p>Article 11 The shareholders of the Bank shall perform their obligation of capital contribution in strict accordance with applicable laws and regulations and the requirements of the banking regulatory authority.</p> <p>The shareholders of the Bank shall purchase shares of the Bank with their own funds and ensure the fund are obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations.</p>	<p>Article 11 The shareholders of the Bank shall perform their obligation of capital contribution in strict accordance with applicable laws and regulations and the requirements of the <u>National Financial Regulatory Administration (NFRA)</u> banking regulatory authority.</p> <p>The shareholders of the Bank shall purchase shares of the Bank with their own funds and ensure the fund are obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations.</p>	Amended according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
3	<p>Article 12 Each substantial Shareholder of the Bank shall undertake in writing that he/she will abide by applicable laws and regulations, regulatory requirements and the Bank's Articles of Association when purchasing the Bank's equity, and shall explain the purpose of such purchase. When a substantial Shareholder of the Bank acquires equity in the Bank and reports to the CBIRC and its local offices for approval and filing, it shall explain the source of funds in detail and actively cooperate with the CBIRC and its local offices and the Bank in reviewing the source of funds.</p> <p>A substantial Shareholder refers to a Shareholder who holds or controls more than 5% of the shares or voting rights of the Bank, or holds less than 5% of the Bank's total shares but has significant impact on the operation and management of the Bank.</p> <p>The aforementioned "significant impact" refers to the right to participate in (but has no right to control, either by itself or together with other parties) the decision-making of the Bank's financial and operating policies, including but not limited to the dispatching of Director(s), supervisor(s) or senior executive(s) to the Bank, exerting impact on the Bank's financial, operational and management decisions by way of agreement or through other means, and other circumstances as identified by the banking and insurance regulatory authority or its local offices.</p>	<p>Article 12 Each substantial Shareholder of the Bank shall undertake in writing that he/she will abide by applicable laws and regulations, regulatory requirements and the Bank's Articles of Association when purchasing the Bank's equity, and shall explain the purpose of such purchase. When a substantial Shareholder of the Bank acquires equity in the Bank and reports to the NFRACBIRC and its local offices for approval and filing, it shall explain the source of funds in detail and actively cooperate with the NFRACBIRC and its local offices and the Bank in reviewing the source of funds.</p> <p>A substantial Shareholder refers to a Shareholder who holds or controls more than 5% of the shares or voting rights of the Bank, or holds less than 5% of the Bank's total shares but has significant impact on the operation and management of the Bank.</p> <p>The aforementioned "significant impact" refers to the right to participate in (but has no right to control, either by itself or together with other parties) the decision-making of the Bank's financial and operating policies, including but is not limited to the dispatching of Director(s), supervisor(s) or senior executive(s) to the Bank, exerting impact on the Bank's financial, operational and management decisions by way of agreement or through other means, and other circumstances as identified by the NFRA banking and insurance regulatory authority or its local offices.</p>	<p>1. Amended according to Article 9 of the Provisional Measures for Administration of Equities of Commercial Banks</p> <p>2. Amended the name of the regulatory body according to the actual situation</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
4	<p>Article 13 No Shareholder of the Bank may authorize any other person to hold Shares of the Bank or accept any other person's authorization to hold equity of the Bank.</p> <p>A substantial Shareholder of the Bank shall state its equity structure level by level up to its actual controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other Shareholder, to ensure the authenticity and transparency of the equity relationship, and shall not conceal the de facto controller, the related relationship, share trust, private agreement and other illegal activities.</p> <p>A Shareholder of the Bank shall report his/her/its information for being a related party to the Bank as required within 15 working days from the date on which it becomes a holder of more than 5% (inclusive) of the Shares of the Bank or it becomes able to exert significant impact on the Bank.</p>	<p>Article 13 No Shareholder of the Bank may authorize any other person to hold Shares of the Bank or accept any other person's authorization to hold equity of the Bank.</p> <p>A substantial Shareholder of the Bank shall state its equity structure level by level up to its actual controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other Shareholder, to ensure the authenticity and transparency of the equity relationship, and shall not conceal the de facto controller, the related relationship, share trust, private agreement and other illegal activities.</p> <p>A Shareholder of the Bank shall report his/her/its information for being a related party to the Bank as required within 15 working days from the date on which it becomes a holder of more than 5% (inclusive) of the Shares of the Bank or it becomes able to exert significant impact on the Bank.</p>	Optimized the expression according to the supplementary provisions

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
5	<p>Article 14 Where a Shareholder of the Bank intends to transfer its equity in the Bank to any other party, it shall inform the transferee of the need to meet the conditions set forth by laws and regulations and by the banking and insurance regulatory authority. The transferee shall have the qualifications for entities to invest in commercial banks set forth the banking and insurance regulatory authority. Where the transferee becomes a substantial or controlling Shareholder of the Bank, it shall meet the qualifications and conditions on substantial or controlling shareholders set forth laws and regulations and by the banking and insurance regulatory authority. And shall be filed or apply for approval in accordance with laws and regulations and by the banking and insurance regulatory authority.</p> <p>Where it results in changes in the substantial or controlling Shareholder of the Bank due to the transfer of Shares, the Bank shall report to the banking and insurance regulatory authority or its local offices and change relevant information in a timely manner.</p>	<p>Article 14 Where a Shareholder of the Bank intends to transfer its equity in the Bank to any other party, it shall inform the transferee of the need to meet the conditions set forth by laws and regulations and by the <u>NFRA</u> banking and insurance regulatory authority. The transferee shall have the qualifications for entities to invest in commercial banks set forth <u>by the NFRA</u> banking and insurance regulatory authority. Where the transferee becomes a substantial or controlling Shareholder of the Bank, it shall meet the qualifications and conditions on substantial or controlling shareholders set forth <u>by</u> laws and regulations and <u>the regulatory requirements</u>, by the banking and insurance regulatory authority. <u>a</u>And shall be filed or apply for approval in accordance with laws and regulations and <u>the regulatory requirements</u> by the banking and insurance regulatory authority.</p> <p>Where it results in changes in the substantial or controlling Shareholder of the Bank due to the transfer of Shares, the Bank shall report to the <u>NFRA</u> banking and insurance regulatory authority or its local offices and change relevant information in a timely manner.</p>	Amended according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
6	<p>Article 17 Any of the Bank's substantial shareholders and its controlling Shareholder or actual controller shall not fall under any of the following circumstances:</p> <p>(I) Being listed as an object subject to any joint punishment for dishonesty by relevant authorities;</p> <p>(II) Committing any act of seriously evading or cancelling the Bank's debts;</p> <p>(III) Providing false materials or making false statements;</p> <p>(IV) Assuming major liability for the business failure of the Bank or significant violation of laws and regulations;</p> <p>(V) Rejecting or obstructing the banking and insurance regulatory authority or its local offices from conducting their regulatory work according to law;</p> <p>(VI) Having been investigated and punished by any financial regulatory authority or any other competent government agency for violation of laws and regulations, thus having caused adverse impact; or</p> <p>(VII) Any other circumstances that may adversely affect the operation and management of the Bank.</p>	<p>Article 17 Any of the Bank's substantial shareholders and its controlling Shareholder or actual controller shall not fall under any of the following circumstances:</p> <p>(I) Being listed as an object subject to any joint punishment for dishonesty by relevant authorities;</p> <p>(II) Committing any act of seriously evading or cancelling the Bank's debts;</p> <p>(III) Providing false materials or making false statements;</p> <p>(IV) Assuming major liability for the business failure of the Bank or significant violation of laws and regulations;</p> <p>(V) Rejecting or obstructing the <u>NFR</u> banking and insurance regulatory authority or its local offices from conducting their regulatory work according to law;</p> <p>(VI) Having been investigated and punished by any financial regulatory authority or any other competent government agency for violation of laws and regulations, thus having caused adverse impact; or</p> <p>(VII) Any other circumstances that may adversely affect the operation and management of the Bank.</p>	Amended according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
7	<p>Article 20 Where an investor and its related parties and persons acting in concert, individually or in aggregate, propose to initially hold or increase to hold more than 5% of the total Shares of the Bank in aggregate, they shall report to the banking and insurance regulatory authority or its local offices for approval. The approval of the administrative license for proposing to hold more than 5% of the total Shares of the Bank through stock exchanges is valid for six months. The specific requirements and procedures for approval shall be subject to relevant provisions of the banking and insurance regulatory authority.</p> <p>Where an investor and its related parties and persons acting in concert, individually or in aggregate, hold more than 1% but less than 5% of total capital or total shares of the Bank, they shall report to the banking and insurance regulatory authority or its local offices through the Bank within 10 working days after obtaining the relevant shares. The materials and procedures for reporting shall be subject to the requirements of the Circular of the General Office of China Banking Regulatory Commission on Regulating Matters on Reporting by Shareholders of Commercial Banks.</p> <p>Where a natural person, an investor in financial products and its related parties and persons acting in concert, individually or in aggregate, purchase more than 1% but less than 5% of total shares of the Bank in the stock market, they shall report with refer to relevant provisions of the Circular of the General Office of China Banking Regulatory Commission on Regulating Matters on Reporting by Shareholders of Commercial Banks on the catalogue of materials and key matters in reporting.</p> <p>Shareholders who should have sought approval of or reported to but failed to seek approval of or report to the regulatory authority shall not exercise rights to request to convene a general meeting, vote, nominate, propose and dispose. The banking and insurance regulatory authority or its local offices shall have the right punish them in accordance with the Interim Measures on Equity Management of Commercial Banks.</p>	<p>Article 20 Where an investor and its related parties and persons acting in concert, individually or in aggregate, propose to initially hold or increase to hold more than 5% of the total Shares of the Bank in aggregate, they shall report to the NFRAbanking and insurance regulatory authority or its local offices for approval. The approval of the administrative license for proposing to hold more than 5% of the total Shares of the Bank through stock exchanges is valid for six months. The specific requirements and procedures for approval shall be subject to relevant provisions of the NFRAbanking and insurance regulatory authority.</p> <p>Where an investor and its related parties and persons acting in concert, individually or in aggregate, hold more than 1% but less than 5% of total capital or total shares of the Bank, they shall report to the NFRAbanking and insurance regulatory authority or its local offices through the Bank within 10 working days after obtaining the relevant shares. The materials and procedures for reporting shall be subject to the requirements of the Circular of the General Office of China Banking Regulatory Commission on Regulating Matters on Reporting by Shareholders of Commercial Banks.</p> <p>Where a natural person, an investor in financial products and its related parties and persons acting in concert, individually or in aggregate, purchase more than 1% but less than 5% of total shares of the Bank in the stock market, they shall report with refer to relevant provisions of the Circular of the General Office of China Banking Regulatory Commission on Regulating Matters on Reporting by Shareholders of Commercial Banks on the catalogue of materials and key matters in reporting.</p> <p>Shareholders who should have sought approval of or reported to but failed to seek approval of or report to the regulatory authority shall not exercise rights to request to convene a general meeting, vote, nominate, propose and dispose. The NFRAbanking and insurance regulatory authority or its local offices shall have the right punish them in accordance with the Interim Measures on Equity Management of Commercial Banks.</p>	Amended according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
8	<p>Article 21 The substantial shareholders of the Bank shall not transfer the Shares held by them within five years from the date of obtaining the Shares.</p> <p>Special circumstances where the banking and insurance regulatory authority or its local offices approves to adopt risk management measures, or the banking and insurance regulatory authority enforces the transfer, or the Shares involved in judicial enforcement or the transfer occurs between different entities controlled by the same investor are excluded.</p>	<p>Article 21 The substantial shareholders of the Bank shall not transfer the Shares held by them within five years from the date of obtaining the Shares.</p> <p>Special circumstances where the NFRAbanking and insurance regulatory authority or its local offices approves to adopt risk management measures, or the NFRAbanking and insurance regulatory authority enforces the transfer, or the Shares involved in judicial enforcement or the transfer occurs between different entities controlled by the same investor are excluded.</p>	Amended according to the actual situation
9	<p>Article 23 The substantial shareholders of the Bank shall undertake in writing that he/she will replenish the Bank's capital whenever necessary and report their capital replenishment capacity to the banking and insurance regulatory authority or its local offices through the Bank on an annual basis.</p>	<p>Article 23 The substantial shareholders of the Bank shall undertake in writing that he/she will replenish the Bank's capital whenever necessary and report their capital replenishment capacity to the NFRAbanking and insurance regulatory authority or its local offices through the Bank on an annual basis.</p>	Amended according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
10	<p>Article 26 The shareholders of the Bank shall abide by the provisions on related party transactions as prescribed by applicable laws and regulations, the banking and insurance regulatory authority and the Bank, and may not engage in any improper related party transactions with the Bank, neither shall they use their influence over the operation and management of the Bank to seek illicit benefits.</p> <p>A substantial Shareholder of the Bank is strictly prohibited from engaging in improper related party transactions with the Bank in the following ways or using their influence over the Bank to seek illicit benefits:</p> <p>(I) obtaining bank credit, such as loans, bill acceptance and discount, bond investment and investment in special purpose vehicles under the conditions favorable than those for similar transactions with non-related parties;</p> <p>(II) carrying out fund utilization business or insurance business with insurance institutions under the conditions favorable than those for similar transactions with non-related parties;</p> <p>(III) illegally occupying or disposing of the Bank's funds or other rights and interests by means of loans, guarantees, etc.;</p> <p>(IV) the Bank bears the relevant expenses that are unreasonable or should be borne by the substantial shareholders and their related parties;</p> <p>(V) purchasing or leasing assets of the Bank, or selling or leasing inferior assets to the Bank under the conditions favorable than those for similar transactions with non-related parties;</p> <p>(VI) using the Bank's intangible assets for free or under the conditions favorable than those for similar transactions with non-related parties, or charging the Bank excessive fees for the use of intangible assets;</p> <p>(VII) using the position of being substantial Shareholder to seek business opportunities belonging to the Bank;</p> <p>(VIII) using the undisclosed information or business secrets of the Bank to seek benefits;</p> <p>(IX) engaging in improper related party transactions or seeking illicit benefits in other ways.</p>	<p>Article 26 The shareholders of the Bank shall abide by the provisions on related party transactions as prescribed by applicable laws and regulations, the NFRA banking and insurance regulatory authority and the Bank, and may not engage in any improper related party transactions with the Bank, neither shall they use their influence over the operation and management of the Bank to seek illicit benefits.</p> <p>A substantial Shareholder of the Bank is strictly prohibited from engaging in improper related party transactions with the Bank in the following ways or using their influence over the Bank to seek illicit benefits:</p> <p>(I) obtaining bank credit, such as loans, bill acceptance and discount, bond investment and investment in special purpose vehicles under the conditions favorable than those for similar transactions with non-related parties;</p> <p>(II) carrying out fund utilization business or insurance business with insurance institutions under the conditions favorable than those for similar transactions with non-related parties;</p> <p>(III) illegally occupying or disposing of the Bank's funds or other rights and interests by means of loans, guarantees, etc.;</p> <p>(IV) the Bank bears the relevant expenses that are unreasonable or should be borne by the substantial shareholders and their related parties;</p> <p>(V) purchasing or leasing assets of the Bank, or selling or leasing inferior assets to the Bank under the conditions favorable than those for similar transactions with non-related parties;</p> <p>(VI) using the Bank's intangible assets for free or under the conditions favorable than those for similar transactions with non-related parties, or charging the Bank excessive fees for the use of intangible assets;</p> <p>(VII) using the position of being substantial Shareholder to seek business opportunities belonging to the Bank;</p> <p>(VIII) using the undisclosed information or business secrets of the Bank to seek benefits;</p> <p>(IX) engaging in improper related party transactions or seeking illicit benefits in other ways.</p>	Amended according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
11	<p>Article 27 Where the Bank experiences a major risk incident or commits a major violation of law or regulations and is subsequently subject to risk disposal or takeover measures by the banking and insurance regulatory authority or its local offices, the shareholders of the Bank shall actively cooperate with the banking and insurance regulatory authority or its local offices in conducting such risk disposal and other necessary work.</p>	<p>Article 27 Where the Bank experiences a major risk incident or commits a major violation of law or regulations and is subsequently subject to risk disposal or takeover measures by the NFRA banking and insurance regulatory authority or its local offices, the shareholders of the Bank shall actively cooperate with the NFRA banking and insurance regulatory authority or its local offices in conducting such risk disposal and other necessary work.</p>	Amended according to the actual situation
12	<p>Article 29 The shareholders of the Bank shall actively cooperate the banking and insurance regulatory authority or its local offices in relevant measures taken on implementing penetration regulation on them.</p>	<p>Article 29 The shareholders of the Bank shall actively cooperate the NFRA banking and insurance regulatory authority or its local offices in relevant measures taken on implementing penetration regulation on them.</p>	Amended according to the actual situation
13	<p>Article 30 For shareholders who have made false statements, abused their shareholders rights or acted to damage the interests of the Bank, the Bank, based on the requirements of the banking and insurance regulatory authority, may restrict or prohibit related transactions between them and the Bank, limit the maximum number of the bank's Shares that they can hold and the percentage of shares that they can pledge, and their rights to request to convene the general meeting, vote, nominate, propose, dispose and other rights.</p>	<p>Article 30 For shareholders who have made false statements, abused their shareholders rights or acted to damage the interests of the Bank, the Bank, based on the requirements of the NFRA or its local offices banking and insurance regulatory authority, may restrict or prohibit related transactions between them and the Bank, limit the maximum number of the bank's Shares that they can hold and the percentage of shares that they can pledge, and their rights to request to convene the general meeting, vote, nominate, propose, dispose and other rights.</p>	Amended according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
14		<p><u>Article 31</u> The major shareholders of the Bank shall also comply with the requirements of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial) and other laws and regulations on the shareholding, governance, trading and obligations of major shareholders.</p> <p>A major Shareholder of the Bank shall be a Shareholder of the Bank who meets one of the following conditions:</p> <p>(I) those who hold more than 10% of the shareholding of the Bank;</p> <p>(II) those who actually hold the largest number of shares of the Bank with percentage of shareholding not less than 5% (including shareholders holding the same number of shares);</p> <p>(III) if more than two directors are nominated;</p> <p>(IV) the Board of the Bank considers that he/she has a controlling influence on operation and management of the Bank;</p> <p>(V) other circumstances as determined by the NFRA.</p>	<p>Add the definition and scope of major Shareholders in accordance with Article 3 of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
15	<p>Article 31 The substantial shareholders of the Bank shall report the following information to the Bank in a timely, accurate and complete manner:</p> <p>(I) information such as its own financial information, shareholding structure, sources of capital for subscription, controlling shareholders, defacto controllers, related parties, parties acting in concert, ultimate beneficiaries and investment in other financial institutions;</p> <p>(II) if there is any change in the controlling shareholders, defacto controllers, related parties, parties acting in concert and ultimate beneficiaries, the relevant shareholders shall comply with laws, regulations and regulatory requirements to notify the Bank in writing of changes in a timely manner;</p> <p>(III) to notify the Bank in writing in a timely manner of any litigation, arbitration, legal enforcement action initiated by judicial or other authorities, pledge or release of pledge in respect of the shares held by it in the banking and insurance institutions in accordance with laws, regulations and regulatory requirements;</p> <p>(IV) transfer of Shares held in the Bank, or pledge or release of Shares held in the Bank;</p> <p>(V) change of name;</p> <p>(VI) in the event of any change in merger or division, being subject to such measures as suspension of business for rectification, appointment of a custodian, takeover, and revocation, or entering into dissolution, liquidation or bankruptcy proceedings, or any change in such significant matters as the legal representative, company name, domicile and scope of business, the relevant shareholders shall promptly notify the Bank in writing according to laws, regulations and regulatory requirements;</p> <p>(VII) any other circumstances that may cause changes to their Shareholder qualifications or lead to changes in their equity holding in the Bank.</p>	<p>Article 312 The substantial shareholders of the Bank shall report the following information to the Bank in a timely, accurate and complete manner:</p> <p>(I) information such as its own financial information, shareholding structure, sources of capital for subscription, controlling shareholders, defacto controllers, related parties, parties acting in concert, ultimate beneficiaries and investment in other financial institutions;</p> <p>(II) if there is any change in the controlling shareholders, defacto controllers, related parties, parties acting in concert and ultimate beneficiaries, the relevant shareholders shall comply with laws, regulations and regulatory requirements to notify the Bank in writing of changes in a timely manner;</p> <p>(III) to notify the Bank in writing in a timely manner of any litigation, arbitration, legal enforcement action initiated by judicial or other authorities, pledge or release of pledge in respect of the shares of the Bank held by it in the banking and insurance institutions in accordance with laws, regulations and regulatory requirements;</p> <p>(IV) transfer of Shares held in the Bank, or pledge or release of Shares held in the Bank;</p> <p>(V) change of name;</p> <p>(VI) in the event of any change in merger or division, being subject to such measures as suspension of business for rectification, appointment of a custodian, takeover, and revocation, or entering into dissolution, liquidation or bankruptcy proceedings, or any change in such significant matters as the legal representative, company name, domicile and scope of business, the relevant shareholders shall promptly notify the Bank in writing according to laws, regulations and regulatory requirements;</p> <p>(VII) any other circumstances that may cause changes to their Shareholder qualifications or lead to changes in their equity holding in the Bank.</p>	Optimize the expression according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
16	<p>Article 32 The Bank shall disclose its share information in a truthful, accurate and complete manner through semi-annual reports or annual reports on its official website and via other channels, the contents of which shall include:</p> <p>(I) The total number of shares and shareholders at the end of the reporting period and any changes in its shares during the reporting period;</p> <p>(II) Shareholdings of the top 10 shareholders of the Bank at the end of the reporting period;</p> <p>(III) Information about the substantial shareholders and their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries at the end of the reporting period;</p> <p>(IV) Related party transactions with its substantial shareholders and their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries during the reporting period;</p> <p>(V) Pledge of the Bank's equity by any of the substantial shareholders;</p> <p>(VI) Shareholder's nomination of directors and supervisors;</p> <p>(VII) Other information as required by the banking and insurance regulatory authority.</p>	<p>Article 332 The Bank shall disclose its share equity information in a truthful, accurate and complete manner through semi-annual reports or annual reports on its official website and via other channels, the contents of which shall include:</p> <p>(I) The total number of shares and shareholders at the end of the reporting period and any changes in its shares during the reporting period;</p> <p>(II) Shareholdings of the top 10 shareholders of the Bank at the end of the reporting period;</p> <p>(III) Information about the substantial shareholders and their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries at the end of the reporting period;</p> <p>(IV) Related party transactions with its substantial shareholders and their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries during the reporting period;</p> <p>(V) Pledge of the Bank's equity by any of the substantial shareholders;</p> <p>(VI) Shareholder's nomination of directors and supervisors;</p> <p>(VII) Other information as required by the NFRA banking and insurance regulatory authority.</p>	Amended according to the actual situation
17	<p>Article 34 The Bank shall, when disclosing information, make an explanation about any share matter that has been reported to the banking and insurance regulatory authority or its local offices but is still pending approval thereof.</p>	<p>Article 345 The Bank shall, when disclosing information, make an explanation about any share matter that has been reported to the NFRA banking and insurance regulatory authority or its local offices but is still pending approval thereof.</p>	Amended according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
18	Article 35 Where a Shareholder of the Bank pledges its equity in the Bank, it shall abide by the relevant provisions on pledging the equity as set forth by applicable laws and regulations, the banking and insurance regulatory authority, China Securities Regulatory Commission, the CSDC and the Bank, without causing damage to the interests of other shareholders and the Bank.	Article 365 Where a Shareholder of the Bank pledges its equity in the Bank, it shall abide by the relevant provisions on pledging the equity of commercial banks as set forth by applicable laws and regulations, the NFRA banking and insurance regulatory authority , China Securities Regulatory Commission, the CSDC and the Articles of Association of the Bank, and perform procedures such as <u>filing or written application according to the requirements of the Bank</u> , without causing damage to the interests of other shareholders and the Bank.	Amended according to the actual situation
19	Article 36 Where a Shareholder guarantees with the Shares of the Bank for himself/herself or others, it shall inform the Board of the Company in advance. The Company shall not accept the guarantee with the Shares of the Company as the collateral. The office of the Board of the Bank is responsible for the daily work of the collecting, sorting and submitting of pledge information on the Shares of the Company.	Article 376 Where a Shareholder guarantees with the <u>equity Shares</u> of the Bank for himself/herself or others, it shall inform the Board of the Company in advance. The Company shall not accept the guarantee with the Shares of the Company as the collateral. The office of the Board of the Bank is responsible for the daily work of the collecting, sorting and submitting of pledge information on the Shares of the Company. Meanwhile, if the number of pledged shares of a major Shareholder exceeds <u>50% of the total equity held by the Bank</u> , the Bank may, in accordance with the requirements of the NFRA or its local offices, restrict the Bank from <u>carrying out related party transactions with the Bank</u> .	Amended according to Article 36 of the Measures for Management of Related Party Transactions of Banking and Insurance Institutions and the actual situation of the Bank
20	Article 39 A Shareholder may not pledge the Bank's shares if the balance of its borrowings from the Bank exceeds the audited net value of the equity it held in the Bank in the previous year.	Article 39-40 A Shareholder may not pledge the Bank's <u>equity shares</u> if the balance of its borrowings from the Bank exceeds the audited net value of the equity it held in the Bank in the previous year.	Amended according to the actual situation
21	Article 43 The banking and insurance regulatory authority or its local offices shall have the right to restrict the proportion of the pledged shares of the Bank held by the same Shareholder, its related parties and persons acting in concert.	Article 434 The NFRA banking and insurance regulatory authority or its local offices shall have the right to restrict the proportion of the pledged shares of the Bank held by the same Shareholder, its related parties and persons acting in concert.	Amended according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
22	<p>Article 46 The Office of the Board of the Bank shall be responsible for handling matters relating to the Bank's equity and conducting the registration of equity information and disclosure of information.</p>	<p>Article 46 <u>The Board of Directors of the Bank is responsible for strengthening the concept of equity data governance, improving the organizational structure and policy system of equity data governance, enhancing the level of information management for equity data, supervising shareholders in fulfilling their obligations to report information, and promoting the establishment of a system for monitoring the equity data quality by senior management.</u></p> <p><u>The Board of Supervisors of the Bank is responsible for supervising and evaluating the performance of the Board and senior management in terms of equity data governance.</u></p> <p><u>The Bank's senior management is responsible for supervising the establishment of a system for monitoring the equity data quality, coordinating and strengthening the collaboration among various departments, setting up full-time or part-time positions to meet the needs of shareholders' equity data governance, and safeguarding the allocation of human and financial resources.</u></p> <p>The Office of the Board of the Bank shall be responsible for handling matters relating to the Bank's equity, and is responsible for leading the implementation of specific work in the equity matter management, including the application for administrative licences related to equity matters, reporting of shareholders' information and related matters and submission of information, establishment and improvement of the equity management system, enhancement of the communication with shareholders and investors, proposals for improving the equity management system or functional modules, summarization and management of shareholders' equity data and reporting in accordance with regulatory filing rules, and conducting the registration of equity information and disclosure of information.</p>	<p>Amended according to the requirements to improve the management system of equity and related party transactions and to clarify the relevant contents of data governance set out in the Notice of the General Office of the CBIRC on Strengthening the Data Governance of Equity and Related Party Transactions in Banking and Insurance Institutions, and the actual situation of the Bank's equity management.</p>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
23	<p>Article 47 The Bank shall boost communication with its shareholders and investors, and shall take charge of relevant work including but not limited to applying for administrative licenses, reporting of Shareholder information and other relevant matters and submitting relevant documents.</p>	deleted	Integrated with Article 46
24	<p>Article 48 The Board of Directors of the Bank shall, at least annually, evaluate its substantial shareholders regarding their qualifications, financial situation, shareholding, related party transactions in the previous year, performance of commitments, implementation of the Bank's Articles of Association or relevant agreements, as well as their compliance with laws, regulations and regulatory requirements, and submit the evaluation reports thereof to the banking and insurance regulatory authority or its local offices in a timely manner.</p>	<p>Article 48 The Board of Directors of the Bank is responsible for establishing a mechanism to identify, review and manage conflicts of interest between the Bank and its shareholders, in particular substantial shareholders, and shall, at least annually, evaluate its substantial shareholders regarding their qualifications, financial situation, shareholding, related party transactions in the previous year, performance of commitments, implementation of the Bank's Articles of Association or relevant agreements, as well as their compliance with laws, regulations and regulatory requirements, and submit the evaluation reports thereof to the NFRA banking and insurance regulatory authority or its local offices in a timely manner.</p> <p>The Board of Directors of the Bank shall evaluate its major shareholders regarding their qualifications, financial condition, shareholding, related party transactions in the previous year, exercise of shareholders' rights, performance of responsibilities, obligations and commitments, implementation of the Articles of Association and relevant agreements, their compliance with laws, regulations and regulatory requirements, and report at the shareholders' general meeting or through written documents, with a copy to the NFRA or its local offices at the same time.</p> <p>When evaluating major shareholders, the Bank may conduct simultaneous evaluations of other substantial shareholders that need to be evaluated in accordance with relevant regulatory regulations. The relevant evaluation reports can be consolidated and submitted to the NFRA or its local offices.</p>	Amended according to provisions relating to Shareholder evaluation in the Provisional Measures for Administration of Equities of Commercial Banks and the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial).

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
25	<p>Article 50 When entering into the sale or purchase or lease of the Bank's own movable or immovable properties; the purchase and sale of credit assets; the receipt and disposal of repossessed assets; transactions relating to services such as credit enhancement, credit assessment, assets assessment, law, information, technology and infrastructure; commissioned or entrusted sales and other transactions with its substantial shareholders, controlling shareholders, actual controllers, related parties, parties acting in concert or ultimate beneficiaries, the Bank shall comply with laws and regulations and the relevant requirements of the banking and insurance regulatory authority, and shall conduct such transactions in accordance with commercial principles which shall be no more favorable than the conditions offered to non-related parties regarding the similar transactions, so as to prevent risk contagion and tunneling.</p>	<p>Article 50 When entering into the sale or purchase or lease of the Bank's own movable or immovable properties; the purchase and sale of credit assets; the receipt and disposal of repossessed assets; transactions relating to services such as credit enhancement, credit assessment, assets assessment, law, information, technology and infrastructure; commissioned or entrusted sales and other transactions with its substantial shareholders, controlling shareholders, actual controllers, related parties, parties acting in concert or ultimate beneficiaries, the Bank shall comply with laws and regulations and the relevant requirements of <u>the NFRA</u>the banking and insurance regulatory authority, and shall conduct such transactions in accordance with commercial principles which shall be no more favorable than the conditions offered to non-related parties regarding the similar transactions, so as to prevent risk contagion and tunneling.</p>	Amended according to the actual situation
26	<p>Article 51 The Bank shall, in accordance with laws and regulations and the actual conditions of the Bank, improve the measures on related party transactions, reinforce the management of related party transactions, accurately identify related parties, and strictly implement the review/approval and information disclosure systems for related party transactions, and timely report information on related party transactions to the banking and insurance regulatory authority or its local offices.</p>	<p>Article 51 The Bank shall, in accordance with laws and regulations and the actual conditions of the Bank, improve the measures on related party transactions, reinforce the management of related party transactions, accurately identify related parties, and strictly implement the review/approval and information disclosure systems for related party transactions, and timely report information on related party transactions to <u>the NFRA</u>the banking and insurance regulatory authority or its local offices.</p>	Amended according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
27	<p>Article 53 The meanings of the following terms mentioned in these measures are explained as follows:</p> <p>(I) Based on the provisions of Article 216 of the Company Law of the People’s Republic of China, the controlling Shareholder refers to a Shareholder who contributes more than 50% of the total capital of a limited liability company or holds more than 50% of the total share capital of a limited liability company, or a Shareholder who, despite its contribution or shareholding being less than 50% of the total capital or the total share capital of a limited liability company, has sufficient voting rights carried on its shareholding to exert significant impact on the resolutions of the shareholders’ meeting or the general meeting.</p> <p>(II) Based on the provisions of Article 216 of the Company Law of the People’s Republic of China, the actual controller refers to the person who, despite not being a Shareholder of the company, is able to actually control the conduct of the company through investment relations, agreements or other arrangements.</p> <p>(III) Related/connected parties refer to any natural person, legal person or unincorporated organization that controls, or is controlled by, has significant impact on, or significantly impacted by, or under common control or significant impact with, with the Bank. However, enterprises controlled by the State are not deemed related to one another solely because they are all controlled by the State.</p> <p>(IV) Related party/connected transactions refer to the transfer of interests between the Bank and related parties; Based on the Hong Kong Listing Rules of the Hong Kong Stock Exchange, “connected transactions” are transactions conducted by the listed issuer group (namely the listed issuer and its subsidiaries) with connected persons, and specified categories of transactions conducted by the listed issuer group with third parties that may confer benefits on connected persons through their interests in the entities involved in the transactions. They may be one-off transactions or continuing transactions.</p>	<p>Article 53 The meanings of the following terms mentioned in these measures are explained as follows:</p> <p>(I) Based on the provisions of Article 265216 of the Company Law of the People’s Republic of China, the controlling Shareholder refers to a Shareholder who contributes more than 50% of the total capital of a limited liability company or holds more than 50% of the total share capital of a limited liability company, or a Shareholder who, despite its contribution or shareholding being less than 50% of the total capital or the total share capital of a limited liability company, has sufficient voting rights carried on its shareholding to exert significant impact on the resolutions of the shareholders’ meeting or the general meeting.</p> <p>(II) Based on the provisions of Article 265216 of the Company Law of the People’s Republic of China, the actual controller refers to the person who, despite not being a Shareholder of the company, is able to actually control the conduct of the company through investment relations, agreements or other arrangements.</p> <p>(III) Related/connected parties refer to any natural person, legal person or unincorporated organization that controls, or is controlled by, has significant impact on, or significantly impacted by, or under common control or significant impact with, with the Bank. However, enterprises controlled by the State are not deemed related to one another solely because they are all controlled by the State.</p> <p>(IV) Related party/connected transactions refer to the transfer of interests between the Bank and related parties; Based on the Hong Kong Listing Rules of the Hong Kong Stock Exchange, “connected transactions” are transactions conducted by the listed issuer group (namely the listed issuer and its subsidiaries) with connected persons, and specified categories of transactions conducted by the listed issuer group with third parties that may confer benefits on connected persons through their interests in the entities involved in the transactions. They may be one-off transactions or continuing transactions.</p>	Amended according to the actual situation

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<p>(V) A concerted action refers to the act or fact that an investor, through agreements or other arrangements and in cooperation with other investors, jointly expands the quantity of the voting rights carried on the shares of a company in their control. The investors engaged in concerted actions are people acting in concert.</p> <p>(VI) The ultimate beneficiary refers to the person who effectively enjoys the return on the Bank's shares.</p>	<p>(V) A concerted action refers to the act or fact that an investor, through agreements or other arrangements and in cooperation with other investors, jointly expands the quantity of the voting rights carried on the shares of a company in their control. The investors engaged in concerted actions are people acting in concert.</p> <p>(VI) The ultimate beneficiary refers to the person who effectively enjoys the return on the Bank's shares.</p>	
28	<p>Article 55 These measures shall come into effect from the date of issuance after it is considered and approved at the general meeting of the Bank. The original Measures for Equity Management of Bank of Gansu Co., Ltd. (Bank of Gansu Fa [2019] No. 260) shall be repealed on the same date.</p>	<p>Article 55 These measures shall come into effect from the date of issuance after it is considered and approved at the general meeting of the Bank. The original Measures for Equity Management of Bank of Gansu Co., Ltd. (Bank of Gansu Fa [2019] No. 260) shall be repealed on the same date.</p>	Optimize the expression according to the actual situation

**COMPARISON TABLE FOR THE AMENDMENTS TO THE
PLAN ON AUTHORIZATION OF THE SHAREHOLDERS'
GENERAL MEETING TO THE BOARD**

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
1	<p>1. Approval authority for credit asset write-off</p> <p>The write-off of credit assets (including “credit-like” assets) with a value not exceeding RMB300 million shall be approved by the Board of Directors.</p>	<p>1. Approval authority for credit asset write-off</p> <p>The write-off of credit assets (including “credit-like” assets) with a value not exceeding <u>3% of the latest audited net capital of the Bank</u> RMB300 million shall be approved by the Board of Directors.</p>	Adjustments were made based on actual conditions.
2	<p>2. Approval authority for fixed asset and intangible asset write-off</p> <p>The write-off of a single fixed asset or intangible asset with a net book value of not more than 100 million shall be approved by the Board of Directors. If the total assets involved in the write-off have both book value and evaluation value, the higher one is used for calculation.</p>	<p>2. Approval authority for fixed asset and intangible asset write-off</p> <p>The write-off of a single fixed asset or intangible asset with a net book value of not more than <u>3% of the latest audited net capital of the Bank</u> 100 million shall be approved by the Board of Directors. If the total assets involved in the write-off have both book value and evaluation value, the higher one is used for calculation.</p>	Adjustments were made based on actual conditions.
3	<p>3. Approval authority for equity asset write-off</p> <p>The write-off of equity assets with a single project amount not exceeding RMB100 million shall be approved by the Board of Directors. If the total assets involved in the write-off have both book value and evaluation value, the higher one is used for calculation. The write-off of equity assets involving the reduction of the registered capital of the Bank shall be submitted to the shareholders’ meeting for consideration and approval.</p>	<p>3. Approval authority for equity asset write-off</p> <p>The write-off of equity assets with a single project amount not exceeding <u>3% of the latest audited net capital of the Bank</u> RMB100 million shall be approved by the Board of Directors. If the total assets involved in the write-off have both book value and evaluation value, the higher one is used for calculation. The write-off of equity assets involving the reduction of the registered capital of the Bank shall be submitted to the shareholders’ meeting for consideration and approval.</p>	Adjustments were made based on actual conditions.
4	<p>(VII) Other powers authorized by Shareholders’ general meetings to the Board of Directors</p> <p>According to the relevant laws and regulations and the Articles of Association of the Bank, the Shareholders’ general meeting may authorize the Board of Directors to exercise other powers other than the above-mentioned authorities.</p>	deleted	Adjustments were made based on actual conditions.

In order to keep the capital adequacy ratio constantly remaining at the required level, meet the capital requirement of the Bank for its continuous business development, utilize financing platforms flexibly and effectively and take advantage of opportunities in the capital market in a timely manner, it is proposed that the Board approve and propose the general meeting to approve the proposal for granting the Board a general mandate to issue shares and matters including authority delegation by the Board, according to the requirements of applicable laws and regulations of the PRC, the Listing Rules and the Articles of Association.

I. Particulars of the General Mandate to Issue Shares

- (I) Subject to the conditions set out in Paragraph (II) below, the Board shall be authorized to separately or concurrently ratify, allot, issue, grant and/or otherwise deal with Shares (overseas listed foreign Shares and/or Domestic Shares (including A Shares)), securities convertible into Shares, share options and warrants of securities that are entitled to subscribe for any Shares or are convertible into Shares, or other securities that carry rights to subscribe for or are convertible into Shares during the Relevant Period (as defined below).

Notwithstanding the fulfillment of the conditions set out in Paragraph (II) below, the Board of the Bank shall obtain a separate mandate by way of a special resolution prior to making the allotment of Shares with voting rights if such allotment will result in an actual change of the control rights of the Bank.

- (II) The number of Shares (overseas listed foreign Shares and/or Domestic Shares (including A Shares)), securities convertible into Shares, share options and warrants of securities that are entitled to subscribe for any Shares or are convertible into Shares, or other securities that carry rights to subscribe for or are convertible into Shares (among which, the above securities shall be calculated on the basis of the number of overseas listed foreign Shares/Domestic Shares which such securities can be converted into/be allotted) proposed to be ratified, allotted, issued, granted and/or otherwise dealt with by the Board shall not respectively exceed 20% of the total number of each category of the overseas listed foreign Shares and Domestic Shares of the Bank in issue as at the date on which this resolution is passed at the AGM.
- (III) For the purposes of this resolution, “**Relevant Period**” means the period from the date on which this special resolution is passed at the general meeting until the earliest of:
1. the conclusion of the next annual general meeting of the Bank following the date on which this resolution is passed;
 2. the expiration of twelve months following the date on which this resolution is passed at the general meeting;

3. the date on which the authority granted to the Board under this resolution is revoked or varied by a special resolution of the Shareholders of the Bank at a general meeting.
- (IV) The Board shall be authorized to determine the details of the issuance plan, including but not limited to:
1. the class and number of Shares proposed to be issued;
 2. the pricing methods and/or the issue price (including the price range);
 3. the commencement and closing dates of the issuance;
 4. the specific use of proceeds;
 5. the making or granting of recommendations, agreements and options which might require the exercise of such powers;
 6. other contents that should be included in the detailed issuance plan as required under relevant laws and regulations and other normative documents, and as requested by relevant regulatory authorities and the stock exchange of the listing place.
- (V) The Board shall be authorized to implement the issuance plan and deal with the matters related to an increase in the registered capital of the Bank, so as to reflect the Shares authorized to be issued by the Bank under this resolution, and to make such amendments as appropriate and necessary to the clauses related to the total share capital, capital structure and registered capital in the Articles of Association, to complete domestic and overseas statutory procedures for approval, registration, and filing, and to adopt and complete any other actions and procedures which are necessary for the implementation of the issuance plan and the completion of the increase in the registered capital of the Bank.

II. Relevant Authorization

In order to improve the efficiency of decision-making, reduce internal approval procedures and grasp market opportunities, it is proposed that the Board approve and the Board in turn propose the general meeting to authorize the Board and the persons authorized by the Board to deal with the matters in connection with the issuance of Shares under the general mandate. The above specific details of the authorization given to the authorized persons by the Board will be separately determined upon the exercise of the general mandate by the Board under this resolution. This resolution shall be submitted to the general meeting for consideration.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
1	<p>Article 1 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>Article 1 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>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>Article 68...</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>Article 68...</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, <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> 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 <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>Article 72 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>Article 72 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>(2) to elect and replace non-employee representative <u>Directors</u> or Supervisors, and decide on the remuneration of relevant <u>Directors</u> or Supervisors 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>(13) to consider the report of evaluation by the Board on the Directors and by the independent Directors on each other;</p> <p>(12) to consider the report of evaluation by the Board of Supervisors on the <u>Directors, Supervisors and senior managers</u> and by the external Supervisors on each other;</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 material <u>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>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<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>	

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<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>Article 75 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>(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>Article 75 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>(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 <u>request the Board 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>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> <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>Article 77 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>Article 77 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>(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>	Adjustments were made for optimization.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
6	<p>Article 88 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>Article 88 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>	Optimize relevant expressions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
7	<p>Article 90 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>Article 90 The notice of the shareholders' general meeting shall be <u>given</u> to served on all 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> 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>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>Article 94 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>Article 94 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>Article 96 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>Article 96 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>	Adjustments were made based on actual conditions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
10	<p>Article 107 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>Article 107 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 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>	Standardize relevant expressions.

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
11	<p>Article 113 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>Article 113 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.
12	<p>Article 117 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>Article 117 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>	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.”

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
13	<p>Article 136 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>Article 136 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 3536 of the Articles of Association;</p> <p>...</p>	Adjustments were made based on actual conditions.
14	<p>Article 156 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>Article 156 An independent Director shall work in the Bank for at least 15 workdays each year.</p> <p>Directors serving as person-in-charge <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>Article 160 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>Article 160 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>Article 165 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>Article 165 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)<u>(2)</u> to convene Shareholders' general meetings and report its work to the Shareholders' general meetings;</p> <p>(4)<u>(3)</u> to implement the resolutions of the Shareholders' general meeting;</p> <p>(5)<u>(4)</u> to prepare the Bank's annual financial budgets, <u>and</u> final accounts; and venture capital distribution plan;</p> <p>(6)<u>(5)</u> to prepare profit distribution plan and plan for making up the losses;</p> <p>(7)<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>(8)<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) to be responsible for the information disclosure of the company and to bear the ultimate responsibility for the authenticity, accuracy, 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>(9)(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>(10)(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>(11)(10) to decide on the establishment, merger and revocation of internal management departments and branch offices of the Bank;</p> <p>(12)(11) to consider and approve material related party transactions <u>and make special reports to the Shareholders' general meetings on overall situation of the related party transactions;</u></p> <p>(13)(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>(14)(13) to approve and monitor the implementation of the capital plan to formulate the Bank's capital plan and to bear the ultimate responsibility for management of capital or solvency;</p> <p>(15)(14) to formulate the Bank's risk tolerance, risk management and internal control policies, and to bear the ultimate responsibility for comprehensive risk management and to formulate the Bank's main management system;</p> <p>(16)(15) to regularly assess and improve the Bank's corporate governance;</p> <p>(17)(16) to formulate the basic management system of the Bank;</p> <p>(18)(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>(19)(18) to consider the periodic reports of the Bank, and 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)(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>(21)(20) to approve the Bank's annual internal audit plans and audit budgets;</p> <p>(22)(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>(23)(22) to consider and approve the proposals put forward by each special committee under the Board of Directors;</p> <p>(24)(23) to determine the Bank's long-term incentive schemes, remuneration plans and salary plans;</p> <p>(25)(24) to propose to the Shareholders' general meeting to engage, renew or replace the accounting firm which conducts audit for the Bank;</p> <p>(26)(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>(27)(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>(28)(27) 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>(29)(28) 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)(29) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders;</p> <p>(31)(30) to assume responsibility for management of shareholders’ matters;</p> <p>(32)(31) 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>, <u>(409)</u>, <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>Article 174 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>Article 174 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 a half of <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>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
	<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>
18	<p>Article 176 No Board meeting may be held unless more than half of the Directors attend the meeting.</p>	<p>Article 176 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>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
19	<p>Article 192 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>Article 192 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> 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) <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>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> <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>

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
		<p>(6) <u>examining the Bank’s material related party transactions, and submitting them to the Board for consideration;</u></p> <p>(7) <u>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</u></p> <p>(8) <u>other duties conferred by the Board.</u></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>
20	<p>Article 194 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>Article 194 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> 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>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>Article 288 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 & 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>Article 288 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 <u>make a notice or announcement of the aforesaid reports or Directors' reports together with the balance sheet and profit & loss statement, in accordance with the relevant requirements in Chapter III of the Articles of Association;</u> and the addresses of recipients shall be those recorded in the shareholders' register. <u>If the securities regulatory authority of the place where the Bank's shares are listed has other provisions, such provisions shall prevail.</u></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>Article 303 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>Article 303 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>Article 311 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"> 1. a statement that its resignation does not involve any information that should be disclosed to the shareholders or creditors of the Bank; 2. a statement on any other circumstances that should be accounted for. <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>Article 311 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"> 1-(1) a statement that its resignation does not involve any information that should be disclosed to the shareholders or creditors of the Bank; 2-(2) a statement on any other circumstances that should be accounted for. <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</u> items 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>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>Article 327 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>Article 327 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>Article 333 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>Article 333 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 prepaid 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 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;</u></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 & 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>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 listing rules and 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 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 when disseminating corporate communications, in lieu of distributing written documents corporate communications to each holder of overseas listed H 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 & loss statements), notice of general meetings, circulars and other communication documents.</p>	

NO.	ORIGINAL ARTICLES	AMENDED ARTICLES	BASIS OF AMENDMENT/ EXPLANATION
25	<p>Article 335 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>Article 335 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>Amendments were made according to the proposal to expand the paperless listing regime under the Hong Kong Listing Rules.</p>
25	<p>Article 337 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>Article 337 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>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.