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Bank of Zhengzhou Co., Ltd.*

鄭州銀行股份有限公司*

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

(H Shares Stock Code: 6196)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLISHMENT OF THE BOARD OF SUPERVISORS

According to the Company Law of the People's Republic of China, the Guidelines on the Articles of Association of Listed Companies, the Transitional Period Arrangements for the Implementation of the Rules of the Supporting Systems of the New Company Law, the Notice of the National Financial Regulatory Administration on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law and other laws and regulations and regulatory provisions, and taking into account the actual corporate governance practices of Bank of Zhengzhou Co., Ltd.* (the "**Bank**"), the Bank proposes to amend certain articles under its articles of association (the "**Articles of Association**"). The proposed amendments to the Articles of Association include but not limited to the abolishment of the board of supervisors (the "**Board of Supervisors**") and its special committees of the Bank with the audit committee of the board of directors of the Bank (the "**Board**" or "**Board of Directors**") assuming the duties of the Board of Supervisors, adjustments to the powers of the shareholders' meeting and the Board of Directors, and the implementation of other relevant requirements of the Company Law of the People's Republic of China. The resolution on the proposed amendments to the Articles of Association was approved at the meeting of the Board of Directors held on August 28, 2025.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Bank by way of a special resolution at the shareholders' general meeting and the approval of the National Financial Regulatory Administration Henan Office, and will become effective from the date on which the Bank obtains all necessary approvals. It will be proposed at the shareholders' general meeting to grant the authorization to the Board of Directors, and agree with the Board of Directors to delegate such authorization to the management to deal with matters related to the proposed amendments to the Articles of Association, including but not limited to making adjustments or amendments to the Articles of Association (including but not limited to words, sections, clauses, effective conditions or appendices, etc.) in accordance with the laws and regulations, the opinions on the amendments to the Articles of Association from domestic and foreign regulatory authorities, as well as the actual situation of the Bank, and dealing with matters related to the proposed amendments to the Articles of Association, such as reporting to banking regulatory authorities for approval and industrial and commercial registration and filing.

From the date of approval of the amended Articles of Association by the National Financial Regulatory Administration Henan Office, the Bank will no longer establish the Board of Supervisors and its special committees. The audit committee of the Board of Directors will exercise the powers of the Board of Supervisors as stipulated in the Company Law of the People's Republic of China and regulatory systems, and the current members of the Board of Supervisors will cease to serve as supervisors of the Bank or hold related positions on the Board of Supervisors. The Bank's Rules of Procedure for the Board of Supervisors, Terms of Reference of the Nomination Committee of the Board of Supervisors, Terms of Reference of the Supervisory Committee of the Board of Supervisors, Management Measures for External Supervisors, Measures on Assessment of the Performance of Duties of the Board of Supervisors and Supervisors, Measures on Assessment by the Board of Supervisors on the Performance of Duties of the Board and Directors, Measures on Assessment by the Board of Supervisors on the Performance of Duties of the Senior Management and Its Members and other systems related to the Board of Supervisors shall be abolished simultaneously.

A circular containing, among other things, details of the proposed amendments to the Articles of Association and notices convening the shareholders' general meeting will be published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Bank (www.zzbank.cn) in due course.

Details of the proposed amendments to the Articles of Association are set out in the appendix to this announcement.

By order of the Board
Bank of Zhengzhou Co., Ltd.*
ZHAO Fei
Chairman

Zhengzhou, Henan, the PRC
August 28, 2025

As at the date of this announcement, the Board comprises Mr. ZHAO Fei and Ms. LI Hong as executive Directors; Ms. ZHANG Jihong, Mr. LIU Bingheng and Mr. WEI Zhigang as non-executive Directors; and Mr. LI Xiaojian, Mr. WANG Ning, Mr. LIU Yatian and Mr. SIU Chi Hung as independent non-executive Directors.

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

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BANK OF ZHENGZHOU CO., LTD.

No.	Existing Clause	Amended Clause
1.	**Article 1** For the purpose of regulating the organization and activities of Bank of Zhengzhou Co., Ltd. (the "**Bank**") and protecting the legitimate rights and interests of the Bank, its shareholders and stakeholders, the Articles of Association (the "**Articles**") are hereby formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), Securities Law of the People's Republic of China (the "**Securities Law**"), Law of the People's Republic of China on Commercial Banks (the "**Commercial Banking Law**"), Guidelines for the Articles of Association of Listed Companies, Corporate Governance Rules for Banking and Insurance Institutions and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") as well as other relevant laws and regulations in light of the actual condition of the Bank.	**Article 1** For the purpose of regulating the organization and activities of Bank of Zhengzhou Co., Ltd. (the "**Bank**") and protecting the legitimate rights and interests of the Bank, its shareholders**, employees and debtors** ~~and stakeholders~~, the Articles of Association (the "**Articles**") are hereby formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), Securities Law of the People's Republic of China (the "**Securities Law**"), Law of the People's Republic of China on Commercial Banks (the "**Commercial Banking Law**"), Guidelines for the Articles of Association of Listed Companies, Corporate Governance Rules for Banking and Insurance Institutions and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") as well as other relevant laws and **administrative** regulations**, departmental rules, securities regulatory authorities and stock exchange of the locality in which the Bank's shares are listed** in light of the actual condition of the Bank.

No.	Existing Clause	Amended Clause
2.	**Article 4** Registered name of the Bank: Chinese name:鄭州银行股份有限公司，in short:鄭州银行 Full English name: BANK OF ZHENGZHOU CO., LTD. English in short: BANK OF ZHENGZHOU. Domicile of the Bank: No. 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou City, Henan, the PRC Postal code: 450046 Telephone: 86-0371–67009898 Fax: 86-0371–67009898	**Article 4** Registered name of the Bank: Chinese name:鄭州银行股份有限公司，in short:鄭州银行 Full English name: BANK OF ZHENGZHOU CO., LTD. English in short: BANK OF ZHENGZHOU. Domicile of the Bank: No. 22 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou City, Henan, the PRC Postal code: 4500**18**~~46~~ ~~Telephone: 86-0371–67009898~~ ~~Fax: 86-0371–67009898~~
3.	**Article 6** The legal representative of the Bank shall be the chairman of its Board of Directors.	**Article 6** The legal representative of the Bank shall be the chairman of its Board of Directors. **When the chairman resigns, he/she shall be deemed to have resigned as the legal representative concurrently.**

No.	Existing Clause	Amended Clause
4.	Addition	**Article 7 The legal consequences of civil activities conducted by the legal representative on behalf of the Bank shall be borne by the Bank.** **Restrictions on the authority of the legal representative imposed by these Articles of Association or the shareholders' meeting shall not be enforceable against bona fide counterparty.** **Where the legal representative causes damage to others in the performance of his and her duties, the Bank shall bear civil liability. The Bank may, after assuming such civil liability, seek compensation from the legal representative at fault in accordance with the laws or these Articles of Association.**
5.	**Article 7** The Bank is an independent legal person and carries out its business operations according to laws without interference from any entity and individual. The Bank is entitled to independent legal person properties and has properties rights as a legal person. Shareholders of the Bank shall bear the liabilities of the Bank to the extent of their respective shareholdings and the Bank shall bear liability for its debts to the extent of all its assets.	**Article 8** The Bank is an independent legal person and carries out its business operations according to laws without interference from any entity and individual. The Bank is entitled to independent legal person properties and has properties rights as a legal person. Shareholders of the Bank shall bear the liabilities of the Bank to the extent of their respective shareholdings and the Bank shall bear liability for its debts to the extent of all its **properties** ~~assets~~.
6.	**Article 10** The Bank may invest in other limited liability companies, joint stock limited companies and other corporate bodies and shall assume responsibilities to the invested corporation to the extent of its capital contribution or subscribed shares.	**Article 11** The Bank may invest in other **enterprises** ~~limited liability companies, joint stock limited companies and other corporate bodies~~ and shall assume responsibilities to the invested **enterprises** ~~corporation~~ to the extent of its capital contribution or subscribed shares. **If the law stipulates that the Bank shall not become a joint and several liability investor for the debts of the invested enterprise, such provisions shall apply.**

No.	Existing Clause	Amended Clause
7.	**Article 15** The registered capital of the Bank is RMB6,514,125,090, which is paid in capital, being the aggregate amount of capital contributed by shareholders of the Bank. The paid-in capital of the Bank is divided into shares with equal par value. All of the ordinary shares issued by the Bank shall be ordinary shares with a par value of RMB1 each. The Bank shall have ordinary shares at all times. The Bank may issue other classes of shares such as preference shares as required by applicable laws, according to its needs and upon the approval from the applicable authorities of the State Council. In the Articles, preference shares refer to classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders shall participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank (such as voting rights) are restricted. Unless otherwise specified, references in Chapters 3 to 19 of the Articles to share(s) (including H Shares) and share certificate(s)shall refer to ordinary share(s) and ordinary share certificate(s) and references to shareholders shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in Chapter 20 of the Articles.	**Article 16** The registered capital of the Bank is RMB6,514,125,090, which is paid in capital, being the aggregate amount of capital contributed by shareholders of the Bank. The paid-in capital of the Bank is divided into shares with equal par value. All of the ordinary shares issued by the Bank shall be ordinary shares with a par value of RMB1 each. The Bank shall have ordinary shares at all times. The Bank may issue other classes of shares such as preference shares as required by applicable laws, according to its needs ~~and upon the approval from the applicable authorities of the State Council~~. In the Articles, preference shares refer to classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders shall participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank (such as voting rights) are restricted. Unless otherwise specified, references in Chapters 3 to 1**6**~~9~~ of the Articles to share(s) (including H Shares) and share certificate(s)shall refer to ordinary share(s) and ordinary share certificate(s) and references to shareholders shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in Chapter **17**~~20~~ of the Articles.

No.	Existing Clause	Amended Clause
8.	**Article 16** The shares in the Bank shall be issued in a fair and equal manner and each share of the same class shall have the same rights. For shares of the same class that are issued in the same tranche, the issue terms and price shall be identical. Any entity or individual subscribing for shares shall pay the same price for each share.	**Article 17** The shares in the Bank shall be issued in a fair and equal manner and each share of the same class shall have the same rights. For shares of the same class that are issued in the same tranche, the issue terms and price shall be identical. Any **subscriber** ~~entity or individual~~ subscribing for shares shall pay the same price for each share.

No.	Existing Clause	Amended Clause
9.	**Article 18** Shares issued by the Bank to the domestic investors which are subscribed in RMB shall be referred to as "domestic shares". Shares issued by the Bank to the overseas investors which are subscribed in foreign currency shall be referred to as "foreign shares". Foreign shares that are listed abroad shall be referred to as "overseas listed foreign shares". Upon performance of the relevant procedures of the securities regulatory and administrative authorities under the State Council or the departments authorized by the State Council, and upon an issuance of shares as well as verification and approval by a domestic stock exchange, shares that are listed domestically shall be referred to as "domestically listed shares". Upon performance of the relevant procedures of the securities regulatory and administrative authorities under the State Council or the departments authorized by the State Council, and an issuance of shares, ordinary shares listed and traded on overseas stock exchanges with approval from overseas securities regulatory authorities shall be referred to as "overseas listed shares". Overseas listed shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") are referred to as H shares. Domestic shares issued by the Bank are retained under centralized depositary of the relevant securities depository institutions for safe custody; whereas H shares (only including ordinary shares) of the Bank are mainly retained under the safe custody of entrusted Hong Kong securities clearing companies and such shares may also be held under the personal names of shareholders. The foreign currencies mentioned in the preceding paragraph refer to the legal tenders, other than RMB, of other countries and districts and are recognized by the PRC foreign exchange administration authorities for payment to the Bank for share capital.	**Article 19** ~~Shares issued by the Bank to the domestic investors which are subscribed in RMB shall be referred to as "domestic shares". Shares issued by the Bank to the overseas investors which are subscribed in foreign currency shall be referred to as "foreign shares". Foreign shares that are listed abroad shall be referred to as "overseas listed foreign shares".~~ Upon performance of the relevant procedures of the securities regulatory and administrative authorities under the State Council or the departments authorized by the State Council, and upon an issuance of shares as well as verification and approval by a domestic stock exchange, shares that are listed domestically shall be referred to as "domestically listed shares". Upon performance of the relevant procedures of the securities regulatory and administrative authorities under the State Council or the departments authorized by the State Council, and an issuance of shares, ordinary shares listed and traded on overseas stock exchanges with approval from overseas securities regulatory authorities shall be referred to as "overseas listed shares". Overseas listed shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") are referred to as H shares. Domestic shares issued by the Bank are retained under centralized depositary of the relevant securities depository institutions for safe custody; whereas H shares (only including ordinary shares) of the Bank are mainly retained under the safe custody of entrusted Hong Kong securities clearing companies and such shares may also be held under the personal names of shareholders. The foreign currencies mentioned in the preceding paragraph refer to the legal tenders, other than RMB, of other countries and districts and are recognized by the PRC foreign exchange administration authorities for payment to the Bank for share capital.

No.	Existing Clause	Amended Clause
10.	**Article 19** The Bank was established by promotion. Promoters of the Bank include the operation department of Zhengzhou City Cooperative Credit Union, all of the original shareholders of 47 city cooperative credit unions, Zhengzhou City Cooperative Credit Union and 47 city cooperative Finance Bureau as a promoter as well as other 14 legal person enterprises. Capital was contributed by the former union operation department of Zhengzhou credit unions through conversion of net assets to shares and by other promoters in cash on 6 August 1996.	**Article 20** The Bank was established by promotion. Promoters of the Bank include the operation department of Zhengzhou City Cooperative Credit Union, all of the original shareholders of 47 city cooperative credit unions, Zhengzhou City Cooperative Credit Union and 47 city cooperative Finance Bureau as a promoter as well as other 14 legal person enterprises. Capital was contributed by the former union operation department of Zhengzhou credit unions through conversion of net assets to shares and by other promoters in cash on 6 August 1996. **The total number of shares issued upon the establishment of the Bank was 452,759,882, with a par value of RMB1 per share.**
11.	**Article 22** Upon performance of the relevant procedures of the securities regulatory and administrative authorities under the State Council or the departments authorized by the State Council under the Bank's plan to issue overseas listed shares and domestically listed shares, the Board of Directors of the Bank may implement arrangements regarding the issuance of the shares respectively. The Bank may respectively implement its plan to issue overseas listed shares and domestically listed shares pursuant to the preceding paragraph within fifteen (15) months from the date of performing the relevant procedures of the securities regulatory and administrative authorities under the State Council or the departments authorized by the State Council.	Delete this Article

No.	Existing Clause	Amended Clause
12.	**Article 23** In the event that there are overseas listed shares and domestically listed shares included in the total number of shares stated in the issue plan, such shares shall be fully subscribed for at their respective offerings. If these shares cannot be fully subscribed due to special circumstances, such shares may be issued in separate tranches upon performance of the relevant procedures of the securities regulatory and administrative authorities under the State Council or the departments authorized by the State Council.	Delete this Article
13.	Addition	**Article 23 The Bank, or any of its subsidiaries (including affiliated enterprises), shall not provide financial assistance to others for the purpose of acquiring shares of the Bank or its parent Bank through means such as gifts, advances, guarantees, or loans, except in the case of implementing an employee stock ownership plan.** **For the interest of the Bank, upon a resolution passed by the shareholders' meeting, or are solution by the Board of Directors authorised by the Articles of Association or the shareholders' meeting, the Bank may provide financial assistance to others for the acquisition of shares of the Bank or its parent Bank. The aggregate amount of such financial assistance shall not exceed 10%of the total issued share capital. Any resolution by the Board of Directors must be approved by at least two-thirds of all directors.**

No.	Existing Clause	Amended Clause
	Section 2 Increase or Reduction and Repurchase of Shares	**Section 2 Increase or Reduction and Repurchase of Shares**
14.	**Article 24** The Bank may, based on its operating and development needs and in accordance with the laws and regulations, subject to respective resolutions adopted in the shareholders' general meeting and the approval by the relevant competent authorities, increase its capital in the following ways: (1) Public offering of shares; (2) Non-public offering of shares; (3) Placing new shares to existing shareholders; (4) Distributing bonus shares to existing shareholders; (5) Transferring reserve funds to increase share capital; and (6) Other methods required by applicable laws or permitted by relevant competent authorities of the State. After being approved according to the Articles, the Bank's increase of capital by issuing new shares shall be conducted in accordance with the procedures provided in relevant laws and administrative regulations.	**Article 24** The Bank may, based on its operating and development needs and in accordance with the laws and regulations, subject to respective resolutions adopted in the shareholders' ~~general~~ meeting and the approval by the relevant competent authorities, increase its capital in the following ways: (1) **Issuing shares to non-specific entities** ~~Public offering of shares~~; (2) **Issuing shares to specific entities** ~~Public offering of shares~~; ~~(3) Placing new shares to existing shareholders;~~ (**3**~~4~~) distribute bonus shares to existing shareholders; (**4**~~5~~) convert capital reserves into share capital; (**5**~~6~~) Other methods required by applicable laws**, administrative regulations** or **required** ~~permitted~~ by relevant competent authorities of the State. After being approved according to the Articles, the Bank's increase of capital by issuing new shares shall be conducted in accordance with the procedures provided in relevant laws and administrative regulations.

No.	Existing Clause	Amended Clause
15.	**Article 28** The Bank may repurchase its shares by means of an open and centralized trading method or other methods approved by laws, regulations and CSRC. The Bank shall repurchase its own shares due to the circumstances set out in (3), (5) and (6) of Article 26 hereof by means of an open and centralized trading method. An application to change the Bank's registered capital for the portion of shares canceled due to the repurchase of the Bank's own shares shall be legally filed with the company registry. The aggregate par value of the shares cancelled shall be deducted from the registered capital of the Bank.	**Article 28** The Bank may **acquire** ~~repurchase~~ its shares by means of an open and centralized trading method or other methods approved by laws, regulations and CSRC. The Bank shall **acquire** ~~repurchase~~ its own shares due to the circumstances set out in (3), (5) and (6) of Article 26 hereof by means of an open and centralized trading method. ~~An application to change the Bank's registered capital for the portion of shares canceled due to the repurchase of the Bank's own shares shall be legally filed with the Bank registry. The aggregate par value of the shares cancelled shall be deducted from the registered capital of the Bank.~~

No.	Existing Clause	Amended Clause
16.	**Article 29** Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained at a shareholders' general meeting in accordance with the Articles. The Bank may, having first obtained the prior approval at a shareholders' general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts. For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but shall not be limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchase shares. The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein. Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a maximum price if the repurchases are not conducted through the market or by tender. If repurchases are conducted by tender, tenders shall be made available to all shareholders in the same manner.	Delete this Article

No.	Existing Clause	Amended Clause
17.	**Article 30** Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its issued shares: (1) For repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose; (2) Where the Bank repurchases its shares at a premium to its par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows: (i) If the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits; (ii) If the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank's premium account or capital reserve fund account (including premium on the new issue) at the time of such repurchase.	Delete this Article

No.	Existing Clause	Amended Clause
	(3) The Bank shall make the following payments from the Bank's distributable profits: (i) Acquisition of the rights to repurchase its own shares; (ii) Variation of any contracts for the repurchase of its shares; (iii) Release from its obligations under any repurchase contracts. (4) After the aggregate par value of the cancelled shares is deducted from the Bank's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Bank's premium account or its capital reserve fund account. If applicable provision(s) varies from the aforementioned share repurchases financial transactions in the laws, administrative regulations, and relevant regulations of the relevant regulatory authorities, those provision(s) shall prevail.	

No.	Existing Clause	Amended Clause
18.	**Article 31** Unless otherwise specified by the relevant laws, administrative regulations and the regulations of the securities regulatory authorities in the locality in which the shares of the Bank are listed, the fully paid shares of the Bank may be transferred legally and freely without any lien attached. Registration shall be made in the share registrar authorized by the Bank for the transfer of the shares of the Bank. The Bank shall comply with the relevant regulations of the banking regulatory and administrative authorities under the State Council or other relevant administrative authorities in transferring its shares.	**Article 29** **The shares of the Bank shall be transferred in accordance with the law.** ~~Unless otherwise specified by the relevant laws, administrative regulations and the regulations of the securities regulatory authorities in the locality in which the shares of the Bank are listed, the fully paid shares of the Bank may be transferred legally and freely without any lien attached.~~ Registration shall be made in the share registrar authorized by the Bank for the transfer of the shares of the Bank. The Bank shall comply with the relevant regulations of the banking regulatory and administrative authorities under the State Council or other relevant administrative authorities in transferring its shares.

No.	Existing Clause	Amended Clause
19.	**Article 32** All fully paid H shares may be freely transferred in accordance with the Articles. However, the Board of Directors may refuse to recognize the documents for transfer without stating any reason unless the conditions stipulated below are met: (1) Fee prescribed by the Hong Kong Stock Exchange in the Hong Kong Listing Rules has been paid to the Bank, and all transfer documents and other documents that relate to or may affect the title of any shares have been registered; (2) Transfer documents are only in relation to H shares; (3) Stamp duty (as stipulated by Hong Kong law) which is payable for the transfer documents has been duly paid; (4) Relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided; (5) Where the shares are intended to be transferred to joint holders, the number of such joint shareholders is not more than four (4); and (6) The shares are free and clear of any lien of the Bank. If the Board of Directors refuses to register any transfer of shares, the Bank shall issue a notice to the transferor and the transferee within two (2) months from the date on which the transfer application has been duly submitted, to notify them of the refusal to register such transfer.	Delete this Article

No.	Existing Clause	Amended Clause
20.	**Article 34** Shares of the Bank held by promoters shall not be transferred within one (1) year from the date of the Bank's establishment. Shares issued before the IPO of the Bank shall not be transferred within one (1) year from the date of the listing of shares of the Bank. Directors, supervisors and senior management personnel of the Bank shall inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding. During their terms of office, the shares transferred each year shall not exceed 25% of the total number of shares of the Bank held by any such aforementioned persons. Shares of the Bank held by them shall not be transferred within one (1) year from the date of the listing of shares of the Bank. Any such aforementioned persons shall not transfer shares of the Bank held by them within six (6) months after they cease to be employed. If the securities regulatory authorities of the locality in which the Bank's shares are listed have restrictions on transfers of overseas listed shares, those provision(s) shall prevail.	**Article 31** Shares of the Bank held by promoters shall not be transferred within one (1) year from the date of the Bank's establishment. Shares issued before the IPO of the Bank shall not be transferred within one (1) year from the date of the listing of shares of the Bank. Directors, ~~supervisors~~ and senior management personnel of the Bank shall inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding. During their terms of office **determined upon taking office**, the shares transferred each year shall not exceed 25% of the total number of **the same classes of** shares of the Bank held by any such aforementioned persons. Shares of the Bank held by them shall not be transferred within one (1) year from the date of the listing of shares of the Bank. Any such aforementioned persons shall not transfer shares of the Bank held by them within six (6) months after they cease to be employed. If the securities regulatory authorities of the locality in which the Bank's shares are listed have restrictions on transfers of overseas listed shares, those provision(s) shall prevail.
	CHAPTER 4 FINANCIAL ASSISTANCE FOR THE PURCHASE OF THE BANK'S SHARES	~~**CHAPTER 4 FINANCIAL ASSISTANCE FOR THE PURCHASE OF THE BANK'S SHARES**~~ (Delete original Articles 42 to 44)

No.	Existing Clause	Amended Clause
	CHAPTER 5 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS	**CHAPTER 45 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS**
21.	**Article 45** The share certificates of the Bank shall be in registered form. Apart from the particulars as required by the Company Law and article 20 of the Articles, the particulars to be set out in the share certificates of the Bank shall include other items that should be stated pursuant to the regulations of securities regulatory authorities of the locality in which the Bank's shares are listed. The overseas listed shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices of the locality in which the shares of the Bank are listed prevail. If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" in their title. If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights)shall bear the phrase "restricted voting rights" or "limited voting rights" in their titles.	**Article 39** The share certificates of the Bank shall be in registered form. Apart from the particulars as required by the Company Law ~~and article 20 of the Articles~~, the particulars to be set out in the share certificates of the Bank **in paper form** shall include other items that should be stated pursuant to the regulations of securities regulatory authorities of the locality in which the Bank's shares are listed. The overseas listed shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices of the locality in which the shares of the Bank are listed prevail. ~~If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" in their title. If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights)shall bear the phrase "restricted voting rights" or "limited voting rights" in their titles.~~

No.	Existing Clause	Amended Clause
22.	**Article 47** The Bank shall maintain a register of shareholders, stating the following matters, in accordance with the certificates provided by the securities registrar, or conduct the registration of shareholders pursuant to the provisions of the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules: (1) The name (description), address (domicile), occupation or nature of each shareholder; (2) The class and number of shares held by each shareholder; (3) The amount paid or payable for the shares held by each shareholder; (4) The serial number of the share certificates held by each shareholder; (5) The date on which each shareholder is registered as a shareholder; and (6) The date on which each shareholder ceases to be a shareholder. Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' respective shareholdings in the Bank.	**Article 41 <u>The Bank shall keep a share register in accordance with the evidence provided by the share registrar. The share register shall be sufficient evidence of the holding of the Bank's shares by a shareholder. The shareholder register for overseas-listed shares listed on the Hong Kong Stock Exchange is also kept in Hong Kong.</u>** ~~The Bank shall maintain a register of shareholders, stating the following matters, in accordance with the certificates provided by the securities registrar, or conduct the registration of shareholders pursuant to the provisions of the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules:~~ ~~(1) The name (description), address (domicile), occupation or nature of each shareholder;~~ ~~(2) The class and number of shares held by each shareholder;~~ ~~(3) The amount paid or payable for the shares held by each shareholder;~~ ~~(4) The serial number of the share certificates held by each shareholder;~~ ~~(5) The date on which each shareholder is registered as a shareholder; and~~ ~~(6) The date on which each shareholder ceases to be a shareholder.~~ ~~Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' respective shareholdings in the Bank.~~

No.	Existing Clause	Amended Clause
23.	**Article 48** Pursuant to an understanding and agreement reached between the securities regulatory and administrative authorities under the State Council and overseas securities regulatory authority, the Bank may keep its registers of shareholders of overseas listed shares outside the PRC and appoint an overseas agent to manage these registers. The original of the register of shareholders of H shares (only including ordinary shares) shall be kept in Hong Kong. The Bank shall keep at its domicile duplicates of the registers of shareholders of overseas listed shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times. In the event that there is any inconsistency between the originals and the duplicate of the registers of shareholders of overseas listed shares, the originals shall prevail.	Delete this Article

No.	Existing Clause	Amended Clause
24.	**Article 49** The Bank shall keep a complete register of shareholders. The register of shareholders shall comprise the following parts: (1) The register kept at the Bank's domicile, apart from those mentioned under items(2) and (3) of this Article; (2) The register of shareholders of the overseas listed shares (excluding preference shares) kept at the location(s) of the stock exchange(s) on which the shares are listed; and (3) Any other register of shareholders kept at such other places as the Board of Directors deems necessary for the purpose of listing the shares (including ordinary shares and preference shares) of the Bank.	Delete this Article
25.	**Article 50** The various parts of the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain part of the register of shareholders shall not be registered in any other part of the register during the continuance of the registration of such shares. Any changes or corrections of any part of the register of shareholders shall be effected in accordance with the laws of the locality in which that part of the register of shareholders is kept.	Delete this Article
26.	**Article 52** Anyone objecting to the register of shareholders, either requests to register his/her/its name (description) in the register of shareholders or to remove his/her/its name(description) from the register of shareholders shall have the right to apply to the court having the appropriate jurisdiction in order to rectify the register.	Delete this Article

No.	Existing Clause	Amended Clause
27.	**Article 53** If the share certificates (i.e. the "Original Share Certificates") of any shareholders registered in the register of shareholders or any persons who requests to register their names (description) in the register of shareholders are lost, these shareholders or persons may apply to the Bank for replacement certificates in respect of such shares (i.e. the "Relevant Shares"). Shareholders holding domestically listed shares and who apply for the replacement of share certificates shall comply with the relevant provisions of the Company Law. Shareholders holding overseas listed shares and apply for the replacement of share certificates shall comply with the laws of the locality in which the original registers of shareholders holding overseas listed shares is kept or regulations of securities regulatory authorities of the locality in which the Bank's shares are listed or other relevant regulations. If the share certificates held by shareholders of H shares are lost, the replacement share certificate application shall comply with the following requirements: (1) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares.	Delete this Article

No.	Existing Clause	Amended Clause
	(2) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over the Relevant Shares before the Bank decides to issue replacement share certificates. (3) If the Bank decides to issue the replacement share certificates to the applicant, an announcement of its intention to issue the certificates shall be published in a newspaper designated by the Board of Directors. The period for this announcement shall be ninety (90) days and the announcement shall be republished at least once every thirty (30) days during this period. (4) Prior to the publication of the aforesaid announcement, the Bank shall submit a copy of the proposed announcement to the stock exchange on which its shares are listed, and shall publish the announcement after obtaining the stock exchange's confirmation that the announcement has been displayed at the stock exchange. The announcement shall be displayed at the stock exchange for ninety (90) days. If the shareholders of the Relevant Shares registered on the register of shareholders do not consent to the issuance of replacement share certificates, the Bank shall send a copy of the proposed announcement to such shareholders by post.	

No.	Existing Clause	Amended Clause
	(5) Upon the expiry of the ninety-day publication period for the announcement as stipulated in (3) and (4) of this Article, if no objections are received by the Bank regarding the issue of replacement share certificates, replacement share certificates shall be issued in accordance with the submitted application. (6) Once replacement share certificates are issued pursuant to this Article, the Bank shall immediately cancel the Original Share Certificates, and this cancellation and replacement shall be recorded in the register of shareholders. (7) All expenses incurred by the Bank in connection with the cancellation of the Original Share Certificates and the issuance of replacement share certificates shall be borne by the applicant. The Bank is entitled to refuse to take any action unless the applicant provides a reasonable guarantee that he/she/it can pay the expenses.	
28.	**Article 54** After the Bank issues replacement share certificates in accordance with the Articles, the names (description) of the bona fide purchasers who obtain the replacement share certificates or the shareholders who subsequently register as the owner of such shares (provided that they are bona fide purchasers) shall not be removed from the register of shareholders.	Delete this Article
29.	**Article 55** The Bank shall not assume any compensatory obligations towards persons who may suffer loss from the Bank's cancellation of the lost Original Share Certificates or the issuance of replacement share certificates, unless such persons can prove fraud on the part of the Bank.	Delete this Article

No.	Existing Clause	Amended Clause
	CHAPTER 6 PARTY ORGANIZATION (PARTY COMMITTEE)	**CHAPTER 56 PARTY ORGANIZATION (PARTY COMMITTEE)**
30.	**Article 56** The Committee of the Communist Party of Bank of Zhengzhou Co., Ltd.* (hereinafter the "**Party Committee**") shall be established within the Bank. The Party Committee shall consist of one secretary with the number of deputy secretaries as well as other members of the Party Committee to be determined according to the approval by higher level Party organizations. A leadership system of "dual-way joining and alternate appointment" shall be observed and improved. Eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. The Zhengzhou Municipal Commission for Discipline Inspection and the Zhengzhou Municipal Supervisory Committee of the Communist Party (hereinafter, the "**Zhengzhou Municipal Commission for Discipline and Supervision**") shall dispatch a discipline inspection and supervisory team to the Bank, with the number of internal departments and positions to be established in accordance with the requirements of the Zhengzhou Municipal Commission for Discipline and Supervision. The Bank shall establish Party's working offices such as the Party and Mass Work Department, staffed with a certain percentage of full-time and part-time staff for Party's affairs, and the establishment of the Party's offices and their staffing shall be incorporated into the Bank's management structure and staffing. In accordance with the relevant rules of the higher-level authorities, the Bank shall ensure that the Party organization shall be provided with working funds through various means such as the inclusion of management expenses and the retention of Party fees into these funds.	**Article 43** The Committee of the Communist Party of Bank of Zhengzhou Co., Ltd.* (hereinafter the "**Party Committee**") shall be established within the Bank. The Party Committee shall consist of **1**~~one~~ secretary with **1-2** deputy secretaries as well as other members of the Party Committee to be determined according to the approval by higher level Party organizations. A leadership system of "dual-way joining and alternate appointment" shall be observed and improved. Eligible members of the Party Committee can become members of the Board of Directors~~, the Board of Supervisors~~ and the senior management through legal procedures, while eligible members of the Board of Directors~~, the Board of Supervisors~~ and the senior management can also join the Party Committee in accordance with relevant rules and procedures. The Zhengzhou Municipal Commission for Discipline Inspection and the Zhengzhou Municipal Supervisory Committee of the Communist Party (hereinafter, the "**Zhengzhou Municipal Commission for Discipline and Supervision**") shall dispatch a discipline inspection and supervisory team to the Bank, with the number of internal departments and positions to be established in accordance with the requirements of the Zhengzhou Municipal Commission for Discipline and Supervision. The Bank shall establish ~~Party's~~ working offices such as the Party and Mass Work Department **and Inspection Office of the Party Committee**, staffed with a certain percentage of full-time and part-time staff for Party's affairs, and the establishment of the Party's offices and their staffing shall be incorporated into the Bank's management structure and staffing. In accordance with the relevant rules of the higher-level authorities, the Bank shall ensure that the Party organization shall be provided with working funds through various means such as ~~the inclusion of management expenses and~~ the retention of Party fees into these funds.

No.	Existing Clause	Amended Clause
31.	**Article 57** The Party Committee shall focus on political direction, leadership, basic system, major decisions and Party building, and earnestly assume the responsibility of strictly managing and governing the Party. Major business management matters of the Bank must be studied and discussed by the Party Committee, and then the Board of Directors or senior management shall make a decision thereon. The Party Committee of the Bank shall, in accordance with the Constitution of the Communist Party of China and other internal rules and regulations of the Party, perform the following duties: (1) to strengthen the political work of the Party of the Bank, heighten political stance, intensify political leadership, enhance political capabilities, and prevent political risks; and take the responsibility to educate and guide all members of the Party to resolutely up hold General Secretary XI Jinping's core position on the Central Committee of the Party and in the Party as a whole, and resolutely uphold the Central Committee of the Party's authority and its centralized, unified leadership;	**Article 44** The Party Committee shall focus on political direction, leadership, basic system, major decisions and Party building, and earnestly assume the responsibility of strictly managing and governing the Party. Major business management matters of the Bank must be studied and discussed by the Party Committee, and then the Board of Directors or senior management shall make a decision thereon. The Party Committee of the Bank shall, in accordance with the Constitution of the Communist Party of China **and other Party's regulation** ~~and other internal rules and regulations of the Party~~ **and normative documents**, perform the following duties: (1) to strengthen the political work of the Party of the Bank, heighten political stance, intensify political leadership, enhance political capabilities, and prevent political risks; **firmly uphold the "two affirmations" and resolutely implement the "two safeguards", adhering to the centralized and unified leadership of the Party Central Committee over financial work; adhere to the centralized and unified leadership of the Party Central Committee over financial work;** ~~and take the responsibility to educate and guide all members of the Party to resolutely uphold General Secretary XI Jinping's core position on the Central Committee of the Party and in the Party as a whole, and resolutely uphold the Central Committee of the Party's authority and its centralized, unified leadership;~~

No.	Existing Clause	Amended Clause
	(2) to study and implement XI Jinping Thought on Socialism with Chinese Characteristics for a New Era, carry out the Party's principles and policies, ensure the thorough implementation of major decisions and deployments of the Central Committee of the Party and resolutions of higher Party organizations in the Bank, so as to promote the Bank to shoulder its responsibilities and missions, focus on its main responsibilities and main business, serve major strategies of the country and our province, fully perform economic, political and social responsibilities;	(2) to study and implement XI Jinping Thought on Socialism with Chinese Characteristics for a New Era, carry out the Party's principles and policies, ensure the thorough implementation of major decisions and deployments of the Central Committee of the Party and resolutions of higher Party organizations in the Bank, so as to promote the Bank to shoulder its responsibilities and missions, focus on its main responsibilities and main business, serve major strategies of the country and our province, fully perform economic, political and social responsibilities;
	(3) to strengthen its leadership and gate keeping role in the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, and to uphold the integration of the principle that the Party manages the cadres with the lawful selection of the management by the Board of Directors and the lawful exercise of authority of appointment, promotion and demotion of personnel by the management;	(3) to strengthen its leadership and gate keeping role in the process of selection and appointment of personnel, **adhere to the political integrity, professional competence and excellent conduct,** focusing on standards, procedure, evaluation, recommendation and supervision, and to uphold the integration of the principle that the Party manages the cadres with the lawful selection of the management by the Board of Directors and the lawful exercise of authority of appointment, promotion and demotion of personnel by the management**, to build a high-quality, professional team of financial cadres with integrity, honesty, and a sense of responsibility**;

No.	Existing Clause	Amended Clause
	(4) to study and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employees' interests, and provide advice and recommendations in this regard; to support the shareholders' general meeting, the Board of Directors, the Board of Supervisors and the senior management of the Bank in performing their duties in accordance with laws; to support the employee representative meeting in carrying out its work; to lead various groups such as labour unions and support them to carry out their work independently and responsibly in accordance with their respective constitutions;	(4) to study and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employees' interests, and provide advice and recommendations in this regard; to support the shareholders' ~~general~~ meeting, the Board of Directors, ~~the Board of Supervisors~~ and the senior management of the Bank in performing their duties in accordance with laws; to support the employee representative meeting in carrying out its work; to lead various groups such as labour unions and support them to carry out their work independently and responsibly in accordance with their respective constitutions;
	(5) to assume the primary responsibility to exercise strict self-governance in every respect of the Party, to lead the Bank's ideological work, ideological and political work, united front work, cultural and ethical cultivation, corporate culture cultivation, as well as the work of groups such as the Labor Union and the Communist Youth League, to lead the construction of the Party's working style and its clean and honest administration, to strictly clarify political discipline and rules, support the discipline inspection and supervisory team dispatched to perform supervisory duties by supervising Party members, cadres and staff to strictly comply with national laws and regulations as well as financial and personnel policies;	(5) to assume the primary responsibility to exercise strict self-governance in every respect of the Party, to lead the Bank's ideological work, ideological and political work, united front work, cultural and ethical cultivation, corporate culture cultivation, as well as the work of groups such as the Labor Union and the Communist Youth League, to lead the construction of the Party's working style and its clean and honest administration, **to strengthen the construction of a clean and honest banking system,** to strictly clarify political discipline and rules, support the discipline inspection and supervisory team dispatched to perform supervisory duties by supervising Party members, cadres and staff to strictly comply with national laws and regulations as well as financial and personnel policies;

No.	Existing Clause	Amended Clause
	(6) to strengthen the construction of the Party conduct of the Bank, strictly implement the spirit of the eight-point frugality code issued by the CPC Central Committee, and firmly combat "formalism, bureaucracy, hedonism and extravagance", especially formalism and bureaucracy;	(6) to strengthen the construction of the Party conduct of the Bank, strictly implement the spirit of the eight-point frugality code issued by the CPC Central Committee, and firmly combat "formalism, bureaucracy, hedonism and extravagance", especially formalism and bureaucracy;
	(7) to strengthen the building of the Bank's primary Party organizations and ranks of Party members, to give full play to the role of Party branches as militant bastions and to the role of Party members as vanguard and exemplary, to unite and lead cadres and employees to devote themselves into the reform and development of the Bank;	(7) to strengthen the building of the Bank's primary Party organizations and ranks of Party members, to give full play to the role of Party branches as militant bastions and to the role of Party members as vanguard and exemplary, to unite and lead cadres and employees to devote themselves into the reform and development of the Bank;
	(8) to support the Bank to comply with national laws and regulations and various supervision and management systems of regulatory agencies, and support and promote the Bank's operation in accordance with laws and regulations; and	(8) to support the Bank to comply with national laws and regulations and various supervision and management systems of regulatory agencies, and support and promote the Bank's operation in accordance with laws and regulations; and
	(9) other material matters that fall within the duty of the Party Committee.	(9) other material matters that fall within the duty of the Party Committee.

No.	Existing Clause	Amended Clause
	CHAPTER 7 SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETING	**CHAPTER 6~~7~~ SHAREHOLDERS AND SHAREHOLDERS' ~~GENERAL~~ MEETING**
32.	**Article 62** Shareholders of the Bank shall enjoy the following rights (if the Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply): (1) To receive dividends and other kinds of distributions as determined by the number of shares held by them; (2) To request, convene, preside, attend or appoint a proxy to attend shareholders' general meeting, and to exercise their right to speak and vote based on the number of shares held by them; (3) To supervise the business operation of the Bank, and to make suggestions and enquiries accordingly; (4) To transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles;	**Article 49** Shareholders of the Bank shall enjoy the following rights (if the Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply): (1) To receive dividends and other kinds of distributions as determined by the number of shares held by them; (2) To request, convene, preside, attend or appoint a proxy to attend shareholders' ~~general~~ meeting, and to exercise their right to speak and vote based on the number of shares held by them; (3) To supervise the business operation of the Bank, and to make suggestions and enquiries accordingly; (4) To transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles;

No.	Existing Clause	Amended Clause
	(5) To obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the locality in which the shares of the Bank are listed and the Articles, including: 1. To obtain a copy of the Articles after paying the costs and expenses incurred; and 2. Have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents: (i) All parts of the register of shareholders; (ii) The personal information of the directors, supervisors, president and other senior management personnel of the Bank; (iii) Status of the Bank's share capital; (iv) Reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;	(5) **Shareholders who meet the requirements may inspect and copy these Articles, the shareholder register, minutes of shareholders' meetings, resolutions of the board of directors, and financial accounting reports. Shareholders who meet the requirements may also inspect the bank's accounting books and accounting vouchers. Where laws and administrative regulations such as the Securities Law have separate provisions on the inspection and reproduction of relevant materials by shareholders of listed companies, those provisions shall apply;** ~~To obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the locality in which the shares of the Bank are listed and the Articles, including:~~ ~~1. To obtain a copy of the Articles after paying the costs and expenses incurred; and~~ ~~2. Have the right to inspect, free of charge, and to photocopy, after paying are reasonable fee, the following documents:~~ ~~(i) All parts of the register of shareholders;~~ ~~(ii) The personal information of the directors, supervisors, president and other senior management personnel of the Bank;~~

No.	Existing Clause	Amended Clause
	(v) Minutes of the shareholders' general meeting; (vi) The special resolutions of the Bank; (vii) The latest audited financial statements, report of the Bank's Board of Directors, auditors' report and report of the Bank's Board of Supervisors; (viii) A copy of the latest annual return already submitted to the company registry or other competent bodies. The documents referred to in items (i), (iii), (iv), (v), (vi), (vii) and (viii) shall be maintained at the Hong Kong address of the Bank in accordance with the Hong Kong Listing Rules and available for inspection free of charge by both the public and shareholders of H shares, whereas item (v) will only be available for inspection by the shareholders with voting rights at relevant shareholders' meetings. Shareholders of the Bank also have the right to consult resolutions of the meetings of Board of Directors and Board of Supervisors as well as the stubs of company bonds. Copies of the minutes of the meetings shall be available for inspection during business hours of the Bank by any shareholder free of charge. If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven(7) days upon the receipt of a reasonable fee. The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involves the Bank's trade secrets and price sensitive information (including inside information).	~~(iii) Status of the Bank's share capital;~~ ~~(iv) Reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;~~ ~~(v) Minutes of the shareholders' general meeting;~~ ~~(vi) The special resolutions of the Bank;~~ ~~(vii) The latest audited financial statements, report of the Bank's Board of Directors, auditors' report and report of the Bank's Board of Supervisors;~~ ~~(viii) A copy of the latest annual return already submitted to the Bank registry or other competent bodies.~~ ~~The documents referred to in items (i), (iii), (iv), (v), (vi), (vii) and (viii) shall be maintained at the Hong Kong address of the Bank in accordance with the Hong Kong Listing Rules and available for inspection free of charge by both the public and shareholders of H shares, whereas item (v) will only be available for inspection by the shareholders with voting rights at relevant shareholders' meetings. Shareholders of the Bank also have the right to consult resolutions of the meetings of Board of Directors and Board of Supervisors as well as the stubs of Bank bonds.~~

No.	Existing Clause	Amended Clause
	(6) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation; (7) To demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting in relation to the merger or division of the Bank); and (8) To have other rights conferred in accordance with the laws, administrative regulations, departmental rules and the Articles. If any person holding an interest in the shares either directly or indirectly exercises their rights without disclosing their rights to the Bank, the Bank shall not thus compromise the rights of such persons by freezing it or in any other manner.	~~Copies of the minutes of the meetings shall be available for inspection during business hours of the Bank by any shareholder free of charge. If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven(7) days upon the receipt of a reasonable fee.~~ ~~The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involves the Bank's trade secrets and price sensitive information (including inside information).~~ (6) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation; (7) To demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a shareholders' ~~general~~ meeting in relation to the merger or division of the Bank); and (8) To have other rights conferred in accordance with the laws, administrative regulations, departmental rules and the Articles. ~~If any person holding an interest in the shares either directly or indirectly exercises their rights without disclosing their rights to the Bank, the Bank shall not thus compromise the rights of such persons by freezing it or in any other manner.~~

No.	Existing Clause	Amended Clause
33.	**Article 63** Where a shareholder requests to inspect or obtain the relevant information as set forth in the preceding Article, this shareholder shall provide the Bank with written documents evidencing the class and number of shares held by this shareholder in the Bank and the Bank shall provide the above information at the request of such shareholder upon verification of the shareholder's identity.	**Article 50** Where a shareholder **and their authorized accounting firms, law firms, and other intermediary institutions that review or copy the information referred to in the preceding paragraph shall comply with the provisions of the Company Law, the Securities Law, and relevant laws and administrative regulations concerning the protection of state secrets, trade secrets, price-sensitive information, personal privacy, and personal information and** ~~requests to inspect or obtain the relevant information as set forth in the preceding Article, this shareholder~~ shall provide the Bank with written documents evidencing the class and number of shares held by this shareholder in the Bank and the Bank shall provide the above information at the request of such shareholder upon verification of the shareholder's identity. **Among these, shareholders who have held more than 3% of the shares individually or collectively for more than 180 consecutive days have the right to request access to the Bank's accounting books and accounting vouchers. Shareholders shall also submit a written request to the Bank, stating the purpose. If the Bank has reasonable grounds to believe that a shareholder's inspection of accounting books and accounting supporting documents is for improper purposes and may harm the Bank's legitimate interests, it may refuse to provide access.**

No.	Existing Clause	Amended Clause
34.	**Article 64** If a resolution of a shareholders' general meeting or the Board of Directors violates the laws and administrative regulations, a shareholder shall have the right to request a people's court to determine the resolution as invalid. If the procedure for convening a shareholders' general meeting or the Board of Directors' meeting, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles, or the contents of a resolution violates the Articles, a shareholder shall have the right to request a people's court to rescind the resolution within sixty (60) days from the date on which the resolution is adopted. If a shareholder institutes an action in accordance with the preceding procedure, the Bank may request a people's court to require that the shareholder provide a corresponding guarantee. If the Bank has completed the formalities regarding a change of registration pursuant to a shareholders' resolution or a Board resolution and a people's court has subsequently declared the resolution to be invalid or has rescinded the resolution, the Bank shall apply to the registration authority to cancel the change of registration.	**Article 51** If a resolution of a shareholders' ~~general~~ meeting or the Board of Directors violates the laws and administrative regulations, a shareholder shall have the right to request a people's court to determine the resolution as invalid. If the procedure for convening a shareholders' ~~general~~ meeting **of the Bank** or the Board of Directors' meeting, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles, or the contents of a resolution violates the Articles, a shareholder shall have the right to request a people's court to rescind the resolution within sixty (60) days from the date on which the resolution is adopted. **However, this does not apply to cases where the procedures for convening shareholders' meeting or board meetings, or the voting methods, have only minor defects which do not have a substantial impact on the resolutions.** ~~If a shareholder institutes an action in accordance with the preceding procedure, the Bank may request a people's court to require that the shareholder provide a corresponding guarantee.~~ ~~If the Bank has completed the formalities regarding a change of registration pursuant to a shareholders' resolution or a Board resolution and a people's court has subsequently declared the resolution to be invalid or has rescinded the resolution, the Bank shall apply to the registration authority to cancel the change of registration.~~

No.	Existing Clause	Amended Clause
		Any shareholder who fails to be notified to attend the meeting of the shareholders' meeting may, within 60 days as of the day when it knows or ought to know that the resolution of the meeting of the shareholders' meeting is made, request the People's Court to cancel the resolution. If the right of cancellation is not exercised within one year as of the date when the resolution is made, it shall be extinguished. **Resolutions of a shareholders' meeting or the board of directors of the Bank shall not be established in any of the following circumstances:** **(i) The resolution was made without holding a shareholders' meeting or board meeting;** **(ii) The shareholders' meeting or board meeting did not vote on the resolution matter;** **(iii) The number of attendees or the voting rights held by them did not reach the quorum required by the Company Law or these Articles of Association;** **(iv) The number of persons or the voting rights held by them agreeing to the resolution matter did not reach the majority required by the Company Law or these Articles of Association.** **If the resolutions of the shareholders' meeting or board of directors of the Bank are declared invalid, revoked, or confirmed as invalid by the People's Court, the Bank shall apply to the enterprise registration authority to revoke the change registration that has been processed in accordance with such resolutions.**

No.	Existing Clause	Amended Clause
35.	**Article 65** If any director and senior management personnel has violated the laws, administrative regulations or provisions of the Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held above 1% of shares in the Bank for above one hundred and eighty (180) consecutive days may make a written request to the Board of Supervisors to initiate legal proceedings at a people's court. If the Board of Supervisors has violated laws, administrative regulations or provisions of the Articles in performing its duties and therefore has caused loss to the Bank, the above mentioned shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court. If the Board of Supervisors or the Board of Directors rejects or fails to initiate legal proceedings within thirty (30) days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the above mentioned shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank. If any other person infringes on the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.	**Article 52** If any director and senior management personnel **other than the members of Audit Committee** has violated the laws, administrative regulations or provisions of the Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held above 1% of shares in the Bank for above one hundred and eighty (180) consecutive days may make a written request to the **Audit Committee** ~~Board of Supervisors~~ to initiate legal proceedings at a people's court; **If the member of the Audit Committee has violated laws, administrative regulations or provisions of the Articles in performing its duties and therefore has caused loss to the Bank, the above mentioned shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court.** ~~If the Board of Supervisors has violated laws, administrative regulations or provisions of the Articles in performing its duties and therefore has caused loss to the Bank, the above mentioned shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court.~~ If the **Audit Committee** ~~Board of Supervisors~~ or the Board of Directors rejects or fails to initiate legal proceedings within thirty (30) days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the above mentioned shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank. If any other person infringes on the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.

No.	Existing Clause	Amended Clause
36.	**Article 67** Shareholders of the Bank shall have the following obligations (if the Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply): …… Except as otherwise provided in the Articles, shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription. If a major risk occurs in the Bank, the Bank will adopt appropriate loss absorption and risk resistance mechanisms in accordance with relevant laws and regulations, and the shareholders shall actively support it.	**Article 54** Shareholders of the Bank shall have the following obligations (if the Articles have other regulations on the obligations of holders of preference shares, those other regulations shall apply): …… ~~Except as otherwise provided in the Articles, shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.~~ If a major risk occurs in the Bank, the Bank will adopt appropriate loss absorption and risk resistance mechanisms in accordance with relevant laws and regulations, and the shareholders shall actively support it.

No.	Existing Clause	Amended Clause
37.	**Article 68** The controlling shareholders or the de facto controllers of the Bank shall not use their related party relationship to prejudice the interests of the Bank. In violation of such provisions, he/she/it shall be liable to compensate the Bank for the losses thereof. A controlling shareholder or de facto controller of the Bank shall owe the fiduciary duties to both the Bank and public shareholders of the Bank. The controlling shareholder shall be in strict compliance with the law while exercising his/her/its rights as investor, and shall not impair the legal interests of the Bank or public shareholders by taking advantage of profit distribution, assets reorganization, external investment, capital appropriation and loan guarantee or in any other way, nor shall he/she/it impair the legal interests of the Bank or public shareholders by taking advantage of his/her/its privileged position as a controlling shareholder. (1) The controlling shareholders shall strictly comply with the conditions and procedures imposed by the laws and the Articles of the Bank when nominating candidates for the directors and supervisors of the Bank; cannot appoint or dismiss senior management personnel of the Bank by by passing the shareholders' general meeting and the Board of Directors; (2) The personnel, assets, financial affairs, institution and business of a controlling shareholder shall be separate from and independent of that of the Bank. The Bank shall keep separate accounts and assume liability and risks independently;	Delete this Article

No.	Existing Clause	Amended Clause
	(3) Personnel of the Bank shall be independent from the controlling shareholder, the senior management of the Bank shall not hold administrative positions other than directors or supervisors in any entity of the controlling shareholder; (4) Any assets contributed by a controlling shareholder in the Bank shall be independent and in its entirety, and with ownership unencumbered. The controlling shareholder shall not use or dispose of the Bank's assets, or interfere with the Bank's operation and management of such assets; (5) The controlling shareholders shall not directly or indirectly interfere with the decision-making of the Bank as well as operation activities conducted in accordance with the laws, and shall not impair the interests of the Bank and other shareholders; (6) The Bank's Board of Directors, Board of Supervisors and other internal structures shall operate independently, the controlling shareholders shall respect the Bank's financial independence and shall not interfere with the Bank's financial and accounting activities; (7) The controlling shareholder and its subordinate institutions shall not make plans or instructions with regard to the Bank's business, nor affect its business and management independency in any manner.	

No.	Existing Clause	Amended Clause
38.	Addition	**Article 55 The controlling shareholders and de facto controllers of the Bank shall exercise their rights and fulfill their obligations in accordance with laws, regulations, and regulatory provisions, and shall safeguard the interests of the Bank.** **The controlling shareholders and de facto controllers of the Bank shall exercise their rights and fulfill their obligations in accordance with the following provisions:** **(1) Exercise shareholder rights in accordance with the law, and shall not abuse the right of control or take advantage of the related party relationships to jeopardize the legitimate rights and interests of the Bank or other shareholders;** **(2) Strictly fulfill all public statements and commitments made, and shall not arbitrarily alter or waive them;** **(3) Strictly fulfill information disclosure obligations in accordance with relevant regulations, actively cooperate with the Bank in information disclosure work, and promptly notify the Bank of any major events that have occurred or may occur;** **(4) Refrain from occupying the Bank's funds in any manner;** **(5) Refrain from compelling, instructing, or requiring the Bank or its personnel to provide guarantees in violation of laws and regulations;**

No.	Existing Clause	Amended Clause
		(6) Refrain from using the Bank's unpublished material information for personal gain, disclosing any unpublished material information related to the Bank in any manner, or engaging in illegal activities such as insider trading, short-term trading, or market manipulation; **(7) Refrain from harming the legitimate rights and interests of the Bank and other shareholders through any means, including unfair related-party transactions, profit distribution, asset restructuring, or external investments;** **(8) Ensure the integrity of the Bank's assets, the independence of its personnel, finances, institutions, and operations, and refrain from affecting the Bank's independence in any manner;** **(9) Comply with other provisions of laws, administrative regulations, departmental rules, securities regulatory authorities and stock exchanges of the locality in which the Bank's shares are listed and these Articles of Association.**
39.	Addition	**Article 56 Controlling shareholders and de facto controllers who pledge their holdings or actual control of the Bank's shares shall maintain the Bank's control and stable production and operations.** **Controlling shareholders and de facto controllers who transfer their shares in the Bank shall comply with the restrictive provisions on share transfers in laws, administrative regulations, departmental rules, and regulatory provisions, as well as their commitments regarding restrictions on share transfers.**

No.	Existing Clause	Amended Clause
40.	**Article 72** In addition to the obligations required under the laws, administrative regulations or the provisions stipulated by a stock exchange located in the locality in which the shares of the Bank are listed, when exercising their rights as a shareholder, controlling shareholders shall not exercise their voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders: (1) Relieving a director or a supervisor of their responsibility to act in good faith and in the best interests of the Bank; (2) Approving a director or a supervisor in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank, regardless of whether the deprivation is made for the director's or supervisor's benefit or for the benefit of others; (3) Approving a director or a supervisor (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to the Bank restructuring submitted to and adopted at the shareholders' general meeting in accordance with the Articles.	Delete this Article

No.	Existing Clause	Amended Clause
41.	**Article 73** The shareholders' general meeting which composed of all shareholders shall be an organ of power of the Bank and shall exercise the following duties and powers in accordance with the law:	**Article 60** The shareholders' ~~general~~ meeting which composed of all shareholders shall be an organ of power of the Bank and shall exercise the following duties and powers in accordance with the law:
	(1) To decide on the business policies and material investment plans of the Bank;	~~(1) To decide on the business policies and material investment plans of the Bank;~~
	(2) To elect and replace directors and supervisors who are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;	(**1**~~2~~) To elect and replace directors ~~and supervisors~~ who are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors ~~and supervisors~~;
	(3) To examine and approve reports made by the Board of Directors;	(**2**~~3~~) To examine and approve reports made by the Board of Directors;
	(4) To examine and approve reports made by the Board of Supervisors;	~~(4) To examine and approve reports made by the Board of Supervisors;~~
	(5) To examine and approve the rules of procedures of the shareholders' general meeting, the Board of Directors and the Supervisory Board;	(**3**~~5~~) To examine and approve the rules of procedures of the shareholders' ~~general~~ meeting **and**, ~~the~~ Board of Directors ~~and the Supervisory Board~~;
	(6) To examine and approve the Bank's proposed annual financial budget and final accounts;	~~(6) To examine and approve the Bank's proposed annual financial budget and final accounts;~~
	(7) To examine and approve the Bank's plans for profit distribution and loss recovery;	(**4**~~7~~) To examine and approve the Bank's plans for profit distribution and loss recovery;
	(8) To adopt resolutions concerning the increase or reduction in the Bank's registered capital;	(**5**~~8~~) To adopt resolutions concerning the increase or reduction in the Bank's registered capital;

No.	Existing Clause	Amended Clause
	(9) To adopt resolutions regarding the issuance of bonds or other securities and the listing of the Bank;	(**6**~~9~~) To adopt resolutions regarding the issuance of bonds or other securities and the listing of the Bank;
	(10) To adopt resolutions on the merger, division, change in corporate form of the Bank, dissolution, liquidation and other matters (except for mergers where the price paid by the Bank does not exceed 10% of the net assets of the Bank);	(**7**~~10~~) To adopt resolutions on the merger, division, change in corporate form of the Bank, dissolution, liquidation and other matters (except for mergers where the price paid by the Bank does not exceed 10% of the net assets of the Bank);
	(11) To amend the Articles;	(**8**~~11~~) To amend the Articles;
	(12) To resolve on the appointment or dismissal of accounting firms which conduct regular statutory auditing for financial reports of the Bank and its auditing fee;	(**9**~~12~~) To resolve on the appointment or dismissal of accounting firms which conduct regular statutory auditing for financial reports of the Bank and its auditing fee;
	(13) To examine material external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrustment of wealth management and other matters of the Bank;	(**10**~~13~~) To examine material external investment, **material** acquisition and disposal of assets, **material** pledge of assets, **material** external guarantee, **material** entrustment of wealth management and other matters of the Bank;
	(14) To examine and approve the related party transactions which require approval by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank's shares are listed;	(**11**~~14~~) To examine and approve the related party transactions which require approval by the shareholders' ~~general~~ meeting as stipulated by the laws, administrative regulations, departmental rules, ~~regulatory documents,~~ regulations of securities regulatory authorities **and stock exchanges** of the locality in which the Bank's shares are listed;
	(15) To examine and approve matters regarding change of the use of collected funds;	

No.	Existing Clause	Amended Clause
	(16) To resolve on the repurchase of shares by the Bank pursuant to laws; (17) To consider and approve the stock incentive plans and employee stock ownership plans; (18) To examine proposals raised in accordance with the laws by the shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as "**Proposing Shareholders**"); (19) To determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; (20) To examine and approve other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules as well as the Articles.	(**12**~~15~~) To examine and approve matters regarding change of the use of collected funds; (**13**~~16~~) To resolve on the repurchase of shares by the Bank pursuant to laws; (**14**~~17~~) To consider and approve the stock incentive plans and employee stock ownership plans; (**15**~~18~~) To examine proposals raised in accordance with the laws by the shareholders who individually or jointly hold above 1~~3~~% of the total issued and outstanding voting shares of the Bank ~~(hereinafter referred to as "**Proposing Shareholders**")~~; (**16**~~19~~) To determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; (**17**~~20~~) To examine and approve other issues which should be decided by the shareholders' ~~general~~ meeting as stipulated by the laws, administrative regulations, departmental rules**, regulations of securities regulatory authorities and stock exchanges of the locality in which the Bank's shares are listed** as well as the Articles.

No.	Existing Clause	Amended Clause
	The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If delegated, the authorization given shall be clear and specific. The shareholders' general meeting shall not delegate the functions and powers of the shareholders' general meeting as stipulated in Article 18 of Company Law and Corporate Governance Guidelines for Banking and Insurance Institutions to the Board of Directors, other organizations or persons. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.	The matters mentioned above are within the shareholders' ~~general~~ meeting's scope of authority and shall be examined and decided by the shareholders' ~~general~~ meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If delegated, the authorization given shall be clear and specific. The shareholders' ~~general~~ meeting shall not delegate the functions and powers of the shareholders' ~~general~~ meeting as stipulated in Article 18 of Company Law and Corporate Governance Guidelines for Banking and Insurance Institutions to the Board of Directors, other organizations or persons. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' ~~general~~ meeting by way of ordinary resolutions, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' ~~general~~ meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' ~~general~~ meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' ~~general~~ meeting.

No.	Existing Clause	Amended Clause
42.	**Article 76** An extraordinary general meeting shall be convened within two (2) months from the date of occurrence of any of the following events: (1) The number of directors is less than the minimum number required by the Company Law or less than two-thirds of the number stipulated in the Articles; (2) The outstanding loss of the Bank is at least one-third of the Bank's total paid-up share capital; (3) Shareholders who individually or jointly hold above 10% of the voting shares of the Bank (the "Requesting Shareholders") have requested to convene the meeting in writing; (4) The Board of Directors deems it necessary to convene the meeting; (5) The Board of Supervisors proposes to convene the meeting; (6) Above half and not less than two independent directors propose to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene); (7) Above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);	**Article 63** An extraordinary **shareholders'** ~~general~~ meeting shall be convened within two (2) months from the date of occurrence of any of the following events: (1) The number of directors is less than the minimum number required by the Company Law or less than two-thirds of the number stipulated in the Articles; (2) The outstanding loss of the Bank is at least one-third of the Bank's total paid-up share capital; (3) Shareholders who individually or jointly hold above 10% of the voting shares of the Bank ~~(the "**Requesting Shareholders**")~~ have requested to convene the meeting in writing; (4) The Board of Directors deems it necessary to convene the meeting; (5) The **Audit Committee** ~~Board of Supervisors~~ proposes to convene the meeting; (6) Above half and not less than two independent directors propose to convene the meeting ~~(if there are only two independent directors, then the two independent directors unanimously propose to convene)~~; (7) ~~Above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);~~

No.	Existing Clause	Amended Clause
	(8) Any other circumstances as stipulated by the laws, administrative regulations, departmental rules and the Articles. In respect of item (2) above, the limitation of time for convening the extraordinary general meeting shall be calculated from the date when the Bank knows the occurrence of such circumstance. The number of shares referred to in the aforesaid item (3) shall be calculated as of the date when shareholders put forward the written request.	~~(8)~~ Any other circumstances as stipulated by the laws, administrative regulations, departmental rules, **the securities regulatory authorities in the locality in which the shares of the Bank are listed** and the Articles. In respect of item (2) above, the limitation of time for convening the extraordinary **shareholders'** ~~general~~ meeting shall be calculated from the date when the Bank knows the occurrence of such circumstance. The number of shares referred to in the aforesaid item (3) shall be calculated as of the date when shareholders put forward the written request.
43.	**Article 81** The independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting in case 1/2 or more of the independent directors agree to do so (if there are only two independent directors, then the two independent directors unanimously propose to convene). The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a response as to whether or not it agrees to convene an extraordinary general meeting within (10) days of receiving the proposal from the independent directors. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall give an explanation and make an announcement.	**Article 68** The independent directors shall have the right to propose to the Board of Directors to convene an extraordinary **shareholders'** ~~general~~ meeting in case **a majority of all** ~~1/2 or more~~ of the independent directors agree to do so ~~(if there are only two independent directors, then the two independent directors unanimously propose to convene)~~. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a response as to whether or not it agrees to convene an extraordinary **shareholders'** ~~general~~ meeting within (10) days of receiving the proposal from the independent directors. If the Board of Directors agrees to convene the extraordinary **shareholders'** ~~general~~ meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary **shareholders'** ~~general~~ meeting, it shall give an explanation and make an announcement.

No.	Existing Clause	Amended Clause
44.	**Article 82** The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten (10) days of receiving the proposal. When all the external supervisors reach a consensus, they shall have the right to propose the Board of Supervisors to recommend the Board of Directors to convene an extraordinary general meeting, and the Board of Supervisors shall reply its agreed or disagreed opinions in writing upon receipt of such proposals. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Board of Supervisors shall be sought. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten (10) days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene and preside over the shareholders' general meeting on its own initiative.	**Article 69** The **Audit Committee** ~~Board of Supervisors~~ shall have the right to propose to the Board of Directors to convene an extraordinary **shareholders'** ~~general~~ meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene an extraordinary **shareholders'** ~~general~~ meeting within ten (10) days of receiving the proposal. ~~When all the external supervisors reach a consensus, they shall have the right to propose the Board of Supervisors to recommend the Board of Directors to convene an extraordinary general meeting, and the Board of Supervisors shall reply its agreed or disagreed opinions in writing upon receipt of such proposals.~~ If the Board of Directors agrees to convene the extraordinary **shareholders'** ~~general~~ meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the **Audit Committee** ~~Board of Supervisors~~ shall be sought. If the Board of Directors does not agree to convene the extraordinary **shareholders'** ~~general~~ meeting or fails to give its response within ten (10) days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' ~~general~~ meeting, and instead the **Audit Committee** ~~Board of Supervisors~~ may convene and preside over the shareholders' ~~general~~ meeting on its own initiative.

No.	Existing Clause	Amended Clause
45.	**Article 83** When the Requesting Shareholders request to convene an extraordinary general meeting or any class shareholders' meeting (hereinafter referred to as "**Relevant Meetings**"), they shall act in compliance with the following procedures: The Requesting Shareholders propose to the Board of Directors to convene Relevant Meetings and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene Relevant Meetings within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene Relevant Meetings, a notice convening such meetings shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the relevant shareholders shall be sought. If the Board of Directors does not agree to convene Relevant Meetings, or fails to give its response within ten (10) days of receiving the proposal, shareholders who either individuality or jointly hold above 10% of the Bank's shares shall have the right to propose to the Board of Supervisors to convene Relevant Meetings and this proposal shall be made to the Board of Supervisors in writing. If the Board of Supervisors agrees to convene Relevant Meetings, a notice for convening such meeting shall be issued within five (5) days of receiving the proposal. If the proposal contained in the original notice is changed, approval of the relevant shareholders shall be sought.	**Article 70** ~~When the Requesting Shareholders request to convene an extraordinary general meeting or any class shareholders' meeting (hereinafter referred to as "**Relevant Meetings**"), they shall act in compliance with the following procedures:~~ ~~The Requesting~~ Shareholders **who individually or collectively hold more than 10% of the total number of shares with voting rights of the Bank** ~~propose to the Board of Directors to convene~~ **and propose to convene an extraordinary shareholders' meeting** ~~Relevant Meetings and~~ shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene **an extraordinary shareholders' meeting** ~~Relevant Meetings~~ within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene **an extraordinary shareholders' meeting** ~~Relevant Meetings~~, a notice convening such meetings shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the relevant shareholders shall be sought. If the Board of Directors does not agree to convene **an extraordinary shareholders' meeting** ~~Relevant Meetings~~, or fails to give its response within ten (10) days of receiving the proposal, shareholders who either individuality or jointly hold above 10% of the Bank's shares shall have the right to propose to the **Audit Committee** ~~Board of Supervisors~~ to convene **extraordinary shareholders' meeting** ~~Relevant Meetings~~ and this proposal shall be made to the **Audit Committee** ~~Board of Supervisors~~ in writing.

No.	Existing Clause	Amended Clause
	If the Board of Supervisors fails to give the notice of Relevant Meetings within the specified time limit, it shall be deemed to have failed to convene or preside over the Relevant Meetings, in which case, shareholders who either individually or jointly hold above 10% of the Bank's voting shares for above ninety (90) consecutive days shall have the right to convene and preside over Relevant Meetings by themselves.	If the **Audit Committee** ~~Board of Supervisors~~ agrees to convene **an extraordinary shareholders' meeting** ~~Relevant Meetings~~, a notice for convening such meeting shall be issued within five (5) days of receiving the proposal. If the proposal contained in the original notice is changed, approval of the relevant shareholders shall be sought. If the **Audit Committee** ~~Board of Supervisors~~ fails to give the notice of **shareholders' meeting** within the specified time limit, it shall be deemed to have failed to convene or preside over **shareholders' meeting**, in which case, shareholders who either individually or jointly hold above 10% of the Bank's voting shares for above ninety (90) consecutive days shall have the right to convene and preside over Relevant Meetings by themselves.
46.	**Article 86** Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.	**Article 73** Necessary costs arising out of a shareholders' ~~general~~ meeting convened by the **Audit Committee** ~~Board of Supervisors~~ or shareholders on their own shall be borne by the Bank ~~and shall be deducted from the funds due to the Bank from directors who have not carried out their duties~~.

No.	Existing Clause	Amended Clause
47.	**Article 88** When the Bank convenes shareholders' general meeting, the Board of Directors, the Board of Supervisors and the Proposing Shareholders shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders' general meeting into the agenda. The Proposing Shareholders may submit provisional proposals to the conveners in writing ten (10) days prior to the date of the shareholders' general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals. As otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed, its requirements shall also be met. Except for the circumstances provided in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the shareholders' general meeting. Proposals which have not been set out in the notice of shareholders' general meeting or which are not in compliance with Article 87 of the Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.	**Article 75** When the Bank convenes shareholders' ~~general~~ meeting, the Board of Directors, the **Audit Committee** ~~Board of Supervisors~~ and the **shareholders who individually or collectively hold more than one percent of the total number of shares with voting rights in the Bank** ~~Proposing Shareholders~~ shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders' ~~general~~ meeting into the agenda. The **shareholders who individually or collectively hold more than one percent of the total number of shares with voting rights in the Bank** ~~Proposing Shareholders~~ may submit provisional proposals to the conveners in writing ten (10) days prior to the date of the shareholders' ~~general~~ meeting. **Provisional proposals shall have clear topics and specific resolution items.** The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals. **Except where the provisional proposal violates the provisions of laws, administrative regulations, or these Articles, or does not fall within the scope of authority of the shareholders' meeting.** As otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed, its requirements shall also be met. Except for the circumstances provided in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the shareholders' ~~general~~ meeting. Proposals which have not been set out in the notice of shareholders' ~~general~~ meeting or which are not in compliance with ~~Article 87 of~~ the Articles shall not be put forward and voted upon as resolutions at a shareholders' ~~general~~ meeting.

No.	Existing Clause	Amended Clause
48.	**Article 89** When the Bank is to convene an annual general meeting, the conveners shall make an announcement, twenty (20) business days, or in case if the Bank is to convene an extraordinary general meeting, ten (10) business days or fifteen (15) days, prior to the date of the meeting (whichever is longer), to all shareholders whose names appear on the register of shareholders (including the holders of the preference shares with restored voting rights) stating the matters to be considered at the meeting and the date and venue of the meeting.	**Article 76** When the Bank is to convene an annual **shareholders'** ~~general~~ meeting, the conveners shall make an announcement, twenty (20) ~~business~~ days, or in case if the Bank is to convene an extraordinary **shareholders'** ~~general~~ meeting, ~~ten (10) business days or~~ fifteen (15) days, prior to the date of the meeting ~~(whichever is longer)~~, to all shareholders whose names appear on the register of shareholders (including the holders of the preference shares with restored voting rights) stating the matters to be considered at the meeting and the date and venue of the meeting. **Where the securities regulatory authority and stock exchange in the locality in which the shares of the Bank are listed have separate provisions regarding the notice period for shareholders' meetings, such provisions shall also be complied with.**

No.	Existing Clause	Amended Clause
49.	**Article 90** Notice of shareholders' general meeting shall contain the following contents: (1) The date, time and venue of the meeting; (2) The matters and proposals to be considered at the meeting; (3) All necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposal transaction shall be provided; (4) If any of the directors, supervisors or senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or senior management personnel as shareholders compared to other shareholders of that same class, they shall explain this difference; (5) The full text of any proposed special resolutions to be voted on at the meeting;	**Article 77** Notice of shareholders' ~~general~~ meeting shall contain the following contents: (1) The ~~date,~~ time**,** ~~and~~ venue **and duration** of the meeting; (2) The matters and proposals to be considered at the meeting; ~~(3) All necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;~~ ~~(4) If any of the directors, supervisors or senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or senior management personnel as shareholders compared to other shareholders of that same class, they shall explain this difference;~~ ~~(5) The full text of any proposed special resolutions to be voted on at the meeting;~~

No.	Existing Clause	Amended Clause
	(6) A prominent statement stating that a shareholder entitled to attend and vote at the meeting, is entitled to appoint above one proxies to attend and vote on his/her behalf, and such proxy need not be a shareholder, and the power of attorney used to appoint proxies shall be enclosed; (7) The shareholding registration date of the shareholders who are entitled to attend the meeting; (8) The time and address for lodging the proxy forms of the relevant meeting; (9) The name and phone number of the contact person of the meeting; (10) The time and procedures of voting through internet or other means; (11) Other requirements stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles. The interval between the shareholding registration date and the date of the shareholders' general meeting shall not be more than seven (7) working days. The shareholding registration date shall not be changed once confirmed.	**(3~~6~~) It shall be clearly stated in writing that all common shareholders (including preferred shareholders whose voting rights have been restored), shareholders holding special voting shares, and other shareholders have the right to attend the shareholders' general meeting and may appoint a proxy in writing to attend the meeting and participate in voting. Such proxy need not be a shareholder of the Bank** ~~A prominent statement stating that a shareholder entitled to attend and vote at the meeting, is entitled to appoint above one proxies to attend and vote on his/her behalf, and such proxy need not be a shareholder, and the power of attorney used to appoint proxies shall be enclosed~~; (**4**~~7~~) The shareholding registration date of the shareholders who are entitled to attend the meeting; (**5**~~8~~) The time and address for lodging the proxy forms of the relevant meeting; (**6**~~9~~) The name and phone number of the contact person of the meeting; (**7**~~10~~) The time and procedures of voting through internet or other means; (**8**~~11~~) **Any other contents as stipulated by the laws, administrative regulations, departmental rules, the securities regulatory authorities in the locality in which the shares of the Bank are listed.** ~~Other requirements stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles.~~

No.	Existing Clause	Amended Clause
		The interval between the shareholding registration date and the date of the shareholders' general meeting shall not be more than seven (7) working days. The shareholding registration date shall not be changed once confirmed.
50.	**Article 91** Unless otherwise stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles, the notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to all shareholders entitled to attend (regardless of whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestically listed shares, the notice of a shareholders' general meeting may be in the form of an announcement. The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory and administrative authorities under the State Council. All holders of domestically listed shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published. For shareholders of H shares, subject to the compliance with applicable laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange where the Bank's shares are listed and the requirements of the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' general meeting by publishing the notice on the websites of the Bank and the Hong Kong Stock Exchange instead of delivering the notice by hand or prepaid mail.	Delete this Article

No.	Existing Clause	Amended Clause
51.	**Article 95** All shareholders whose names appear on the register of shareholders on the shareholding registration date (including the holders of the preference shares with restored voting rights) shall be entitled to attend the shareholders' general meeting and exercise their voting rights according to the relevant laws and regulations and the Articles. Any shareholder entitled to attend and having voting rights at a shareholders' general meeting may attend the shareholders' general meeting in person and shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. Shareholders shall appoint their proxies in writing. The appointing shareholder or his/her authorized representative (who has been given the authorization in writing) shall sign the proxy form. If the appointer is a body corporate, the document shall be affixed with its seal or signed by its director or another authorized representative with due written authorization. A proxy may exercise the following rights at a shareholders' general meeting: (1) The same right of speech as the shareholder at the meeting; (2) Have authority to demand or join other shareholders in demanding a poll; (3) Have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.	**Article 81** All shareholders whose names appear on the register of shareholders on the shareholding registration date (including the holders of the preference shares with restored voting rights) shall be entitled to attend the shareholders' ~~general~~ meeting and exercise their voting rights according to the relevant laws and regulations and the Articles. Any shareholder entitled to attend and having voting rights at a shareholders' ~~general~~ meeting may attend the shareholders' ~~general~~ meeting in person and shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. Shareholders shall appoint their proxies in writing. ~~The appointing shareholder or his/her authorized representative (who has been given the authorization in writing) shall sign the proxy form. If the appointer is a body corporate, the document shall be affixed with its seal or signed by its director or another authorized representative with due written authorization.~~ A proxy may exercise the following rights at a shareholders' ~~general~~ meeting: (1) The same right of speech as the shareholder at the meeting; (2) Have authority to demand or join other shareholders in demanding a poll; (3) Have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.

No.	Existing Clause	Amended Clause
		If the shareholder is a recognized clearing house or its agent, such a shareholder is entitled to appoint above one persons it deems suitable to act as its proxy in the shareholders' meeting or creditors meeting. If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights (including right to speak and vote) at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that proxy is a natural person shareholder of the Bank.

No.	Existing Clause	Amended Clause
52.	**Article 96** If an individual shareholder attends the meeting in person, he/she shall produce his/her own valid identification document or certificate providing proof of his/her shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own valid identification document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder. A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own valid identification document, valid identification documents showing that he/she qualifies to serve as a legal representative and certificate providing proof of the corporate shareholder's shareholding. If a proxy attends the meeting, he/she shall produce his/her own valid identification document, written power of attorney granted by the legal representative of the corporate shareholder and certificate providing proof of the corporate shareholder's shareholding. If the legal person shareholder has appointed a representative to attend any meeting, it is deemed to be present in person. A legal person shareholder may execute a form of proxy by a duly authorized person.	**Article 82** If an individual shareholder attends the meeting in person, he/she shall produce his/her own valid identification document **or other valid identification or certification that can verify their identity. If a proxy is appointed** to attend the meeting, the proxy shall produce his/her own valid identification **and** ~~document,~~ instrument of proxy ~~and certificate providing proof of the shareholding of the appointing shareholder~~. A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own valid identification document **and** valid identification documents showing that he/she qualifies to serve as a legal representative ~~and certificate providing proof of the corporate shareholder's shareholding~~. If a proxy attends the meeting, he/she shall produce his/her own valid identification document, written power of attorney granted by the legal representative of the corporate shareholder ~~and certificate providing proof of the corporate shareholder's shareholding~~. If the legal person shareholder has appointed a representative to attend any meeting, it is deemed to be present in person. A legal person shareholder may execute a form of proxy by a duly authorized person.

No.	Existing Clause	Amended Clause
53.	**Article 97** The power of attorney used by shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information: (1) Name of the proxy and the number of shares to be represented by the proxy; (2) Whether or not the proxy has the right to vote; (3) Instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting; (4) Date of issuance and term of validity; and (5) Signature (or seal) of the appointing shareholder; if the appointing shareholder is a body corporate, the document shall be affixed with the legal person's seal. The blank proxy form issued by the Board of Directors of the Bank to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative or negative), and to give separate instructions for each resolution that will be voted on at the meeting. The power of attorney should indicate whether the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.	**Article 83** The power of attorney used by shareholders to appoint proxies to attend the shareholders' ~~general~~ meeting shall contain the following information: (1) **Name of the appointing shareholder, the class and number of shares held in the Bank;** (**2**~~1~~) Name of the proxy ~~and the number of shares to be represented by the proxy~~; ~~(2) Whether or not the proxy has the right to vote;~~ (3) **Specific instructions of the shareholder, including instructions** on how to vote (voting in the affirmative, negative, or in abstention) ~~in~~ relation to each of the resolutions on the agenda of the shareholders' ~~general~~ meeting; (4) Date of issuance and term of validity; and (5) Signature (or seal) of the appointing shareholder; if the appointing shareholder is a body corporate, the document shall be affixed with the legal person's seal. ~~The blank proxy form issued by the Board of Directors of the Bank to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative or negative), and to give separate instructions for each resolution that will be voted on at the meeting.~~ ~~The power of attorney should indicate whether the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.~~

No.	Existing Clause	Amended Clause
54.	**Article 98** The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of shareholders' general meeting. In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders' general meeting of the Bank by the legal representative or other persons authorized by the resolution of the Board of Directors or any other decision-making body of such appointing shareholder. If the shareholder is a recognized clearing house or its agent, such a shareholder is entitled to appoint above one persons it deems suitable to act as its proxy in the shareholders' general meeting, class shareholders' general meeting or creditors meeting. If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights (including right to speak and vote) at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that proxy is a natural person shareholder of the Bank.	Delete this Article

No.	Existing Clause	Amended Clause
55.	**Article 99** If the appointing shareholder has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization of the signed proxy form or has transferred all of his/her shares prior to voting, as long as the Bank has not received any written notice regarding these matters before the commencement of the relevant meeting, the vote cast by the proxy in accordance with the proxy form shall remain valid.	Delete this Article
56.	**Article 102** When the shareholders' general meeting is being convened, all the Bank's directors, supervisors and the Secretary to the Board of Directors shall attend the meeting. The president and other senior management personnel of the Bank shall observe the meeting.	**Article 86 Where the shareholders' meeting requests directors and senior management personnel to present the meeting, they shall present and answer queries from shareholders.** ~~When the shareholders' general meeting is being convened, all the Bank's directors, supervisors and the Secretary to the Board of Directors shall attend the meeting. The president and other senior management personnel of the Bank shall observe the meeting.~~

No.	Existing Clause	Amended Clause
57.	**Article 103** A shareholders' general meeting convened by the Board of Directors shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties, the vice chairman of the Board of Directors shall chair and preside over the meeting. If the vice chairman is unable or fails to perform his/her duties, a director elected by above half of the directors shall chair and preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting. 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 elected by above half of the supervisors shall chair and preside over the meeting. A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener. During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.	**Article 87** A shareholders' ~~general~~ meeting convened by the Board of Directors shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties, the vice chairman of the Board of Directors **(if the Bank has two or more vice chairmen, the vice chairman selected by above half of the directors shall preside over the meeting)** shall chair and preside over the meeting. If the vice chairman is unable or fails to perform his/her duties, a director elected by above half of the directors shall chair and preside over the meeting. ~~If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting.~~ A shareholders' ~~general~~ meeting convened by the **Audit Committee** ~~Board of Supervisors~~ shall be chaired and presided over by **the convener of the Audit Committee.** ~~chairman of the Board of Supervisors.~~ If the **convener of the Audit Committee** ~~chairman of the Board of Supervisors~~ is unable or fails to perform his/her duties, **a member of the Audit Committee** ~~supervisor~~ elected by above half of the ~~supervisors~~ **Audit Committee members** shall chair and preside over the meeting. A shareholders' ~~general~~ meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener.

No.	Existing Clause	Amended Clause
		During the course of a shareholders' ~~general~~ meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' ~~general~~ meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.
58.	**Article 109** The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes, and ensure that the minutes are truthful, accurate and complete. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding Internet and alternative voting methods shall be filed and shall form part of the Bank's files. The Secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for permanence.	**Article 93** **The convener shall ensure that the minutes are truthful, accurate and complete.** The directors attending **or presenting** in the meeting~~, supervisors~~, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes~~, and ensure that the minutes are truthful, accurate and complete~~. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding Internet and alternative voting methods shall be filed and shall form part of the Bank's files. The Secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for permanence.

No.	Existing Clause	Amended Clause
59.	**Article 114** The following matters shall be resolved by way of a special resolution: (1) An increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities; (2) The issuance of corporate bonds or listing of the Bank; (3) The division, spin-off, merger, any other change in the corporate form, dissolution and liquidation of the Bank (except for mergers where the price paid by the Bank does not exceed 10% of the net assets of the Bank); (4) Amendments to the Articles; (5) Purchases or sales of major assets within one (1) year by the Bank or the guarantee of the bank exceeds 30% of the audited total assets of the most recent financial year; (6) Stock incentive plans and employee stock ownership plans; (7) Dismissal of independent directors; and	**Article 98** The following matters shall be resolved by way of a special resolution: (1) An increase or reduction of the registered capital of the Bank ~~and the issuance of any class of shares, warrants and other similar securities~~; (2) The issuance of corporate bonds **of the Bank** or listing of the Bank; (3) The division, spin-off, merger, any other change in the corporate form, dissolution and liquidation of the Bank (except for mergers where the price paid by the Bank does not exceed 10% of the net assets of the Bank); (4) Amendments to the Articles; (5) Purchases or sales of major assets within one (1) year by the Bank or **provisions of** the guarantee of the bank **to others** exceeds 30% of the audited total assets of the most recent financial year; (6) Stock incentive plans and employee stock ownership plans; (7) Dismissal of independent directors; and

No.	Existing Clause	Amended Clause
	(8) Any other matters as required by the laws, regulations, regulatory documents, the securities regulatory authority in the place where the stocks of the company are listed or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the company and should therefore be adopted by a special resolution. Save for matters described above requiring approval by way of special resolutions, other matters requiring approval by the shareholders' general meeting shall be adopted as ordinary resolutions.	(8) Any other matters as required by the laws, regulations, regulatory documents, the securities regulatory authority in the place where the stocks of the **Bank** ~~company~~ are listed or the Articles, or other matters that, resolved by the shareholders' ~~general~~ meeting by way of an ordinary resolution, may have a material effect on the **Bank** ~~company~~ and should therefore be adopted by a special resolution. Save for matters described above requiring approval by way of special resolutions, other matters requiring approval by the shareholders' ~~general~~ meeting shall be adopted as ordinary resolutions.

No.	Existing Clause	Amended Clause
60.	**Article 120** If the cumulative voting system is adopted, shareholders can distribute their voting rights among candidates for directors or supervisors as they wish. They can either distribute their votes on a number of candidates or concentrate their votes on one candidate. A split voting method shall be adopted for the election of independent directors, non-independent directors, and supervisors: 1. When electing independent directors, the cumulative number of votes of each shareholder shall equal to the product of the total number of voting shares held by that shareholder multiplied by the number of independent directors to be elected, and this number of votes can only be cast for the candidates for independent directors; 2. When electing non-independent directors, the cumulative number of votes of each shareholder shall equal to the product of total number of voting shares held by that shareholder multiplied by the number of non-independent directors to be elected, and this number of votes can only be cast for the candidates for non-independent directors; 3. When electing supervisors, the cumulative number of votes of each shareholder shall equal to the product of the total number of voting shares held by that shareholder multiplied by the number of supervisors to be elected, and this number of votes can only be cast for the candidates for supervisors.	**Article 104** If the cumulative voting system is adopted, shareholders can distribute their voting rights among candidates for directors ~~or supervisors~~ as they wish. They can either distribute their votes on a number of candidates or concentrate their votes on one candidate. A split voting method shall be adopted for the election of independent directors, **and** non-independent directors~~, and supervisors~~: 1. When electing independent directors, the cumulative number of votes of each shareholder shall equal to the product of the total number of voting shares held by that shareholder multiplied by the number of independent directors to be elected, and this number of votes can only be cast for the candidates for independent directors; 2. When electing non-independent directors, the cumulative number of votes of each shareholder shall equal to the product of total number of voting shares held by that shareholder multiplied by the number of non-independent directors to be elected, and this number of votes can only be cast for the candidates for non-independent directors~~;~~ ~~3. When electing supervisors, the cumulative number of votes of each shareholder shall equal to the product of the total number of voting shares held by that shareholder multiplied by the number of supervisors to be elected, and this number of votes can only be cast for the candidates for supervisors~~.

No.	Existing Clause	Amended Clause
61.	**Article 126** If the matter demanded to be resolved by a poll is the election of the chairman of the shareholders' general meeting or the adjournment of the meeting, a poll shall be taken immediately. The chairman can decide when a poll will be taken if it is demanded for any other matters, and the meeting may continue and other matters may be discussed. The results of that poll shall be considered as resolutions passed at the meeting.	Delete this Article
62.	**Article 128** The time of closing for an on-site shareholders' general meeting shall not be earlier than that for on-line voting or other voting methods. The chairman of the meeting shall announce the voting outcome of each proposal at the meeting and shall determine, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes. Before the declaration of the voting outcome, the Bank, voting counters and supervisors, major shareholders and on-line service providers involved in the voting, whether by on site meeting, Internet or other means, shall have the obligation to keep matters relating to the voting confidential.	**Article 111** The time of closing for an on-site shareholders' ~~general~~ meeting shall not be earlier than that for on-line voting or other voting methods. ~~The chairman of the meeting shall announce the voting outcome of each proposal at the meeting and shall determine, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes.~~ ~~Before the declaration of the voting outcome, the Bank, voting counters and supervisors, major shareholders and on-line service providers involved in the voting, whether by on site meeting, Internet or other means, shall have the obligation to keep matters relating to the voting confidential.~~

No.	Existing Clause	Amended Clause
63.	**Article 129** Shareholders who are present at the shareholders' general meeting shall adopt one of the following stances when a proposal is put forward for voting: for, against or abstention. Any votes which are unfilled, erroneously completed, illegible or un-submitted votes shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to above two (2) votes need not cast all the votes towards the same stance. The same voting rights can select only one voting methods out of on-site voting, on-line voting or voting by other means. In the event that the same voting rights have been exercised twice, the result of the first vote shall prevail.	**Article 112** Shareholders who are present at the shareholders' ~~general~~ meeting shall adopt one of the following stances when a proposal is put forward for voting: for, against or abstention. Any votes which are unfilled, erroneously completed, illegible or un-submitted votes shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". ~~On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to above two (2) votes need not cast all the votes towards the same stance.~~ The same voting rights can select only one voting methods out of on-site voting, on-line voting or voting by other means. In the event that the same voting rights have been exercised twice, the result of the first vote shall prevail.
64.	**Article 130** For every proposed resolution, the chairman of the shareholders' general meeting shall announce the voting circumstances, the voting outcome, and whether the resolution has been passed based on the voting outcome. Prior to formal announcement of the voting outcome, all interested parties attending the meeting in person, including the Bank, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting results confidential.	**Article 113** For every proposed resolution, the chairman of the shareholders' ~~general~~ meeting shall announce the voting circumstances, the voting outcome, and whether the resolution has been passed based on the voting outcome. **The voting results of the resolution are recorded in the meeting minutes.** Prior to formal announcement of the voting outcome, all interested parties attending the meeting in person, **online or through other ways,** including the Bank, the vote counter, the scrutineer**,** ~~and substantial~~ shareholders, **network service provider,** etc., have an obligation to keep the voting results confidential.

No.	Existing Clause	Amended Clause
65.	**Article 131** If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes, and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately. Resolutions adopted at the shareholders' general meeting shall be announced in a timely manner. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution. If the votes are recounted at a shareholders' general meeting, the result shall be recorded into the minutes.	**Article 114** If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes, and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately. Resolutions adopted at the shareholders' ~~general~~ meeting shall be announced in a timely manner. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution. ~~If the votes are recounted at a shareholders' general meeting, the result shall be recorded into the minutes.~~
	CHAPTER 8 SPECIAL PROCEDURES FOR VOTING BY A CERTAIN CLASS OF SHAREHOLDERS	**~~CHAPTER 8 SPECIAL PROCEDURES FOR VOTING BY A CERTAIN CLASS OF SHAREHOLDERS~~** (Delete original Article 135 to Article 142)

No.	Existing Clause	Amended Clause
	CHAPTER 9 DIRECTORS AND BOARD OF DIRECTORS	**CHAPTER 79 DIRECTORS AND BOARD OF DIRECTORS**
66.	**Article 143** Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). Executive director refers to a director who also assume the responsibilities of senior management in addition to being a Director. Non-executive Director refers to a director who does not hold any position other than director and do not assume the responsibilities of senior management. Any person being prohibited from serving as a director of the Bank according to the Company Law and the Commercial Banking Law and being prohibited from serving as a market participant by any regulatory authorities and such prohibition not having been released shall not serve as director of the Bank. If the Bank elects or appoints directors in violation of the preceding paragraph, such election, appointment or employment of directors by the Bank shall be void. In the event that any circumstance above occurs during a director's term of office, that person shall be dismissed.	**Article 118** Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). ~~Executive director refers to a director who also assume the responsibilities of senior management in addition to being a Director. Non-executive Director refers to a director who does not hold any position other than director and do not assume the responsibilities of senior management.~~ Any person being prohibited from serving as a director of the Bank according to the Company Law and the Commercial Banking Law and being prohibited from serving as a market participant by any regulatory authorities and such prohibition not having been released shall not serve as director of the Bank. If the Bank elects or appoints directors in violation of the preceding paragraph, such election, appointment or employment of directors by the Bank shall be void. In the event that any circumstance above occurs during a director's term of office, that person shall be dismissed.

No.	Existing Clause	Amended Clause
67.	**Article 145** Directors shall be elected or removed from office by shareholders at a general meeting. The term of office of a director shall be three (3) years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. Before the expiry of any director's term of office, the shareholders' general meeting shall not dismiss the director without any reason. During the term of the Board of Directors, the replacements of directors each year shall not be more than one-third of the total number of directors; however, this limit is not applicable in case a director resigns and nominates a new director candidate. Subject to the relevant laws, administrative regulations and relevant requirements of the place where the Bank's shares are listed, a director whose term of office has not expired may be removed by an ordinary resolution at the shareholders' general meeting (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract). The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where reelection is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws, administrative regulations, departmental rules and the Articles.	**Article 120** ~~Directors shall be elected or removed from office by shareholders at a general meeting.~~ The term of office of a director shall be three (3) years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. Before the expiry of any director's term of office, the shareholders' ~~general~~ meeting shall not dismiss the director without any reason. During the term of the Board of Directors, the replacements of directors each year shall not be more than one-third of the total number of directors; however, this limit is not applicable in case a director resigns and nominates a new director candidate. Subject to the relevant laws, administrative regulations and relevant requirements of the place where the Bank's shares are listed, a director whose term of office has not expired may be removed by an ordinary resolution at the shareholders' ~~general~~ meeting (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract). The term of office of a director shall be calculated from the date **of approval by the banking regulatory and administrative authorities under the State Council** ~~on which he/she takes up the office~~, until the expiration of the term of office of the Board of Directors. **The term of office for re-election shall be calculated from the date of election.** Where reelection is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws, administrative regulations, departmental rules, **the securities regulatory authorities of the locality where the Bank's shares are listed and the stock exchange** and the Articles.

No.	Existing Clause	Amended Clause
	Director(s) may concurrently hold the post of senior management personnel. However, the number of such director(s) and employee representative directors shall not be more than half of the total number of members of the Board of Directors. Employee representatives may serve as directors of the Bank. Such directors are democratically elected by the employees of the Bank at the employee representative meeting or by other means with a direct access to the Board of Directors and will be reported to the general meeting by the Board of Directors, a director candidate who is an employee representative should have at least five years of continuous working experience at the Bank.	Director(s) may concurrently hold the post of senior management personnel. However, the number of such director(s) and employee representative directors shall not be more than half of the total number of members of the Board of Directors. **The Bank shall establish employee directors.** ~~Employee representatives may serve as directors of the Bank.~~ Such directors are democratically elected by the employees of the Bank at the employee representative meeting**, employee meeting** or by other means ~~with a direct access to the Board of Directors~~ **and senior management members shall not concurrently serve as employee directors** ~~and will be reported to the general meeting by the Board of Directors~~, a director candidate who is an employee ~~representative~~ should have at least five years of continuous working experience at the Bank.

No.	Existing Clause	Amended Clause
68.	**Article 146** The general procedures for nominating and electing a director are as follows: (1) The candidates for directors may be nominated by the Nomination Committee according to the number of directors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above three percent of the total outstanding shares of the Bank with voting rights may also nominate the candidates for directors to the Board of Directors. The identical shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders' general meeting; if the candidate for a director (supervisor) nominated by the identical shareholder and his/her/its associates has already served as a director (supervisor), the shareholder shall not nominate the candidate for another supervisor (director) prior to the expiry of the term of office or the replacement of such person. The number of directors nominated by the identical shareholder and his/her/its associates in principle shall not exceed one-third of the total number of the members of the Board of Directors, unless otherwise provided by the laws, administrative regulations, departmental rules and the listing rules of the stock exchange where the Bank's shares are listed.	**Article 121** The general procedures for nominating and electing a director are as follows: (1) The candidates for directors may be nominated by the Nomination Committee according to the number of directors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above three percent of the total outstanding shares of the Bank with voting rights may also nominate the candidates for directors to the Board of Directors. ~~The identical shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders' general meeting; if the candidate for a director (supervisor) nominated by the identical shareholder and his/her/its associates has already served as a director (supervisor), the shareholder shall not nominate the candidate for another supervisor (director) prior to the expiry of the term of office or the replacement of such person.~~ The number of directors nominated by the identical shareholder and his/her/its associates in principle shall not exceed one-third of the total number of the members of the Board of Directors, unless otherwise provided by the laws, administrative regulations, departmental rules, ~~and the listing rules of~~ **the securities regulatory authorities of the locality and** the stock exchange where the Bank's shares are listed.

No.	Existing Clause	Amended Clause
	(2) The Nomination Committee of the Board of Directors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for directors, and propose the qualified candidates to the Board of Directors for consideration. The Board of Directors shall propose them to the shareholders' general meeting by way of written proposal after they are considered and approved by the Board of Directors.	(2) The Nomination Committee of the Board of Directors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for directors, and propose the qualified candidates to the Board of Directors for consideration. The Board of Directors shall propose them to the shareholders' ~~general~~ meeting by way of written proposal after they are considered and approved by the Board of Directors.
	(3) The candidates for directors shall, before the convening of the shareholders' general meeting, make written undertakings, express their consent to their nomination, confirm the truthfulness and completeness of their publicly disclosed information and undertake that they will duly perform their duties upon being elected.	(3) The candidates for directors shall, before the convening of the shareholders' ~~general~~ meeting, make written undertakings, express their consent to their nomination, confirm the truthfulness, **accuracy** and completeness of their publicly disclosed information and undertake that they will duly perform their duties upon being elected.
	(4) The Board of Directors shall, before the convening of the shareholders' general meeting, disclose the detailed information on the candidates for directors to the shareholders of the Bank in accordance with relevant requirements, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.	(4) The Board of Directors shall, before the convening of the shareholders' ~~general~~ meeting, disclose the detailed information on the candidates for directors to the shareholders of the Bank in accordance with relevant requirements, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.
	(5) Each candidate for director shall be voted for on a separate basis at the shareholders' general meeting unless cumulative voting system is adopted.	(5) Each candidate for director shall be voted for on a separate basis at the shareholders' ~~general~~ meeting unless cumulative voting system is adopted.

No.	Existing Clause	Amended Clause
	(6) When an additional director is temporarily nominated, the Nomination Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination shall propose a candidate to the Board of Directors for consideration. The shareholders' general meeting elect or replace the director.	(6) When an additional director is temporarily nominated, the Nomination Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination shall propose a candidate to the Board of Directors for consideration. The shareholders' ~~general~~ meeting elect or replace the director.
	(7) If there are any special provisions regarding the method and procedure of nominating independent directors or employee representatives acting as directors by the laws and the Articles, those provisions shall prevail.	(7) If there are any special provisions regarding the method and procedure of nominating independent directors or employee~~ representatives acting as~~ directors by the laws and the Articles, those provisions shall prevail.

No.	Existing Clause	Amended Clause
69.	**Article 147** The directors shall abide by the laws, administrative regulations and the Articles and shall owe the duty of loyalty to the Bank as follows: (1) Shall not use the power to accept bribes or other illegal income, and shall not encroach on the Bank's property. (2) Shall not embezzle funds of the Bank. (3) Shall not open account to save the Bank's assets or funds in the name of individuals or other individuals. (4) Shall not violate the provisions of the Articles to lend the Bank's funds to others or provide guarantees to others with the Bank's property without the approval of the shareholders' general meeting or the Board of Directors. (5) Shall not make a contract with the Bank or conduct a transaction violating the provisions of the Articles or without the approval of the shareholders' general meeting. (6) Shall not take advantage of one's position to seek business opportunities that should belong to the Bank for interests of his own or others, or operate business similar to that of the Bank for himself or for others without the approval of the shareholders' general meeting. (7) Shall not accept commission arising from trade with the Bank as one's own.	**Article 122** The directors shall abide by the laws, administrative regulations and the Articles and shall owe the duty of loyalty to the Bank, **and shall take measures to avoid conflicts between their personal interests and the Bank's interests, and shall not abuse their powers to seek improper benefits.** **The directors shall owe the duty of loyalty to the Bank as follows:** (1) Shall not use the power to accept bribes or other illegal income, and shall not encroach on the Bank's property. (2) Shall not embezzle funds of the Bank. (3) Shall not open account to save the Bank's assets or funds in the name of individuals or other individuals. (4) Shall not violate the provisions of the Articles to lend the Bank's funds to others or provide guarantees to others with the Bank's property without the approval of the shareholders' ~~general~~ meeting or the Board of Directors. (5) Shall not **directly or indirectly** make a contract with the Bank or conduct a transaction **without reporting to the Board of Directors or the shareholders' meeting and being approved by resolution(s) of the Board of Directors or the shareholders' meeting in accordance with the Articles.** ~~violating the provisions of the Articles or without the approval of the shareholders' general meeting.~~

No.	Existing Clause	Amended Clause
	(8) Shall not disclose the Bank's secrets without authorization. (9) Shall not use its related party relationship to damage the interests of the Bank. (10) Other duty of loyalty stipulated by laws, administrative regulations, departmental regulations and the Articles. The directors' income gained by violation of the rules in this Article shall be owned by the Bank. Those causing loss to the Bank shall assume compensation liability.	(6) Shall not take advantage of one's position to seek business opportunities that should belong to the Bank for interests of his own or others, **except when such business opportunities are reported to the Board of Directors or the shareholders' meeting and obtaining approval by resolution(s) of the shareholders' meeting, or when the Bank is unable to utilize such business opportunities in accordance with laws, regulations, regulatory provisions or this Articles of Association,** ~~or~~ **shall not** operate business similar to that of the Bank for himself or for others **without reporting to the Board of Directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting.**~~without the approval of the shareholders' general meeting.~~ (7) Shall not accept commission arising from trade with **others and** the Bank as one's own. (8) Shall not disclose the Bank's secrets without authorization. (9) Shall not use its related party relationship to damage the interests of the Bank. (10) Other duty of loyalty stipulated by laws, administrative regulations, departmental regulations**, the securities regulatory authorities of the locality and the stock exchange where the Bank's shares are listed** and the Articles.

No.	Existing Clause	Amended Clause
		The directors' income gained by violation of the rules in this Article shall be owned by the Bank. Those causing loss to the Bank shall assume compensation liability. **The provisions of item (5) of paragraph 2 of this article shall apply to the conclusion of contracts or transactions with the Bank by close relatives of a director or senior management member, enterprises directly or indirectly controlled by the director, a senior management member or his/her close relatives, and associates with whom the director or senior management member has other related-party relationships.**

No.	Existing Clause	Amended Clause
70.	**Article 148** Directors shall abide by the laws, administrative regulations and the Articles and shall owe the duty of diligence to the Bank as follows: (1) The rights conferred by the Bank shall be exercised with care, earnestness and diligence so that the commercial activity of the Bank can be ensured to accord with national laws, administrative regulations and demands of other national economic policies. The business activities shall not go beyond the business scope stipulated by the business license. (2) Shall be impartial to all shareholders. (3) Keep abreast of the business management of the Bank. (4) Shall sign written confirmation opinion for the Bank's regular report. Ensure that the information disclosed by the Bank is true, accurate and complete. (5) Shall truthfully provide relevant information and materials to the Board of Supervisors and shall not prevent the Board of Supervisors or the supervisors from exercising their functions and powers. (6) Other duty of diligence stipulated by laws, administrative regulations, departmental regulations and the Articles.	**Article 123** Directors shall abide by the laws, administrative regulations and the Articles, **have duty of diligence to the Bank, and perform their duties with all the reasonable care ordinarily expected of a manager in the best interests of the Bank.** **Directors** shall owe the duty of diligence to the Bank as follows: (1) The rights conferred by the Bank shall be exercised with care, earnestness and diligence so that the commercial activity of the Bank can be ensured to accord with national laws, administrative regulations and demands of other national economic policies. The business activities shall not go beyond the business scope stipulated by the business license. (2) Shall be impartial to all shareholders. (3) Keep abreast of the business management of the Bank. (4) Shall sign written confirmation opinion for the Bank's regular report. Ensure that the information disclosed by the Bank is true, accurate and complete. (5) Shall truthfully provide relevant information and materials to **the Audit Committee** ~~the Board of Supervisors~~ and shall not prevent **the Audit Committee** ~~the Board of Supervisors or the supervisors~~ from exercising their functions and powers. (6) Other duty of diligence stipulated by laws, administrative regulations, departmental regulations**, the securities regulatory authorities of the locality and the stock exchange where the Bank's shares are listed** and the Articles.

No.	Existing Clause	Amended Clause
71.	**Article 150** A Director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors, which shall disclose related matters within two (2) days. After the candidate for a director nominated by the shareholders is elected, where such shareholders transfer all their shares of the Bank before the expiration of the term of office of such candidate, such candidate shall resign as a director. In the event that the number of Directors of the Board falls below the minimum number prescribed in the Company Law or two-thirds of the number prescribed in the Articles of Association due to the resignation of a director, the resigning director shall continue to perform his/her duty until a new director assumes his/her duties. Directors of the Bank who are in the process of significant risk management may not resign without the approval of the supervisory authority. Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors. The powers of the Board of Directors shall be exercised by the Shareholders' general meeting until the number of directors meets the requirements when the membership of the Board is lower than the minimum number specified in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal by the Shareholders' general meeting or death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors.	**Article 125** A Director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors, **the resignation shall takes effect upon the Board's receipt of the resignation letter, the Board of Directors** ~~which~~ shall disclose related matters within **two (2) trading days** ~~two (2) days~~. After the candidate for a director nominated by the shareholders is elected, where such shareholders transfer all their shares of the Bank before the expiration of the term of office of such candidate, such candidate shall resign as a director. In the event that the number of Directors of the Board falls below the minimum number prescribed in the Company Law or two-thirds of the number **of the Board of Directors** prescribed in the Articles ~~of Association,~~ due to the resignation of a director, **or the number of members of the Audit Committee falls below the statutory minimum or the absence of a professional accountant due to the resignation of an Audit Committee member,** the **original** ~~resigning~~ director shall continue to perform his/her duty until a new director assumes his/her duties. Directors of the Bank who are in the process of significant risk management may not resign without the approval of the supervisory authority. ~~Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.~~

No.	Existing Clause	Amended Clause
	Upon the expiration of the term of office of the Directors, or if the number of Directors falls below the minimum number prescribed by the Company Law or two-thirds of the number prescribed by the Articles of Association, the Bank shall promptly commence the election procedures for the Directors and convene a shareholders' meeting to elect the Directors.	The powers of the Board of Directors shall be exercised by the Shareholders' ~~general~~ meeting until the number of directors meets the requirements when the membership of the Board is lower than the minimum number specified in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal by the Shareholders' ~~general~~ meeting or death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors. Upon the expiration of the term of office of the Directors, or if the number of Directors falls below the minimum number prescribed by the Company Law or two-thirds of the number prescribed by the Articles ~~of Association~~, the Bank shall promptly commence the election procedures for the Directors and convene a shareholders' meeting to elect the Directors.
72.	**Article 153** Directors shall be liable for compensation regarding any losses sustained by the Bank caused by the violation of the laws, administrative regulations, departmental rules or the Articles in the performance of their duties.	**Article 128** **If a director causes damage to others in the course of performing his/her duties in connection with his/her position, the Bank shall be liable for compensation; if the director acts with intent or gross negligence, he/she shall also bear the liability for compensation.** Directors shall be liable for compensation regarding any losses sustained by the Bank caused by the violation of the laws, administrative regulations, departmental rules**, the securities regulatory authorities of the locality and the stock exchange where the Bank's shares are listed** or the Articles in the performance of their duties.

No.	Existing Clause	Amended Clause
73.	**Article 154** Independent director of the Bank refers to the director who does not hold any other positions in the Bank except for director, member or chairman of any special committees of the Board of Directors, and has no relationship with the Bank and its shareholders and de facto controllers that may impact on his/her independent and objective judgment of the businesses of the Bank. At least one independent director of the Bank shall possess professional financial or accounting expertise. **Article 155** An independent director shall meet the following criteria: (1) Being qualified to serve as a director of the Bank pursuant to the applicable laws, relevant requirements of the relevant regulatory authorities and the Articles; (2) Not concurrently holding any positions in the Bank other than a member of a special committee of the Board of Directors, and has no relationship with the Bank and its shareholders and de facto controllers that may impact on his/her independent and objective judgment of the businesses of the Bank; (3) Owning the basic knowledge for the operation of a commercial bank and be familiar with the relevant applicable laws; (4) Having a bachelor degree or above, or intermediate vocational titles of relevant professions or above;	**Article 129** Independent director of the Bank refers to the director who does not hold any other positions in the Bank except for director, member or chairman of any special committees of the Board of Directors, and has no **direct or indirect interest or any other** relationship with the Bank and its shareholders and de facto controllers that may impact on his/her independent and objective judgment of the businesses of the Bank. At least one independent director of the Bank shall possess professional financial or accounting expertise. Independent Director shall **perform the duties and responsibilities independently, without any interference by the Bank and its substantial shareholders, de facto controllers or other entities or individuals who have a material interest in the Bank.** ~~**Article 155**~~ An independent director shall meet the following criteria: (1) Being qualified to serve as a director of the Bank pursuant to the applicable laws, **administrative regulations**, relevant requirements of the relevant regulatory authorities, **trading rules of the stock exchange in the locality in which the shares of the Bank are listed** and the Articles; (2) **Complying with the independence requirements stipulated in the Articles;** ~~Not concurrently holding any positions in the Bank other than a member of a special committee of the Board of Directors, and has no relationship with the Bank and its shareholders and de facto controllers that may impact on his/her independent and objective judgment of the businesses of the Bank;~~

No.	Existing Clause	Amended Clause
	(5) Having above 5 years' experience in law, economics, finance, accounting or other work experience conducive to performing the duties and responsibilities of an independent director; (6) Being able to read, understand and analyze credit reports and financial statements of commercial banks.	(3) Owning the basic knowledge for the operation of a **listed Bank** ~~commercial bank~~ and be familiar with the relevant applicable laws, regulations **and rules**; (4) **Having above 5 years' experience of working experience in law, accounting or economics conducive to performing the duties and responsibilities of an independent director;** ~~Having a bachelor degree or above, or intermediate vocational titles of relevant professions or above;~~ (5) **Possessing good personal integrity and no major breach of trust or other adverse records;** ~~Having above 5 years' experience in law, economics, finance, accounting or other work experience conducive to performing the duties and responsibilities of an independent director;~~ (6) **Other conditions as stipulated by laws, administrative regulations, departmental rules, regulations of the securities regulatory authorities in the locality in which the shares of the Bank are listed, the stock exchanges and the Articles.** ~~Being able to read, understand and analyze credit reports and financial statements of commercial banks.~~

No.	Existing Clause	Amended Clause
74.	**Article 156** Apart from the circumstances provided by Article 282, the following persons may not serve as independent directors of the Bank: (1) A shareholder who holds above 1% of the shares of the Bank or hold positions in such shareholder entities of the Bank or are among the top 10 natural person shareholders of the Bank; (2) A person who holds position in the Bank or in enterprises under the control or de facto control of the Bank (but not including independent director); (3) A person who held position in the Bank or in enterprises under the control or de facto control of the Bank in the three years before taking up the office (but not including independent director); (4) A person who holds positions in entities which have legal, accounting, auditing, management consulting and other business connections with or have an interest in the Bank; (5) Any other person who may be controlled or materially influenced by the Bank by any means; (6) The close relatives of the above persons; (7) A person who is a civil servant; and	**Article 130 Independent directors shall maintain independence. Apart from the circumstances provided by Article 206, the following persons may not serve as independent directors of the Bank:** **(1) Persons who hold positions in the Bank and its subsidiary companies, or their spouse, parents, children, or major social relations;** **(2) Natural person shareholders who directly or indirectly hold more than 1% of the Bank's issued shares or who are among the Bank's top ten shareholders, and their spouses, parents and children;** **(3) Persons who hold positions in a shareholder who directly or indirectly hold more than 5% of the Bank's issued shares or who work for entities of the Bank's top five shareholders, and their spouses, parents, and children;** **(4) Persons serving in the subsidiary companies of the Bank's controlling shareholders and de facto controllers and their spouses, parents and children;** **(5) Persons who have significant business dealings with the Bank, its controlling shareholders, de facto controllers or their respective subsidiary companies, or who serve in entities with which they have significant business dealings and their controlling shareholders or de facto controllers;**

No.	Existing Clause	Amended Clause
	(8) Any other person not permitted to serve as an independent director by the securities regulatory authorities of the place where the Bank's shares are listed and any other relevant regulatory authorities or by the Articles. The term "close relatives" in this Article means spouses, parents, children, siblings, grandparents and grandparents-in-law.	**(6) Persons who provide financial, legal, consulting and sponsorship and other services to the Bank, its controlling shareholders, de facto controllers or their respective subsidiary companies; including, but not limited to, all members of the project team of the intermediaries providing the services, reviewers at all levels, persons signing the report, partners, directors, senior management and chief responsible officer;** **(7) Persons who have been in the situations listed in items (1) to (6) within the last twelve months;** **(8) Persons who are civil servants;** **(9) Any other person not permitted to serve as an independent director by laws and regulations, regulatory requirements, the securities regulatory authorities of the place where the Bank's shares are listed and any other relevant regulatory authorities or by the Articles.** **Subsidiary bank of the controlling shareholders and de facto controllers of the Bank as set out in preceding items (4) to (6), exclude enterprises that are controlled by the same state-owned asset management entity as the Bank and do not constitute a related party relationship with the Bank under the relevant provisions. "Major social relations" in this article refers to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.**

No.	Existing Clause	Amended Clause
		The independent directors shall conduct an annual self-examination of their independence and submit such examination results to the Board of Directors. The Board of Directors shall evaluate the independence of the existing independent directors annually and issue a special opinion, which shall be disclosed together with the annual report. ~~Apart from the circumstances provided by Article 282, the following persons may not serve as independent directors of the Bank:~~ ~~(1) A shareholder who holds above 1% of the shares of the Bank or hold positions in such shareholder entities of the Bank or are among the top 10 natural person shareholders of the Bank;~~ ~~(2) A person who holds position in the Bank or in enterprises under the control or de facto control of the Bank (but not including independent director);~~ ~~(3) A person who held position in the Bank or in enterprises under the control or de facto control of the Bank in the three years before taking up the office (but not including independent director);~~ ~~(4) A person who holds positions in entities which have legal, accounting, auditing, management consulting and other business connections with or have an interest in the Bank;~~ ~~(5) Any other person who may be controlled or materially influenced by the Bank by any means;~~

No.	Existing Clause	Amended Clause
		~~(6) The close relatives of the above persons;~~ ~~(7) A person who is a civil servant; and~~ ~~(8) Any other person not permitted to serve as an independent director by the securities regulatory authorities of the place where the Bank's shares are listed and any other relevant regulatory authorities or by the Articles.~~ ~~The term "close relatives" in this Article means spouses, parents, children, siblings, grandparents and grandparents-in-law.~~
75.	**Article 158** An independent director shall not hold positions in more than two commercial banks at the same time.	**Article 132** An independent director shall not hold positions in more than two commercial banks at the same time. **In principle, an independent director can concurrently serve as an independent director in at most three domestic listed companies, and shall ensure that he/she has enough time and energy to effectively perform the duties as an independent director.**

No.	Existing Clause	Amended Clause
76.	Addition	**Article 139 Independent directors can exercise the following special duties and powers:** **(1) Independently engaging intermediaries to audit, consult or verify specific matters of the Bank;** **(2) Proposing to convene an extraordinary shareholders' meeting to the Board of Directors;** **(3) Proposing to hold the extraordinary meetings of the Board;** **(4) Publicly soliciting the rights of shareholders from shareholders in accordance with relevant laws;** **(5) Giving independent opinions on matters that may harm the rights and interests of the Bank or the medium-sized shareholders;** **(6) Other duties and powers as stipulated by laws and regulations, regulatory requirements, trading rules of the stock exchange in the locality in which the shares of the Bank are listed and the Articles.** **An independent director shall obtain the consent of more than half of all the independent directors if he/she exercises the duties and powers listed in items (1) to (3) of the preceding paragraph.** **If an independent director exercises the duties and powers listed in item (1), the Bank shall timely disclose it. In case the above duties and powers cannot be exercised normally, the Bank shall disclose the specific circumstances and reasons.**

No.	Existing Clause	Amended Clause
		Independent directors have the same information right as other directors, and the Bank shall ensure the information right of the independent directors, and provide them, in a timely and complete manner with necessary information to participate in decision-making and necessary working conditions for independent directors to perform their duties. **The reasonable expenses incurred from engaging intermediaries or professionals and the reasonable costs incurred when carrying out duties by independent directors shall be borne by the Bank.**

No.	Existing Clause	Amended Clause
77.	**Article 165** Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board meeting on the following matters: (1) The legality and fairness of material related transactions; (2) The profit distribution plans; (3) The nomination, election and dismissal of directors and the appointment and dismissal of senior management personnel; (4) Remuneration of directors and senior management (5) Matters that may cause material loss to the Bank; (6) The appointment or dismissal of the accounting firm that performs the regular statutory audit of the Bank's financial reports; (7) The effect of the issuance of preference shares on the rights and interests of every class of shareholders; and (8) Other matters that may have a significant impact on the Bank, small and medium-sized shareholders and the legitimate rights and interests of financial consumers; (9) Other matters prescribed by laws and regulations, regulatory requirements or the Articles of Association.	**Article 140** Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board meeting on the following matters: (1) ~~The legality and fairness of~~ **M**aterial related transactions; (2) The profit distribution plans; (3) The nomination, election and dismissal of directors and the appointment and dismissal of senior management personnel; (4) Remuneration of directors and senior management (5) Matters that may cause material loss to the Bank; (6) The appointment or dismissal of the accounting firm that performs the regular statutory audit of the Bank's financial reports; (7) The effect of the issuance of preference shares on the rights and interests of every class of shareholders; and (8) Other matters that may have a significant impact on the Bank, small and medium-sized shareholders and the legitimate rights and interests of financial consumers; (9) Other matters prescribed by laws, **administrative** regulations, **departmental rules**, ~~regulatory requirements~~ **securities regulatory authorities of the place where the Bank's shares are listed and the stock exchange** and the Articles ~~of Association~~.

No.	Existing Clause	Amended Clause
78.	**Article 167** An independent director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors, and submit a written statement to the most recently held shareholders' general meeting to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors. If the number of independent directors is less than one-third of total membership of the Board of Directors as a result of resignation of any independent director, the independent director shall continue to perform his or her duties before the new independent director takes office, except for resignations and dismissals due to loss of independence.	**Article 142** An independent director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors, and submit a written statement to the most recently held shareholders' general meeting to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors. If the number of independent directors ~~is less than one-third of total membership~~ of the Board of Directors **or its special committees does not comply with the laws and regulations, regulatory requirements, trading rules of the stock exchange in the locality in which the shares of the Bank are listed and the Articles** as a result of resignation of any independent director **or there is no accounting professional among the independent directors**, the independent director shall continue to perform his or her duties before the new independent director takes office, except for resignations and dismissals due to loss of independence.

No.	Existing Clause	Amended Clause
79.	**Article 169** The Board of Directors or the Board of Supervisors has the right to propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances: (1) Serious dereliction of duty; (2) Failure to resign from the position when he/she is no longer qualified to be an independent director; (3) Failure to attend the Board meetings in person three times consecutively, or failure to attend the meetings either in person or entrust other independent directors to attend on his/her behalf two times consecutively, or attending less than two-thirds of the total number of Board meetings in person within one year; and (4) Other circumstances provided by the laws, administrative regulations and rules where an independent director is no longer suitable for holding such position.	**Article 144** The Board of Directors ~~or the Board of Supervisors~~ has the right to propose at a shareholders' ~~general~~ meeting to dismiss an independent director in any of the following circumstances: (1) Serious dereliction of duty; (2) Failure to resign from the position when he/she is no longer qualified to be an independent director; (3) Failure to attend the Board meetings in person three times consecutively, or failure to attend the meetings either in person or entrust other independent directors to attend on his/her behalf two times consecutively, or attending less than two-thirds of the total number of Board meetings in person within one year; and (4) Other circumstances provided by the laws **and regulations, regulatory requirements, trading rules of the stock exchange in the locality in which the shares of the Bank are listed and the Articles** ~~administrative regulations and rules~~ where an independent director is no longer suitable for holding such position.

No.	Existing Clause	Amended Clause
80.	**Article 170** A proposal submitted by the Board of Directors or the Board of Supervisors in connection with the dismissal of an independent director shall only be submitted to a shareholders' general meeting for consideration after such proposal has been adopted by above two-thirds of the total number of directors or supervisors. An independent director may, before the Board of Directors or the Board of Supervisors renders the proposal of dismissal, explain to the Board of Supervisors the relevant circumstances, make representations and defend himself/herself. If the Board of Directors or the Board of Supervisors proposes at a shareholders' general meeting to dismiss an independent director, it shall report to the banking regulatory and administrative authorities under the State Council and issue a written notice to the independent director one (1) month before such shareholders' general meeting. The independent director shall have the right to express the opinion orally or in writing before the voting, and shall have the right to submit such opinion to the banking regulatory and administrative authorities under the State Council five (5) days prior to the shareholders' general meeting. The shareholders shall vote after having reviewed the independent director's opinion according to laws.	**Article 145** ~~A proposal submitted by the Board of Directors or the Board of Supervisors in connection with the dismissal of an independent director shall only be submitted to a shareholders' general meeting for consideration after such proposal has been adopted by above two-thirds of the total number of directors or supervisors. An independent director may, before the Board of Directors or the Board of Supervisors renders the proposal of dismissal, explain to the Board of Supervisors the relevant circumstances, make representations and defend himself/herself.~~ If the Board of Directors ~~or the Board of Supervisors~~ proposes at a shareholders' ~~general~~ meeting to dismiss an independent director, it shall report to the banking regulatory and administrative authorities under the State Council and issue a written notice to the independent director one (1) month before such shareholders' ~~general~~ meeting. The independent director shall have the right to express the opinion orally or in writing before the voting, and shall have the right to submit such opinion to the banking regulatory and administrative authorities under the State Council five (5) days prior to the shareholders' ~~general~~ meeting. The shareholders shall vote after having reviewed the independent director's opinion according to laws.
81.	**Article 173** The Bank shall establish a Board of Directors, which shall be accountable to the shareholders' general meeting. The Board of Directors of the Bank shall be composed of five (5) to nineteen (19) directors, of which the independent directors shall account for no less than one-third of the total number of directors and the number of independent directors shall be no less than three (3).	**Article 148** The Bank shall establish a Board of Directors, which shall be accountable to the shareholders' ~~general~~ meeting. The Board of Directors of the Bank shall be composed of **eleven (11)** ~~five (5) to nineteen (19)~~ directors, of which the independent directors shall account for no less than one-third of the total number of directors and the number of independent directors shall be no less than three (3).

No.	Existing Clause	Amended Clause
82.	**Article 174** The Board of Directors shall take ultimate responsibility of the operation and management of the Bank and perform the following duties and powers: (1) Convene and report at the shareholders' general meeting; (2) Implement resolutions adopted at the shareholders' general meeting; (3) Make decisions on the Bank's operational development strategies, business plans and investment plans and supervise the implementation of strategies, of which the Bank's operational development strategies include green credit related strategies and information technology strategies, etc.; (4) Formulate the Bank's annual financial budgets and accounts, profit distribution plans and loss recovery plans; (5) Formulate proposals on the increase or reduction of the Bank's registered capital and the issue of bonds and other securities and the listing of the Bank; (6) Formulate plans for material acquisitions, purchase of the Bank's shares, or merger, division or dissolution or other change in form of the Bank; (7) Decide on mergers where the price paid by the Bank does not exceed 10% of the net assets of the Bank;	**Article 149** The Board of Directors shall take ultimate responsibility of the operation and management of the Bank and perform the following duties and powers: (1) Convene and report at the shareholders' ~~general~~ meeting; (2) Implement resolutions adopted at the shareholders' ~~general~~ meeting; (3) Make decisions on the Bank's operational development strategies, business plans and investment plans and supervise the implementation of strategies, of which the Bank's operational development strategies include green credit related strategies and information technology strategies, etc.; (4) **Make decisions on** the Bank's annual financial budgets and accounts **plans and formulate the Bank's** profit distribution plans and loss recovery plans; (5) Formulate proposals on the increase or reduction of the Bank's registered capital and the issue of bonds and other securities and the listing of the Bank; (6) Formulate plans for material acquisitions, purchase of the Bank's shares, or merger, division or dissolution or other change in form of the Bank; (7) Decide on mergers where the price paid by the Bank does not exceed 10% of the net assets of the Bank;

No.	Existing Clause	Amended Clause
	(8) Decide on matters within the scope authorized at a shareholders' general meeting, including external investments, asset acquisition and sales, asset disposal and write-off, pledge of assets, data processing, external guarantees and entrustment of wealth management and external donation;	(8) Decide on matters within the scope authorized at a shareholders' ~~general~~ meeting, including external investments, asset acquisition and sales, asset disposal and write-off, pledge of assets, data processing, external guarantees and entrustment of wealth management and external donation;
	(9) Consider and approve the related transactions that are required to be considered and approved by the Board of Directors by the laws, administrative regulations, departmental rules and regulatory documents as well as the relevant requirements of the securities regulatory authorities of the place where the Bank's shares are listed;	(9) Consider and approve the related transactions that are required to be considered and approved by the Board of Directors by the laws, administrative regulations, departmental rules **as well as the relevant requirements of the securities regulatory authorities of the locality where the shares of the Bank are listed and stock exchange;** ~~and regulatory documents as well as the relevant requirements of the securities regulatory authorities of the place where the Bank's shares are listed~~;
	(10) Decide on the establishment of the Bank's internal management departments;	(10) Decide on the establishment of the Bank's internal management departments;
	(11) Decide to appoint or remove the Bank's president and Secretary to the Board of Directors and other senior management and decide on their remuneration, rewards and punishment; decide to appoint or remove the Bank's senior management personnel including the vice president, president assistant and finance chief in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment; supervise the performance of duties and responsibilities of senior management;	(11) Decide to appoint or remove the Bank's president and Secretary to the Board of Directors and other senior management and decide on their remuneration, rewards and punishment; decide to appoint or remove the Bank's senior management personnel including the vice president, president assistant and finance chief in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment; supervise the performance of duties and responsibilities of senior management;
	(12) Formulate the capital planning of the Bank and assume the ultimate responsibilities of capital or solvency capability management;	

No.	Existing Clause	Amended Clause
	(13) Formulate the basic management systems, decide on the policies on risk management, internal control and compliance policy of the Bank;	(12) Formulate the capital planning of the Bank and assume the ultimate responsibilities of capital or solvency capability management;
	(14) Formulate amendment plans on amendments to the Articles, the Rules of Procedure of the Shareholders' General Meeting and Meetings of the Board of Directors and consider and approve the terms of reference of the special committees of the Board of Directors;	(13) Formulate the basic management systems, decide on the policies on risk management, internal control and compliance policy of the Bank;
	(15) Propose to the shareholders' general meeting the appointment or dismissal of the accounting firm that conduct the regular statutory audit of the Bank's financial reports;	(14) Formulate amendment plans ~~on amendments~~ to the Articles, the Rules of Procedure of the Shareholders' ~~General~~ Meeting and Meetings of the Board of Directors and consider and approve the terms of reference of the special committees of the Board of Directors;
	(16) Supervise the work performance of the senior management personnel, listen to the president's work report and inspect the president's work;	(15) Propose to the shareholders' ~~general~~ meeting the appointment or dismissal of the accounting firm that conduct the regular statutory audit of the Bank's financial reports;
	(17) Manage the information disclosure of the Bank and take ultimate responsibility for the truthfulness, completeness and accuracy and timeliness of the Bank's accounting and financial statement systems;	(16) Supervise the work performance of the senior management personnel, listen to the president's work report and inspect the president's work;
	(18) Evaluate and improve the corporate governance of the Bank on a regular basis;	(17) Manage the information disclosure of the Bank and take ultimate responsibility for the truthfulness, completeness and accuracy and timeliness of the Bank's accounting and financial statement systems;
	(19) Protect the legitimate rights and interests of financial consumers and other stakeholders;	(18) Evaluate and improve the corporate governance of the Bank on a regular basis;

No.	Existing Clause	Amended Clause
	(20) Establish a mechanism to identify, review and manage conflicts of interest between the Bank and its shareholders, especially substantial shareholders; (21) Assume responsibility for the management of shareholders' affairs; (22) Develop the Bank's risk tolerance, risk management and internal control policies and assume the ultimate responsibility for overall risk management; (23) Consider any material capital expenditure, contract and commitment which exceeds the expenditure limit for senior management personnel set by the Board of Directors; and (24) Other rights conferred by the laws, administrative regulations, departmental rules or the Articles and the shareholders' general meeting.	(19) **Provide overall planning and guidance on the consumer rights protection of the Bank to** protect the legitimate rights and interests of financial consumers and other stakeholders **and examine and approve material matters on consumer rights protection, etc.** (20) Establish a mechanism to identify, review and manage conflicts of interest between the Bank and its shareholders, especially substantial shareholders; (21) Assume responsibility for the management of shareholders' affairs; (22) Develop the Bank's risk tolerance, risk management and internal control policies and assume the ultimate responsibility for overall risk management; (23) Consider any material capital expenditure, contract and commitment which exceeds the expenditure limit for senior management personnel set by the Board of Directors; and (24) Other rights conferred by the laws, administrative regulations, departmental rules, relevant provisions of **the securities regulatory authorities of the locality where the shares of the Bank are listed and stock exchange** or the Articles and the shareholders' ~~general~~ meeting.

No.	Existing Clause	Amended Clause
83.	**Article 177** The Board of Directors shall define its authority in relation to external investment, asset acquisition and sales, pledge of assets, entrustment of wealth management and related transactions and external donations, and establish strict examination, policy-making and authorization procedures; it shall arrange for the assessment and examination by relevant experts and professionals of material investment projects, and submit a report on matters that need to be reported to the shareholders' general meeting for approval pursuant to the Articles. For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four (4) months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders' general meeting. The disposal of fixed assets referred to in this article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees. Any breach of the requirements set out in the second paragraph of this article shall not affect the validity of any transaction entered into by the Bank in disposing of fixed assets.	**Article 152** The Board of Directors shall define its authority in relation to external investment, asset acquisition and sales, pledge of assets, entrustment of wealth management and related transactions and external donations, and establish strict examination, policy-making and authorization procedures; it shall arrange for the assessment and examination by relevant experts and professionals of material investment projects, and submit a report on matters that need to be reported to the shareholders' ~~general~~ meeting for approval pursuant to the Articles. ~~For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four (4) months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders' general meeting. The disposal of fixed assets referred to in this article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees.~~ ~~Any breach of the requirements set out in the second paragraph of this article shall not affect the validity of any transaction entered into by the Bank in disposing of fixed assets.~~

No.	Existing Clause	Amended Clause
84.	**Article 179** The meetings of the Board of Directors are divided into regular meetings and interim meetings, and shall be convened and presided by the chairman. The Board of Directors shall notify the supervisors in advance to observe the Board meetings. The Board of Directors shall hold at least one (1) regular meeting per quarter. Notices of the Board meetings shall be sent to all directors and supervisors in writing at least ten (10) days before the meeting by hand, or by way of fax, email or otherwise, and the meeting documents shall be sent to all directors and supervisors at least five (5) days before the meeting.	**Article 154** The meetings of the Board of Directors are divided into regular meetings and interim meetings, and shall be convened and presided by the chairman. ~~The Board of Directors shall notify the supervisors in advance to observe the Board meetings.~~ The Board of Directors shall hold at least one (1) regular meeting per quarter. Notices of the Board meetings shall be sent to all directors ~~and supervisors~~ in writing at least ten (10) days before the meeting by hand, or by way of fax, email or otherwise, and the meeting documents shall be sent to all directors ~~and supervisors~~ at least five (5) days before the meeting. **If the securities regulatory authorities of the locality where the shares of the Bank are listed and stock exchange provide otherwise on the notice period of the Board of Directors, such provisions shall prevail simultaneously.**
85.	**Article 190** The resolutions and minutes of the Board meetings and other documents shall be filed with the banking regulatory and administrative authorities under the State Council within ten (10) days after the conclusion of the meetings.	Delete this Article

No.	Existing Clause	Amended Clause
86.	**Article 195** The Board of Directors of the Bank may separately or jointly establish the Strategic Development Committee, the Related Party Transactions Control Committee, the Risk Control Committee, the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee, it may also, when needs arise, set up other committees on a separate or joint basis. With the authorization from the Board, the committees make professional recommendations to the Board or make decisions on specialized matters according to the authorization of the Board. The members of each of the special committees shall be directors who possess professional knowledge and experience appropriate to the functions and powers of the special committees, and such members should consist of no less than three directors. The responsible officers of the Audit Committee, the Related Party Transaction Control committee, the Nomination Committee and the Remuneration and Appraisal committee are served by independent directors who held above half of the member positions in the abovementioned committees. The person in charge of the Audit Committee shall be an accounting professional. In principle, the proportion of independent directors in the Risk Management Committee shall not be lower than one-third. The members of the Audit Committee should all be non-executive directors, among which at least one member shall have the appropriate professional qualification provided in the Hong Kong Listing Rules, or at least one independent director who has appropriate accounting or relevant financial management expertise. Members of the Audit Committee shall possess professional knowledge and work experience in a particular area such as finance, auditing, accounting or law.	**Article 169** The Board of Directors of the Bank may separately or jointly establish the Strategic Development Committee, the Related Party Transactions Control Committee, the Risk Control Committee, the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee **and Consumer Rights Protection Committee**, it may also, when needs arise, set up other committees on a separate or joint basis. With the authorization from the Board, the committees make professional recommendations to the Board or make decisions on specialized matters according to the authorization of the Board. The members of each of the special committees shall be directors who possess professional knowledge and experience appropriate to the functions and powers of the special committees, and such members should consist of no less than three directors. The responsible officers of the Audit Committee, the Related Party Transaction Control committee, the Nomination Committee and the Remuneration and Appraisal committee are served by independent directors who held above half of the member positions in the abovementioned committees. The person in charge of the Audit Committee shall be an accounting professional. In principle, the proportion of independent directors in the Risk Management Committee shall not be lower than one-third. The members of the Audit Committee should all be non-executive directors, among which at least one member shall have the appropriate professional qualification provided in the Hong Kong Listing Rules, or at least one independent director who has appropriate accounting or relevant financial management expertise. Members of the Audit Committee shall possess professional knowledge and work experience in a particular area such as finance, auditing, accounting or law. **The employee directors may become members of the Audit Committee.**

No.	Existing Clause	Amended Clause
87.	**Article 198** The main functions and powers of the Strategic Development Committee are: (1) To formulate the operating management targets and long term development strategy; (2) To supervise and inspect the implementation of annual operating plans and investment schemes; (3) To responsible for other matters authorized by the Board of Directors.	**Article 172** The main functions and powers of the Strategic Development Committee are: (1) To formulate the operating management targets and long term development strategy; **(2) To analyze and provide recommendations on major investment plans which are required to obtain approval from the Board of Directors according to the Articles of Association;** (~~3~~2) To supervise and inspect the implementation of annual operating plans and investment schemes; (~~4~~3) To responsible for other matters authorized by the Board of Directors.

No.	Existing Clause	Amended Clause
88.	**Article 199** The main functions and powers of the Related Party Transactions Control Committee are: (1) To be responsible for the management, review and approval of related party transactions and to control the risk of related party transactions; (2) To formulate the regulatory rules and management systems in respect of the Bank's related transaction; (3) To confirm the identification of the related parties to the Bank and to report to the Board of Directors and Board of Supervisors, to inform the relevant staff of the Bank of the identified related parties in a timely basis; (4) To accept on the filing of general related party transactions; (5) To review material related transactions and subsequently submit the same to the Board of Directors for approval, and report to the Board of Supervisors as well as the banking regulatory and administrative authorities under the State Council within ten (10) days from the date of approval by the Board of Directors; to report to the Board of Supervisors about the related party transactions that are related with the directors and senior management personnel of the Bank within ten (10) working days from date of approval; and (6) To be responsible for other matters authorized by the Board of Directors.	**Article 173** The main functions and powers of the Related Party Transactions Control Committee are: (1) To be responsible for the management, review and approval of related party transactions and to control the risk of related party transactions; (2) To formulate the regulatory rules and management systems in respect of the Bank's related transaction; ~~(3) To confirm the identification of the related parties to the Bank and to report to the Board of Directors and Board of Supervisors, to inform the relevant staff of the Bank of the identified related parties in a timely basis;~~ (**3**~~4~~) To accept on the filing of general related party transactions; (**4**~~5~~) **To review related transactions which are required to obtain approval from the Board of Directors and shareholders' meeting** ~~To review material related transactions and subsequently submit the same to the Board of Directors for approval, and report to the Board of Supervisors as well as the banking regulatory and administrative authorities under the State Council within ten (10) days from the date of approval by the Board of Directors; to report to the Board of Supervisors about the related party transactions that are related with the directors and senior management personnel of the Bank within ten (10) working days from date of approval; and~~ (**5**~~6~~) To be responsible for other matters authorized by the Board of Directors.

No.	Existing Clause	Amended Clause
89.	**Article 201** The main functions and powers of the Audit Committee are: (1) To be responsible for reviewing the Bank's risks and compliance status, internal control management system, accounting policies, basic management system of audit, financial reporting process and financial positions; (2) To be responsible for the Bank's annual audit work, propose the engagement and replacement of external auditors, to oversee and assess auditors' annual audit plan, scope of work and significant audit principles, to coordinate the communication between the internal audit department and the auditors, and to prepare judgment reports on the truthfulness, accuracy, completeness and timeliness of information in the audited financial reports, and submit such reports to the Board of Directors for consideration; and (3) To be responsible for other matters required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the Board of Directors.	**Article 175** The ~~main functions and powers of the~~ Audit Committee ~~are:~~ **shall be responsible for reviewing the Bank's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control, and exercising the related functions and powers of the Board of Supervisors in accordance with the Company Law:** **(1) To review the Bank's financial position;** **(2) To supervise the directors and senior management in their performance of their duties and to propose the dismissal of directors and senior management who violated the laws, administrative regulations, the Articles or resolutions of the shareholders' meeting;** **(3) To require directors and senior management members to rectify their acts that are detrimental to the interests of the Bank;** **(4) To propose to convene an extraordinary shareholders' meeting and convene and preside over the shareholders' meeting in the event that the Board of Directors has failed to fulfil its duties stipulated by the Company Law to convene and preside over the shareholders' meeting;** **(5) To make proposals to the shareholders' meeting;** **(6) To initiate legal proceedings against directors and senior management pursuant to the Article 189 of the Company Law;**

No.	Existing Clause	Amended Clause
		(7) Other matters required by laws, administrative regulations, departmental rules, relevant provisions of securities regulatory authorities and stock exchange of the place where the Bank's shares are listed and the Articles, and as may be authorized by the Board of Directors. The following matters shall be submitted to the Board of Directors for consideration upon the approval by a majority of the members of the Audit Committee: (1) Disclosure of financial reports, the financial information in regular reports and internal control assessment reports; (2) Appointment or dismissal of the accounting firms auditing the Bank; (3) Appointment or dismissal of the financial head of the Bank; (4) Changes to accounting policies, accounting estimates or major accounting errors for reasons other than changes to accounting standard; (5) Other matters stipulated by laws, administrative regulations, departmental rules, securities regulatory authorities and stock exchanges of the locality in which the Bank's shares are listed and the Articles.

No.	Existing Clause	Amended Clause
		~~(1) To be responsible for reviewing the Bank's risks and compliance status, internal control management system, accounting policies, basic management system of audit, financial reporting process and financial positions;~~ ~~(2) To be responsible for the Bank's annual audit work, propose the engagement and replacement of external auditors, to oversee and assess auditors' annual audit plan, scope of work and significant audit principles, to coordinate the communication between the internal audit department and the auditors, and to prepare judgment reports on the truthfulness, accuracy, completeness and timeliness of information in the audited financial reports, and submit such reports to the Board of Directors for consideration; and~~ ~~(3) To be responsible for other matters required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the Board of Directors.~~

No.	Existing Clause	Amended Clause
90.	**Article 202** The main functions and powers of the Nomination Committee are: (1) To make suggestions to the Board of Directors as to the size and composition of the Board of Directors; (2) To formulate the selection criteria and procedures for directors and senior management personnel, and to make recommendations to the Board of Directors; (3) To conduct preliminary review on the qualifications and conditions of the candidates for directors and senior management personnel, and to make recommendations to the Board of Directors; (4) To extensively seek for candidates that are qualified to act as directors and senior management personnel, and to formulate development plans for senior management personnel and key reserve talents; and (5) To be responsible for other matters required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the Board of Directors.	**Article 176** The main functions and powers of the Nomination Committee are: (1) To make suggestions to the Board of Directors as to the size and composition of the Board of Directors; (2) To formulate the selection criteria and procedures for directors and senior management personnel, and to make recommendations to the Board of Directors; (3) To **select** and review on ~~the qualifications and conditions of~~ the candidates for directors and senior management personnel **and their qualifications for appointment**~~, and to make recommendations to the Board of Directors~~; **(4) To make recommendations to the Board of Directors on the nomination or removal of directors and the appointment or dismissal of senior management members;** (**5**~~4~~) To extensively seek for candidates that are qualified to act as directors and senior management personnel, and to formulate development plans for senior management personnel and key reserve talents; and (**6**~~5~~) To be responsible for other matters required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities and stock exchange of the locality where the shares of the Bank are listed **and the Article**, and as may be authorized by the Board of Directors.

No.	Existing Clause	Amended Clause
91.	**Article 203** The main functions and powers of the Remuneration and Appraisal Committee are: (1) To be responsible for considering the Bank's remuneration management system and policy; (2) To be responsible for developing the appraisal criteria for directors and senior management personnel, conducting appraisal work and making recommendations; (3) To formulate the remuneration plan for directors and senior management, to make recommendations to the Board of Directors and to oversee the implementation of the plan; and (4) To be responsible for other matters required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the Board of Directors.	**Article 177** The main functions and powers of the Remuneration and Appraisal Committee are: (1) To be responsible for considering the Bank's remuneration management system and policy; (2) To be responsible for developing the appraisal criteria for directors and senior management personnel, conducting appraisal work and making recommendations; (3) **To formulate and review the remuneration policies and programmes such as the mechanism for determining the remuneration of Directors and senior management, the decision-making process, and the arrangements for payment, stoppage and recourse,** ~~To formulate the remuneration plan for directors and senior management,~~ to make recommendations to the Board of Directors and to oversee the implementation of the plan; ~~and~~ **(4) To formulate or change of the Bank's share incentive plans and employee stock ownership plans, and to ensure that incentive objects are granted rights and the conditions for exercising their rights are met, and to make recommendations to the Board of Directors;** **(5) To arrange for directors and senior management shareholding plans for proposed subsidiary spin off and make recommendations;** (**6**~~4~~) To be responsible for other matters required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities and stock exchange of the locality where the shares of the Bank are listed **and the Article**, and as may be authorized by the Board of Directors.

No.	Existing Clause	Amended Clause
92.	Addition	**Article 178 The main functions and powers of the Consumer Rights Protection Committee are:** **(1) To be responsible for formulating strategies, policies and goals for the protection of consumer rights and interests of the Bank;** **(2) Submitting work reports and annual report on consumer rights protection to the Board, performing related works as authorized by the Board, discussing and making decisions on the relevant matters, and studying major issues and important policies on consumer rights protection;** **(3) Guiding and supervising the establishment and improvement of the management system of consumer rights protection to ensure that the relevant system and regulations are compatible with our corporate governance, corporate culture construction and business development strategies;**

No.	Existing Clause	Amended Clause
		(4) Supervising the comprehensiveness, timeliness and effectiveness of the works of senior management and consumer rights protection department in accordance with regulatory requirements and from various aspects such as the strategies, policies, target implementation and work performance of consumer rights protection; **(5) Holding meetings regularly on consumer rights protection to review the work reports of senior management and consumer rights protection department, and studying annual audit reports, regulatory circulars and internal assessment results related to consumer rights protection as well as urging senior management and relevant departments to take remedy actions to the issues identified in a timely manner;** **(6) Other matters required by laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the Board of Directors.**

No.	Existing Clause	Amended Clause
93.	**Article 209** The major duties of the Secretary to the Board of Directors are: (1) To assist the directors in handling the daily work of the Board of Directors, to provide directors with, remind them of and ensure that the directors understand the regulations, policies and the requirements of the relevant regulatory authorities in relation to the Bank's operations, to communicate with directors and the relevant personnel of the Bank to ensure that the directors obtain the information and documents needed for carrying out their duties, and to assist the chairman of the Board of Directors and the president of the Bank in compliance with the laws, administrative regulations, departmental rules, the Articles and other relevant provisions in the performance of their functions and powers; (2) To be responsible for organizing and preparing documents for Board meetings and shareholders' general meeting, to take minutes of meetings, to keep the documents and minutes of meetings; and to ensure that the Bank has complete organizational documents and records; (3) To ensure that the Bank prepare and submit the reports and documents required by the relevant regulatory authorities; (4) To ensure the Bank's register of shareholders are properly maintained, and to ensure the relevant records and files available in a timely manner to those who are entitled to access the relevant records and files;	**Article 184** The major duties of the Secretary to the Board of Directors are: ~~(1) To assist the directors in handling the daily work of the Board of Directors, to provide directors with, remind them of and ensure that the directors understand the regulations, policies and the requirements of the relevant regulatory authorities in relation to the Bank's operations, to communicate with directors and the relevant personnel of the Bank to ensure that the directors obtain the information and documents needed for carrying out their duties, and to assist the chairman of the Board of Directors and the president of the Bank in compliance with the laws, administrative regulations, departmental rules, the Articles and other relevant provisions in the performance of their functions and powers;~~ (**1**~~2~~) To **organize** and prepare documents for Board meetings and shareholders' ~~general~~ meeting, **and to be responsible for keeping the documents of meeting, to attend shareholders' meetings, Board meetings, and meetings related to senior management officers,** and to be responsible for **recording and signing the minutes of Board meetings** ~~to take minutes of meetings, to keep the documents and minutes of meetings; and to ensure that the Bank has complete organizational documents and records~~; ~~(3) To ensure that the Bank prepare and submit the reports and documents required by the relevant regulatory authorities;~~

No.	Existing Clause	Amended Clause
	(5) To handle the information disclosure matters of the Bank, to monitor the formulation and implementation of the Bank's information disclosure management system and material information internal reporting system, to procure the Bank and relevant parties to implement the information disclosure obligations in accordance with laws, to handle the disclosure of regular reports and interim reports with relevant organizations in accordance with the relevant rules; (6) To coordinate the relationship between the Bank and investors, to receive investor visits, to answer investor enquiries, and to provide investors with disclosed information of the Bank; (7) To maintain the register of shareholders, the register of directors, supervisors and senior management personnel and the information regarding the shareholding of controlling shareholders and directors, supervisors and senior management personnel in the Bank, and to keep the seal of the Board of Directors of the Bank and relevant documents; (8) To organize the preparation and timely submission of the files required by the securities regulatory authorities of the place where the Bank's shares are listed, to receive and complete the assigned tasks by the securities regulatory authorities of the place where the Bank's shares are listed as the contact person between the Bank and the securities regulatory authorities of the place where the Bank's shares are listed;	~~(4) To ensure the Bank's register of shareholders are properly maintained, and to ensure the relevant records and files available in a timely manner to those who are entitled to access the relevant records and files;~~ (**2**~~5~~) To handle the information disclosure matters of the Bank, **to coordinate information disclosure work of the Bank, to organize** ~~monitor~~ the formulation ~~and implementation~~ of the ~~Bank's~~ information disclosure **affairs** management system ~~and material information internal reporting system~~, **to urge the Bank and the relevant information disclosure obligors to comply with the relevant provisions of information disclosure, to be responsible for the confidentiality of information disclosure of the Bank, to report to the stock exchange and announce in the event of a leak of significant unpublished information in a timely manner, to pay attention to the rumor of the Bank and initiatively seek confirmation of the actual situation, to urge the Board of Directors and other relevant entities to respond to enquiries of the stock exchange in a timely manner;** ~~to procure the Bank and relevant parties to implement the information disclosure obligations in accordance with laws, to handle the disclosure of regular reports and interim reports with relevant organizations in accordance with the relevant rules;~~

No.	Existing Clause	Amended Clause
	(9) To maintain confidentiality in respect of the Bank's information disclosure, to formulate confidentiality measures, to cause directors, supervisors, senior management personnel and relevant informed persons to keep in confidence such information before disclosure, and to take immediate remedies upon the leak of insider information; (10) To assist directors, supervisors and other senior management personnel in understanding relevant laws, administrative regulations, departmental rules, the Articles and other provisions regarding information disclosure; and (11) Other matters authorized by the Board of Directors.	(**3**~~6~~) **To organize and coordinate the Bank's investor relations management, to coordinate information communication between the Bank and securities regulatory authorities, shareholders and de facto controllers, intermediaries, media, etc.** ~~To coordinate the relationship between the Bank and investors, to receive investor visits, to answer investor enquiries, and to provide investors with disclosed information of the Bank~~; (**4**~~7~~) To maintain the register of shareholders of **the Bank**, ~~the register of directors, supervisors and senior management personnel and~~ the information regarding the ~~shareholding of controlling~~ shareholders ~~and directors, supervisors and senior management personnel in the Bank~~, **to assist the chairman to handle the Bank's equity affairs** ~~and to keep the seal of the Board of Directors of the Bank and relevant documents~~; ~~(8) To organize the preparation and timely submission of the files required by the securities regulatory authorities of the place where the Bank's shares are listed, to receive and complete the assigned tasks by the securities regulatory authorities of the place where the Bank's shares are listed as the contact person between the Bank and the securities regulatory authorities of the place where the Bank's shares are listed;~~

No.	Existing Clause	Amended Clause
		~~(9) To maintain confidentiality in respect of the Bank's information disclosure, to formulate confidentiality measures, to cause directors, supervisors, senior management personnel and relevant informed persons to keep in confidence such information before disclosure, and to take immediate remedies upon the leak of insider information;~~ ~~(10) To assist directors, supervisors and other senior management personnel in understanding relevant laws, administrative regulations, departmental rules, the Articles and other provisions regarding information disclosure;~~ **(5) To organize training for directors and senior management personnel on relevant laws and regulations, the listing rules of the stock exchange where the Bank's shares are listed, and other requirements of the stock exchange, and assist him/her in understanding his/her respective responsibilities in information disclosure, to supervise the directors and senior management personnel to comply with the laws and regulations, the listing rules of the stock exchange where the Bank's shares are listed, other regulations and the Articles, and to effectively fulfill the commitments made by them; if they become aware that the Bank, its directors and senior management personnel have made or may make resolutions that violate the relevant regulations, the secretary shall remind them and immediately and truthfully report to the stock exchange;** (**6**~~11~~) Other matters **stipulated by the laws, administrative regulations, departmental rules, the securities regulatory authorities and stock exchange of the locality in which the Bank's shares are listed and the Articles** or authorized by the Board of Directors.

No.	Existing Clause	Amended Clause
	CHAPTER 11 BOARD OF SUPERVISORS	**~~CHAPTER 11 BOARD OF SUPERVISORS~~** (The original Articles 230 to 280 are deleted)
	CHAPTER 12 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, AND SENIOR MANAGEMENT PERSONNEL	**~~CHAPTER 12~~ CHAPTER 9 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS~~, SUPERVISORS,~~ AND SENIOR MANAGEMENT PERSONNEL**
94.	**Article 282** No person shall hold the position of director, supervisor or senior management personnel of the Bank in one of the following circumstances: (1) A person without or with limited capacity for civil conduct; (2) A person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five (5) years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out; (3) A director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three (3) years have not elapsed from which the liquidation of the company or enterprise was completed;	**Article 206** No person shall hold the position of director, ~~supervisor or~~ senior management personnel of the Bank in one of the following circumstances: (1) A person without or with limited capacity for civil conduct; (2) A person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, ~~and five (5) years have not elapsed from which the punishment~~ or deprivation of political rights for the crimes committed was carried out; **imposed with suspended sentence for less than two (2) years since the expiration of the suspended sentence;** (3) A director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three (3) years have not elapsed from which the liquidation of the Bank or enterprise was completed;

No.	Existing Clause	Amended Clause
	(4) A legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three (3) years have not elapsed from which the business license of the company or enterprise was revoked;	(4) A legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three (3) years have not elapsed from which the business license of the Bank or enterprise was revoked;
	(5) A person with relatively large amounts of due and outstanding debt;	(5) A person with relatively large amounts of due and outstanding debt **is listed by the People's Court as a defaulter for;**
	(6) A person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;	~~(6) A person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;~~
	(7) A person banned from holding leadership positions as stipulated by the laws and administrative regulations;	~~(7) A person banned from holding leadership positions as stipulated by the laws and administrative regulations;~~
	(8) A non-natural person;	~~(8) A non-natural person;~~
	(9) A person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling; and	(6~~9~~) **A person banned by the CSRC from entering into the securities market and such barring period has not elapsed;** ~~a person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling;~~
	(10) A person currently being prohibited from participating in securities market by the CSRC and such barring period has not elapsed;	

No.	Existing Clause	Amended Clause
	(11) Other persons who are prohibited from holding leadership positions as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles. If the Bank elects or appoints directors, supervisors and senior management personnel in violation of the provisions of this Article, such election, appointment or employment shall be voided. If any circumstance above occurs during the term of office, that person shall be dismissed.	(**7**~~10~~) **A person who has been disqualified as a director or senior management member of a listed Bank recognized by the stock exchange (s) and such barring period has not elapsed;** ~~a person currently being prohibited from participating in securities market by the CSRC and such barring period has not elapsed;~~ (**8**~~11~~) Other persons who are prohibited from holding **the Bank's directors, senior management personnel** ~~leadership positions~~ as stipulated by the laws, administrative regulations, departmental rules, the regulations of the securities regulatory authorities and stock exchange of the locality in which the Bank's shares are listed ~~regulatory documents, relevant regulatory authorities~~ and the Articles. If the Bank elects or appoints directors~~,~~ ~~supervisors~~ and senior management personnel in violation of the provisions of this Article, such election, appointment or employment shall be voided. If any circumstance above occurs during the term of office, that person shall be dismissed.
95.	**Article 283** The validity of any act by a director or senior management personnel made on behalf of the Bank towards a third party acting in good faith shall not be affected by any non-compliance in regulations of that person's position, election procedure or qualifications.	Delete this Article

No.	Existing Clause	Amended Clause
96.	**Article 284** In addition to the obligations stipulated by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles, in exercising their duties, the directors, supervisors, and senior management personnel of the Bank shall also owe the following obligations to each and every shareholder: (1) To ensure that the Bank does not operate beyond the scope of business stipulated in its business license; (2) To act in good faith and in the best interests of the Bank; (3) Not to deprive the Bank of its assets in any way, including but not limited to depriving the Bank of any advantageous business opportunities; and (4) Not to deprive the shareholders of any personal rights and interests, including but not limited to the right to distributions and the right to vote, but excluding the submission of company restructuring proposals to the shareholders' general meeting in accordance with the Articles.	Delete this Article
97.	**Article 285** The directors, supervisors, and the senior management personnel of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.	Delete this Article

No.	Existing Clause	Amended Clause
98.	**Article 286** The directors, supervisors, and senior management personnel of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations: (1) To act in good faith and in the best interests of the Bank; (2) To exercise powers within the scope of their authority and they shall not exceed their scope of authority; (3) To exercise the discretion conferred on them in person and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or without the informed consent of the shareholders' general meeting; (4) To treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging to different classes; (5) Not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by the Articles or if there is informed consent of the shareholders' general meeting;	Delete this Article

No.	Existing Clause	Amended Clause
	(6) Not to use any assets of the Bank to seek personal advantages in any way without the informed consent of the shareholders' general meeting; (7) Not to accept bribes or other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, such assets including but not limited to any business opportunities that are advantageous to the Bank; (8) Not to accept any commission related to transactions of the Bank without the informed consent of the shareholders' general meeting; (9) To comply with the Articles, perform their duties faithfully and to safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain; (10) Not to engage in any form of competition with the Bank without the informed consent of the shareholders' general meeting; (11) Not to misappropriate the funds of the Bank or irregularly lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his own name or in the name of others, not to irregularly use the Bank's assets as security for the debts of the shareholders of the Bank or others' personal debts; and	

No.	Existing Clause	Amended Clause
	(12) Not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the court or other relevant regulatory authorities (but shall inform the Bank before making these disclosures)if the disclosure is: (i) In accordance with the law; (ii) In the public interest; or (iii) Required for the own interests of directors, supervisors, and senior management personnel.	
99.	Addition	**Article 208 Where the controlling shareholders or the de facto controllers of the Bank instructs the directors or senior management personnel to engage in an act that is detrimental to the interests of the Bank or the shareholders, he/she shall be jointly and severally liable with such director or senior management personnel.**
100.	**Article 288** The fiduciary duties owed by the directors, supervisors, and senior management personnel of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.	Delete this Article

No.	Existing Clause	Amended Clause
101.	**Article 289** The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director, supervisor, and member of senior management of the Bank who has violated any obligations, unless the circumstances specified in Article 72 apply.	Delete this Article
102.	**Article 290** The directors, any of its associates (as defined under the Hong Kong Listing Rules), supervisors, or senior management personnel of the Bank having any direct or indirect material interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors, and senior management personnel), regardless of whether such matters are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible. Unless the directors, supervisors, and senior management personnel of the Bank having interests have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors, and senior management personnel are in breach of their obligations. If the connected persons of a director, supervisor or senior management personnel of the Bank have any interest with any contracts, transactions or arrangements, the director, supervisor and senior management personnel shall be deemed to have interests as well.	Delete this Article

No.	Existing Clause	Amended Clause
103.	**Article 291** Before the Bank considers entering into contracts, transactions or arrangements for the first time, if the interested directors, supervisors and senior management personnel of the Bank have provided a written notice to the Board of Directors and the Board of Supervisors stating that they have interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director, supervisor and senior management personnel concerned shall be deemed to have made the disclosure as required in the preceding Article of this chapter to the extent as set out in the notice. When the condition permits, with the prior approval by the shareholders' general meeting, the Bank may set up the system of professional liability insurance for the directors, supervisors, president and other senior management personnel, and make an appropriate insurance arrangement against legal actions that may be exposed to.	**Article 209** **The Bank can purchase liability insurance for the compensation liability assumed by directors in performing their duties in the Bank during their term of office.** ~~Before the Bank considers entering into contracts, transactions or arrangements for the first time, if the interested directors, supervisors and senior management personnel of the Bank have provided a written notice to the Board of Directors and the Board of Supervisors stating that they have interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director, supervisor and senior management personnel concerned shall be deemed to have made the disclosure as required in the preceding Article of this chapter to the extent as set out in the notice. When the condition permits, with the prior approval by the shareholders' general meeting, the Bank may set up the system of professional liability insurance for the directors, supervisors, president and other senior management personnel, and make an appropriate insurance arrangement against legal actions that may be exposed to.~~
104.	**Article 292** The Bank shall not in any way pay taxes for the directors, supervisors, and senior management personnel of the Bank.	Delete this Article

No.	Existing Clause	Amended Clause
105.	**Article 293** The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors, and senior management personnel of the Bank and of its parent company, nor shall the Bank provide the same to their connected persons. The preceding paragraph shall not apply in the following circumstances: (1) Loans or loan guarantees provided by the Bank to its subsidiary banks (subsidiary companies); (2) Loans, loan guarantees or other funds provided by the Bank to the directors, supervisors, or senior management personnel of the Bank pursuant to their employment contracts which were adopted by the shareholders' general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities; and (3) Loans and loan guarantees provided by the Bank to the relevant directors, supervisors, and senior management personnel of the Bank and their connected persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.	Delete this Article

No.	Existing Clause	Amended Clause
106.	**Article 294** If the Bank provides a loan in breach of the provisions of the preceding Article, regardless of the terms of the loan the person who has received the loan shall repay it immediately. Any loan guarantee provided by the Bank in violation of the first paragraph of the preceding Article shall not be enforceable against the Bank, with the exception of the following circumstances: (1) Where a loan has been provided to the Bank or its parent company's directors, supervisors, and senior management personnel and the provider of the loan is unaware of the violation; and (2) The security provided by the Bank has been sold legally by the loan provider to a purchaser acting in good faith.	Delete this Article
107.	**Article 295** The "guarantee" referred to in the preceding articles of this chapter includes acts whereby the guarantor undertakes liabilities or provide assets to ensure that the obligor performs its obligations.	Delete this Article

No.	Existing Clause	Amended Clause
108.	**Article 296** When the directors, supervisors, and senior management personnel of the Bank are in breach of the obligations owed towards the Bank, aside from the various rights and remedies provided by the laws and administrative regulations, the Bank shall have the right to take the following measures: (1) To require the directors, supervisors, and senior management personnel concerned to compensate the Bank for the losses caused by their dereliction of duties; (2) To rescind any concluded contracts or transactions between the Bank and the directors, supervisors, and other senior management personnel concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors, and senior management personnel of the Bank are in breach of their obligations); (3) To require the directors, supervisors, and senior management personnel concerned to hand over any benefits which have been obtained from their breach of obligations; (4) To recover funds which should have been received by the Bank, including but not limited to commission from the directors, supervisors, and senior management personnel concerned; and (5) To request the directors, supervisors, and senior management personnel concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.	Delete this Article

No.	Existing Clause	Amended Clause
109.	**Article 297** The Bank shall enter into written contracts with the directors and the supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include: (1) Remuneration for the directors, supervisors or senior management personnel of the Bank; (2) Remuneration for the directors, supervisors or senior management personnel of the subsidiary banks (subsidiary companies) of the Bank; (3) Remuneration for those providing other services for managing the Bank and its subsidiary banks (subsidiary companies); and (4) Compensation to directors or supervisors for loss of their office or upon retirement. Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank and claim benefits due to them for the foregoing matters.	Delete this Article

No.	Existing Clause	Amended Clause
110.	**Article 298** The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The "acquisition of the Bank" previously mentioned refers to one of the following circumstances: (1) A takeover offer made by any person to all shareholders; or (2) A takeover offer made by any person with the intent of becoming the controlling shareholder. If the directors and supervisors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.	Delete this Article

No.	Existing Clause	Amended Clause
111.	**Article 300** The accounting year of the Bank shall be the calendar year, beginning from January 1st and ending on December 31st of the calendar year. The Bank shall prepare an annual financial report within four (4) months after the end of each accounting year, an interim financial report within two (2) months after the end of the first six (6) months of each accounting year and quarterly financial reports within one (1) month after the end of the first three (3) months and the first nine (9) months of each accounting year, and submit them to the banking regulatory and administrative authorities under the State Council, the People's Bank of China, the agency of the securities regulatory authorities under the State Council and the stock exchange in accordance with the relevant laws. The said financial reports shall be prepared according to the relevant laws, administrative regulations and departmental rules. Except as otherwise provided in the Articles, the Bank shall send the aforesaid reports or report of the Board of Directors along with the balance sheet and loss and profit statement to each shareholder of overseas listed shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual shareholders' general meeting, and the address on the register of shareholders shall be the address of the recipient. For shareholder of overseas listed shares who meet the requirements of laws, administrative regulations and the securities regulatory authorities of the locality in which the Bank's shares are listed, the aforesaid materials can be sent by the ways published on the Bank's website, the website of Hong Kong Stock Exchange and other websites stipulated by the Hong Kong Listing Rules from time to time. Where the securities regulatory authorities of the locality in which the Bank's shares are listed provide otherwise, such provisions shall prevail.	**Article 211** The accounting year of the Bank shall be the calendar year, beginning from January 1st and ending on December 31st of the calendar year. The Bank shall prepare an annual financial report within four (4) months after the end of each accounting year, an interim financial report within two (2) months after the end of the first six (6) months of each accounting year and quarterly financial reports within one (1) month after the end of the first three (3) months and the first nine (9) months of each accounting year, and submit them to the banking regulatory and administrative authorities under the State Council, the People's Bank of China, the agency of the securities regulatory authorities under the State Council and the stock exchange in accordance with the relevant laws. The said financial reports shall be prepared according to the relevant laws, administrative regulations and departmental rules. ~~Except as otherwise provided in the Articles, the Bank shall send the aforesaid reports or report of the Board of Directors along with the balance sheet and loss and profit statement to each shareholder of overseas listed shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual shareholders' general meeting, and the address on the register of shareholders shall be the address of the recipient. For shareholder of overseas listed shares who meet the requirements of laws, administrative regulations and the securities regulatory authorities of the locality in which the Bank's shares are listed, the aforesaid materials can be sent by the ways published on the Bank's website, the website of Hong Kong Stock Exchange and other websites stipulated by the Hong Kong Listing Rules from time to time.~~ Where the securities regulatory authorities of the locality in which the Bank's shares are listed provide otherwise, such provisions shall prevail.

No.	Existing Clause	Amended Clause
112.	**Article 302** The Bank shall prepare its financial statements in accordance with PRC accounting standards and regulations; as well as in accordance with international accounting standards or the accounting standards required by securities regulatory authorities of the locality in which the Bank's shares are listed. If there are any material differences between the financial statements prepared in accordance with the two accounting standards, such differences shall be stated in the notes to the financial statements. When distributing the after-tax profits for the relevant accounting year, the Bank shall adopt the one with the lower after-tax profits out of the aforesaid two financial statements.	Delete this Article
113.	**Article 303** The Bank shall prepare its financial statements in accordance with PRC accounting standards and regulations; as well as in accordance with international accounting standards or the accounting standards required by securities regulatory authorities of the locality in which the Bank's shares are listed.	Delete this Article

No.	Existing Clause	Amended Clause
114.	**Article 304** The after-tax profits of the Bank shall be distributed in the following order of priority: (1) To make up for the losses of the previous year; (2) To set aside 10% of the profits to statutory reserve funds; (3) To set aside general reserves; (4) To pay dividends on preference shares; (5) To set aside discretionary reserve funds; and (6) To pay dividends to ordinary shareholders. The Bank may distribute its after-tax profit after making 10% contributions of the profit to the statutory reserve until the balance of the statutory reserve reaches above 50% of the registered capital of the Bank. If the statutory reserve is not sufficient to make up the accumulative losses, profit of the year shall be used to make up the losses before making any contribution to the statutory reserve according to the aforesaid provision. After distribution its after-tax profit to the statutory reserve, general reserves and dividend payment of preference shares, the Bank may also distribute its after-tax profit to the discretionary reserves upon approval of the shareholders' general meeting.	**Article 213** The after-tax profits of the Bank shall be distributed in the following order of priority: (1) To make up for the losses of the previous year; (2) To set aside 10% of the profits to statutory reserve funds; (3) To set aside general reserves; (4) To pay dividends on preference shares; (5) To set aside discretionary reserve funds; and (6) To pay dividends to ordinary shareholders. The Bank may distribute its after-tax profit after making 10% contributions of the profit to the statutory reserve until the balance of the statutory reserve reaches above 50% of the registered capital of the Bank. If the statutory reserve is not sufficient to make up the accumulative losses, profit of the year shall be used to make up the losses before making any contribution to the statutory reserve according to the aforesaid provision. After distribution its after-tax profit to the statutory reserve, ~~general~~ reserves and dividend payment of preference shares, the Bank may also distribute its after-tax profit to the discretionary reserves upon approval of the shareholders' ~~general~~ meeting.

No.	Existing Clause	Amended Clause
	After making up of any losses and contribution to reserves, the remaining after-tax profit may be distributed to shareholders in proportion to their respective shareholdings. In case the shareholders' general meeting approves to distribute any profit to any shareholder before making up the losses and making contributions to the statutory reserve as required by the aforesaid provision, shareholders must return profits so distributed to the Bank. Shares held by the Bank are not entitled to any profit distribution. Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities, the Bank shall not distribute profits to shareholders. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits if it has distributable profits. The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and the Articles.	After making up of any losses and contribution to reserves, the remaining after-tax profit may be distributed to shareholders in proportion to their respective shareholdings. In case the shareholders' ~~general~~ meeting approves to distribute any profit to any shareholder before making up the losses and making contributions to the statutory reserve as required by the aforesaid provision, shareholders must return profits so distributed to the Bank**; shareholders and the directors, senior management personnel under the liability shall be liable to compensate the Bank for the losses thereof.** Shares held by the Bank are not entitled to any profit distribution. Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities, the Bank shall not distribute profits to shareholders. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits if it has distributable profits. The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and the Articles.

No.	Existing Clause	Amended Clause
115.	**Article 305** The reserve of the Bank shall be used for making up the Bank's losses, expanding the Bank's scale of operation or increasing the capital of the Bank, but capital reserve shall not be used for making up the Bank's losses. When the statutory reserve is converted to capital, the balance of such reserve shall not be less than 25% of the Bank's registered capital before conversion.	**Article 214** The reserve of the Bank shall be used for making up the Bank's losses, expanding the Bank's scale of operation or increasing the **registered** capital of the Bank. ~~but capital reserve shall not be used for making up the Bank's losses.~~ **When using reserves to make up for the Bank's losses, discretionary reserves and statutory reserves shall be used first; if the losses still cannot be made up, under the premise of legality and compliance, capital reserves can be used in accordance with regulations.** When the statutory reserve is converted to **increased registered** capital, the balance of such reserve shall not be less than 25% of the Bank's registered capital before conversion. **If the Bank is still in a loss position after making up the losses in accordance with the first paragraph of this Article, it may reduce its registered capital to make up the losses. When reducing registered capital to make up the losses, the Bank shall not make any distribution to the shareholders, nor shall it exempt the shareholders from the obligations to make capital contributions or pay up the amounts of shares.** **Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, paragraph 2 under Article 247 of the Articles shall not apply, but it shall be announced in the newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the shareholders' meeting made a resolution to reduce the registered capital.** **After the Bank reduces its registered capital in accordance with the preceding two paragraphs, it shall not distribute profits until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the registered capital of the Bank**.

No.	Existing Clause	Amended Clause
116.	**Article 306** The capital reserve shall include the following funds: (1) Premium obtained from the issue of shares in excess of the par value; (2) Other revenue to be included in the capital reserve as required by the financial authority of the State Council.	Delete this Article
117.	**Article 311** The Bank shall establish an internal audit system and set up an independent and vertical internal audit management system with professional audit personnel to undertake internal auditing and supervision of the Bank's financial income and expenditures and economic activities.	**Article 219** The Bank shall establish an internal audit system, **which clearly stipulates the leadership structure, duties and authorization, personnel allocation, finance support, audit results application, accountability and other matters in relation to internal audit,** and set up an independent and vertical internal audit management system with professional audit personnel to undertake internal auditing and supervision of the Bank's financial income and expenditures and economic activities.
118.	Addition	**Article 221** **During the supervision and inspection process, the internal audit departments shall be subject to the supervision and guidance of the Audit Committee. If the internal audit departments discover relevant major issues or clues, it shall immediately report directly to the Audit Committee.** **When the Audit Committee communicates with external audit entities such as accounting firms and national audit institutions, the internal audit departments shall actively cooperate and provide necessary support and collaboration.**

No.	Existing Clause	Amended Clause
119.	**Article 314** The appointment of accounting firm by the Bank must be decided by the shareholders' general meeting, and the Board of Directors shall not appoint any accounting firm prior to the decision of the shareholders' general meeting.	**Article 223** The appointment **or dismissal** of accounting firm **in charge of the Bank's accounting matters** by the Bank must **be submitted to the Board for consideration only after being approved by more than half of all members of the Audit Committee, and** be decided **by the shareholders' meeting**, and the Board of Directors shall not appoint any accounting firm prior to the decision of the shareholders' ~~general~~ meeting.
120.	**Article 315** An accounting firm engaged by the Bank shall have the following rights: (1) To inspect the books of accounts, records and documents of the Bank at any time, and to require the directors, the president or other senior management personnel of the Bank to provide relevant information and explanation; (2) To require the Bank to adopt all reasonable measures to obtain from its subsidiary banks (subsidiary companies) such information and explanations as required by the accounting firm for performance of its duties; (3) To attend the shareholders' general meeting, to obtain the notice of shareholders' general meeting or other information in relation to the meeting, and to speak at the shareholders' general meeting on matters involving its duties as the accounting firm appointed by the Bank.	Delete this Article

No.	Existing Clause	Amended Clause
121.	**Article 317** The shareholders' general meeting may, by way of an ordinary resolution, dismiss an accounting firm, prior to the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Bank. If the accounting firm concerned has the right to make a claim against the Bank due to its dismissal, such right shall not be affected.	Delete this Article
122.	**Article 318** The remuneration of the accounting firm or the ways to determine the remuneration of the accounting firm shall be determined by the shareholders' general meeting. The remuneration of the accounting firm engaged by the Board of Directors shall be decided by the Board of Directors.	**Article 225** The **auditing fees** ~~remuneration~~ of the accounting firm ~~or the ways to determine the remuneration of the accounting firm~~ shall be determined by the shareholders' ~~general~~ meeting. ~~The remuneration of the accounting firm engaged by the Board of Directors shall be decided by the Board of Directors.~~

No.	Existing Clause	Amended Clause
123.	**Article 320** The engagement, dismissal or non-engagement of an accounting firm shall be decided upon by the shareholders' general meeting, and reported to the securities regulatory and administrative authorities under the State Council for filing. If the shareholders' general meeting passes a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied: (1) Before sending out notice of a shareholders' general meeting, the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged, to leave its post, or that has left its post in the relevant financial year. Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office. (2) If the accounting firm that is about to leave its post makes a written statement, and requests the Bank to inform the shareholders of its statement, the Bank shall, unless the time of receiving the written statement is too late, adopt the following measures: (i) State in the notice sent out for the purpose of a resolution that the accounting firm to leave its post has made a statement;	Delete this Article

No.	Existing Clause	Amended Clause
	(ii) Send a copy of the statement in the form of an attachment to the notice to shareholders in the manner stipulated by the Articles. (3) If the statement of the relevant accounting firm is not sent by the Bank in accordance with the above provisions in subsection (2) above, the accounting firm concerned may request that the statement be read out at the shareholders' general meeting and make further appeal. (4) An accounting firm which is leaving its post shall be entitled to attend the following meetings: (i) Shareholders' general meeting at which its term of office shall expire; (ii) Shareholders' general meeting at which the vacancy due to its dismissal is to be filled up; (iii) Shareholders' general meeting convened due to its resignation from its post. The accounting firm which is leaving its post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and speak on any issues at the aforesaid meetings, which concern its duties as the former accounting firm of the Bank.	

No.	Existing Clause	Amended Clause
	CHAPTER 16 NOTICES AND ANNOUNCEMENTS	**CHAPTER 1<u>3</u>6 NOTICES AND ANNOUNCEMENTS**
124.	**Article 332** The Bank's notices (including but not limited to notices for convening shareholders' general meeting, meetings of the Board of Directors and the Board of Supervisors) shall be given in the following ways: (1) By hand; (2) By fax; (3) By letter or e-mail; (4) By way of an announcement published in the newspaper or other designated media; (5) Subject to compliance with the laws, administrative regulations, departmental rules, regulatory documents and the relevant rules of the relevant regulatory authorities, and the provisions under the Articles, by way of posting on the websites specified by the Bank; (6) Other ways which are recognized by the securities regulatory authorities of the locality in which the Bank's shares are listed or stipulated in the Articles. The notice given by the Bank shall be deemed as received by all the relevant persons once publicly announced if the notice is delivered in the form of public announcement.	**Article 238** The Bank's notices (including but not limited to notices for convening shareholders' ~~general~~ meeting, meetings of the Board of Directors ~~and the Board of Supervisors~~) shall be given in the following ways: (1) By hand; (2) By fax; (3) By letter or e-mail; (4) By way of an announcement published in the newspaper or other designated media; (5) Subject to compliance with the laws, administrative regulations, ~~departmental rules, regulatory documents and the relevant rules of the relevant regulatory authorities, and~~ the provisions of **the securities regulatory authorities and the stock exchange(s) of the places where the Bank's shares are listed and** the Articles, by way of posting on the websites specified by the Bank; (6) Other ways which are recognized by the securities regulatory authorities of the locality in which the Bank's shares are listed or stipulated in the Articles. The notice given by the Bank shall be deemed as received by all the relevant persons once publicly announced if the notice is delivered in the form of public announcement.

No.	Existing Clause	Amended Clause
	Even where the Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communication, subject to the relevant provisions of the securities regulatory authorities of the locality in which the Bank's shares are listed, the Bank may choose to publish its communication by the means specified in item (5) of the first paragraph of this Article, to replace the means of sending written documents to each shareholder of overseas listed shares by hand or by prepaid mail. The said communication above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of shareholders' general meeting, circulars and other communication.	~~Even where the Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communication,~~ Subject to the relevant provisions of the securities regulatory authorities of the locality in which the Bank's shares are listed, the Bank may choose to publish its communication by the means specified in item (5) of the first paragraph of this Article, to replace the means of sending written documents to each shareholder of overseas listed shares by hand or by prepaid mail. The said communication above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of shareholders' ~~general~~ meeting, circulars and other communication.

No.	Existing Clause	Amended Clause
	CHAPTER 17 MERGER, DIVISION, INCREASE AND REDUCTION OF CAPITAL, DISSOLUTION AND LIQUIDATION	**CHAPTER 14~~7~~ MERGER, DIVISION, INCREASE AND REDUCTION OF CAPITAL, DISSOLUTION AND LIQUIDATION**
125.	**Article 339** For a merger or division of the Bank, the Board of Directors shall put forward a proposal, and the formalities for approval shall be handled in accordance with the law after the proposal has complied with the procedures specified in the Articles. The shareholders who oppose the Bank's merger or division plans have the right to ask the Bank or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The contents of the resolution on the merger or division of the Bank shall be made into special document, which shall be available for inspection by shareholders. Except as otherwise provided for by the securities regulatory authorities located at the locality in which the Bank's shares are listed, the aforementioned documents shall be served by mail to the shareholders of overseas listed shares.	Delete this Article
126.	Addition	**Article 245 If the payment for the merger of the Bank does not exceed 10% of net assets of the Bank, a resolution of the shareholders' meeting is not required but shall be subject to a resolution of the Board of Directors.** **If there are other regulations under the securities regulatory authorities and stock exchange in the place where the Bank's shares are listed, such requirements shall also be satisfied**.

No.	Existing Clause	Amended Clause
127.	**Article 340** For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten (10) days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement in thirty (30) days in the press or media designated by the Bank for publishing announcements. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.	**Article 246** For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten (10) days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement in thirty (30) days in the **newspapers or the National Enterprise Credit Information Publicity System** ~~press or media designated by the Bank for publishing announcements~~. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.
128.	**Article 342** Where the Bank proceeds into a division, its assets shall be divided accordingly. When proceeding into a division, the Bank shall prepare a balance sheet and assets list. The Bank shall inform the creditors within ten (10) days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement within thirty (30) days in the press or media designated by the Bank for publishing announcements.	**Article 248** Where the Bank proceeds into a division, its assets shall be divided accordingly. When proceeding into a division, the Bank shall prepare a balance sheet and assets list. The Bank shall inform the creditors within ten (10) days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement within thirty (30) days in the **newspapers or the National Enterprise Credit Information Publicity System** ~~press or media designated by the Bank for publishing announcements~~.

No.	Existing Clause	Amended Clause
129.	**Article 344** The Bank shall prepare a balance sheet and assets list when it reduces its registered capital. The Bank shall notify its creditors within ten (10) days from the date of the Bank's resolution on reduction of registered capital and shall publish an announcement in the media designated by the Bank within thirty (30) days. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provide a corresponding guarantee for repayment. The Bank's registered capital after the capital reduction shall not be under the minimum statutory amount.	**Article 250** The Bank shall prepare a balance sheet and assets list when it reduces its registered capital. The Bank shall notify its creditors within ten (10) days from the date of the Bank's resolution on reduction of registered capital and shall publish an announcement in **newspapers or the National Enterprise Credit Information Publicity System** ~~the media designated by the Bank~~ within thirty (30) days. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provide a corresponding guarantee for repayment. The Bank's registered capital after the capital reduction shall not be under the minimum statutory amount. **When the Bank reduces its registered capital, it shall reduce its capital contribution or shares in proportion to the capital contribution or shares held by shareholders, unless otherwise provided by law or the Articles.** **If the registered capital is reduced in violation of the Company Law, shareholders shall return the funds they have received and restore the capital contributions to the original state if their capital contribution are reduced or exempted; if losses are caused to the Bank, shareholders, the directors under the liability, and senior management shall be liable for compensation.**

No.	Existing Clause	Amended Clause
130.	**Article 347** If the Bank has the circumstance specified in item (1) of preceding article of the Articles of Association, it may survive by amending the Articles of Association. Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by more than two thirds of the voting rights held by the shareholders present at the general meeting. If the Company is dissolved under paragraphs (1), (2), (4) or (5) of the preceding article hereof, a liquidation team shall be established within fifteen days from the date of the occurrence of the cause of liquidation in order to commence the liquidation. The liquidation team shall be composed of directors or persons determined by the general meeting. If a liquidation team is not established for liquidation within the time limit, the creditors may ask the local court to designate relevant persons to form a liquidation team.	**Article 253** If the Bank has the circumstance specified in item (1) of preceding article of the Articles of Association, it may survive by amending the Articles of Association. Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by more than two thirds of the voting rights held by the shareholders present at the ~~general~~ meeting. If the Bank is dissolved under paragraphs (1), (2), ~~(4)~~ or (5) of the preceding article hereof, **it shall undergo liquidation. The directors shall be the liquidation obligors,** and a liquidation team shall be established within fifteen days from the date of the occurrence of the cause of liquidation in order to commence the liquidation. The liquidation team shall be composed of directors or persons determined by the ~~general~~ meeting. **The liquidation obligors shall assume compensation liability if the Bank or creditors incur losses as a result of the liquidation obligors' failure to perform their liquidation obligations within the time limit.** ~~If a liquidation team is not established for liquidation within the time limit, the creditors may ask the local court to designate relevant persons to form a liquidation team.~~ **If the Bank is dissolved under paragraph (4) of the preceding article hereof, competent authorities in accordance with the law shall make arrangements for shareholders, the relevant institutions and the relevant professionals to form a liquidation team to carry out liquidation.**

No.	Existing Clause	Amended Clause
131.	**Article 348** If the Board of Directors decides that the Bank shall be liquidated (except for liquidation resulting from the Bank's declaration of bankruptcy), it shall state in the notice of shareholders' general meeting convened for such purpose that the Board of Directors have conducted a comprehensive investigation into the situation of the Bank and believes that the Bank is able to pay off all its debts within twelve (12) months following the commencement of the liquidation. After the shareholders' general meeting adopts a resolution in favor of the liquidation, and after the liquidation committee is established, the functions and powers of the Board of Directors of the Bank shall be terminated immediately. The liquidation committee shall follow the instructions of the shareholders' general meeting and shall report to the shareholders' general meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Bank and the progress of the liquidation, and shall make a final report to the shareholders' general meeting at the end of the liquidation.	**Article 254** ~~If the Board of Directors decides that the Bank shall be liquidated (except for liquidation resulting from the Bank's declaration of bankruptcy), it shall state in the notice of shareholders' general meeting convened for such purpose that the Board of Directors have conducted a comprehensive investigation into the situation of the Bank and believes that the Bank is able to pay off all its debts within twelve (12) months following the commencement of the liquidation.~~ After the shareholders' ~~general~~ meeting adopts a resolution in favor of the liquidation, and after the liquidation committee is established, the functions and powers of the Board of Directors shall be terminated immediately. The liquidation committee shall follow the instructions of the shareholders' ~~general~~ meeting and shall report to the shareholders' ~~general~~ meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Bank and the progress of the liquidation, and shall make a final report to the shareholders' ~~general~~ meeting at the end of the liquidation.

No.	Existing Clause	Amended Clause
132.	**Article 349** The liquidation committee shall exercise the following duties and powers during the period of liquidation: (1) To liquidate the assets of the Bank and prepare a balance sheet and assets list respectively; (2) To inform creditors by notices or public announcements; (3) To deal with any unsettled business of the Bank that relates to the liquidation; (4) To pay off any outstanding taxes and any taxes arising in the course of liquidation; (5) To clear up claims and debts; (6) To handle the Bank's remaining assets after paying off all debts; (7) To participate in civil litigation on behalf of the Bank.	**Article 255** The liquidation committee shall exercise the following duties and powers during the period of liquidation: (1) To liquidate the assets of the Bank and prepare a balance sheet and assets list respectively; (2) To inform creditors by notices or public announcements; (3) To deal with any unsettled business of the Bank that relates to the liquidation; (4) To pay off any outstanding taxes and any taxes arising in the course of liquidation; (5) To clear up claims and debts; (6) To **distribute** ~~handle~~ the Bank's remaining assets after paying off all debts; (7) To participate in civil litigation on behalf of the Bank.

No.	Existing Clause	Amended Clause
133.	**Article 350** The liquidation committee shall notify creditors within ten (10) days from the date of its establishment, and shall publish an announcement within sixty (60) days, in the press or media designated by the Bank for publishing announcements. The creditors shall make their claims to the liquidation committee within thirty (30) days from the date of receipt of the notice or, within forty-five (45) days from the date of the first public announcement for those who have not received the notice. When making a claim, creditors shall explain the matters related to their claim and provide relevant evidence of such claims. Claims shall be registered by the liquidation committee. The liquidation committee shall not settle any debt with any creditors during the period allowed for creditors to make a claim.	**Article 256** The liquidation committee shall notify creditors within ten (10) days from the date of its establishment, and shall publish an announcement within sixty (60) days, in the **newspapers or the National Enterprise Credit Information Publicity System** ~~press or media designated by the Bank for publishing announcements~~. The creditors shall make their claims to the liquidation committee within thirty (30) days from the date of receipt of the notice or, within forty-five (45) days from the date of the first public announcement for those who have not received the notice. When making a claim, creditors shall explain the matters related to their claim and provide relevant evidence of such claims. Claims shall be registered by the liquidation committee. The liquidation committee shall not settle any debt with any creditors during the period allowed for creditors to make a claim.

No.	Existing Clause	Amended Clause
134.	**Article 352** During liquidation of the Bank's assets by the liquidation committee, and after preparing a balance sheet and assets list, if the liquidation committee finds the assets of the Bank to be insufficient for the settlement of its debts, the liquidation committee shall, upon approval by the banking regulatory and administrative authorities under the State Council, apply to the people's court for a declaration of bankruptcy in accordance with the law. After a ruling is made by the people's court that the Bank be declared bankrupt, the liquidation committee shall hand over its liquidation work to the people's court.	**Article 258** During liquidation of the Bank's assets by the liquidation committee, and after preparing a balance sheet and assets list, if the liquidation committee finds the assets of the Bank to be insufficient for the settlement of its debts, the liquidation committee shall, upon approval by the banking regulatory and administrative authorities under the State Council, apply to the people's court for a declaration of bankruptcy in accordance with the law. After ~~a ruling is made by~~ the people's court **accepts the bankruptcy application** ~~that the Bank be declared bankrupt~~, the liquidation committee shall hand over its liquidation work to **the bankruptcy administrator designated by** the people's court, which shall **implement the bankruptcy liquidation in accordance with the laws and regulations in relation to bankruptcy of enterprises.**
135.	**Article 353** Following the completion of liquidation, the liquidation committee shall prepare a liquidation report, submit the same to the shareholders' general meeting or people's court for confirmation, submit to the registration authority of the Bank and apply for cancellation of the Bank's registration and make an announcement of the closure of the Bank.	**Article 259** Following the completion of liquidation, the liquidation committee shall prepare a liquidation report, submit the same to the shareholders' ~~general~~ meeting or people's court for confirmation, submit to the registration authority of the Bank and apply for cancellation of the Bank's registration ~~and make an announcement of the closure of the Bank~~.

Note: In accordance with laws, regulations and normative documents such as the Company Law and the Guidelines for the Articles of Association of Listed Companies, this amendment only involves replacing "shareholders' general meeting" with "shareholders' meeting", changing "above half" to "more than half" in voting-related provisions, replacing "Board of Supervisors" with "Audit Committee" where authority is transferred, deleting "supervisor" and "Board of Supervisors", and adjusting clause numbering (including cross-referenced clauses) due to additions or deletions, provided no other substantive amendments are involved. Unless further amendments are involved, such changes will not be listed individually in this table.