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

If you have sold or transferred all your shares in **Bank of Communications Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



**PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS
PROPOSED AMENDMENTS TO PROCEDURAL RULES
AND
NOTICE OF EGM**

The notice convening the EGM to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Thursday, 25 September 2025, is set out on pages 72 to 75 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Bank in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand, post or fax as soon as practicable and in any event not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

4 September 2025

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DEFINITIONS

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

“A Share(s)”	means the domestic share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Bank which is/are listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	means the articles of association of Bank of Communications Co., Ltd. (as amended from time to time)
“Bank”	means Bank of Communications Co., Ltd. (交通銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Board”	means the board of Directors of the Bank
“Director(s)”	means the director(s) of the Bank
“EGM”	means the 2025 third extraordinary general meeting of the Bank to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Thursday, 25 September 2025
“Group”	The Bank and its subsidiaries
“Hong Kong”	means Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“H Share(s)”	means the overseas-listed foreign share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Bank which is/are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	means the holder(s) of H shares
“Latest Practicable Date”	means 1 September, 2025, being the latest practicable date for the purpose of ascertaining information for inclusion herein

DEFINITIONS

“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC”	means the People’s Republic of China
“RMB”	means Renminbi, the lawful currency of the PRC
“Share(s)”	means A Share(s) and/or H Share(s)
“Shareholder(s)”	means the holder(s) of the Share(s) of the Bank

LETTER FROM THE BOARD



交通銀行股份有限公司
Bank of Communications Co., Ltd.

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

(Stock Code: 03328)

Executive Directors:

Mr. Ren Deqi
Mr. Zhang Baojiang
Mr. Yin Jiuyong
Mr. Zhou Wanfu

Registered Office:

No. 188, Yin Cheng Zhong Lu
(Shanghai) Pilot Free Trade Zone
PRC

Non-executive Directors:

Mr. Chang Baosheng
Mr. Liao, Yi Chien David
Mr. Chan Siu Chung
Mr. Mu Guoxin
Mr. Ai Dong
Mr. Luo Xiaopeng

Place of Business in Hong Kong:

No. 20 Pedder Street
Central
Hong Kong

Independent Non-executive Directors:

Mr. Shi Lei
Mr. Zhang Xiangdong
Ms. Li Xiaohui
Mr. Ma Jun
Mr. Wong Tin Chak
Mr. Xiao Wei

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS
PROPOSED AMENDMENTS TO PROCEDURAL RULES
AND
NOTICE OF EGM**

1. INTRODUCTION

The purpose of this circular is to provide you with detailed information in relation to, among other things, (i) proposed appointment and re-election of directors; and (ii) proposed amendments to procedural rules; in order for you to make an informed decision to vote for or against the above proposed resolutions at the EGM.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Board resolved at the meeting held on 29 August 2025 to propose to appoint Ms. Liu Ruixia as an independent non-executive Director. On the same day, the Board also resolved to propose to re-elect Mr. Ren Deqi, Mr. Zhang Baojiang, Mr. Yin Jiuyong and Mr. Zhou Wanfu as executive Directors, Mr. Chang Baosheng, Mr. Liao, Yi Chien David, Mr. Chan Siu Chung, Mr. Mu Guoxin and Mr. Ai Dong as non-executive Directors, Mr. Zhang Xiangdong, Ms. Li Xiaohui, Mr. Wong Tin Chak, Mr. Ma Jun and Mr. Xiao Wei as independent non-executive Directors.

In accordance with the Articles of Association, the nomination of above independent non-executive Director candidates was proposed by the Board, preliminarily reviewed by the Personnel and Remuneration Committee of the Board and considered by the Board and will be submitted at the EGM for consideration and approval. In consideration of the independent non-executive Director candidates, the Board has considered their past career and performance, technical background, knowledge, experience, independence, the Bank's specific needs and the policy on the diversity of the Board. Mr. Zhang Xiangdong, Ms. Li Xiaohui, Mr. Wong Tin Chak, Mr. Ma Jun, Mr. Xiao Wei and Ms. Liu Ruixia have extensive experience in different sectors, including finance, accounting, law and banking development, etc. In addition, their education, background, experience and practice enable them to provide relevant valuable opinions, and further contribute to the diversity of the Board (including but not limited to gender, age, cultural and educational background, race, professional experience, skills, knowledge and years of service). None of them holds directorship in six or more listed companies, therefore, they are able to devote sufficient time and attention to the Bank.

The Bank has received the confirmation in writing from the above independent non-executive Director candidates with regard to their independence pursuant to Rule 3.13 of the Listing Rules. The Board also considers that the above independent non-executive Director candidates meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. Thereinto, after the proposal on the appointment of Ms. Liu Ruixia as an independent non-executive Director is approved at the EGM, the Bank will submit relevant qualification materials of Ms. Liu Ruixia to the National Financial Regulatory Administration for review. The originals of the Declaration of the Nominator of Independent Director and the Declaration of the Candidate of Independent Director have been submitted to the competent regulatory authorities.

In accordance with the requirements of relevant laws, regulations, regulatory rules and the Articles of Association, the above-mentioned proposed appointment and re-election of Directors are subject to the approval of the Shareholders at the EGM and approval by the National Financial Regulatory Administration. Before Ms. Liu Ruixia's qualifications for the position are approved, Mr. Shi Lei will continue to serve as an independent non-executive director of the Bank in accordance with relevant laws, regulations, and the Articles of Association.

LETTER FROM THE BOARD

Such proposals will be put forward at the EGM for the Shareholders' consideration and approval by way of ordinary resolutions. Among them, the proposals to consider and approve the appointment and the re-election of independent non-executive Directors of the Bank are cumulative voting resolutions. Please refer to the proxy form for the 2025 third extraordinary general meeting of the Bank published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkex.com.hk) and the Bank (www.bankcomm.com) for the explanation of the cumulative voting system.

The Bank will not enter into any service contract with the Directors which provides for a specific term. The term of office of Mr. Ren Deqi, Mr. Zhang Baojiang, Mr. Yin Jiuyong, Mr. Zhou Wanfu, Mr. Chang Baosheng, Mr. Liao, Yi Chien David, Mr. Chan Siu Chung, Mr. Mu Guoxin, Mr. Ai Dong, Mr. Zhang Xiangdong, Ms. Li Xiaohui, Mr. Wong Tin Chak, Mr. Ma Jun and Mr. Xiao Wei will take effect from the date of approval by the Shareholders at the EGM, and the term of office of Ms. Liu Ruixia will take effect from the date of approval by the National Financial Regulatory Administration on her qualification. According to the Articles of Association, the term of office of each Director shall be three years. Upon the expiration of the term, a Director shall be eligible for re-election and re-appointment, and the cumulative term of office for independent non-executive Directors shall not exceed six years. If appointed, the executive Directors, namely Mr. Ren Deqi, Mr. Zhang Baojiang, Mr. Yin Jiuyong and Mr. Zhou Wanfu, will receive a remuneration comprising basic salary, discretionary bonus and statutory social security benefits from the Bank, the amount of which will be determined in accordance with the Articles of Association and relevant regulations of the PRC after taking into consideration of the assessment of the operating performance of the Bank for the year; independent non-executive Directors will receive remuneration from the Bank, the amount of which will be determined in accordance with the remuneration standard for independent non-executive Directors as approved by the shareholders' general meeting of the Bank. According to the approval of Shareholders at the 2018 annual general meeting of the Bank, the current remuneration structure for independent non-executive Directors is "annual fixed basic salary plus special committee performance allowance", among which: the annual fixed basic remuneration is RMB250,000 per person per year before tax; the performance allowances for the chairman and member of the special committees of the Board are RMB50,000 per year and RMB30,000 per year before tax, respectively and the performance allowances for multiple special committees can be calculated cumulatively. Other Directors will not receive any remuneration from the Bank. The biographical details of each of the Director candidates are set out in Appendix I to this circular.

3. PROPOSED AMENDMENTS TO PROCEDURAL RULES

In accordance with the requirements of relevant laws, regulations and regulatory rules, in order to conform with the amended Articles of Association and taking into consideration of the practice of the Bank, the Board resolved on 29 August 2025 to propose to make certain amendments to the Procedural Rules of the Shareholders' General Meeting and the Procedural Rules of the Board (collectively, the "**Procedural Rules**"), to seek the authorization to be granted by the general meeting of the Bank to the Board and to agree that the Board may further delegate the authority to the Chairman to amend such rules correspondingly in the event that

LETTER FROM THE BOARD

the relevant provisions of the Procedural Rules of the Shareholders' General Meeting and the Procedural Rules of the Board are involved in the subsequent amendments to the Articles of Association in accordance with the regulatory requirements. Details of the proposed amendments to the Procedural Rules of the Shareholders' General Meeting, the Procedural Rules of the Board and the Procedural Rules of the Board of Supervisors are set out in Appendix II and Appendix III to this circular, respectively. Such proposals will be put forward at the EGM for the Shareholders' consideration and approval by way of special resolutions. Upon approval by the Shareholders at the above mentioned meeting, the amended Procedural Rules shall take effect simultaneously upon approval of the Articles of Association by the National Financial Regulatory Administration.

4. THE EGM

The EGM will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Thursday, 25 September 2025. The notice convening the EGM is set out on pages 72 to 75 of this circular.

In accordance with the Articles of Association, if a Shareholder has pledged fifty percent or more of the equity interests held by such Shareholder in the Bank, such Shareholder's voting right at the general meeting shall be restricted.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Bank in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand, post or fax as soon as practicable and in any event not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

5. RECOMMENDATION

The Board considers that resolutions set out in the notice of the EGM are in the best interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of relevant resolutions proposed at the EGM.

By Order of the Board of
Bank of Communications Co., Ltd.
He Zhaobin
Company Secretary

Shanghai, the PRC
4 September 2025

The biographical details of the Director candidates are set out as follows:

EXECUTIVE DIRECTORS:

Mr. Ren Deqi, born in 1963, with Chinese nationality, is a Senior Economist. Mr. Ren has been Chairman of the Board since January 2020 and has been Executive Director of the Bank since August 2018. Mr. Ren served as Vice Chairman of the Board, Executive Director and President of the Bank. Mr. Ren served as Executive Director and Executive Vice President of Bank of China Limited (the “**Bank of China**”). During the period, he also served as Non-executive Director of Bank of China Hong Kong (Holdings) Limited and Chief Executive Officer of Bank of China Shanghai RMB Trading Business Headquarters. Mr. Ren served as several positions in China Construction Bank Corporation (the “**China Construction Bank**”), including General Manager of the Risk Management Department, President of the Hubei Branch, General Manager of the Credit Management Department, General Manager of the Risk Monitoring Department and Deputy General Manager of the Credit Approval Department. Mr. Ren obtained his Master’s degree in Engineering from Tsinghua University in 1988.

Mr. Zhang Baojiang, born in 1970, with Chinese nationality, is a Senior Economist. Mr. Zhang has been Vice Chairman of the Board and Executive Director of the Bank since August 2024, and has been President of the Bank since June 2024. Mr. Zhang served as Vice President of Agricultural Development Bank of China, President of Anhui Branch, Director of the General Office of the Head Office, Vice President of Shaanxi Branch, and held several positions in the Head Office including Deputy General Manager (in charge of work) of the Policy Research Office, Deputy Director of the General Office and Deputy General Manager of the Research Office. Mr. Zhang obtained his Bachelor’s degree in Science from Beijing Normal University in 1993 and his Doctor’s degree in Economics from the Graduate School of the Party School of the Central Committee of Communist Party of China in 2004.

Mr. Yin Jiuyong, born in 1967, with Chinese nationality, is a Senior Economist. Mr. Yin has been Executive Director of the Bank since February 2024 and has been Vice President of the Bank since September 2019. Mr. Yin served as Vice President of Agricultural Development Bank of China, Director of the Office, President of Henan Branch, and held several positions in the Head Office including General Manager and Deputy General Manager of the Customer Department (during the period of posting as Deputy Manager of the Business Department of Baoding Branch and Deputy President of Baoding Branch), and Deputy Director of the Credit Department. Mr. Yin obtained his Doctor’s degree in Agronomy from Beijing Agricultural University in 1993.

Mr. Zhou Wanfu, born in 1965, with Chinese nationality. Mr. Zhou has been Executive Director of the Bank since February 2024 and has been Vice President of the Bank since July 2020. Mr. Zhou served as Secretary to the Board of Directors of Agricultural Bank of China, General Manager of the Strategic Planning Division of the Head Office, Director of the Tianjin Training Institute, Executive Vice President of the Chongqing Branch, and held several positions in the Head Office including General Manager of the Asset and Liability Management Department, Deputy General Manager of the Budget and Finance Department, Deputy General Manager of the Asset and Liability Management Department, and Vice President of Ningbo Branch. Mr. Zhou obtained his Master’s degree in Economics from the Graduate School of the People’s Bank of China in 1988 and his MBA degree from Nanyang Technological University in Singapore in 2003.

NON-EXECUTIVE DIRECTORS:

Mr. Chang Baosheng, born in 1968, is with Chinese nationality. Mr. Chang has been Non-executive Director of the Bank since January 2021. Mr. Chang served as Level-two Inspector and Deputy Inspector of the Ningxia Supervision Bureau of Ministry of Finance. Mr. Chang served as Deputy Inspector, and Assistant Commissioner of Ningxia Supervision and Inspection Office of Ministry of Finance. Mr. Chang graduated from Zhongnan University of Economics and Law in 1989.

Mr. Liao, Yi Chien David, born in 1972, is with Chinese (Hong Kong) nationality. Mr. Liao has been Non-executive Director of the Bank since May 2021. Mr. Liao is a member of the Group Executive Committee of Hongkong & Shanghai Banking Corporation Limited; a Co-Chief Executive Officer of HSBC Asia Pacific; a Co-chief Executive Officer of the Hongkong & Shanghai Banking Corporation Limited; the President and a Non-executive Director of HSBC Bank (China) Company Limited; a Non-executive Director of Hang Seng Bank Limited and the Director and Honorary Chairman of Beijing HSBC Charity Foundation. Mr. Liao previously served as Managing Director and General Manager of HSBC Group, Head HSBC Asia Pacific Global Banking, Chairman and Chief Executive Officer of HSBC Bank (China) Company Limited, etc. He took positions in the Industrial Bank of Japan (currently Mizuho International Plc). Mr. Liao obtained honorary bachelor's degree from University of London in 1995.

Mr. Chan Siu Chung, born in 1962, is with Chinese (Hong Kong) nationality. Mr. Chan has been Non-executive Director of the Bank since October 2019. Mr. Chan is an adviser to the Co-chief Executive Officer of HSBC. He served as the business director of Greater China Region and the Co-Head of Asia-Pacific of Capital Markets at HSBC, Deputy Head of the Global Capital Markets of Asia Pacific and Head of Trading in Hong Kong, Head of Trading in Hong Kong, Head of Hong Kong Interest Rate Derivatives Trading, etc. Mr. Chan obtained his Master's degree in Applied Finance from Macquarie University, Australia in 1994.

Mr. Mu Guoxin, born in 1966, is with Chinese nationality. Mr. Mu Chan has been Non-executive Director and senior accountant of the Bank since August 2022. Mr. Mu is the Director of Fund Finance Department of the National Council for Social Security Fund; and Non-independent Director of COFCO Fulinmen Co.. Mr. Mu served as Deputy Director, and Chief of the Accounting Division of the Fund Finance Department of the National Council for Social Security Fund, Director of CCB Life Insurance Co., Ltd. Mr. Mu obtained a Master's degree of public administration from a joint program organized by Peking University and the National Institute of Administration in July 2008.

Mr. Ai Dong, born in 1975, with Chinese nationality. Mr. Ai has been a Non-executive Director of the Bank since April 2025. He is Deputy Director of the Finance Department of China National Tobacco Corporation. He currently also serves as a Director of National Fund for Small and Medium-sized Enterprises Development Co., Ltd. and a Supervisor of China Tobacco Magazine Co., Ltd. Mr. Ai previously served as Director of the Comprehensive Division and Deputy Director of the Accounting Division of the Finance Department of China National Tobacco Corporation, and Financial Manager of Tianze Tobacco Co., Ltd. in Zimbabwe. He also once worked as a staff member of the Third Research Institute of China Aerospace Industry Corporation. Mr. Ai obtained a Bachelor's degree in Taxation from Tianjin University of Commerce in 1998.

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Zhang Xiangdong, born in 1957, with Chinese nationality, is a senior Economist. Mr. Zhang has been Independent Non-executive Director of the Bank since August 2020. Mr. Zhang served as Non-executive Director of Bank of China, Non-executive Director and Chairman of the Risk Management Committee of the Board of Directors of China Construction Bank Corporation (during which period Mr. Zhang concurrently served as member of the China International Economic and Trade Arbitration Commission). Mr. Zhang also served as Inspector and Deputy Director General of the General Affairs Department of the State Administration of Foreign Exchange. He served as Executive Vice President of Haikou Branch of the People's Bank of China and Deputy Director General of Hainan Branch of the State Administration of Foreign Exchange. Mr. Zhang served as Member of the Issuance Approval Committee of China Securities Regulatory Commission. Mr. Zhang obtained his Master's degree in Law from Renmin University of China in 1990.

Ms. Li Xiaohui, born in 1967, with Chinese nationality, is a certified public accountant. Ms. Li has been Independent Non-executive Director of the Bank since November 2020. Ms. Li has been a Professor and Doctoral Supervisor at the School of Accounting, Central University of Finance and Economics, and also serves as an Independent Director of China Everbright Group Co., Ltd., a member of the Professional Technical Advisory Committee of the Chinese Institute of Certified Public Accountants, a member of the Audit Committee of the Accounting Society of China and a Member of the Audit Standards Committee of the China Internal Audit Association. Ms. Li worked in the Professional Standards Department of the Chinese Institute of Certified Public Accountants. Ms. Li worked successively in Cangzhou Accounting Firm, Cangshi Accounting Firm and the State-owned Assets Administration under Hebei Province Department of Finance. Ms. Li obtained her Doctoral degree in Economics from Central University of Finance and Economics in 2001.

Mr. Ma Jun, born in 1964, is with Chinese (Hong Kong) nationality. Mr. Ma has been Independent Non-executive Director of the Bank since August 2022. Mr. Ma is currently the President of the Beijing Institute of Green Finance and Sustainable Development, an Independent Director of China Post Huiwanjia Bank, an Independent Director of China Life Insurance (Group) Corporation, Director of the Green Finance Committee of China Society for Finance, Co-Chairman of the Steering Committee of the "Belt and Road" Green Investment Principles, Chairman of the Hong Kong Green Finance Association and Chairman of the Capacity Building Alliance of Sustainable Investment. Mr. Ma served as a member of the

Monetary Policy Committee of the People's Bank of China, Co-Chairman of the G20 Sustainable Finance Working Group, Director of the Center for Finance and Development under Tsinghua National Institute of Financial Research, Chief Economist of the Research Bureau of the People's Bank of China, Chief Economist, Investment Strategist and Managing Director of Deutsche Bank Greater China, Senior Economist at the World Bank and Economist at the International Monetary Fund. Mr. Ma obtained his Ph.D. degree in Economics from Georgetown University in 1994.

Mr. Wong Tin Chak, born in 1964, holds Chinese (Hong Kong) nationality and is a member of the Institute of Chartered Accountants in England and Wales. Mr. Wong has been an Independent Non-executive Director of the Bank since October 2023. He is the Chief Partner of Shanghai De Koon Tian Yu Management Consulting Partnership (Limited Partnership), a member of the Digital Economy Strategy Committee of the China Society for Development Strategy, and currently also serves as an Independent Director of ENN Natural Gas Co., Ltd. Mr. Wong previously served as Chief Commercial Officer, Risk Advisory Lead Partner and Member of the Management Committee of Deloitte China, Member of the Risk Advisory Management Committee of Deloitte Asia Pacific, Deputy Lead Partner and Partner of Audit & Assurance at Deloitte Touche Tohmatsu Certified Public Accountants LLP, and Partner of Deloitte Touche Tohmatsu., etc. Mr. Wong obtained a Bachelor of Social Sciences degree from the University of Hong Kong in 1988.

Mr. Xiao Wei, born in 1960, with Chinese nationality, is a Senior Accountant. Mr. Xiao has been an Independent Non-executive Director of the Bank since September 2024. Mr. Xiao served as Chief Audit Officer of Bank of China Limited, General Manager of the Financial Management Department of the Head Office, Deputy General Manager of the Beijing Branch, Chief Financial Officer of the Beijing Branch, Assistant General Manager and Deputy General Manager of the Asset and Liability Management Department of the Head Office. Mr. Xiao served as the Vice President of China Institute of Internal Audit, the Executive Director of Accounting Society of China, and the Deputy Secretary General of Banking Accounting Society of China. He obtained a Doctor degree in Economics from Renmin University of China in 1994.

Ms. Liu Ruixia, born in 1961, with Chinese nationality, is a senior economist. She currently serves as Chief Expert of the Green Credit Professional Committee of China Banking Association and Chief Expert of the Expert Working Group for China's Banking Industry in Supporting the Achievement of Carbon Peak and Carbon Neutrality Goals. She is a recipient of the Special Government Allowance of the State Council. She previously served as a member of the Task Force on Climate-related Financial Disclosures (TCFD) of the Financial Stability Board, General Manager, Senior Risk Management Expert, Deputy General Manager, Deputy General Manager of the Credit Evaluation Department, Deputy General Manager of the Evaluation and Consultation Department, Director of the Credit Evaluation Division of the Evaluation and Consultation Department, Director of the Accounting Management Division of the Fund Custody Department, and Director of the Comprehensive Division of the Business Development Department at Industrial and Commercial Bank of China. Ms. Liu obtained her Master's degree in Economics from Southwest University of Finance and Economics in 1989.

APPENDIX I THE BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

Save as disclosed above, the above-mentioned Director candidates did not hold any other positions in the Bank or any of its subsidiaries, or hold any directorships in other listed companies in the last three years, or have any relationship with any Director, senior management or substantial shareholders.

As at the Latest Practicable Date, Mr. Ren Deqi holds 500,000 H Shares of the Bank, and Mr. Chan Siu Chung holds 49,357 H Shares of the Bank and 98 H Shares of BOCOM International Holdings Company Limited. Save as disclosed above, none of other Director candidates has or is deemed to have any interest or short positions in the shares, underlying shares or debentures of the Bank or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of the above-mentioned Director candidates that need to be brought to the attention of the shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

**APPENDIX II PROPOSED AMENDMENTS TO PROCEDURAL RULES OF
THE SHAREHOLDERS' GENERAL MEETING**

Proposed amendments to the Procedural Rules of the Shareholders' General Meeting are as follows (amendments are shown in underlines and strikethroughs):

No.	Article No.	Before Amendment	After Amendment
		Chapter 1 General	Chapter 1 General
1	Article 1	In order to improve the corporate management structure of the Bank of Communications Co., Ltd (the “Bank”), ensure that the shareholders legally exercise the shareholders’ rights and that the shareholders’ general meeting exercises its functions and powers in accordance with the law, and guarantee the efficient, smooth, organised and regulated operation of the shareholders’ general meeting, these Procedural Rules are formulated in accordance with the provisions of the Standards for the Governance of Listed Companies, the Rules for Shareholders’ General Meeting of Listed Companies, the Articles of Association of Bank of Communications Co., Ltd. and other applicable regulations (“the Bank’s Articles of Association”) and on the basis of the actual condition of the Bank.	In order to improve the corporate management structure of the Bank of Communications Co., Ltd (the “Bank”), ensure that the shareholders legally exercise the shareholders’ rights and that the shareholders’ general meeting exercises its functions and powers in accordance with the law, and guarantee the efficient, smooth, organised and regulated operation of the shareholders’ general meeting, these Procedural Rules are formulated in accordance with the provisions of the <u>Company Law of PRC (“the Company Law”)</u> , Standards for the Governance of Listed Companies, the Rules for Shareholders’ General Meeting of Listed Companies, other applicable <u>laws, regulations and rules</u> and the Articles of Association of Bank of Communications Co., Ltd. (“the Bank’s Articles of Association”) and on the basis of the actual condition of the Bank.
2	Article 5	The shareholders’ general meeting is made up of all shareholders. The shareholders may attend the shareholders’ general meeting in person, or appoint proxy to attend the meeting and vote on their behalf.	The shareholders’ general meeting <u>of the Bank</u> is made up of all shareholders. The shareholders may attend the shareholders’ general meeting in person, or appoint proxy to attend the meeting and vote on their behalf <u>within the scope of the authorization.</u>

No.	Article No.	Before Amendment	After Amendment
3	Article 9	<p>The shareholders' annual general meeting shall be held once a year within 6 months from the accounting year end date of the previous year. Extraordinary general meeting shall be held from time to time and, upon the happening of an event which, according to the Articles of Association, requires the holding of an extraordinary general meeting, an extraordinary general meeting shall be held within 2 months of the happening of such event.</p> <p>In the event that shareholders' general meetings cannot be held within the time periods as stated above, the Bank shall report to the representative organisations of the Chinese securities regulator in the Bank's locality and the stock exchange of the place where its shares are listed ("Stock Exchange") and shall issue an announcement setting out the reasons. In the case where the date of holding the shareholders' annual general meeting is delayed, the Board of Directors shall also promptly report to the banking management and supervisory authority of the State Council and shall state the reasons therefore.</p>	<p><u>The shareholders' meeting includes annual meeting and extraordinary meeting.</u> The shareholders' annual general meeting shall be held once a year within 6 months from the accounting year end date of the previous year. Extraordinary general meeting shall be held from time to time and, upon the happening of an event which, according to the Articles of Association, requires the holding of an extraordinary general meeting, an extraordinary general meeting shall be held within 2 months of the happening of such event.</p> <p>In the event that shareholders' general meetings cannot be held within the time periods as stated above, the Bank shall report to the representative organisations of the Chinese securities regulator in the Bank's locality and the stock exchange of the place where its shares are listed ("Stock Exchange") and shall issue an announcement setting out the reasons. In the case where the date of holding the shareholders' annual general meeting is delayed <u>due to special circumstances</u>, the Board of Directors shall also promptly report to the banking management and supervisory authority of the State Council and shall state the reasons therefore.</p>

No.	Article No.	Before Amendment	After Amendment
		Chapter 2 Powers and Authority of the Shareholders' General Meeting	Chapter 2 Powers and Authority of the Shareholders' General Meeting
4	Article 10	<p>The shareholders' general meeting is the governing body of the Bank and shall exercise the following powers in accordance with laws, regulations, regulatory rules and requirements and the Bank's Articles of Association:</p> <p>(1) to determine the business policies and investment plans of the Bank;</p> <p>(2) to elect and, replace and dismiss the Directors and Supervisors (other than those who are staff representatives) and to determine the remuneration of the relevant Directors and Supervisors;</p> <p>(3) to examine and to approve the report of the Board of Directors;</p> <p>(4) to examine and to approve the report of the Board of Supervisors;</p> <p>(5) to examine and to approve the annual financial budgets and final accounts of the Bank;</p> <p>(6) to examine and to approve the plans for profit distribution and making up of losses of the Bank;</p> <p>(7) to arrive at the resolution on the increase or reduction in the registered capital of the Bank;</p> <p>(8) to arrive at the resolution on the issuance of debentures or other securities by and the listing plan of the Bank;</p> <p>(9) to arrive at the resolution on matters like merger, division, dissolution, liquidation or change in the form of the Bank;</p>	<p>The shareholders' general meeting is the governing body of the Bank and shall exercise the following powers in accordance with laws, regulations, regulatory rules and requirements and the Bank's Articles of Association:</p> <p>(1) to determine the business policies and investment plans of the Bank;</p> <p>(2) <u>1</u> to elect and, replace and dismiss remove the Directors and Supervisors (other than those who are staff representatives) and to determine the remuneration of the relevant Directors and Supervisors;</p> <p>(3) <u>2</u> to examine and to approve the report of the Board of Directors;</p> <p>(4) to examine and to approve the report of the Board of Supervisors;</p> <p>(5) <u>3</u> to examine and to approve the annual financial budgets and final accounts of the Bank;</p> <p>(6) <u>4</u> to examine and to approve the plans for profit distribution and making up of losses of the Bank;</p> <p>(7) <u>5</u> to arrive at the resolution on the increase or reduction in the registered capital of the Bank;</p> <p>(8) <u>6</u> to arrive at the resolution on the issuance of debentures or other securities by and the listing plan of the Bank;</p> <p>(9) <u>7</u> to arrive at the resolution on matters like merger, division, dissolution, liquidation or change in the form of the Bank;</p>

No.	Article No.	Before Amendment	After Amendment
		<p>(10) to amend these Articles of Association and to review and adopt procedural rules of shareholders' general meeting, procedural rules of the board of directors and procedural rules of the board of supervisors;</p> <p>(11) to arrive at the resolution on the appointment or dismissal of appointment of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(12) to examine any motion put forward by shareholders representing more than 3% of the Bank's total voting shares;</p> <p>(13) to examine and approve the matters of the establishment of a legal entity by the Bank, equity investment, investment on bonds, asset purchasing, asset disposal, asset write off, mortgage of assets and the provision of other guarantee unrelated to commercial banking business;</p> <p>(14) to examine and approve the matter in relation to altering the purpose of raised capital;</p> <p>(15) to consider share incentive schemes and employee share ownership plan;</p> <p>(16) 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 dividends distribution;</p> <p>(17) to resolve on acquisition by the Bank of its own shares in accordance with the laws;</p>	<p>(108) to amend these Articles of Association and to review and adopt procedural rules of shareholders' general meeting; and procedural rules of the board of directors and procedural rules of the board of supervisors;</p> <p>(119) to arrive at the resolution on the appointment or dismissal of appointment of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(120) to examine any motion put forward by shareholders representing more than <u>31</u>% of the Bank's total voting shares;</p> <p>(131) to examine and approve the matters of the establishment of a legal entity by the Bank, equity investment, investment on bonds, asset purchasing, asset disposal, asset write off, mortgage of assets and the provision of other guarantee unrelated to commercial banking business;</p> <p>(142) to examine and approve the matter in relation to altering the purpose of raised capital;</p> <p>(153) to consider share incentive schemes and employee share ownership plan;</p> <p>(164) 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 dividends distribution;</p> <p>(175) to resolve on acquisition by the Bank of its own shares in accordance with the laws;</p>

No.	Article No.	Before Amendment	After Amendment
		<p>(18) to arrive at resolution on other matters in the shareholders' general meeting in accordance with the requirement of the pertinent laws, the administrative rules and regulations, regulatory rules and these Articles of Association.</p> <p>The Party Committee's research and discussion as preliminary procedure shall be performed before making decisions on major business and management matters at the general meeting of shareholders.</p>	<p>(186) to arrive at resolution on other matters in the shareholders' general meeting in accordance with the requirement of the pertinent laws, the administrative rules and regulations, regulatory rules and these Articles of Association.</p> <p>The Party Committee's research and discussion as preliminary procedure shall be performed before making decisions on major business and management matters at the general meeting of shareholders.</p>
		Chapter 3 Convocation of the Shareholders' General Meeting	Chapter 3 Convocation of the Shareholders' General Meeting
5	Article 12	<p>The shareholders' general meetings can be convened by the Board of Directors, the Board of Supervisors and the ordinary shareholders who individually or collectively hold more than 10% of the Bank's shares for more than 90 consecutive days (including the preferred shareholders whose voting rights have been restored).</p>	<p>The shareholders' general meetings can be convened by the Board of Directors, the Board of Supervisors and the ordinary shareholders who individually or collectively hold more than 10% of the Bank's shares for more than 90 consecutive days (including the preferred shareholders whose voting rights have been restored).</p> <p><u>In principle, the shareholders' meeting is convened by the Board of Directors. If the Board of Directors fails or refuses to perform the duty of convening the shareholders' meeting, the audit committee of the Board of Directors ("Audit Committee") shall promptly convene and preside over the meeting; if the audit committee does not convene and preside, shareholders who have held more than 10% of the Bank's shares (including preferred shares with restored voting rights, etc.) alone or collectively for more than 90 consecutive days may convene and preside over the meeting as needed.</u></p>

No.	Article No.	Before Amendment	After Amendment
6	Article 13	<p>The Board of Directors shall convene scheduled shareholders' general meeting according to the time limit as stipulated under Article 9 of these Procedural Rules.</p>	<p>The Board of Directors shall convene scheduled shareholders' general meeting according to the time limit as stipulated under Article 9 of these Procedural Rules.</p> <p><u>Upon the occurrence of any of the following events, an extraordinary meeting shall convene within two months thereof:</u></p> <p><u>(1) the number of Directors falls below the number required by the Company Law or two-thirds of the number required by these Articles of Association;</u></p> <p><u>(2) the aggregate uncovered loss amount to one-third of the total share capital of the Bank;</u></p> <p><u>(3) whenever the Board of Directors considers necessary;</u></p> <p><u>(4) the Audit Committee proposes to convene in writing;</u></p> <p><u>(5) shareholders alone or in aggregate holding an aggregate of 10% or more of the shares (including preferred shares with restored voting rights) request in writing the convening of an extraordinary meeting (shareholding shall be calculated as of the day on which the written request is made);</u></p> <p><u>(6) more than half of the Independent Directors propose to convene the same;</u></p> <p><u>(7) Other situations stipulated in the laws, administrative regulations, department regulations, or the Articles of Association.</u></p>

No.	Article No.	Before Amendment	After Amendment
7	Article 14	<p>An Independent Director shall have the right to propose to the Board of Directors for holding an extraordinary general meeting. With regard to the proposal made by the Independent Director for convening an extraordinary general meeting, the Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply on whether to hold the extraordinary general meeting or not within 10 days upon receipt of the proposal.</p> <p>If the Board of Directors agrees to hold the extraordinary general meeting, it shall issue a notice of such meeting within 5 days after the resolution is made by the Board of Directors.</p> <p>If the Board of Directors does not agree to hold the extraordinary general meeting, it shall give the reasons and make an announcement in respect thereof.</p>	<p>An Independent Director shall have the right to propose to the Board of Directors for holding an extraordinary general meeting. With regard to the proposal made by the Independent Director for convening an extraordinary general meeting, the Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply on whether to hold the extraordinary general meeting or not within 10 days upon receipt of the proposal <u>from the relevant entity as stipulated in Article 13.</u></p> <p>If the Board of Directors agrees to hold the extraordinary general meeting, it shall issue a notice of such meeting within 5 days after the resolution is made by the Board of Directors. <u>If there are any changes to the original proposal in the notice, the consent of the proposer shall be obtained.</u></p> <p>If the Board of Directors does not agree to hold the extraordinary general meeting, <u>or fails to provide a written response within 10 days after receiving the proposal, it shall be deemed as unable or unwilling to perform the responsibility of convening the shareholders' meeting, and the Board</u> shall give the reasons <u>for this</u> and make an announcement in respect thereof.</p>

No.	Article No.	Before Amendment	After Amendment
8	Article 15	<p>The Supervisory Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall put forward its proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not within 10 days of the receipt of the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution of the Board of Directors is made. In the event of the notice making any change to the original motion, the consent of the Supervisory Committee shall be obtained.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days of the receipt of the proposal, the Board of Directors shall be deemed to be unable or to have failed in performing its duty of convening a shareholders' general meeting, and the Supervisory Committee may convene and preside over the meeting by itself.</p>	<p>The Supervisory Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall put forward its proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not within 10 days of the receipt of the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution of the Board of Directors is made. In the event of the notice making any change to the original motion, the consent of the Supervisory Committee shall be obtained.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days of the receipt of the proposal, the Board of Directors shall be deemed to be unable or to have failed in performing its duty of convening a shareholders' general meeting, and the Supervisory Committee may convene and preside over the meeting by itself.</p>

No.	Article No.	Before Amendment	After Amendment
			<p><u>Upon the occurrence of any of the following events, the Audit Committee may convene and preside over the shareholders' meeting on its own:</u></p> <p><u>(1) when the Audit Committee submits a written proposal to the Board of Directors to convene an extraordinary meeting of shareholders, and the Board fails or refuses to perform the duty of convening the shareholders' meeting;</u></p> <p><u>(2) When a shareholder or shareholders holding individually or collectively 10% or more of the Bank's shares (including preferred shares with restored voting rights) submit a written request to the Board of Directors to convene an extraordinary meeting, and due to the Board's failure or refusal to perform the duty of convening the shareholders' meeting, such shareholder(s) submit a written request to the Audit Committee to convene the extraordinary meeting.</u></p> <p><u>Upon receiving such shareholder request, if the Audit Committee agrees to convene the extraordinary meeting, it shall issue a notice of the meeting within 5 days of receiving the request. If there are any changes to the original request in the notice, the consent of the relevant shareholder must be obtained.</u></p> <p><u>If the Audit Committee fails to issue the notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the Audit Committee fails or refuses to perform the duty of convening the shareholders' meeting.</u></p>

No.	Article No.	Before Amendment	After Amendment
9	Article 16	<p>Shareholder(s) individually or in aggregate holding over 10% of the voting rights of the shares (including preferred shares with restored voting rights) having the right to vote in such a meeting may sign one or several written requests in the same form requesting the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not within 10 days of the receipt of the written requests.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within 5 days after the resolution of the Board of Directors is made. In the event of the notice making any change to the original requests, the consent of the relevant shareholders shall be obtained.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give a reply within 10 days of receipt of the requests, shareholder(s) individually or in aggregate holding over 10% of the shares in the Bank are entitled to propose to the Supervisory Committee to convene an extraordinary general meeting. Such proposal shall be made in writing.</p>	<p><u>If any of the following circumstances occur, shareholder(s) who have held individually or collectively 10% or more of the Bank's shares (including preferred shares with restored voting rights) for more than 90 consecutive days may convene and preside over the shareholders' meeting on their own:</u></p> <p>Shareholder(s) individually or in aggregate holding over 10% of the voting rights of the shares (including preferred shares with restored voting rights) having the right to vote in such a meeting may sign one or several written requests in the same form requesting the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, <u>successively submit a written proposal to the Board of Directors and the Audit Committee to convene an extraordinary shareholders' meeting, and both the Board of Directors and the Audit Committee are unable or fail to perform their duty to convene the shareholders' meeting.</u> give a written reply as to whether it agrees to hold the extraordinary general meeting or not within 10 days of the receipt of the written requests.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within 5 days after the resolution of the Board of Directors is made. In the event of the notice making any change to the original requests, the consent of the relevant shareholders shall be obtained.</p>

No.	Article No.	Before Amendment	After Amendment
		<p>If the Supervisory Committee agrees to convene the extraordinary general, it shall issue a notice of such meeting within 5 days upon receipt of the proposal. In the event of the notice making any change to the original motion, the consent of the relevant shareholders shall be obtained.</p> <p>If the Supervisory Committee fails to give notice of general meeting within the requisite period, the Supervisory Committee shall be deemed to have failed to convene and preside over the general meeting, and shareholder(s) individually or in aggregate holding over 10% of the shares in the Bank for over 90 consecutive days may convene and preside over the general meeting on their own accord. The procedures for convening such shareholders' general meeting shall follow those shareholders' general meeting convened by Directors as much as possible.</p> <p>All expenses necessary for convening shareholders' general meeting by the shareholders as a result of the Directors' failure to convene a meeting at shareholders' request shall be borne by the Bank, and the Bank shall be entitled to obtain indemnification from the defaulting Directors.</p>	<p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give a reply within 10 days of receipt of the requests, shareholder(s) individually or in aggregate holding over 10% of the shares in the Bank are entitled to propose to the Supervisory Committee to convene an extraordinary general meeting. Such proposal shall be made in writing.</p> <p>If the Supervisory Committee agrees to convene the extraordinary general, it shall issue a notice of such meeting within 5 days upon receipt of the proposal. In the event of the notice making any change to the original motion, the consent of the relevant shareholders shall be obtained.</p> <p>If the Supervisory Committee fails to give notice of general meeting within the requisite period, the Supervisory Committee shall be deemed to have failed to convene and preside over the general meeting, and shareholder(s) individually or in aggregate holding over 10% of the shares in the Bank for over 90 consecutive days may convene and preside over the general meeting on their own accord. The procedures for convening such shareholders' general meeting shall follow those shareholders' general meeting convened by Directors as much as possible.</p> <p><u>Before the announcement of the shareholders' meeting resolution, the proportion of shares held by the convening shareholders (including preferred shares with restored voting rights) shall not be less than 10%.</u></p> <p>All expenses necessary for convening shareholders' general meeting by the shareholders as a result of the Directors' failure to convene a meeting at shareholders' request shall be borne by the Bank, and the Bank shall be entitled to obtain indemnification from the defaulting Directors.</p>

No.	Article No.	Before Amendment	After Amendment
10	Article 17	<p>If the board of supervisors or the shareholders decide to convene a general meeting, they shall give a written notice to the Board of Directors and, at the same time, file with the Stock Exchange in accordance with the relevant rules prevailing in the place of listing. The proportion of shares in the possession of the convening shareholders shall be at least 10% before the resolution of shareholders' general meeting is declared including the preferred shareholders whose voting rights have been restored).</p> <p>The Board of Supervisor or the shareholders shall submit the corresponding certificates to local stock exchange when issuing the notice of convening a shareholders' general meeting and declaring the resolution of shareholders' general meeting.</p>	<p>If the Audit Committee board of supervisors or the shareholders decide to convene a general meeting, they shall give a written notice to the Board of Directors and, at the same time, file with the Stock Exchange in accordance with the relevant rules prevailing in the place of listing. The proportion of shares in the possession of the convening shareholders shall be at least 10% before the resolution of shareholders' general meeting is declared including the preferred shareholders whose voting rights have been restored).</p> <p>The Board of Supervisor Audit Committee or the shareholders shall submit the corresponding certificates to local stock exchange when issuing the notice of convening a shareholders' general meeting and declaring the resolution of shareholders' general meeting.</p>
11	Article 18	<p>The Board of Directors and the Secretary of the Board shall be cooperative to the shareholders' general meeting convened by the Board of Supervisors and the shareholders on its/their own initiative in accordance with the Bank's Articles of Association and these Procedural Rules, the Board of Directors and its secretary shall offer cooperation. The Board of Directors shall provide the register of shareholders recorded on the date of record.</p> <p>If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the shareholders' general meeting. The convener shall not use the register of shareholders for any purpose other than the shareholders' general meeting.</p>	<p>The Board of Directors and the Secretary of the Board shall be cooperative to the shareholders' general meeting convened by the Board of Supervisors Audit Committee and the shareholders on its/their own initiative in accordance with the Bank's Articles of Association and these Procedural Rules, the Board of Directors and its secretary shall offer cooperation. The Board of Directors shall provide the register of shareholders recorded on the date of record.</p> <p>If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the shareholders' general meeting. The convener shall not use the register of shareholders for any purpose other than the shareholders' general meeting.</p>

No.	Article No.	Before Amendment	After Amendment
12	Article 19	All expenses necessary for convening shareholders' general meeting by the Supervisory Committee or the shareholders shall be borne by the Bank.	All expenses necessary for convening shareholders' general meeting by the <u>Audit Supervisory</u> Committee or the shareholders shall be borne by the Bank.
		Chapter 4 Notice, Registration and Proposed Motion of the Shareholders' General Meeting	Chapter 4 Notice, Registration and Proposed Motion of the Shareholders' General Meeting
13	Article 20	<p>A shareholders' general meeting shall be convened by a written notice served on the shareholders registered as such in the register of shareholders prior to the meeting specifying the matters to be considered and the time and place of the meeting.</p> <p>When the Bank is to convene an annual general meeting, written notice of the meeting shall be given 20 days before the date of the meeting, and when the Bank is to convene an extraordinary general meeting, written notice of the meeting shall be given 15 days before the date of the meeting. If the securities regulatory authority in the place where the Bank's shares are listed has a longer time limit for the notice period of the general meeting of shareholders, such stipulation shall prevail.</p>	<p>A shareholders' general meeting shall be convened by a written notice served on the shareholders registered as such in the register of shareholders prior to the meeting specifying the matters to be considered and the time and place of the meeting.</p> <p>When the Bank is to convene an annual general meeting, written notice of the meeting shall be given <u>by announcement or by other methods recognized by the regulatory authority in the place where the Bank's shares are listed</u> 20 days before the date of the meeting, and when the Bank is to convene an extraordinary general meeting, written notice of the meeting shall be given <u>by announcement or by other methods recognized by the regulatory authority in the place where the Bank's shares are listed</u> 15 days before the date of the meeting. If the securities regulatory authority <u>regulatory authority</u> in the place where the Bank's shares are listed has a longer time limit for the notice period of the general meeting of shareholders, such stipulation shall prevail.</p>

No.	Article No.	Before Amendment	After Amendment
14	Article 21	<p>Content of the notice of the meeting shall conform to regulations of Articles of Association and it shall thoroughly and completely disclose the specific contents of all proposals, as well as all the information or explanations which are necessary for the shareholders to make a reasonable judgment in respect of the matters to be discussed. The convener shall disclose information necessary to assist shareholders in making reasonable decisions on the matters to be discussed 5 days prior to the convening of the general meeting (or such longer period as required by the rules applicable at the place where the shares are listed). If the relevant proposal requires the opinion of Independent Directors, the Board of Supervisors, intermediaries, etc., such proposal shall be disclosed as part of the meeting materials.</p> <p>With respect to the proposals to be voted on at the shareholders' general meeting, if the effectiveness of a proposal is a prerequisite for the other proposals becoming effective, the convener shall explicitly disclose the relevant prerequisite in the notice of the shareholders' general meeting and provide a special reminder that the adoption of such proposal is a prerequisite for the voting result of subsequent proposals becoming effective.</p>	<p>Content of the notice and supplemental notice of the shareholders' meeting shall conform to regulations of Articles of Association and it shall thoroughly and completely disclose the specific contents of all proposals, as well as all the information or explanations which are necessary for the shareholders to make a reasonable judgment in respect of the matters to be discussed. The convener shall disclose information necessary to assist shareholders in making reasonable decisions on the matters to be discussed 5 days prior to the convening of the general meeting (or such longer period as required by the rules applicable at the place where the shares are listed). If the relevant proposal requires the opinion of Independent Directors, the Board of Supervisors, intermediaries, etc., such proposal shall be disclosed as part of the meeting materials.</p> <p>With respect to the proposals to be voted on at the shareholders' general meeting, if the effectiveness of a proposal is a prerequisite for the other proposals becoming effective, the convener shall explicitly disclose the relevant prerequisite in the notice of the shareholders' general meeting and provide a special reminder that the adoption of such proposal is a prerequisite for the voting result of subsequent proposals becoming effective.</p>

No.	Article No.	Before Amendment	After Amendment
15	Article 22	<p>If the election of Directors or Supervisors is proposed to be discussed at a shareholders' general meetings, the notice of such meeting shall fully disclose detailed information of the Director candidates or Supervisor candidates, which shall at least include:</p> <p>(i) personal particulars, such as educational background, working experiences, and concurrent positions;</p> <p>(ii) whether such candidates are connected with the Bank, its controlling shareholders or its factual controllers;</p> <p>(iii) the number of shares of the Bank held by such candidates; and</p> <p>(iv) whether such candidates have been subjected to the punishment of the securities regulatory authority under the State Council or any other relevant department or the reprimand of the stock exchange.</p> <p>(v) other information required to be disclosed by the stock exchange.</p>	<p>If the election of Directors or Supervisors is proposed to be discussed at a shareholders' general meetings, the notice of such meeting shall fully disclose detailed information of the Director candidates or Supervisor candidates, which shall at least include:</p> <p>(i) personal particulars, such as educational background, working experiences, and concurrent positions;</p> <p>(ii) whether such candidates are connected with the Bank, its controlling shareholders or its factual controllers;</p> <p>(iii) the number of shares of the Bank held by such candidates; and</p> <p>(iv) whether such candidates have been subjected to the punishment of the securities regulatory authority under the State Council or any other relevant department or the reprimand of the stock exchange.</p> <p>(v) other information required to be disclosed by the stock exchange.</p>

No.	Article No.	Before Amendment	After Amendment
16	Original Article 23	For holders of A shares, notice of the shareholders' general meeting shall be given by way of announcement, and at the time of such announcement, all holders of A shares are deemed to have received the notice of the relevant shareholders' meeting. For holders of H shares, notice of the shareholders' general meeting shall be sent to shareholders (whether or not having voting rights at the shareholders' general meeting) in person, or by mail with postage prepaid. Addresses of the receiver shall be those as registered on the register of shareholders. Subject to the laws and regulations and the relevant listing rules applicable at the place where the Bank's shares are listed, notice of the shareholders' general meeting may also be given by other means set forth in Article 267 of the Bank's Articles of Association.	Deleted

No.	Article No.	Before Amendment	After Amendment
17	Article 26 (Original Article 27)	Shareholders attending the meeting shall register their attendance in accordance with the instructions under the notice.	<p>Shareholders attending the meeting shall register their attendance in accordance with the instructions under the notice.</p> <p><u>The following documents shall be provided by shareholders for registration to attend the meeting:</u></p> <p>(1) <u>Individual shareholders attending the meeting in person shall present their identity cards or other valid documents or certificates showing their identities, stock account card or share certificate; in case of attendance by proxies, the proxies shall present their valid personal identity documents and written authorization letters.</u></p> <p>(2) <u>Legal person shareholders shall attend the meeting through the legal representative or the proxy assigned by the legal representative. Legal representatives attending the meeting shall show their personal identity documents, valid proof of their status as the legal representative and, in case of attendance by proxies, the proxies shall show personal identity documents, a proxies in writing issued by legal representatives of the legal person shareholder in accordance with relevant laws.</u></p>

No.	Article No.	Before Amendment	After Amendment
18	Original Article 28	<p>Shareholders shall present the following documents at the time of registering their attendance:</p> <p>(1) Individual shareholders attending the meeting in person shall present their identity cards or other valid documents or certificates showing their identities, stock account card or share certificate; in case of attendance by proxies, the proxies shall present their valid personal identity documents, the instruments appointing a proxy by the shareholder. own identity cards and written authorization letters.</p> <p>(2) Legal person shareholders shall attend the meeting through the legal representative or the proxy assigned by the legal representative. Legal representatives attending the meeting shall show their personal identity documents, valid proof of their status as the legal representative and, in case of attendance by proxies, the proxies shall show personal identity documents, a proxies in writing issued by legal representatives of the legal person shareholder in accordance with relevant laws.</p>	Deleted.

No.	Article No.	Before Amendment	After Amendment
19	Article 27 (Original Article 29)	<p>Proxy forms issued by shareholders appointing others to attend the shareholders' general meeting shall specify the following:</p> <p>(1) Name of proxy;</p> <p>(2) Whether or not the proxy is entitled to vote;</p> <p>(3) If the proxy is entitled to vote, instructions in relation to voting for or against or giving up voting rights on each matter considered in the shareholders' general meeting;</p> <p>(4) Whether the proxy is entitled to vote on extraordinary proposals that may be included into the agenda of the shareholders' general meeting;</p> <p>(5) Date of the issuance and the validity of the proxy form;</p> <p>(6) Signature and seal of the appointer; in the case where the appointer is a legal person, the seal of such legal person shall be affixed, however, directors or other duly appointed persons of overseas legal persons may sign the proxy form if it is so permitted by the laws of the place of its registration.</p> <p>In case that the proxy form does not give definite instruction with regard to (2), (3) and (4) above, proxies shall be deemed as having been authorized to vote on their own initiative.</p>	<p>Proxy forms issued by shareholders appointing others to attend the shareholders' general meeting shall specify the following:</p> <p>(1) Name of proxy;</p> <p>(2) Whether or not the proxy is entitled to vote;</p> <p>3) If the proxy is entitled to vote, instructions in relation to voting for or against or giving up voting rights on each matter considered in the shareholders' general meeting;</p> <p>(4) Whether the proxy is entitled to vote on extraordinary proposals that may be included into the agenda of the shareholders' general meeting, <u>and if so, specific instructions on what type of voting rights should be exercised;</u></p> <p>(5) Date of the issuance and the validity of the proxy form;</p> <p>(6) Signature and seal of the appointer; in the case where the appointer is a legal person, the seal of such legal person shall be affixed, however, directors or other duly appointed persons of overseas legal persons may sign the proxy form if it is so permitted by the laws of the place of its registration.</p> <p>In case that the proxy form does not give definite instruction with regard to (2), (3) and (4) above, proxies shall be deemed as having been authorized to vote on their own initiative.</p>

No.	Article No.	Before Amendment	After Amendment
20	Article 31 (Original Article 33)	<p>Where the Bank convenes a shareholders' general meeting, the Board of Directors, the Supervisory Committee and shareholder(s) (including the preferred shareholders whose voting rights have been restored) individually or in aggregate holding over 3% of the Bank's shares shall have the right to propose motions to the Bank in written form. The Bank shall include in the agenda of the meeting proposed matters that fall within the responsibility of the shareholders' general meeting.</p> <p>Shareholder(s) (including the preferred shareholders whose voting rights have been restored) individually or in aggregate holding over 3% of the shares in the Bank may propose extraordinary motions and submit the same in writing to the convener 10 days prior to the holding of the shareholders' general meeting. If qualified shareholders make an extraordinary motion before the convening of the shareholders' general meeting, such shareholder(s) shall hold no less than 3% of the Bank's shares from the date of the notice of the proposal to the announcement of the meeting resolution.</p> <p>Shareholders proposing extraordinary motions shall provide a written document to the convener certifying the holding of 3% or more of the Bank's shares.</p>	<p>Where the Bank convenes a shareholders' general meeting, the Board of Directors, the Supervisory <u>Audit</u> Committee and shareholder(s) (including the preferred shareholders whose <u>with</u> voting rights have been restored) individually or in aggregate holding over <u>31%</u> of the Bank's shares shall have the right to propose motions to the Bank in written form. The Bank shall include in the agenda of the meeting proposed matters that fall within the responsibility of the shareholders' general meeting.</p> <p>Shareholder(s) (including the preferred shareholders whose <u>with restored</u> voting rights) individually or in aggregate holding over <u>31%</u> of the shares in the Bank may propose extraordinary motions and submit the same in writing to the convener 10 days prior to the holding of the shareholders' general meeting. <u>The extraordinary motion shall include a clear agenda and specific resolution matters.</u> If qualified shareholders make an extraordinary motion before the convening of the shareholders' general meeting, such shareholder(s) shall hold no less than <u>31%</u> of the Bank's shares from the date of the notice of the proposal to the announcement of the meeting resolution. Shareholders proposing extraordinary motions shall <u>and</u> provide a written document to the convener certifying the holding of <u>31%</u> or more of the Bank's shares <u>(including the preferred share with voting rights have been restored).</u></p>

No.	Article No.	Before Amendment	After Amendment
		<p>If shareholders make a joint motion by proxies, the shareholder(s) shall issue a written authorization letter to the proxies. If the shareholders proposing motions genuinely meet the eligibility requirement, and the relevant motions meet the requirements of the Company Law, the convener shall submit the proposal to the shareholders' general meeting for consideration and issue a supplementary notice of the shareholders' general meeting within the specified time limit.</p> <p>If the extraordinary motions meet the conditions set forth in the Bank's Articles of Association, the convener shall issue a supplementary notice of the shareholders' general meeting within 2 days after receipt of the motion, disclosing the name or names of the shareholders proposing the extraordinary motion, the shareholding percentage and the content of the new motions. If the convener is required by applicable regulations to supplement or correct the disclosed content of the motion, the convener must not materially amend the motion, and shall issue the relevant supplementary or correction announcement within the specified time limit to announce the content of the extraordinary motion.</p>	<p>If shareholders make a joint motion by proxies, the shareholder(s) shall issue a written authorization letter to the proxies. If the shareholders proposing motions genuinely meet the eligibility requirement, and the relevant motions meet the requirements of the Company Law, the convener shall submit the proposal to the shareholders' general meeting for consideration and issue a supplementary notice of the shareholders' general meeting within the specified time limit.</p> <p>If the extraordinary motions meet the conditions set forth in the Bank's Articles of Association, the convener shall issue a supplementary notice of the shareholders' general meeting within 2 days after receipt of the motion, disclosing the name or names of the shareholders proposing the extraordinary motion, the shareholding percentage and the content of the new motions. If the convener is required by applicable regulations to supplement or correct the disclosed content of the motion, the convener must not materially amend the motion, and shall issue the relevant supplementary or correction announcement within the specified time limit to announce the content of the extraordinary motion <u>and submit to the shareholders' meeting for consideration. However, if the extraordinary motion violates laws, administrative regulations, or the Articles of Association of the Bank, or does not fall within the authority of the shareholders' meeting, it shall be excluded.</u></p>

No.	Article No.	Before Amendment	After Amendment
		<p>The legal opinion issued by legal counselor with respect to the resolution of the shareholders' general meeting shall contain a clear opinion as to whether the supplement or correction of the disclosed content of the motion constitutes a substantial amendment to the motion. In the case of substantial amendment, the relevant amendment shall be considered as a new motion and shall not be put to vote at the upcoming shareholders' general meeting.</p> <p>Except as provided in the preceding paragraph, the convener shall not amend the proposals already specified in the notice of the general meeting or add new proposals after issuing the notice of the general meeting.</p>	<p>The legal opinion issued by legal counselor with respect to the resolution of the shareholders' general meeting shall contain a clear opinion as to whether the supplement or correction of the disclosed content of the motion constitutes a substantial amendment to the motion. In the case of substantial amendment, the relevant amendment shall be considered as a new motion and shall not be put submitted to vote considerate at the upcoming shareholders' general meeting.</p> <p>Except as provided in the preceding paragraph stipulated under this article, the convener shall not amend the proposals already specified in the notice of the general meeting or add new proposals after issuing the notice of the general meeting.</p>
		Chapter 5 Convening of the Shareholders' General Meeting and Procedures for Voting and Making Resolutions	Chapter 5 Convening of the Shareholders' General Meeting and Procedures for Voting and Making Resolutions
21	Article 35 (Original Article 37)	<p>The Board of Directors and other convenors shall take necessary measures to ensure solemnity and to maintain proper order of the shareholders' general meeting and they are entitled to reject the attendance of any other persons who are unrelated to the meeting. With regard to activities that violate the order of the shareholders' general meeting, affray or activities that are harmful to the legal rights and interests of other shareholders, the Bank is entitled to take action to restrain such activities and promptly report the same to relevant authorities.</p>	<p>The Board of Directors and other convenors shall take necessary measures to ensure solemnity and to maintain proper order of the shareholders' general meeting and they are entitled to reject the attendance of any other persons who are unrelated to the meeting. With regard to activities that violate the order of the shareholders' general meeting, affray or activities that are harmful to the legal rights and interests of other shareholders, the Bank is will is is entitled to take action to restrain such activities and promptly report the same to relevant authorities.</p>
22	Article 36 (Original Article 38)	<p>All Directors, Supervisors and the secretary to the Board of Directors shall attend the shareholders' general meeting. President and other Senior Management personnel shall be present at the meeting.</p>	<p>All Directors, Supervisors and the secretary to the Board of Directors shall attend the shareholders' general meeting. President and other Senior Management personnel shall be present at the meeting. Where Directors and Senior Management Personnel are required to be present at shareholders' meeting, such Directors and Senior Management Personnel shall be present at the meeting and answer the queries from shareholders.</p>

No.	Article No.	Before Amendment	After Amendment
23	Article 37 (Original Article 39)	<p>A shareholders' general meeting shall be presided over by the Chairman of the Board of Directors. If the Chairman of the Board of Directors is unable to perform or fails to perform his duties, the Vice-chairman (or in the case the Bank has two Vice-chairmen, the Vice-chairman jointly elected by over one half of all Directors) shall preside over the meeting; and if the Vice-chairman is unable to perform or fails to perform his duties, a Director jointly elected by over one half of all Directors shall preside over the meeting.</p> <p>For a shareholders' general meeting convened by the Supervisory Committee itself, such meeting shall be presided over by the Chairman of the Supervisory Committee. If the Chairman of the Supervisory Committee is unable to perform or fails to perform his duties, a Supervisor jointly elected by over one half of all Supervisors shall preside over the meeting.</p> <p>For a shareholders' general meeting convened by the shareholders themselves, such meeting shall be presided over by a shareholder representative elected by the convening shareholders. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder present in person or by proxy in the meeting and holding the largest number of shares which carry the right to vote shall be the chairman of the meeting.</p>	<p>A shareholders' general meeting shall be presided over by the Chairman of the Board of Directors. If the Chairman of the Board of Directors is unable to perform or fails to perform his duties, the Vice-chairman (or in the case the Bank has two Vice-chairmen, the Vice-chairman jointly elected by over more than one half of all Directors) shall preside over the meeting; and if the Vice-chairman is unable to perform or fails to perform his duties, a Director jointly elected by over more than one half of all Directors shall preside over the meeting.</p> <p>For a shareholders' general meeting convened by the Supervisory Audit Committee itself, such meeting shall be presided over by the Chairman of the Supervisory convener of the Audit Committee. If the Chairman of the Supervisory convener of the Audit Committee is unable to perform or fails to perform his duties, a Supervisor member of the Audit Committee jointly elected by over more than one half of all Supervisors members of the Audit Committee shall preside over the meeting.</p> <p>For a shareholders' general meeting convened by the shareholders themselves, such meeting shall be presided over by the convener or a shareholder representative elected by the convening shareholders. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder present in person or by proxy in the meeting and holding the largest number of shares which carry the right to vote shall be the chairman of the meeting.</p>

No.	Article No.	Before Amendment	After Amendment
		<p>During the course of a shareholders' meeting, if the chairman of the meeting breaches the rules of procedures of the meeting and renders it impossible for the meeting to continue, with the consent of the shareholders present physically at the meeting and representing more than one half of the total voting rights of all shareholders so present, the shareholders' general meeting may elect one individual to be the chairman of the meeting and the meeting shall continue.</p>	<p>During the course of a shareholders' meeting, if the chairman of the meeting breaches the rules of procedures of the meeting and renders it impossible for the meeting to continue, with the consent of the shareholders present physically at the meeting and representing more than one half of the total voting rights of all shareholders so present, the shareholders' general meeting may elect one individual to be the chairman of the meeting and the meeting shall continue.</p>
24	Article 40 (Original Article 42)	<p>Shareholders attending the shareholders' general meeting may request to speak at the meeting. Speech and inquiries made by the shareholders shall relate to the subjects of the meeting and shall conform to the following:</p> <p>(1) shareholders requesting to speak at the meeting shall be registered before the meeting or, while the meeting is in progress, before the voting. The chairman of the meeting shall decide the number of speakers and the length of time for the speech based on the actual situation of the meeting, and the sequence of the speech shall be arranged in the order of the time of registration.</p>	<p>Shareholders attending the shareholders' general meeting may request to speak at the meeting. Speech and inquiries made by the shareholders shall relate to the subjects of the meeting and shall conform to the following:</p> <p>(1) shareholders requesting to speak at the meeting shall be registered before the meeting or, while the meeting is in progress, before the voting. The chairman of the meeting shall decide the number of speakers and the length of time for the speech based on the actual situation of the meeting, and the sequence of the speech shall be arranged in the order of the time of registration.</p>

No.	Article No.	Before Amendment	After Amendment
		<p>(2) if shareholders intend to make inquiries on the relevant issues while they are being considered, the chairman of the meeting shall make arrangement for his/her speech depending on the actual situation. Shareholders who intend to make enquiries shall make themselves known by raising their hands, and may present their questions upon approval by the chairman of the meeting. Where requests to make inquiries have been made by multiple shareholders, the shareholder who make himself/herself known first by raising his/her hand shall be entitled to make the first inquiry and, if the order of such requests cannot be clearly determined, the chairman of the meeting shall be entitled to determine which shareholder may make inquiries;</p> <p>(3) before speaking and making inquiries at the meeting, shareholders shall first state their names, the names of the individual shareholders or legal person shareholders;</p> <p>(4) shareholders requesting to speak and make inquiries at the meeting shall not interrupt the report being made by any person or statement being made by other shareholders;</p> <p>In case that the shareholders violate the above, the chairman of the meeting may reject or stop them from making speeches.</p>	<p>(2) if shareholders intend to make inquiries on the relevant issues while they are being considered, the chairman of the meeting shall make arrangement for his/her speech depending on the actual situation. Shareholders who intend to make enquiries shall make themselves known by raising their hands, and may present their questions upon approval by the chairman of the meeting. Where requests to make inquiries have been made by multiple shareholders, the shareholder who make himself/herself known first by raising his/her hand shall be entitled to make the first inquiry and, if the order of such requests cannot be clearly determined, the chairman of the meeting shall be entitled to determine which shareholder may make inquiries;</p> <p>(3) before speaking and making inquiries at the meeting, shareholders shall first state their names, the names of the individual shareholders or legal person shareholders;</p> <p>(4) shareholders requesting to speak and make inquiries at the meeting shall not interrupt the report being made by any person or statement being made by other shareholders;</p> <p>In case that the shareholders violate the above, the chairman of the meeting may reject or stop them from making speeches.</p>
25	Article 41 (Original Article 43)	During the Annual shareholders' general meeting, the Board of Directors and the Supervisory committee shall respectively give a report on their work in the previous year to shareholders' general meeting.	During the Annual shareholders' general meeting, the Board of Directors and the Supervisory committee shall respectively give a report on their work in the previous year to shareholders' general meeting. <u>Each independent director shall also submit a work report.</u>

No.	Article No.	Before Amendment	After Amendment
26	Article 42 (Original Article 44)	<p>The Board of Directors, the Supervisory Committee and senior management shall make respond to or give explanation of the inquiries and suggestions made by shareholders save and except where:</p> <p>(1) trade secrets of the Bank is involved, which may not be disclosed at the shareholders' general meeting;</p> <p>(2) the inquiry is irrelevant to the subject;</p> <p>(3) the matters inquired about are not yet confirmed and verified;</p> <p>(4) answering the inquiry will prejudice the interest of other shareholders of the Bank.</p>	<p>The Board of Directors,the Supervisory Committee and senior management shall make respond to or give <u>clarifications</u> <u>or</u> explanation of the inquiries and suggestions made by shareholders save and except where:</p> <p>(1) trade secrets of the Bank is involved, which may not be disclosed at the shareholders' general meeting;</p> <p>(2) the inquiry is irrelevant to the subject;</p> <p>(3) the matters inquired about are not yet confirmed and verified;</p> <p>(4) answering the inquiry will prejudice the interest of other shareholders of the Bank.</p>
27	Article 46 (Original Article 48)	<p>Votes of shareholders shall be taken by open ballot.</p> <p>Shareholders (including proxies) voting at the shareholders' general meeting shall exercise their voting rights on the basis of the number of shares held by them with voting rights, and one vote will be given for every share held.</p> <p>All motions shall be put to vote on a case-by-case basis at the shareholders' general meeting. Shareholders or their proxies shall not vote in favor of mutually exclusive motions at the shareholders' general meeting at the same time. Insofar as a particular resolution is concerned, a shareholder shall only cast its vote in one of the following ways: physically, on line or by other method as stipulated. In the event of multiple votes being cast by the same shareholder on the same resolution, the vote that was cast in the first instance shall prevail.</p>	<p>Votes of shareholders shall be taken by open ballot.</p> <p>Shareholders (including proxies) voting at the shareholders' general meeting shall exercise their voting rights on the basis of the number of shares held by them with voting rights, and one vote will be given for every share held, <u>except for holders of class share.</u></p> <p>All motions shall be put to vote on a case-by-case basis at the shareholders' general meeting. Shareholders or their proxies shall not vote in favor of mutually exclusive motions at the shareholders' general meeting at the same time. Insofar as a particular resolution is concerned, a shareholder shall only cast its vote in one of the following ways: physically, on line or by other method as stipulated. In the event of multiple votes being cast by the same shareholder on the same resolution, the vote that was cast in the first instance shall prevail.</p>

No.	Article No.	Before Amendment	After Amendment
		<p>The number of voting rights exercisable by a shareholder holding multiple shareholder accounts shall be the sum of the number of ordinary shares of the same class and preferred shares of the same variety held in all shareholder accounts in the name of such shareholder.</p> <p>Shareholders holding multiple shareholder accounts who participate in the online voting at the shareholders' general meeting through the online voting system of the Shanghai Stock Exchange may participate through any of their shareholder accounts. After the voting, the ordinary shares of the same class and preferred shares of the same variety under all shareholder accounts shall be deemed to have cast votes of the same opinion respectively.</p> <p>If a shareholder holding multiple shareholder accounts votes repeatedly through multiple shareholder accounts, the voting opinions of the ordinary shares of the same class and preferred shares of the same variety under all shareholder accounts shall be subject to the first voting results of each class and variety of shares respectively.</p>	<p>The number of voting rights exercisable by a shareholder holding multiple shareholder accounts shall be the sum of the number of ordinary shares of the same class and preferred shares of the same variety held in all shareholder accounts in the name of such shareholder.</p> <p>Shareholders holding multiple shareholder accounts who participate in the online voting at the shareholders' general meeting through the online voting system of the Shanghai Stock Exchange may participate through any of their shareholder accounts. After the voting, the ordinary shares of the same class and preferred shares of the same variety under all shareholder accounts shall be deemed to have cast votes of the same opinion respectively.</p> <p>If a shareholder holding multiple shareholder accounts votes repeatedly through multiple shareholder accounts, the voting opinions of the ordinary shares of the same class and preferred shares of the same variety under all shareholder accounts shall be subject to the first voting results of each class and variety of shares respectively.</p>

No.	Article No.	Before Amendment	After Amendment
		<p>Shareholders voting online on only some of the motions of the shareholders' general meeting shall be deemed to be present at the shareholders' general meeting, and the number of voting rights shall count towards the voting rights of the shareholders present at the shareholders' general meeting. If the shareholder fails to vote or does not meet the online voting requirements of the Shanghai Stock Exchange, the number of voting rights held by the shareholder shall be treated as abstention.</p> <p>Shares of the Bank held by the Bank shall carry no voting rights and such shares shall be excluded from the total number of voting shares represented by the shareholders at the meeting.</p> <p>When the shareholders' general meeting considers major issues concerning the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of the separate vote counting shall be disclosed in a public and timely manner.</p>	<p>Shareholders voting online on only some of the motions of the shareholders' general meeting shall be deemed to be present at the shareholders' general meeting, and the number of voting rights shall count towards the voting rights of the shareholders present at the shareholders' general meeting. If the shareholder fails to vote or does not meet the online voting requirements of the Shanghai Stock Exchange, the number of voting rights held by the shareholder shall be treated as abstention.</p> <p>Shares of the Bank held by the Bank shall carry no voting rights and such shares shall be excluded from the total number of voting shares represented by the shareholders at the meeting.</p> <p><u>If a shareholder's purchase of the Bank's voting shares violates the relevant provisions of the Securities Law of the People's Republic of China, the portion of shares exceeding the prescribed limit shall not exercise voting rights within thirty-six months after the purchase, and shall not be counted towards the total number of voting shares present at the shareholders' meeting.</u></p> <p>When the shareholders' general meeting considers major issues concerning the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of the separate vote counting shall be disclosed in a public and timely manner.</p>

No.	Article No.	Before Amendment	After Amendment
		<p>The Board of Directors, Independent Directors and shareholders holding more than 1% of shares with voting rights or investor protection agencies established in accordance with laws, administrative regulations or the regulations of the securities regulatory authority under the State Council may publicly solicit shareholders' voting rights. In soliciting shareholders' voting rights, the proxy solicitor shall fully disclose the specific voting intention and other information to the proxies. It is prohibited to solicit voting rights from shareholders with direct or indirect compensations. Except for the statutory conditions, the Bank shall not impose any minimum shareholding restriction on the solicitation of voting rights. The proxy solicitor shall prepare and disclose the solicitation announcement and relevant solicitation documents pursuant to the requirements of the announcement format, and shall disclose the progress and results of the solicitation as required, in which case the Bank shall provide cooperation. The proxy solicitor may publicly solicit shareholders' rights by electronic means to facilitate the proxy solicitation, in which case the Bank shall provide cooperation.</p>	<p>The Board of Directors, Independent Directors and shareholders holding more than 1% of shares with voting rights or investor protection agencies established in accordance with laws, administrative regulations or the regulations of the securities regulatory authority under the State Council may publicly solicit shareholders' voting rights. In soliciting shareholders' voting rights, the proxy solicitor shall fully disclose the specific voting intention and other information to the proxies. It is prohibited to solicit voting rights from shareholders with direct or indirect compensations. Except for the statutory conditions, the Bank shall not impose any minimum shareholding restriction on the solicitation of voting rights. The proxy solicitor shall prepare and disclose the solicitation announcement and relevant solicitation documents pursuant to the requirements of the announcement format, and shall disclose the progress and results of the solicitation as required, in which case the Bank shall provide cooperation. The proxy solicitor may publicly solicit shareholders' rights by electronic means to facilitate the proxy solicitation, in which case the Bank shall provide cooperation.</p>
28	Article 47 (Original Article 49)	<p>The nominations of directors and supervisors shall be submitted to the general meeting of shareholders for voting in the form of a motion.</p>	<p>The nominations of directors and supervisors shall be submitted to the general meeting of shareholders for voting in the form of a motion.</p>

No.	Article No.	Before Amendment	After Amendment
29	Article 48 (Original Article 50)	<p>The annual shareholders' general meeting shall vote on all proposals on the agenda on a case-by-case basis, and shall not set aside or refrain from voting for whatever reason. If there are different proposals for the same matter at the general meeting, voting shall be conducted in the chronological order in which the proposals are made. When considering proposals for the election of directors and supervisors, each candidate for director or supervisor shall be voted on individually.</p> <p>When considering the issuance of preferred shares at the annual general meeting, a vote shall be taken on each of the following matters:</p>	<p><u>Except for cumulative voting</u>, the annual shareholders' general meeting shall vote on all proposals on the agenda on a case-by-case basis, and shall not set aside or refrain from voting for whatever reason. If there are different proposals for the same matter at the general meeting, voting shall be conducted in the chronological order in which the proposals are made. <u>Except in special circumstances such as force majeure that cause the shareholders' meeting to be suspended or unable to make a resolution, the shareholders' meeting shall not postpone or refuse to vote on a proposal.</u></p> <p>When considering proposals for the election of directors and supervisors, each candidate for director or supervisor shall be voted on individually. <u>When the shareholders' meeting elects two or more independent directors, it shall implement a cumulative voting system.</u></p> <p><u>The cumulative voting system referred to in the preceding paragraph means that when the shareholders' meeting elects directors, each share has voting rights equal to the number of directors to be elected, and the voting rights held by the shareholder can be used in a concentrated manner. Except as otherwise provided by laws, regulations, regulatory rules, and the relevant cumulative voting system rules of the stock exchange where the Bank's shares are listed, the rules for the cumulative voting system are as follows:</u></p>

No.	Article No.	Before Amendment	After Amendment
		<p>(1) the type and number of preferred shares to be issued;</p> <p>(2) the method of issuance, the targeted recipients of shares and the arrangements for allotment to original shareholders;</p> <p>(3) the nominal value, issue price or pricing range and the determination principles;</p> <p>(4) the ways which the preferred shareholders shall participate in the distribution of profits, including the dividend yield and its determination principle, the conditions for dividend payment, the dividend payment method, whether the dividends are cumulative, and whether they can participate in the distribution of the remaining profits, etc.;</p> <p>(5) buyback terms, including the repurchase conditions, period, price and its determination principles, the entity exercising of repurchase option, etc. (if any);</p> <p>(6) the purpose of the raised funds;</p> <p>(7) the share subscription contract with conditional effectiveness signed between the Bank and the corresponding issuer;</p> <p>(8) the validity period of the resolution;</p> <p>(9) proposed amendments to the Articles of Association of the Bank regarding the profit distribution policy for preferred shareholders and common shareholders;</p>	<p><u>(1) When adopting the cumulative voting system to elect directors, candidates for the same category of directors shall be listed as a single group of proposals and submitted to the shareholders' meeting for voting separately.</u></p> <p><u>(2) Shareholders attending the shareholders' meeting, for proposals adopting the cumulative voting system, shall have voting rights equal to the number of directors to be elected under each proposal group for each share held.</u></p> <p><u>(3) The voting rights held by the shareholder may be concentrated to vote for one candidate within the same proposal group or may be distributed among several candidates within the same proposal group. Shareholders shall vote within the limit of the number of voting rights under each proposal group.</u></p> <p><u>(4) In the case of an equal-quantity election, candidates who receive votes exceeding one-half of the total voting rights (non-cumulative) held by shareholders attending the shareholders' meeting (including preferred shareholders with restored voting rights) shall be elected.</u></p> <p><u>(5) In the case of a differential election, when the number of candidates who receive votes exceeding one-half of the total voting rights (non-cumulative) held by shareholders attending the shareholders' meeting (including preferred shareholders with restored voting rights) does not exceed the number of directors to be elected in that category, those candidates shall be elected.</u></p>

No.	Article No.	Before Amendment	After Amendment
		<p>(10) the authorization of the Board of Directors to handle specific issuing matters;</p> <p>(xi) other matters.</p> <p>For procedural issues, other convenient methods may be adopted for voting provided that no objection thereto is raised.</p>	<p><u>If the number of candidates who win more than a half of the total voting rights (non accumulative) held by the shareholders (including preferred shareholders with restored voting rights) attending the meeting is larger than the number of directors that should be elected under the corresponding category, these candidates shall be ranked and elected by the number of their votes, and the number of finally elected candidates shall be up to the number of directors that should be elected under the corresponding group.</u></p> <p><u>If the number of candidates who win more than a half of the total voting rights (non accumulative) held by the shareholders (including preferred shareholders with restored voting rights) attending the meeting is less than the number of those that should be elected, the unelected candidates shall be elected by another general meeting. The total number of voting rights shall be accumulated according to the number of directors at that time.</u></p> <p><u>If two or more candidates receive the same number of votes and the election cannot decide among them, a separate shareholders' meeting shall be convened to conduct the election for those candidates with equal votes, and the total number of shareholders' votes shall be cumulatively calculated according to the number of vacancies for that category of director seats at that time.</u></p>

No.	Article No.	Before Amendment	After Amendment
			<p>When considering the issuance of preferred shares at the annual general meeting, a vote shall be taken on each of the following matters:</p> <p>(1) the type and number of preferred shares to be issued;</p> <p>(2) the method of issuance, the targeted recipients of shares and the arrangements for allotment to original shareholders;</p> <p>(3) the nominal value, issue price or pricing range and the determination principles;</p> <p>(4) the ways which the preferred shareholders shall participate in the distribution of profits, including the dividend yield and its determination principle, the conditions for dividend payment, the dividend payment method, whether the dividends are cumulative, and whether they can participate in the distribution of the remaining profits, etc.;</p> <p>(5) buyback terms, including the repurchase conditions, period, price and its determination principles, the entity exercising of repurchase option, etc. (if any);</p> <p>(6) the purpose of the raised funds;</p> <p>(7) the share subscription contract with conditional effectiveness signed between the Bank and the corresponding issuer;</p> <p>(8) the validity period of the resolution;</p> <p>(9) proposed amendments to the Articles of Association of the Bank regarding the profit distribution policy for preferred shareholders and common shareholders;</p> <p>(10) the authorization of the Board of Directors to handle specific issuing matters;</p> <p>(xi) other matters.</p> <p>For procedural issues, other convenient methods may be adopted for voting provided that no objection thereto is raised.</p>

No.	Article No.	Before Amendment	After Amendment
30	Article 49	Newly added	<p><u>When considering the issuance of preferred shares at the shareholders' meeting, a vote shall be taken on each of the following matters:</u></p> <p><u>(1) the type and number of preferred shares to be issued;</u></p> <p><u>(2) the method of issuance, the targeted recipients of shares and the arrangements for allotment to original shareholders;</u></p> <p><u>(3) the nominal value, issue price or pricing range and the determination principles;</u></p> <p><u>(4) the ways which the preferred shareholders shall participate in the distribution of profits, including the dividend yield and its determination principle, the conditions for dividend payment, the dividend payment method, whether the dividends are cumulative, and whether they can participate in the distribution of the remaining profits, etc.;</u></p> <p><u>(5) buyback terms, including the repurchase conditions, period, price and its determination principles, the entity exercising of repurchase option, etc. (if any);</u></p> <p><u>(6) the purpose of the raised funds;</u></p> <p><u>(7) the share subscription contract with conditional effectiveness signed between the Bank and the corresponding issuer;</u></p> <p><u>(8) the validity period of the resolution;</u></p>

No.	Article No.	Before Amendment	After Amendment
			<p><u>(9) proposed amendments to the Articles of Association of the Bank regarding the profit distribution policy for preferred shareholders and common shareholders;</u></p> <p><u>(10) the authorization of the Board of Directors to handle specific issuing matters;</u></p> <p><u>(11) other matters.</u></p>
31	Article 51 (Original Article 52)	<p>Unless as requested by the following personnel for voting by poll before or after the voting by a show of hands, voting in the shareholders' general meeting shall be made by a show of hands:</p> <p>(1) The chairman of the meeting;</p> <p>(2) At least 2 shareholders or proxies of shareholders with voting rights;</p> <p>(3) One or more shareholders (including proxies of shareholders) individually or in aggregate holding over 10% of the shares with voting rights at the meeting.</p>	<p>Unless as requested by the following personnel for voting by poll before or after the voting by a show of hands, voting in the shareholders' general meeting shall be made by a show of hands:</p> <p>(1) The chairman of the meeting;</p> <p>(2) At least 2 shareholders or proxies of shareholders with voting rights;</p> <p>(3) One or more shareholders (including proxies of shareholders) individually or in aggregate holding over 10% of the shares with voting rights at the meeting.</p>

No.	Article No.	Before Amendment	After Amendment
		<p>Unless there are people requesting for voting by poll, the chairman of the meeting shall, on the basis of the result of the voting by a show of hands, announce whether the motion is adopted and record such result in minutes of the meeting without providing the number and proportion of votes for or against the motion.</p> <p>Request for voting by poll may be withdrawn by the person who makes such a request.</p>	<p>Unless there are people requesting for voting by poll, the chairman of the meeting shall, on the basis of the result of the voting by a show of hands, announce whether the motion is adopted and record such result in minutes of the meeting without providing the number and proportion of votes for or against the motion.</p> <p>Request for voting by poll may be withdrawn by the person who makes such a request.</p> <p><u>The shareholders' meeting shall conduct voting by way of ballot; if laws, regulations, or the securities regulatory authority of the stock exchange where the Bank's shares are listed provide otherwise, those provisions shall prevail</u></p>
32	Original Article 53	<p>If matters requiring to be put to vote by poll relate to the election of the chairman of the meeting or suspension of the meeting, then such matters shall be put to vote by poll immediately. For other matters for which voting by poll is requested, the chairman of the meeting shall decide the time at which voting will take place. In the meantime, the meeting may continue to discuss other issues. The voting result shall be deemed as resolutions passed in such meeting.</p>	Deleted.

No.	Article No.	Before Amendment	After Amendment
33	Article 54 (Original Article 56)	<p>When related party transactions are being resolved in the shareholders' general meeting, all shareholders who are involved in the related party transactions shall abstain from voting. The votes of the aforesaid shareholders shall not be included into the total number of votes attached to the shares held by shareholders present at the shareholders' general meeting. The announcement of the resolutions of the shareholders' general meeting shall sufficiently disclose the votes cast by shareholders who are not related to such transactions.</p> <p>If any shareholder is required under the Hong Kong Stock Exchange Listing Rules to abstain from voting on a particular proposal or any shareholder can only vote for or against a particular proposal, then the votes cast by such shareholder or his or her proxies in violation of such requirement or restriction shall not be counted towards the number of valid votes cast.</p>	<p>When <u>a shareholder has a related relationship with the matters proposed for consideration at the shareholders' meeting</u>, related party transactions are being resolved in the shareholders' general meeting, all shareholders who are involved in the related party transactions <u>he</u> shall abstain from voting. The shares he held <u>votes of the aforesaid shareholders</u> shall not be included into the total number of votes attached to the shares held by shareholders present at the shareholders' general meeting. The announcement of the resolutions of the shareholders' general meeting shall sufficiently disclose the votes cast by shareholders who are not related to such transactions.</p> <p>If any shareholder is required under the Hong Kong Stock Exchange Listing Rules to abstain from voting on a particular proposal or any shareholder can only vote for or against a particular proposal, then the votes cast by such shareholder or his or her proxies in violation of such requirement or restriction shall not be counted towards the number of valid votes cast.</p>

No.	Article No.	Before Amendment	After Amendment
34	Article 55 (Original Article 57)	<p>Two shareholders' representatives shall be elected to participate in vote counting and to supervise the counting process before any voting takes place at the shareholders' general meeting, but shareholders (and their proxies) who have an interest in the matters under consideration shall not participate in vote counting and the supervision of the counting process.</p> <p>The Bank's lawyers, shareholders' representatives and Supervisors' representatives shall be responsible for vote counting and supervising the counting process when the voting takes place at the shareholders' meeting.</p> <p>Where the listing rules of the Stock Exchange impose requirements on the voting observers, such requirements shall be complied with. Shareholders (or their proxies) voting on line or by other means shall be entitled to inspect through the corresponding voting system their votes cast.</p>	<p>Two shareholders' representatives shall be elected to participate in vote counting and to supervise the counting process before any voting takes place at the shareholders' general meeting, but shareholders (and their proxies) who have an interest in the matters under consideration shall not participate in vote counting and the supervision of the counting process.</p> <p>The Bank's lawyers, and shareholders' representatives and Supervisors' representatives shall be responsible for vote counting and supervising the counting process when the voting takes place at the shareholders' meeting. <u>The voting results shall be announced on the spot. The results of the vote on the resolution shall be recorded in the meeting minutes.</u></p> <p>Where the listing rules of the Stock Exchange <u>and the Company Law</u> impose requirements on the voting observers, such requirements shall be complied with. Shareholders (or their proxies) voting on line or by other means shall be entitled to inspect through the corresponding voting system their votes cast.</p>

No.	Article No.	Before Amendment	After Amendment
35	Article 57 (Original Article 59)	<p>If the chairman of the meeting has any doubt about the voting result, he/she may check the votes. If the chairman of the meeting has not checked the votes, and shareholders or proxies attending the meeting disagrees to the voting result announced by the chairman of the meeting, they shall have the right to request for counting of the votes immediately after the announcement, whereupon the chairman of the meeting shall immediately check the votes and the result of such checking shall be recorded in the minutes.</p>	<p>If the chairman president of the meeting has any doubt about the voting result, he/she may check the votes organize a count of the votes. If the chairman president of the meeting has not checked the votes, and shareholders or proxies attending the meeting disagrees to the voting result announced by the chairman president of the meeting, they shall have the right to request for counting of the votes immediately after the announcement of the poll result, whereupon the chairman president of the meeting shall immediately organize to check the votes and the result of such checking shall be recorded in the minutes.</p> <p><u>The meeting minutes, together with the signature book of attending shareholders and the power of attorney for proxy attendance, shall be kept at the Bank's registered office.</u></p>
36	Article 58 (Original Article 60)	<p>The closing time of the shareholders' general meeting at the venue where such meeting is physically held shall not be earlier than that for attending such meeting on line or by other means. The chairman of the meeting shall announce how the votes were cast and the voting results in respect of each resolution, and announce whether such resolution has been passed according to the voting results.</p> <p>Before the official announcement of the voting results, the Bank, the counting officers, the voting observers, the major shareholders and the on line service providers and other relevant parties shall be obliged to keep confidential the way the votes were cast.</p>	<p>The closing time of the shareholders' general meeting at the venue where such meeting is physically held shall not be earlier than that for attending such meeting on line or by other means. The chairman of the meeting shall announce how the votes were cast and the voting results in respect of each resolution, and announce whether such resolution has been passed according to the voting results.</p> <p>Before the official announcement of the voting results, the Bank, the counting officers, the voting observers, the major shareholders and the on line service providers and other relevant parties shall be obliged to keep confidential the way the votes were cast.</p>

No.	Article No.	Before Amendment	After Amendment
37	Article 61 (Original Article 63)	If proposals made at the meeting are not adopted, or if a shareholders' general meeting has resolved to modify the resolutions passed at the previous shareholders' general meeting, the Board of Directors shall give explanation in relation thereof in the announcement of resolution of the shareholders' general meeting.	If proposals made at the meeting are not adopted, or if a shareholders' general meeting has resolved to modify the resolutions passed at the previous shareholders' general meeting, the Board of Directors special notification shall be given explanation in relation thereof in the announcement of resolution of the shareholders' general meeting.
38	Article 62 (Original Article 64)	<p>The shareholders' general meeting shall keep minutes and the Secretary to the Board of Directors shall be responsible for keeping minutes of the shareholders' general meetings. The minutes shall set out the following:</p> <p>(i) the date, place and agenda of the meeting, and the name of the convener;</p> <p>(ii) the name of the chairman of the meeting, and the Directors, Supervisors, President and other Senior Management personnel of the Bank attending or present at the meeting;</p> <p>(iii) the number of shareholders and proxies attending the meeting, the total number of voting shares they represented and the percentage of the total number of shares of the Bank they represented;</p> <p>(iv) the discussions in respect of each motion, highlights of the speeches made at the meeting and the voting results;</p> <p>(v) details of the queries or recommendations of the shareholders, and the corresponding answers or explanations;</p>	<p>The shareholders' general meeting shall keep minutes and the Secretary to the Board of Directors shall be responsible for keeping minutes of the shareholders' general meetings. The minutes shall set out the following:</p> <p>(i) the date, place and agenda of the meeting, and the name of the convener;</p> <p>(ii) the name of the chairman of the meeting, and the Directors, Supervisors, President and other Senior Management personnel of the Bank attending or present at the meeting;</p> <p>(iii) the number of shareholders and proxies attending the meeting, the total number of voting shares they represented and the percentage of the total number of shares of the Bank they represented;</p> <p>(iv) the discussions in respect of each motion, highlights of the speeches made at the meeting and the voting results;</p> <p>(v) details of the queries or recommendations of the shareholders, and the corresponding answers or explanations;</p>

No.	Article No.	Before Amendment	After Amendment
		<p>(vi) the name of the lawyer, counting officer and voting observer;</p> <p>(vii) other matters which, according to the provisions of these Articles of Association, shall be recorded in the minutes of the meeting.</p>	<p>(vi) the name of the lawyer, counting officer and voting observer;</p> <p>(vii) other matters which, according to the provisions of these Articles of Association, shall be recorded in the minutes of the meeting</p>
39	Article 63 (Original Article 65)	<p>The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. Directors and Supervisors attending the meeting, the Secretary to the Board of Directors, the convener or their representatives, and the chairman of the meeting shall sign on the minutes of the meeting. The minutes of the meeting and the signed attendance record of the shareholders who attended physically, the proxy forms and the valid information relating to voting on line and by other means shall be kept permanently. The Board of Directors shall submit the minutes and resolutions of the shareholders' general meetings at the banking regulatory authority of the State Council.</p>	<p>The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. Directors attending or presenting the meeting, the Secretary to the Board of Directors, the convener or their representatives, and the chairman of the meeting shall sign on the minutes of the meeting and ensure that the contents of the minutes are true, accurate, and complete. The minutes of the meeting and the signed attendance record of the shareholders who attended physically, the proxy forms and the valid information relating to voting on line and by other means shall be kept permanently. The Board of Directors shall promptly submit the minutes and resolutions of the shareholders' general meetings at the banking regulatory authority of the State Council.</p>
40	Article 64 (Original Article 66)	<p>After the shareholders' general meeting, information shall be disclosed in accordance with Articles of Association as well as relevant laws and regulations of the country and such disclosure shall be organised and implemented by the secretary of the Board of Directors.</p>	<p>After the shareholders' general meeting, information shall be disclosed in accordance with Articles of Association as well as relevant laws and regulations of the country and such disclosure shall be organised and implemented by the secretary of the Board of Directors.</p> <p><u>Where a proposal on the distribution of cash dividends or stock dividends or the issue of bonus shares out of the paid-in surplus reserve is adopted at a shareholders' meeting, the Bank shall execute the specific plan within two months after the end of the shareholders' meeting.</u></p>

No.	Article No.	Before Amendment	After Amendment
41	Article 65 (Original Article 67)	<p>Resolutions of shareholders' general meeting which violate the laws and regulations shall be rendered void.</p> <p>In the event that the convening procedures of the shareholders' general meeting, or the voting procedures thereof contravene any law or administrative regulation or the Articles of Association, or the content of any resolution adopted at the shareholders' general meeting contravenes the Articles of Association, the shareholders may, within 60 days of the date of adoption of the relevant resolution, apply to the People's Court for rescission of such resolution.</p>	<p>Resolutions of shareholders' general meeting which violate the laws and regulations shall be rendered void.</p> <p>In the event that the convening procedures of the shareholders' general-meeting, or the voting procedures thereof contravene any law or administrative regulation or the Articles of Association, or the content of any resolution adopted at the shareholders' general meeting contravenes the Articles of Association, the shareholders may, within 60 days of the date of adoption of the relevant resolution, apply to the People's Court for rescission of such resolution. <u>However, this shall not apply if the convocation procedures or voting methods of the Shareholders' meeting or have only minor flaws that do not materially affect the resolution.</u></p>
42	<p>According to the relevant provisions of the Company Law, the entire text of these procedural rules shall be uniformly adjusted from "shareholders' general meeting" to "shareholders' meeting". If the provisions in these procedural rules only involve adjusting the "shareholders' general meeting" to "shareholders' meeting", they will not be listed in this revised comparison table.</p> <p>The numbering of the clauses in this procedural rule and the numbering involved in cross referencing shall be postponed and adjusted accordingly based on the revised content mentioned above; Individual text and punctuation corrections.</p>		

Proposed amendments to the Procedural Rules of the Board are as follows (amendments are shown in underlines and strikethroughs):

No.	Article No.	Original Provisions	Amended Provisions
		Article 1 General Provisions	Article 1 General Provisions
1.	Article 2	The Board is the decision-making body of the Bank, is responsible to the Shareholders' Meeting; exercises its powers to the extent as empowered by the laws, regulations, the Articles of Association and the General Meetings, and protects legal rights of the Bank and the Shareholders.	The Board is the decision-making body of the Bank; <u>and</u> is responsible to the Shareholders' Meeting; <u>it</u> exercises its powers to the extent as empowered by the laws, regulations, the Articles of Association and the General—Shareholders' Meetings, <u>independently operates</u> , protects legal rights of the Bank and the Shareholders <u>of the Bank and the stakeholders and takes an active role in advancing green development philosophy and discharging social responsibilities.</u>
		Chapter 2 The Composition of the Board	Chapter 2 The Composition of the Board (All provisions in this chapter are deleted)
		Chapter 3 Functions and Powers of the Board	Chapter 3 <u>2</u> Functions and Powers of the Board
2.	Article 3 (original Article 8)	The board of directors shall exercise the following functions and powers: (1) to convene shareholders' general meeting and to make a work report to the meeting; (2) to implement the resolutions passed at the shareholders' general meeting; (3) to determine the business plans and investment proposals of the Bank, prepare development strategies and supervise the implementation of strategies; (4) to prepare the Bank's annual financial budget and final accounts;	The board of directors shall exercise the following functions and powers: (1) to convene shareholders' general meeting and to make a work report to the meeting; (2) to implement the resolutions passed at the shareholders' general meeting; (3) to determine the business plans and investment proposals of the Bank, prepare development strategies and supervise the implementation of strategies; (4) to prepare the Bank's annual financial budget and final accounts;

No.	Article No.	Original Provisions	Amended Provisions
		<p>(5) to prepare the plans for profit distribution and plans for making up losses of the Bank;</p> <p>(6) to prepare proposals for the increase or decrease of registered capital of the Bank, and proposals for the issuance of debentures or other securities or the listing of the Bank, capital replenishment plans, and financial restructuring plans of the Bank;</p> <p>(7) to prepare proposals for the Bank's major acquisitions, purchase of shares of the Bank, or merger, division, change in the form or dissolution of the Bank;</p> <p>(8) to prepare the Bank's capital planning, and assume the ultimate responsibility for capital or solvency management;</p> <p>(9) within the scope of authorization by shareholders' general meetings, to examine and approve the equity investments of the Bank, investment on bonds, asset purchases, asset disposals, asset write-offs, mortgage of assets, and the provision of other guarantees unrelated to commercial banking business are determined, major external donations, data governance;</p> <p>(10) to decide on the establishment of the internal functional departments of the Bank and the establishment of domestic tier-one branches, overseas branches and domestic and overseas subsidiaries;</p>	<p>(5) to prepare the plans for profit distribution and plans for making up losses of the Bank;</p> <p>(6) to prepare proposals for the increase or decrease of registered capital of the Bank, and proposals for the issuance of debentures or other securities or the listing of the Bank, capital replenishment plans, and financial restructuring plans of the Bank;</p> <p>(7) to prepare proposals for the Bank's major acquisitions, purchase of shares of the Bank, or merger, division, change in the form or dissolution of the Bank;</p> <p>(8) to prepare the Bank's capital planning, and assume the ultimate responsibility for capital or solvency management;</p> <p>(9) within the scope of authorization by shareholders' general meetings, to examine and approve the equity investments of the Bank, investment on bonds, asset purchases, asset disposals, asset write-offs, mortgage of assets, and the provision of other guarantees unrelated to commercial banking business are determined, major external donations, data governance;</p> <p>(10) to decide on the establishment of the internal functional departments of the Bank and the establishment of domestic tier-one branches, overseas branches and domestic and overseas subsidiaries;</p>

No.	Article No.	Original Provisions	Amended Provisions
		<p>(11) to appoint or dismiss the president and the secretary of the board of directors of the Bank and determine their remuneration, rewards and punishments; identify on the chairmen and members of the committees of the board of directors;</p> <p>(12) according to the nomination by the President, to appoint or dismiss the vice-president, chief financial officer, chief risk officer, chief information officer, Chief Business Officer and other members of the Senior Management and to determine matters relating to their remuneration, rewards and punishments;</p> <p>(13) to establish the basic management system of the Bank; formulate the Articles of Association, prepare the procedural rules of shareholders' general meeting and the amendments of the procedural rules of the board of directors; consider and approve the Code of Practice of the special committees of the board of directors and the working rules of the senior management.</p> <p>(14) to prepare equity incentive plans and employee stock ownership plans;</p> <p>(15) to be responsible for information disclosure by the Bank, and assume ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the financial and accounting reports;</p>	<p>(11) to appoint or dismiss the president and the secretary of the board of directors of the Bank and determine their remuneration, rewards and punishments; identify on the chairmen and members of the committees of the board of directors;</p> <p>(12) according to the nomination by the President, to appoint or dismiss the vice-president, chief financial officer, chief risk officer, chief information officer, Chief Compliance Officer, Chief Business Officer and other members of the Senior Management and to determine matters relating to their remuneration, rewards and punishments;</p> <p>(13) to establish the basic management system of the Bank; formulate the Articles of Association, prepare the procedural rules of shareholders' general meeting and the amendments of the procedural rules of the board of directors; consider and approve the Code of Practice of the special committees of the board of directors and the working rules of the senior management.</p> <p>(14) to prepare equity incentive plans and employee stock ownership plans;</p> <p>(15) to be responsible for information disclosure by the Bank, and assume ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the financial and accounting reports;</p>

No.	Article No.	Original Provisions	Amended Provisions
		<p>(16) to propose at the shareholders' general meeting to engage or dismiss the accounting firms that conduct periodic statutory audits of the financial reports for the Bank;</p> <p>(17) to establish the Bank's policies and basic management systems such as risk appetite (including risk tolerance), risk management and internal control, supervise the implementation of the policies and systems, and assume the ultimate responsibility for overall risk management;</p> <p>(18) to establish and implement a clear line of responsibility and accountability, and regularly evaluate and improve the Bank's corporate governance;</p> <p>(19) to approve the Bank's internal audit charter, medium and long-term audit plans and annual work plan, and internal audit system and inspect, supervise, assess and evaluate internal audit work;</p> <p>(20) to establish the management system of connected transactions and to consider and approve or authorize the related party transaction control committee to approve connected transactions (except those that should be considered and approved by the general meeting of shareholders according to law); to report to the shareholders' general meeting on the implementation of the connected transaction management system and the connected transactions;</p>	<p>(16) to propose at the shareholders' general meeting to engage or dismiss the accounting firms that conduct periodic statutory audits of the financial reports for the Bank;</p> <p>(17) to establish the Bank's policies and basic management systems such as risk appetite (including risk tolerance), risk management and internal control, supervise the implementation of the policies and systems, and assume the ultimate responsibility for overall risk management;</p> <p>(18) to establish and implement a clear line of responsibility and accountability, and regularly evaluate and improve the Bank's corporate governance;</p> <p>(19) to approve the Bank's internal audit charter, medium and long-term audit plans and annual work plan, and internal audit system and inspect, supervise, assess and evaluate internal audit work;</p> <p>(20) to establish the management system of connected transactions and to consider and approve or authorize the related party transaction control committee to approve connected transactions (except those that should be considered and approved by the general meeting of shareholders according to law); to report to the shareholders' general meeting on the implementation of the connected transaction management system and the connected transactions;</p>

No.	Article No.	Original Provisions	Amended Provisions
		<p>(21) to consider and approve the proposals put made by the special committees of the board of directors;</p> <p>(22) to hear reports given by the President and other members of the Senior Management of the Bank; and supervise and ensure the effective performance of the management responsibilities of the President and other members of the Senior Management;</p> <p>(23) to consider the Bank's policy objectives and related matters in fulfilling its social responsibilities in terms of environment, social and governance (ESG); formulate the Bank's eco-friendly finance strategy, supervise and evaluate its implementation;</p> <p>(24) to consider the Bank's strategic development plan, basic management system, annual operation plan and assessment and evaluation methods for the Bank's inclusive finance business;</p> <p>(25) determine the Bank's strategies, policies and objectives for consumer rights protection, and safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(26) to establish mechanisms for the identification, review and management of conflicts of interest between the Bank and its shareholders, especially major shareholders;</p> <p>(27) to assume responsibilities for the management of shareholders' affairs;</p>	<p>(21) to consider and approve the proposals put made by the special committees of the board of directors;</p> <p>(22) to hear reports given by the President and other members of the Senior Management of the Bank; and supervise and ensure the effective performance of the management responsibilities of the President and other members of the Senior Management;</p> <p>(23) to consider the Bank's policy objectives and related matters in fulfilling its social responsibilities in terms of environment, social and governance (ESG); formulate the Bank's eco-friendly finance strategy, supervise and evaluate its implementation;</p> <p>(24) to consider the Bank's strategic development plan, basic management system, annual operation plan and assessment and evaluation methods for the Bank's inclusive finance business;</p> <p>(25) determine the Bank's strategies, policies and objectives for consumer rights protection, and safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(26) to establish mechanisms for the identification, review and management of conflicts of interest between the Bank and its shareholders, especially major shareholders;</p> <p>(27) to assume responsibilities for the management of shareholders' affairs;</p>

No.	Article No.	Original Provisions	Amended Provisions
		<p>(28) to establish and implement an accountability system for the performance of duties by the senior management, and to determine the specific ways to hold them accountable for dereliction of duty and improper performance of duties;</p> <p>(29) to assume the ultimate responsibility for consolidated management, responsible for formulating and supervising the implementation of the Bank’s management policies, approving major matters related to the management of the Bank’s consolidated statements, and reviewing the status of the Bank’s consolidated statements;</p> <p>(30) to perform other duties and powers as stipulated in the laws and regulations, regulatory provisions and the Articles of Association, and as authorized by shareholders’ general meetings.</p> <p>The Party Committee’s research and discussion as preliminary procedure shall be performed before the board of directors makes a decision on major business or management matters in accordance with its powers and the prescribed procedures.</p>	<p>(28) to establish and implement an accountability system for the performance of duties by the senior management, and to determine the specific ways to hold them accountable for dereliction of duty and improper performance of duties;</p> <p>(29) to assume the ultimate responsibility for consolidated management, responsible for formulating and supervising the implementation of the Bank’s management policies, approving major matters related to the management of the Bank’s consolidated statements, and reviewing the status of the Bank’s consolidated statements;</p> <p>(30) to perform other duties and powers as stipulated in the laws and regulations, regulatory provisions and the Articles of Association of the Bank, and as authorized by shareholders’ general meetings.</p> <p>The Party Committee’s research and discussion as preliminary procedure shall be performed before the board of directors makes a decision on major business or management matters in accordance with its powers and the prescribed procedures.</p>

No.	Article No.	Original Provisions	Amended Provisions
3.	Article 4 (original Article 9)	The board of directors shall collectively exercise its functions and powers. In principle, the functions and powers of the board of directors stipulated in the Company Law shall not be delegated to the chairman of the board, any director or other institutions and individuals. If it is indeed necessary to grant authority for certain decision-making matters, it shall be carried out in accordance with the law through resolutions of the board of directors. The authorization shall be granted on a case-by-case basis, and the powers of the board of directors shall not be generally or permanently delegated to other institutions or individuals.	The board of directors shall collectively exercise its functions and powers. <u>Major matters shall be collectively decided by the board of directors, and the statutory powers exercised by the board of directors shall not be delegated to the chairman of the board, the President, or other individuals.</u> In principle, the functions and powers of the board of directors stipulated in the Company Law shall not be delegated to the chairman of the board, any director or other institutions and individuals. If it is indeed necessary to grant authority for <u>other</u> certain decision-making matters, it shall be carried out in accordance with the law through resolutions of the board of directors. The authorization shall be granted on a case-by-case basis, and the powers of the board of directors shall not be generally or permanently delegated to other institutions or individuals.
4.	Article 6 (new)		<u>Independent directors shall perform their duties independently and shall not be influenced by the Bank, its major shareholders, actual controllers, or other stakeholders.</u>

No.	Article No.	Original Provisions	Amended Provisions
5.	Article 7 (new)		<p><u>Employee directors enjoy the same rights and assume corresponding obligations as other directors in accordance with the law, and fulfill special responsibilities of representing the interests of employees, reflecting their reasonable demands, and safeguarding the legitimate rights and interests of employees and the Bank in accordance with laws, regulations, regulatory provisions, and the Bank's Articles of Association.</u></p>
		Chapter 4: Procedures for Convening Board Meetings	Chapter 4- <u>3</u> : Procedures for Convening Board Meetings
6.	Article 8 (original Article 11)	<p>Board meeting is convened and chaired by the Chairman of the Board. In case that the Chairman cannot or does not perform his/her duty, the Vice Chairman shall convene or chair the Board meeting on behalf of the Chairman (in the case where the Bank has two Vice Chairmen, the Vice Chairman jointly elected by over half of all Directors shall convene or chair the Board meeting). If the Vice Chairman cannot or does not perform his/her duty, over 1/2 of the directors may elect one director to convene and chair the meeting.</p>	<p>Board meeting is convened and chaired by the Chairman of the Board. In case that the Chairman cannot or does not perform his/her duty, the Vice Chairman shall convene or chair the Board meeting on behalf of the Chairman (in the case where the Bank has two Vice Chairmen, the Vice Chairman jointly elected by over<u>more than</u> half of all Directors shall convene or chair the Board meeting). If the Vice Chairman cannot or does not perform his/her duty, over<u>more than</u> 1/2 of the directors may elect one director to convene and chair the meeting.</p>

No.	Article No.	Original Provisions	Amended Provisions
7.	Article 10 (original Article 13)	<p>In the event of any of the following, the chairman of board shall convene and preside over a temporary Board meeting within 10 days:</p> <p>(1) As suggested by shareholders holding over 10% of the Bank's voting rights;</p> <p>(2) The Chairman deems necessary;</p> <p>(3) As requested by over 1/3 of the directors;</p> <p>(4) As requested by two or more independent directors;</p> <p>(5) As suggested by the Supervisory Committee;</p> <p>(6) As proposed by the President of the Bank.</p>	<p>In the event of any of the following, the chairman of board shall convene and preside over a temporary Board meeting within 10 days:</p> <p>(1) As suggested by shareholders holding over 10% of the Bank's voting rights;</p> <p>(2) The Chairman deems necessary;</p> <p>(3) As requested by over 1/3 of the directors;</p> <p>(4) As requested by two or more independent directors;</p> <p>(5) As suggested by the Supervisory Committee <u>Audit Committee of the Board of Directors</u>;</p> <p>(6) As proposed by the President of the Bank.</p>
8.	Article 13 (original Article 16)	<p>The following persons or institutions may submit proposals to the board of directors:</p> <p>(1) shareholders representing more than one-tenth of all votes;</p> <p>(2) the chairman of the board;</p> <p>(3) more than one-third of the directors;</p> <p>(4) two or more independent directors;</p> <p>(5) a committee of the board of directors;</p> <p>(6) the board of supervisors;</p> <p>(7) The President.</p> <p>Under the circumstances of (1), (3), (4), (5), (6), and (7) above, the proposal is to be prepared and submitted by the proposer, and the chairman may determine and add or delete issues to be discussed at meeting according to the request of the proposer.</p>	<p>The following persons or institutions may submit proposals to the board of directors:</p> <p>(1) shareholders representing more than one-tenth of all votes;</p> <p>(2) the chairman of the board;</p> <p>(3) more than one-third of the directors;</p> <p>(4) two or more independent directors;</p> <p>(5) a committee of the board of directors;</p> <p>(6) the board of supervisors;</p> <p>(67) The President.</p> <p>Under the circumstances of (1), (3), (4), (5), and (6), and (7) above, the proposal is to be prepared and submitted by the proposer, and the chairman may determine and add or delete issues to be discussed at meeting according to the request of the proposer.</p>

No.	Article No.	Original Provisions	Amended Provisions
9.	Article 16 (original Article 19)	To hold a regular meeting of the board of directors, the board office shall send a notice of the meeting to all directors and supervisors in writing 14 days before the meeting, and the meeting documents shall be sent to all directors and supervisors at least 3 days in advance.	To hold a regular meeting of the board of directors, the board office shall send a notice of the meeting to all directors and supervisors in writing 14 days before the meeting, and the meeting documents shall be sent to all directors and supervisors at least 3 days in advance.
10.	Article 17 (original Article 20)	<p>When convening a temporary meeting of the Board, the Board Office shall send written notice of the meeting to all directors and supervisors 5 days in advance of the meeting and the documents for the meeting shall be delivered to all directors and supervisors at least 3 days in advance of the meeting.</p> <p>In an extreme emergency situation, the notice period and the timing requirements for delivering documents for a temporary Board meeting as set out in the previous paragraph need not be complied with. However, it should be ensured that the notice and the documents are effectively delivered to directors and supervisors before the meeting.</p>	<p>When convening a temporary meeting of the Board, the Board Office shall send written notice of the meeting to all directors and supervisors 5 days in advance of the meeting and the documents for the meeting shall be delivered to all directors and supervisors at least 3 days in advance of the meeting.</p> <p>In an extreme emergency situation, the notice period and the timing requirements for delivering documents for a temporary Board meeting as set out in the previous paragraph need not be complied with. However, it should be ensured that the notice and the documents are effectively delivered to directors and supervisors before the meeting.</p>

No.	Article No.	Original Provisions	Amended Provisions
11.	Article 19 (original Article 22)	The agenda of a regular meeting of the board of directors shall be determined by the chairman and written into the meeting notice to be issued. If an extraordinary meeting of the board of directors is proposed by the chairman, the chairman shall determine the agenda of the extraordinary meeting.	<p>The agenda of a regular meeting of the board of directors shall be determined by the chairman and written into the meeting notice to be issued. If an extraordinary meeting of the board of directors is proposed by the chairman, the chairman shall determine the agenda of the extraordinary meeting.</p> <p><u>If two or more independent directors believe that the information is incomplete, the argument is insufficient, or the information provided is not timely, they may jointly submit a written request to the board of directors to postpone the meeting or postpone the deliberation of the matter. In principle, the board of directors should adopt it (provided that it does not violate laws, regulations, or regulatory provisions), and the Bank should disclose the relevant information in a timely manner.</u></p>
12.	Article 23 (original Article 26)	The Board meeting may be held at a time prior to the time of meeting as stipulated in the aforesaid notice of meeting upon approval by all Directors of the Board. The Board meeting may be held at a place other than the place of meeting as stipulated in the notice of meeting upon approval of all Directors of the Board. Any changes to the details of the Board meeting shall be notified to the Directors, the supervisors and other attendees in writing 48 hours in advance of the meeting.	The Board meeting may be held at a time prior to the time of meeting as stipulated in the aforesaid notice of meeting upon approval by all Directors of the Board. The Board meeting may be held at a place other than the place of meeting as stipulated in the notice of meeting upon approval of all Directors of the Board. Any changes to the details of the Board meeting shall be notified to the Directors, the supervisors and other attendees in writing 48 hours in advance of the meeting.

No.	Article No.	Original Provisions	Amended Provisions
13.	Article 30 (original Article 33)	<p>Directors shall attend at least two-thirds of the on-site meetings of the board of directors in person each year.</p> <p>A director who fails to attend two board meetings in person in a row and does not entrust other directors to attend the board meeting shall be deemed to be unable to perform his duties, and the board of directors shall make recommendation to the general meeting of shareholders to remove him. An independent director who fails to attend three board meetings in person in a row shall be deemed to have failed to perform his duties, and the Bank shall convene a general meeting of shareholders within three months to remove him from his position and elect a new independent director.</p> <p>Attendance in person as mentioned in these Rules refers to the way of attending the meeting in person by the relevant attendees; attendance by proxy refers to the participation in the meeting by authorizing other persons to attend the meeting in writing if the relevant attendee cannot attend the meeting in person for some reason.</p>	<p>Directors shall attend at least two-thirds of the on-site meetings of the board of directors in person each year.</p> <p>A director who fails to attend two board meetings in person in a row and does not entrust other directors to attend the board meeting shall be deemed to be unable to perform his duties, and the board of directors shall make recommendation to the general meeting of shareholders to remove <u>dismiss</u> him. An independent director who fails to attend three board meetings in person in a row, <u>or fails to attend meetings in person for two consecutive times without entrusting other independent directors to attend, or fails to attend board meetings in person for less than two-thirds of the total number of board meetings within one year,</u> shall be deemed to have failed to perform his duties, and the Bank shall convene a general meeting of shareholders within three months to remove <u>dismiss</u> him from his position and elect a new independent director.</p> <p>Attendance in person as mentioned in these Rules refers to the way of attending the meeting in person by the relevant attendees; attendance by proxy refers to the participation in the meeting by authorizing other persons to attend the meeting in writing if the relevant attendee cannot attend the meeting in person for some reason.</p>

No.	Article No.	Original Provisions	Amended Provisions
14.	Article 32 (original Article 35)	Where Supervisors and non-director senior management members attend a Board meeting, they may give their opinion on relevant subjects, and shall have the right to require his/her views be recorded in the minutes of the Board meeting. However, they may not vote.	Where Supervisors and non-director senior management members attend a Board meeting, they may give their opinion on relevant subjects, and shall have the right to require his/her views be recorded in the minutes of the Board meeting. However, they may not vote.
15.	Original Article 36	If due to some reason a supervisor cannot attend a Board meeting, he/she may appoint other supervisors to attend the meeting to present his/her views. In case a supervisor fails to attend a Board meeting after due notification by the person convening the Board meeting, the holding of the Board meeting shall not be affected. Minutes of the Board meeting shall record the attendance of the supervisors.	Deleted
16.	Article 34 (original Article 38)	The right of all attending directors and supervisors to present their views and recommendations shall be ensured at every Board meeting. Each director and supervisor shall practice high standards of professional ethics, be responsible to the Bank and all shareholders, and express opinions and suggestions independently, professionally and objectively on matters reviewed by the board of directors.	The right of all attending directors and supervisors to present their views and recommendations shall be ensured at every Board meeting. Each director and supervisor shall practice high standards of professional ethics, be responsible to the Bank and all shareholders, and express opinions and suggestions independently, professionally and objectively on matters reviewed by the board of directors. <u>The resolution of the board of directors shall be in accordance with the law and regulations, and shall not deprive or restrict the statutory rights of shareholders.</u>

No.	Article No.	Original Provisions	Amended Provisions
17.	Article 36 (original Article 40)	<p>Each director shall have one vote for each resolution to be adopted by the board. Resolutions of the board of directors shall be approved and adopted by more than half of (1/2) all the directors; but for the following matters, the resolution shall be approved and adopted by more than two-thirds (2/3) of the directors and the meetings of the Board of Directors should not be held by adoption of written resolutions:</p> <p>(1) preparation of drafting annual financial budget and final accounts of the Bank;</p> <p>(2) profit distribution plan and deficiency recovery plan;</p> <p>(3) capital replenishment plan;</p> <p>(4) plans for the increase or decrease of registered capital;</p> <p>(5) plans for merger, division, dissolution and change of corporate form of the Bank;</p> <p>(6) plans for issuance of corporate bonds or other securities and public listing;</p> <p>(7) plans to purchase the shares of the Bank;</p> <p>(8) amendments to the Articles of Association;</p> <p>(9) the establishment of important legal entities, material merger and acquisition, material investment and material asset disposal;</p> <p>(10) financial restructuring plan;</p> <p>(11) compensation plans for directors or senior management personnel;</p> <p>(12) appointment or dismissal of senior Management personnel, and deciding on their rewards and punishments;</p>	<p>Each director shall have one vote for each resolution to be adopted by the board. Resolutions of the board of directors shall be approved and adopted by more than half of (1/2) all the directors; but for the following matters, the resolution shall be approved and adopted by more than two-thirds (2/3) of the directors and the meetings of the Board of Directors should not be held by adoption of written resolutions:</p> <p>(1) preparation of drafting annual financial budget and final accounts of the Bank;</p> <p>(2) profit distribution plan and deficiency recovery plan;</p> <p>(3) capital replenishment plan;</p> <p>(4) plans for the increase or decrease of registered capital;</p> <p>(5) plans for merger, division, dissolution and change of corporate form of the Bank;</p> <p>(6) plans for issuance of corporate bonds or other securities and public listing;</p> <p>(7) plans to purchase the shares of the Bank;</p> <p>(8) amendments to the Articles of Association of the Bank;</p> <p>(9) the establishment of important legal entities, material merger and acquisition, material investment and material asset disposal;</p> <p>(10) financial restructuring plan;</p> <p>(11) compensation plans for directors or senior management personnel;</p> <p>(12) appointment or dismissal of senior Management personnel, and deciding on their rewards and punishments;</p>

No.	Article No.	Original Provisions	Amended Provisions
		<p>(13) submitting to the shareholders' general meeting the engagement or dismissal of the accounting firm that conducts periodic statutory audits of the Bank's financial reports;</p> <p>(14) Other matters that more than half (1/2) of all the directors of the board of directors consider will have a material effect on the Bank and shall be adopted by more than two-thirds (2/3) of the directors.</p>	<p>(13) submitting to the shareholders' general meeting the engagement or dismissal of the accounting firm that conducts periodic statutory audits of the Bank's financial reports;</p> <p>(14) Other matters that more than half (1/2) of all the directors of the board of directors consider will have a material effect on the Bank and shall be adopted by more than two-thirds (2/3) of the directors.</p>
18.	Article 41 (original Article 45)	<p>If a director is connected with a corporation which is the subject of the agenda of a meeting of the board of directors, the director shall abstain from voting and shall not vote on behalf of other Directors.</p> <p>General related party transactions are reviewed in accordance with the Bank's internal management system and authorization procedures, and reported to the Risk Management and Related Party Transactions Control Committee of the Board of Directors for the record. Significant related transactions are reviewed by the Risk Management and Related Transaction Control Committee of the Board of Directors and submitted to the Board of Directors for approval. Resolutions made at board meetings must be approved by more than two-thirds of non-related directors. If there are less than 3 unconnected directors attending the meeting, the relevant resolution shall be proposed at a shareholders meeting for consideration.</p>	<p>If a director is connected with a corporation <u>or an individual</u> which is the subject of the agenda of a meeting of the board of directors, the director shall <u>promptly report in writing to the board of directors and</u> abstain from voting and shall not vote on behalf of other Directors.</p> <p>General related party transactions are reviewed in accordance with the Bank's internal management system and authorization procedures, and reported to the Risk Management and Related Party Transactions Control Committee of the Board of Directors for the record. Significant related transactions are reviewed by the Risk Management and Related Transaction Control Committee of the Board of Directors and submitted to the Board of Directors for approval. Resolutions made at board meetings must be approved by more than two-thirds of non-related directors <u>(If laws, regulations, or regulatory rules have other provisions, those provisions shall prevail)</u>. If there are less than 3 unconnected directors attending the meeting, the relevant resolution shall be proposed at a shareholders meeting for consideration.</p>

No.	Article No.	Original Provisions	Amended Provisions
			<p style="text-align: center;"><u>Directors and senior management personnel shall not directly or indirectly enter into contracts or conduct transactions with the Bank without reporting to the board of directors or shareholders' meeting and obtaining approval from the board of directors or shareholders' meeting in accordance with laws, regulations, regulatory rules, and the provisions of the Bank's Articles of Association.</u></p>
19.	Article 42 (original Article 46)	<p>The directors shall sign against the resolutions of the Board meetings, and shall bear responsibility for the resolutions of the Board. In case the resolutions of the Board breach the laws, administrative regulations and resolutions of the Shareholders at General Meeting, resulting in the Bank suffering loss, directors who voted shall be responsible for compensating the Bank. However, directors as recorded that have expressed different views at the time of voting shall be exempted.</p>	<p>The directors shall sign against the resolutions of the Board meetings, and shall bear responsibility for the resolutions of the Board. In case the resolutions of the Board breach the laws, administrative regulations and the <u>Articles of Association of the Bank or the</u> resolutions of the Shareholders at General <u>Shareholders'</u> Meeting, resulting in the Bank suffering loss, directors who voted shall be responsible for compensating the Bank. However, directors as recorded that have expressed different views at the time of voting shall be exempted.</p> <p style="text-align: center;"><u>Directors shall sign written confirmations of the Bank's periodic reports in accordance with the law and shall not entrust others to sign them.</u></p>

No.	Article No.	Original Provisions	Amended Provisions
20.	Article 46 (original Article 50)	<p>Minutes of Board meetings shall be complete, shall accurately record the factual situation of the meeting, as well as the views and suggestions of directors and supervisors attending the meeting, and shall include at least the following:</p> <p>(1) Date, place of the meeting as well as name of the person convening the meeting;</p> <p>(2) Name of directors attending the meeting, as well as names of directors (proxies) attending the Board meeting as appointed by others;</p> <p>(3) Agenda;</p> <p>(4) Proponents of various issues;</p> <p>(4) Key points of the remarks of the supervisors;</p> <p>(5) Manner and voting results of each item (the voting result shall specify the number of votes for, against or abstained);</p> <p>(6) Other matters that the Board deems necessary to be recorded.</p>	<p>Minutes of Board meetings shall be complete, shall accurately record the factual situation of the meeting, as well as the views and suggestions of directors and supervisors attending the meeting, and shall include at least the following:</p> <p>(1) Date, place of the meeting as well as name of the person convening the meeting;</p> <p>(2) Name of directors attending the meeting, as well as names of directors (proxies) attending the Board meeting as appointed by others;</p> <p>(3) Agenda;</p> <p>(4) Proponents of various issues;</p> <p>(45) Key points of the remarks of the supervisors <u>directors</u>;</p> <p>(56) Manner and voting results of each item (the voting result shall specify the number of votes for, against or abstained);</p> <p>(67) Other matters that the Board deems necessary to be recorded.</p>

No.	Article No.	Original Provisions	Amended Provisions
		Chapter 5 Information disclosure, implementation, and feedback of meeting resolutions	Chapter <u>5</u> Information disclosure, implementation, and feedback of meeting resolutions
21.	Article 52 (original Article 56)	The resolutions of the board of directors shall be implemented by the senior management of the Bank. The chairman of the board shall urge the secretary of the board of directors to check and supervise the implementation of the resolutions. The implementation of the resolutions of the board of directors shall be regularly reported to the board of directors, and directors have the right to raise questions on the implementation of the resolutions to the relevant persons who have implemented the resolutions.	The resolutions of the board of directors shall be implemented by the senior management of the Bank. The chairman of the board shall urge the secretary of the board of directors to check and supervise the implementation of the resolutions. The implementation of the resolutions of the board of directors shall be regularly reported <u>briefed</u> to the board of directors, and directors have the right to raise questions on the implementation of the resolutions to the relevant persons who have implemented the resolutions.
		Chapter 6 Supplementary Provisions	Chapter 6 <u>5</u> Supplementary Provisions
22.	<p>According to the relevant provisions of the Company Law, the entire text of these procedural rules shall be uniformly adjusted from “shareholders’ general meeting” to “shareholders’ meeting”. If the provisions in these procedural rules only involve adjusting the “shareholders’ general meeting” to “shareholders’ meeting”, they will not be listed in this revised comparison table.</p> <p>The numbering of the clauses in this procedural rule and the numbering involved in cross referencing shall be postponed and adjusted accordingly based on the revised content mentioned above; Individual text and punctuation corrections.</p>		

NOTICE OF EGM



交通銀行股份有限公司 Bank of Communications Co., Ltd.

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

(Stock Code: 03328)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Bank of Communications Co., Ltd. (the “**Bank**”) will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on Thursday, 25 September 2025, for the purpose of passing the following resolutions:

As Ordinary Resolutions (Non-Cumulative Voting Resolutions)

1. To consider and, if thought fit, to approve the re-election of executive directors and non-executive directors of the Bank:
 - 1.01 To consider and, if thought fit, to approve the re-election of Mr. Ren Deqi as an executive director of the Bank.
 - 1.02 To consider and, if thought fit, to approve the re-election of Mr. Zhang Baojiang as an executive director of the Bank.
 - 1.03 To consider and, if thought fit, to approve the re-election of Mr. Yin Jiuyong as an executive director of the Bank.
 - 1.04 To consider and, if thought fit, to approve the re-election of Mr. Zhou Wanfu as an executive director of the Bank.
 - 1.05 To consider and, if thought fit, to approve the re-election of Mr. Chang Baosheng as a non-executive director of the Bank.
 - 1.06 To consider and, if thought fit, to approve the re-election of Mr. Liao, Yi Chien David as a non-executive director of the Bank.
 - 1.07 To consider and, if thought fit, to approve the re-election of Mr. Chan Siu Chung as a non-executive director of the Bank.

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1.08 To consider and, if thought fit, to approve the appointment of Mr. Mu Guoxin as a non-executive director of the Bank.

1.09 To consider and, if thought fit, to approve the re-election of Mr. Ai Dong as a non-executive director of the Bank.

As Special Resolutions (Non-Cumulative Voting Resolutions)

2. To consider and, if thought fit, to approve the proposed amendments to the Procedural Rules of the Shareholders' General Meeting of the Bank (details of which are set out in Appendix II to the circular of the Bank dated 4 September 2025), authorize the Board and approve the Board to delegate authority to the Chairman to amend such rules correspondingly in the event that the relevant provisions of the Procedural Rules of the Shareholders' General Meeting are involved in the subsequent amendments to the Articles of Association in accordance with the regulatory requirements.
3. To consider and, if thought fit, to approve the proposed amendments to the Procedural Rules of the Board of the Bank (details of which are set out in Appendix III to the circular of the Bank dated 4 September 2025), authorize the Board and approve the Board to delegate authority to the Chairman to amend such rules correspondingly in the event that the relevant provisions of the Procedural Rules of the Board are involved in the subsequent amendments to the Articles of Association in accordance with the regulatory requirements.

As Ordinary Resolutions (Cumulative Voting Resolutions)

4. To consider and, if thought fit, to approve the appointment and re-election of independent non-executive directors of the Bank:
 - 4.01 To consider and, if thought fit, to approve the re-election of Mr. Zhang Xiangdong as an independent non-executive director of the Bank.
 - 4.02 To consider and, if thought fit, to approve the re-election of Ms. Li Xiaohui as an independent non-executive director of the Bank.
 - 4.03 To consider and, if thought fit, to approve the re-election of Mr. Ma Jun as an independent non-executive director of the Bank.
 - 4.04 To consider and, if thought fit, to approve the re-election of Mr. Wong Tin Chak as an independent non-executive director of the Bank.

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4.05 To consider and, if thought fit, to approve the re-election of Mr. Xiao Wei as an independent non-executive director of the Bank.

4.06 To consider and, if thought fit, to approve the appointment of Ms. Liu Ruixia as an independent non-executive director of the Bank.

By order of the Board of
Bank of Communications Co., Ltd.
He Zhaobin
Company Secretary

Shanghai, the PRC
4 September 2025

Notes:

1. Closure of register of members for H shares and eligibilities for attending the EGM

The shareholders whose names appear on the register of members for H shares of the Bank at the close of business on Wednesday, 17 September 2025 are entitled to attend the EGM with their passports or other identity documents.

The register of members for H shares of the Bank will be closed from Thursday, 18 September 2025 to Thursday, 25 September 2025 (both days inclusive), during which period no transfer of the H shares will be registered.

Holders of the H shares intending to attend the EGM shall lodge all the transfer documents for H shares together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Bank in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 17 September 2025.

2. Proxy

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Bank.

A proxy of a shareholder who has appointed more than one proxy may only vote on a poll in respect of the shares actually held. The instrument appointing a proxy must be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.

To be valid, the notarially certified power of attorney, or other documents of authorisation, and the proxy form must be delivered to the Bank's H share registrar by hand, post or fax as soon as possible and in any event not less than 24 hours before the time appointed for the EGM or any adjournment thereof. The Bank's H share registrar is Computershare Hong Kong Investor Services Limited, whose address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

3. Method of voting at the EGM

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to the proposed resolutions at the EGM.

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4. Other issues

The EGM (on-site meeting) is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents and the authorisation documents mentioned above. A photocopy of such identity documents and authorisation documents should also be provided. For photocopies of documents for an individual shareholder, the photocopies shall be signed by the individual. For photocopies of documents for a corporate shareholder, the photocopies shall be stamped with the corporate chop.

As at the date of this announcement, the directors of the Bank are Mr. Ren Deqi, Mr. Zhang Baojiang, Mr. Yin Jiuyong, Mr. Zhou Wanfu, Mr. Chang Baosheng, Mr. Liao, Yi Chien David*, Mr. Chan Siu Chung*, Mr. Mu Guoxin*, Mr. Ai Dong*, Mr. Luo Xiaopeng*, Mr. Shi Lei#, Mr. Zhang Xiangdong#, Ms. Li Xiaohui#, Mr. Ma Jun#, Mr. Wong Tin Chak# and Mr. Xiao Wei#.*

* Non-executive directors

Independent Non-executive Directors