THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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BQD 青岛银行

Bank of Qingdao Co., Ltd.*

青島銀行股份有限公司*

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

(H Shares Stock Code: 3866)

2025 FIRST EXTRAORDINARY GENERAL MEETING AND 2025 FIRST H SHARE CLASS MEETING

The Bank will hold the 2025 First EGM and Class Meetings at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Friday, 26 September 2025 successively. The notices of the 2025 First EGM and the 2025 First H Share Class Meeting are set out on pages EGM-1 to EGM-3 and pages HCM-1 to HCM-3 respectively, of this circular.

If you intend to attend and/or vote at the 2025 First EGM and/or the 2025 First H Share Class Meeting, you are required to complete such proxy form in accordance with the instructions printed thereon and return it to the Bank's H Share registrar (for H Shareholder(s)) or the Bank's PRC registered office and principal place of business (for A Shareholder(s)) not less than 24 hours before the designated time for convening the related meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2025 First EGM and/or the 2025 First H Share Class Meeting or at any adjournment thereof.

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

8 September 2025

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NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING EGM-1

NOTICE OF 2025 FIRST H SHARE CLASS MEETING HCM-1

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

"2025 First EGM" or "EGM"	the 2025 first extraordinary general meeting of the Bank to be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Friday, 26 September 2025
"2025 First A Share Class Meeting" or "A Share Class Meeting"	the 2025 first class meeting for A Shareholders of the Bank to be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC on Friday, 26 September 2025, immediately after the conclusion of the 2025 First EGM
"2025 First H Share Class Meeting" or "H Share Class Meeting"	the 2025 first class meeting for H Shareholders of the Bank to be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC on Friday, 26 September 2025, immediately after the conclusion of the 2025 First EGM and the 2025 First A Share Class Meeting
"A Shareholder(s)"	holder(s) of A Shares
"A Share(s)"	the Bank's ordinary share(s) of RMB1.00 each, which are listed on the Shenzhen Stock Exchange (stock code: 002948) and traded in RMB
"A Share Convertible Corporate Bonds" or "A Share Convertible Bonds"	convertible corporate bonds which can be converted into new A Shares proposed to be issued by the Bank in the PRC with an aggregate amount of not more than RMB4.8 billion (RMB4.8 billion inclusive)
"Articles of Association"	the Articles of Association of the Bank of Qingdao Co., Ltd.
"Bank"	Bank of Qingdao Co., Ltd.
"Board" or "Board of Directors"	the board of Directors of the Bank
"Board of Supervisors"	the board of Supervisors of the Bank
"Class Meeting(s)"	2025 First A Share Class Meeting and 2025 First H Share Class Meeting
"Company"	Bank of Qingdao Co., Ltd. and its subsidiaries
"CSRC"	China Securities Regulatory Commission
"Director(s)"	the director(s) of the Bank
"H Shareholder(s)"	holder(s) of the H Shares

"H Share(s)"	overseas listed foreign shares of RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange (stock code: 3866) and traded in Hong Kong dollars
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules" or "Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise revised from time to time
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited
"PRC" or "China"	the People's Republic of China, excluding, for the purposes of this circular, Hong Kong, the Special Administrative Region of Macau and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedure of the Board of Directors"	the Rules of Procedure of the Board of Directors of Bank of Qingdao Co., Ltd.
"Rules of Procedure of the Board of Supervisors"	the Rules of Procedure of the Board of Supervisors of Bank of Qingdao Co., Ltd.
"Rules of Procedure for the Shareholders' General Meetings"	the Rules of Procedure for the Shareholders' General Meetings of Bank of Qingdao Co., Ltd.
"Share(s)"	A Share(s) and/or H Share(s) of the Bank
"Shareholder(s)"	holder(s) of Shares
"Supervisor(s)"	the supervisor(s) of the Bank

In case of any discrepancy between the Chinese and English versions of this circular, the Chinese version shall prevail.

Bank of Qingdao Co., Ltd.*
青島銀行股份有限公司*

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

(H Shares Stock Code: 3866)

Members of the Board:
Executive Directors:
JING Zailun *(Chairman)*
WU Xianming
CHEN Shuang
LIU Peng

Non-executive Directors:
ZHOU Yunjie
Rosario STRANO
TAN Lixia
Giamberto GIRALDO
DENG Youcheng

Independent Non-executive Directors:
XING Lecheng
ZHANG Xu
CHEUNG Man Chor, Elton
DU Ning
FAN Xuejun

Registered Address and Address of Head Office:
Building 3, No. 6 Qinling Road
Laoshan District
Qingdao, Shandong Province
the PRC

Address of the Registered Office in Hong Kong:
31st Floor, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

To the Shareholders:

2025 FIRST EXTRAORDINARY GENERAL MEETING AND 2025 FIRST H SHARE CLASS MEETING

I. INTRODUCTION

References are made to the announcements of the Bank dated 28 August 2025, in relation to (among others) the proposed issuance of A Share Convertible Corporate Bonds to non-specific investors and the related matters thereof, the proposed election of independent non-executive Director, proposed dissolution of the Board of Supervisors, proposed amendments to the Articles of Association, the Rules of Procedure for the Shareholders' General Meetings and Rules of Procedure of the Board of Directors.

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

The Board invites you to attend the 2025 First EGM and the H Share Class Meeting to be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC, at 9:00 a.m. on Friday, 26 September 2025 successively, for consideration and approval of the above matters.

Ordinary resolution to be proposed at the EGM for the Shareholders to approve includes: (1) to consider and approve the Resolution on the Election of Mr. Wang Zhuquan as an Independent Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.

Special resolutions to be proposed at the EGM for the Shareholders to approve include: (1) to consider and approve the Resolution on the Amendments to the Articles of Association of Bank of Qingdao Co., Ltd.; (2) to consider and approve the Resolution on the Amendments to the Rules of Procedure for the Shareholders' General Meetings of Bank of Qingdao Co., Ltd.; (3) to consider and approve the Resolution on the Amendments to the Rules of Procedure of the Board of Directors of Bank of Qingdao Co., Ltd.; (4) to consider and approve the Resolution on the Dissolution of the Board of Supervisors of Bank of Qingdao Co., Ltd.; (5) to consider and approve the Resolution on the Issuance of Non-capital Financial Bonds of Bank of Qingdao Co., Ltd.; and (6) to consider and approve the Resolution on the Issuance of Capital Financial Bonds of Bank of Qingdao Co., Ltd.

Special resolutions to be proposed at the H Share Class Meeting for the Shareholders to approve include: (1) to consider and approve the Resolution on the Amendments to the Articles of Association of Bank of Qingdao Co., Ltd.; and (2) to consider and approve the Resolution on the Amendments to the Rules of Procedure for the Shareholders' General Meetings of Bank of Qingdao Co., Ltd.

To further coordinate the overall refinancing and relevant work arrangements, the authorized person of the Board of the Bank, based on the authorization of the Board, has decided not to submit the relevant resolutions on the issuance of A Share Convertible Bonds to the 2025 First EGM and the Class Meetings for consideration and approval for the time being. The resolutions will be submitted to relevant shareholders' meeting(s) for consideration otherwise at an appropriate time depending on the actual situation. If the Bank otherwise convenes such relevant shareholders' meeting(s) at a later date to consider the proposed issuance of A Share Convertible Bonds to non-specific investors and the related matters thereof, or if there are any other updates, the Bank will make announcement(s) in accordance with the relevant provisions of applicable laws and regulations in due course.

This circular aims to provide further information on the above resolutions as set out in the notices of the 2025 First EGM and the H Share Class Meeting.

II. MATTERS TO BE CONSIDERED AT THE EGM AND/OR THE H SHARE CLASS MEETING

(I) Proposed Election of Independent Non-executive Director

An ordinary resolution on the Election of Mr. Wang Zhuquan as an Independent Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd. will be proposed at the EGM for approval.

On 28 August 2025, the Board resolved to nominate Mr. Wang Zhuquan ("**Mr. Wang**") as a candidate for independent non-executive Director of the ninth session of the Board. Upon the appointment of Mr. Wang as an independent non-executive Director of the Bank being considered and approved by the EGM, his qualification for office is subject to the approval of the Qingdao Bureau of the National Financial Regulatory Administration, and his term of office shall commence from the date of approval on his qualification by the Qingdao Bureau of the National Financial Regulatory Administration until the expiry of the term of office of the ninth session of the Board.

The biographical details of Mr. Wang which are required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules are as follows:

Mr. Wang Zhuquan, born in May 1965, has obtained his doctoral degree from Zhongnan University of Economics and Law. He is a professor, a certified public accountant and a certified public valuer.

Mr. Wang joined Ocean University of China (中國海洋大學) in April 2001. He currently serves as a professor majoring in accountancy and the Dean of Management College of Ocean University of China (中國海洋大學管理學院), and concurrently as an independent director of Yantai Changyu Pioneer Wine Company Limited (煙台張裕葡萄釀酒股份有限公司), Liqun Commercial Group Co., Ltd. (利群商業集團股份有限公司) and the deputy director member of the Accounting Fundamental Theory Committee of Accounting Society of China (中國會計學會會計基礎理論專業委員會). He served as an independent director of Qingdao TGOOD Electric Co., Ltd. (青島特銳德電氣股份有限公司) and Qingdao Zhongzi Zhongcheng Group Co., Ltd. (青島中資中程集團股份有限公司), etc.

The Bank will enter into a service contract with Mr. Wang. During his tenure as an independent non-executive Director of the Bank, Mr. Wang will receive independent non-executive Director allowance of RMB120,000 per year and a subsidy of RMB5,000 for each meeting attended from the Bank. These allowance and subsidy are determined in accordance with applicable laws, regulations and relevant remuneration policy of the Bank. Save as the aforesaid allowance and subsidy, Mr. Wang will not receive any other remuneration from the Bank.

Save as disclosed above, Mr. Wang has not held any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas, nor any other position in the Bank or its subsidiaries during the past three years, and he does not have any relationship with any other Directors, Supervisors, members of senior management, substantial Shareholders or controlling Shareholders of the Bank nor any interest in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Regarding the proposed nomination of Mr. Wang as a candidate for independent non-executive Director of the ninth session of the Board, the Nomination Committee under the Board and the Board of Directors have complied with the Director's qualifications and electoral procedures under the Articles of Association. After overall consideration of the actual situation of the

Bank, Mr. Wang's professional experience, skills and knowledge, and the possibility in improving the operation efficiency of the Board and the available time that may be devoted to the Bank by Mr. Wang, the Nomination Committee under the Board of the Bank nominated Mr. Wang as the candidates for independent non-executive Director. The Board believes that Mr. Wang, with expertise in accounting, is capable of providing objective, independent and sufficient opinions and analysis in terms of accounting and other aspects with the help of his extensive experience and knowledge, which will contribute to the Board diversity on various aspects including culture, professional skills and qualifications.

Mr. Wang has confirmed his independence in accordance with the factors set out in Rule 3.13 of the Listing Rules, including (a) he is independent as regards each of the factors as set out in Rule 3.13(1) to (8) of the Listing Rules; (b) he has no past or present financial or other interest in the business of the Bank or any of its subsidiaries, and has no connection with any core connected person (as defined in the Listing Rules) of the Bank; and (c) there are no other factors that may affect his independence. After assessing the independence of Mr. Wang, a candidate for independent non-executive Director in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules, the Nomination Committee under the Board and the Board of the Bank confirm that he is an independent individual who satisfies the above independence guidelines.

Save as disclosed in this circular, Mr. Wang does not have any other information that is required to be disclosed under Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, nor any other matters that are required to be disclosed under the abovementioned rules at present and in the past. Save as disclosed above, there is no other matter regarding the appointment of Mr. Wang that needs to be brought to the attention of the Shareholders.

(II) Proposed Amendments to the Articles of Association

A special resolution on the Amendments to the Articles of Association of Bank of Qingdao Co., Ltd. will be proposed at the 2025 First EGM and Class Meetings for approval.

Shareholders are hereby requested to approve the amendments to the Articles of Association (details of which are set out in Appendix I to this circular) at the 2025 First EGM and H Share Class Meeting, and authorize the Board of Directors to delegate authority to the chairman to handle all matters related to the amendments to the Articles of Association. Such matters include but are not limited to making proper and necessary amendments or adjustments to the Articles of Association according to the opinions of the regulatory authorities and the actual situations of the Bank as well as reporting to the banking regulatory authorities for approval and industrial and commercial registration, filing and other matters, as required in making amendments to the Articles of Association.

The amendments to the Articles of Association, upon being considered and approved at the 2025 First EGM and Class Meetings will become effective subject to the approval by the banking regulatory authorities.

(III) Proposed Amendments to the Rules of Procedure for the Shareholders' General Meetings

A special resolution on the Amendments to the Rules of Procedure for Shareholders' General Meetings of Bank of Qingdao Co., Ltd. will be proposed at the 2025 First EGM and Class Meetings for approval.

Shareholders are hereby requested to approve the renaming of the Rules of Procedure for the Shareholders' General Meetings of Bank of Qingdao Co., Ltd. to the Rules of Procedure for the Shareholders' Meetings of Bank of Qingdao Co., Ltd., and approve the amendments to the Rules of Procedure for the Shareholders' General Meeting (details of which are set out in Appendix II to this circular) at the 2025 First EGM and H Share Class Meeting, and authorize the Board of Directors to delegate authority to the chairman to make proper and necessary amendments or adjustments to the amendments to the Rules of Procedure for the Shareholders' General Meetings according to the opinions of relevant regulatory authorities and the actual condition of the Bank.

The amended Rules of Procedure for the Shareholders' General Meetings shall become effective together with the amended Articles of Association after being considered and approved at the 2025 First EGM and Class Meetings.

(IV) Proposed Amendments to the Rules of Procedure of the Board of Directors

A special resolution on the Amendments to the Rules of Procedure of the Board of Directors of Bank of Qingdao Co., Ltd. will be proposed at the 2025 First EGM for approval.

Shareholders are hereby requested to approve the amendments to the Rules of Procedure of the Board of Directors (details of which are set out in Appendix III to this circular) at the 2025 First EGM, and authorize the Board of Directors to delegate authority to the chairman to make proper and necessary amendments or adjustments to the amendments to the Rules of Procedure of the Board of Directors according to the opinions of relevant regulatory authorities and the actual condition of the Bank.

The amended Rules of Procedure of the Board of Directors shall become effective together with the amended Articles of Association after being considered and approved at the 2025 First EGM.

(V) Proposed Dissolution of the Board of Supervisors

A special resolution on the Dissolution of the Board of Supervisors of Bank of Qingdao Co., Ltd. will be proposed at the 2025 First EGM for approval.

For the purpose of optimizing the corporate governance structure and enhancing the operational efficiency of corporate governance, in accordance with the requirements of the Company Law of the People's Republic of China and other laws, regulations, regulatory provisions and relevant document, the Bank will dissolve the Board of Supervisors, and the audit committee of the Board shall exercise the functions and powers of the Board of

Supervisors as stipulated in the relevant laws and regulations and other regulatory documents. Special committees under the Board of Supervisors will be simultaneously dissolved. The current Supervisors will no longer serve as Supervisors of the Bank. The Rules of Procedure of the Board of Supervisors of Bank of Qingdao Co., Ltd., the Rules of Work of the Nomination and Evaluation Committee of the Board of Supervisors of Bank of Qingdao Co., Ltd., the Rules of Work of the Supervisory Committee of the Board of Supervisors of Bank of Qingdao Co., Ltd., the Measures on Evaluation of Performance of Duties by the Supervisors of Bank of Qingdao Co., Ltd. and other systems related to the Board of Supervisors shall be abolished accordingly.

The above matter will come into effect from the date on which the newly revised Articles of Association is approved by the Qingdao Bureau of the National Financial Regulatory Administration. Before that, the Board of Supervisors will continue to exercise its functions and powers as prescribed by the Company Law of the People's Republic of China and other laws and regulations, and Supervisors will continue to perform their corresponding duties.

(VI) Proposed Issuance of Non-capital Financial Bonds

A special resolution on the Issuance of Non-Capital Financial Bonds of Bank of Qingdao Co., Ltd. will be proposed at the 2025 First EGM for approval.

In recent years, the Bank has actively responded to the changes in the domestic economic situation, achieving sustained asset growth, enhanced profitability, and significant improvements in operational capabilities. In order to further optimize the matching structure of medium and long-term assets and liabilities, increase the sources of stable medium and long-term liabilities, and support the development of new medium and long-term assets business, the Bank intends to apply for the issuance of non-capital financial bonds of not exceeding RMB15.0 billion (RMB15.0 billion inclusive) within the framework of regulatory requirements and in light of its own development needs. The overall issuance plan is set out as follows:

1. Category of issuance: including but not limited to non-capital financial bonds such as ordinary financial bonds, green financial bonds, special financial bonds for loans to small and micro enterprises and financial bonds for technological innovation.

2. Total issue size: Not exceeding RMB15.0 billion (RMB15.0 billion inclusive).

3. Bond maturity: Not exceeding 5 years (5 years inclusive).

4. Interest rates of the bonds: Determined with reference to market interest rates.

5. Use of proceeds: The proceeds raised from the non-capital financial bonds will be used to optimize the matching structure of medium and long-term assets and liabilities, increase the sources of stable medium and long-term liabilities, and support the development of new medium and long-term assets business.

6. Valid term of the resolution regarding the non-capital financial bonds: Valid for 36 months from the date of approval at the Shareholders' general meeting.

7. Issuance authorisation: In view of uncertainties in relation to the issuance of non-capital financial bonds by the Bank, such as changes in the time of issuance or market conditions, and in order to ensure the successful issuance of the non-capital financial bonds, it is proposed to the Shareholders' general meeting for approving the Board of Directors to authorize the senior management of the Bank, to specifically deal with relevant matters relating to the issuance of non-capital financial bonds, including but not limited to the following matters in relation to filing and approval:

   (1). In relation to the issuance of the non-capital financial bonds, to handle the filing, approval and verification procedures with the relevant regulatory authorities, to sign, execute, revise and complete all essential documents, and to determine and pay the expenses in relation to the issuance of the non-capital financial bonds.

   (2). To determine the specific terms of the issuance of the non-capital financial bonds in accordance with the issuance plan above and the regulations and approvals by the relevant regulatory authorities, which include but not limited to the relevant matters in relation to the tranches (which may be issued in one or multiple installments), timing, size, currency, market, duration, rates or its determination mechanism, target subscribers, and method of issuance and of payment of the non-capital financial bonds.

   (3). To draft, revise, sign and execute all agreements, contracts and related documents during the issuance of non-capital financial bonds, to engage intermediaries, and to determine other matters related to the issuance of non-capital financial bonds.

   (4). In accordance with the latest regulatory requirements by the regulatory authorities, to make appropriate adjustments to the terms of issuance within the scope of the issuance plan determined at the Shareholders' general meeting (including but not limited to the determination of the amount of issuance, maturity of bonds, method to determine interest rate, and other terms required to be adjusted by the regulatory authorities, etc.).

   (5). To handle other matters which the senior management deems necessary, appropriate or suitable for the issuance of non-capital financial bonds in accordance with domestic and overseas laws and regulations.

   (6). Except for matters subject to re-approval by Shareholders' general meetings or Board of Directors as stipulated by relevant laws, regulations and the Articles of Association of the Bank.

The aforementioned authorisations are valid for 36 months from the date of approval at the Shareholders' general meeting.

(VII) Proposed Issuance of Capital Financial Bonds

A special resolution on the Issuance of Capital Financial Bonds of Bank of Qingdao Co., Ltd. will be proposed at the 2025 First EGM for approval.

In recent years, in the wake of rapid growth of the Bank's asset size and operating performance, the capital adequacy level of the Bank is still faced with certain pressure. In view of this, the Bank intends to, within the framework of regulatory regulations and with reference to its development needs, apply for the issuance of capital financial bonds of not exceeding RMB13.0 billion (RMB13.0 billion inclusive), comprising undated capital bonds of RMB11.0 billion and tier-two capital bonds of RMB2.0 billion. Through the issuance of capital financial bonds, the Bank aims to further enhance the capability of its capital to support its development, boost core competitiveness and promote sustainable development. The overall issuance plan is set out as follows:

1. Category of issuance: Undated capital bonds and tier-two capital bonds.

2. Total issue size: Not exceeding RMB13.0 billion (RMB13.0 billion inclusive) in total, comprising undated capital bonds of RMB11.0 billion and tier-two capital bonds of RMB2.0 billion.

3. Bond maturity: The term of undated capital bonds is the same as the ongoing operation term of the issuer, and the term of tier-two capital bonds is no less than five years.

4. Interest rates of the bonds: Determined with reference to market interest rates.

5. Use of proceeds: Undated capital bonds will be used to replenish the Bank's other tier 1 capital and tier-two capital bonds will be used to replenish the Bank's tier-two capital.

6. Valid term of the resolution regarding the capital financial bonds: Valid for 36 months from the date of approval at the Shareholders' general meeting.

7. Issuance authorisation: In view of uncertainties in relation to the issuance of capital financial bonds by the Bank, such as changes in the time of issuance or market conditions, and in order to ensure the successful issuance of the capital financial bonds, it is proposed to the Shareholders' general meeting for approving the Board of Directors to authorize the senior management of the Bank, to specifically deal with relevant matters relating to the issuance of capital financial bonds, including but not limited to the following matters in relation to filing and approval:

(1). Authority in relation to the issuance

① In relation to the issuance of the capital financial bonds, to handle the filing, approval, verification, reporting and registration procedures with the relevant regulatory authorities, to sign, execute, revise and complete all essential documents, and to determine and pay the expenses in relation to the issuance of the capital financial bonds.

② To determine the specific terms of the issuance of the capital financial bonds in accordance with the issuance plan above and the regulations and approvals by the relevant regulatory authorities, which include but not limited to the relevant matters in relation to the tranches (which may be issued in one or multiple installments), timing, size, currency, market, rates or its determination mechanism, target subscribers, method of issuance and of interest payment, priority of repayment, write-down terms, optional redemption by the issuer, bond registration and custody, and circulation and listing of the capital financial bonds.

③ To draft, revise, sign and execute all agreements, contracts and related documents during the issuance of capital financial bonds, to engage intermediaries, and to determine other matters related to the issuance of capital financial bonds.

④ In accordance with the latest regulatory requirements by the regulatory authorities, to make appropriate adjustments to the terms of issuance within the scope of the issuance plan determined at the Shareholders' general meeting (including but not limited to the determination of the amount of issuance, maturity of bonds, method to determine interest rate, and other terms required to be adjusted by the regulatory authorities, etc.).

⑤ To handle other matters which the senior management deems necessary, appropriate or suitable for the issuance of capital financial bonds in accordance with domestic and overseas laws and regulations.

⑥ Except for matters subject to re-approval by Shareholders' general meetings or Board of Directors as stipulated by relevant laws, regulations and the Articles of Association of the Bank.

The aforementioned authorisations in relation to issuance are valid for 36 months from the date of approval at the Shareholders' general meeting.

(2). Other authorisations in relation to capital financial bonds

According to the regulations and requirements of relevant regulatory authorities, the capital financial bonds shall be subject to interest payment or repayment, redemption, write-down, information disclosure relating to capital financial bonds and other related matters.

The aforementioned other authorisations in relation to capital financial bonds shall commence on the date of approval at the Shareholders' general meeting and end on the date of completion of the above authorisations.

III. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Bank. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make this circular or any statement herein misleading.

IV. THE EGM AND THE H SHARE CLASS MEETING

The Bank intends to convene the 2025 First EGM and the 2025 First H Share Class Meeting at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC, at 9:00 a.m. on Friday, 26 September 2025 successively, to consider and, if thought fit, to pass matters as set out in the notices of the 2025 First EGM and the 2025 First H Share Class Meeting. Notices and forms of proxy of the 2025 First EGM and the 2025 First H Share Class Meeting dated 8 September 2025 have been published in accordance with the Hong Kong Listing Rules. The notices of the 2025 First EGM and the 2025 First H Share Class Meeting are set out on pages EGM-1 to EGM-3 and pages HCM-1 to HCM-3 respectively, of this circular.

Completion and return of the form(s) of proxy(ies) will not preclude you from attending and voting in person at the 2025 First EGM and/or the 2025 First H Share Class Meeting or at any adjournment thereof.

Closure of H Share Register of Members and Eligibility to Attend and Vote at the 2025 First EGM and the 2025 First H Share Class Meeting

The H Share register of members of the Bank will be closed from Tuesday, 23 September 2025 to Friday, 26 September 2025 (both days inclusive). In order to be eligible to attend and vote at the 2025 First EGM and/or the 2025 First H Share Class Meeting, H Shareholders of the Bank must lodge the H Share transfer documents accompanied by the relevant Share certificates and other appropriate documents with the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no

later than 4:30 p.m. on Monday, 22 September 2025. Shareholders whose names appear in the register of members of the Bank on Tuesday, 23 September 2025, will be eligible to attend and vote at the 2025 First EGM and/or the 2025 First H Share Class Meeting.

V. METHODS OF VOTING AT THE EGM AND THE H SHARE CLASS MEETING

Pursuant to the requirements of Rule 13.39(4) of the Hong Kong Listing Rules, voting by the Shareholders at the 2025 First EGM and the H Share Class Meeting shall be taken by the way of poll.

To the best knowledge of the Bank, no Shareholders or their associates are deemed to have a material interest in any of the resolutions at the 2025 First EGM and the H Share Class Meeting, and therefore no Shareholders are required to abstain from voting on any resolutions.

Please be advised that pursuant to Article 62 of the Articles of Association, if you pledge 50% or more of your equity interests in the Bank, your voting rights at the 2025 First EGM and the H Share Class Meeting shall be subject to restrictions.

VI. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2025 First EGM and the H Share Class Meeting are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of all resolutions to be proposed at the 2025 First EGM and the H Share Class Meeting.

By order of the Board
Bank of Qingdao Co., Ltd.*
Jing Zailun
Chairman

Qingdao, Shandong Province, the PRC
8 September 2025

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

COMPARATIVE TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BANK OF QINGDAO CO., LTD.

No.	The original articles	After revision (with marks)
1	Article 1 For the purpose of protecting the legitimate rights and interests of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), its shareholders and creditors, and of standardizing the organization and activities of the Bank, these Articles of Association of the Bank (hereinafter referred to as the "Articles") are hereby formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Commercial Banking Law of the People's Republic of China (hereinafter referred to as the "Commercial Banking Law"), the Corporate Governance Standards for Banking and Insurance Institutions, Guidance for the Articles of Listed Company, the Measures for the Administration of Independent Directors of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") as well as other relevant laws, administrative regulations, departmental rules and regulatory documents.	Article 1 For the purpose of protecting the legitimate rights and interests of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), its shareholders**, employees** and creditors, and of standardizing the organization and activities of the Bank, these Articles of Association of the Bank (hereinafter referred to as the "Articles") are hereby formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Commercial Banking Law of the People's Republic of China (hereinafter referred to as the "Commercial Banking Law"), the Corporate Governance Standards for Banking and Insurance Institutions, Guidance for the Articles of Listed Company, the Measures for the Administration of Independent Directors of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") as well as other relevant laws, administrative regulations, departmental rules ~~and,~~ regulatory documents **and the regulatory authorities**.
2	Article 2 The Bank is a joint stock limited company incorporated in accordance with the Company Law, the Commercial Banking Law and other relevant provisions. The Bank was established by a way of promotion with the approval of the People's Bank of China on November 15, 1996 (Yin Fu [1996] No. 353) under the name of Qingdao City Cooperative Bank. The Bank changed its name to Qingdao City Commercial Bank Co., Ltd. in 1998 and then to Bank of Qingdao Co., Ltd. in 2008. The Bank has been registered with the Administration for Industry and Commerce of Qingdao with the business license No. 26460960-2-1 on November 15, 1996. Currently, the Bank holds the business license with unified social credit code of 91370200264609602K from the Administration for Industry and Commerce of Qingdao, and obtained an independent legal person qualification.	Article 2 The Bank is a joint stock limited company incorporated in accordance with the Company Law, the Commercial Banking Law and other relevant provisions. The Bank was established by a way of promotion with the approval of the People's Bank of China on **15** November ~~15,~~ 1996 (Yin Fu [1996] No. 353) under the name of Qingdao City Cooperative Bank. The Bank changed its name to Qingdao City Commercial Bank Co., Ltd. in 1998 and then to Bank of Qingdao Co., Ltd. in 2008. The Bank has been registered with the Administration for Industry and Commerce of Qingdao with the business license No. 26460960-2-1 on **15** November ~~15,~~ 1996. Currently, the Bank holds the business license with unified social credit code of 91370200264609602K from the Administration for Industry and Commerce of Qingdao, and obtained an independent legal person qualification.

No.	The original articles	After revision (with marks)
3	Article 4 Domicile of the Bank: Building No. 3, No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province Postal code: 266061 Telephone number: 0532-85709728 Facsimile number: 0532-85783866	Article 4 Domicile of the Bank: Building No. 3, No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province Postal code: 266061 ~~Telephone number: 0532-85709728~~ ~~Facsimile number: 0532-85783866~~
4	Article 7 The legal representative of the Bank shall be the chairman of its Board of Directors.	Article 7 ~~The legal representative of the Bank shall be the chairman of its Board of Directors.~~ **The chairman of the Board of Directors shall serve as the legal representative of Bank.** **If the chairman of the Board of Directors who serves as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time.** **In the event of the resignation of the legal representative, the Bank shall designate a new legal representative in accordance with laws, administrative regulations, and relevant regulatory provisions. The appointment or change of the legal representative shall be resolved by the Board of Directors.**
5	Newly added	**Article 8 The legal consequences of civil activities performed by the legal representative in the name of the Bank shall be borne by the Bank.** **The limitation on the functions and powers of the legal representative in the Articles or by the Shareholders' meeting shall not be enforceable against bona fide counterpart.** **Where the legal representative causes damage to any other person in the performance of his/her duties, the Bank shall assume civil liability for such damage. The Bank may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with laws or the Articles.**

No.	The original articles	After revision (with marks)
6	Article 8 The shareholders of the Bank shall bear liability for the Bank to the extent of the shares subscribed by them, and the Bank shall bear liability for its debts to the extent of its total assets.	Article 9 The shareholders of the Bank shall bear liability for the Bank to the extent of the shares subscribed by them, and the Bank shall bear liability for its debts to the extent of its total **properties** ~~assets~~.
7	Article 9 Upon these Articles becoming effective, it shall be construed as a legally binding document governing the organization and activities of the Bank, and defines the rights and obligations between the Bank and its shareholders, and among the shareholders themselves. It shall be legally binding on the Bank, its shareholders, directors, supervisors, and members of senior management. The aforementioned can enforce their rights on matters relating to the Bank in accordance with the Articles. Pursuant to these Articles, the shareholders may initiate legal proceedings against other shareholders, the directors, supervisors, president, other senior management of the Bank and the Bank itself. The Bank may initiate legal proceedings against the shareholders, directors, supervisors, president and other senior management of the Bank. The lawsuits referred to in the preceding paragraph shall include legal proceedings initiated in courts or the application to arbitration institutions for arbitration.	Article 10 Upon these Articles becoming effective, it shall be construed as a legally binding document governing the organization and activities of the Bank, and defines the rights and obligations between the Bank and its shareholders, and among the shareholders themselves. It shall be legally binding on the Bank, its shareholders, directors, ~~supervisors,~~ and members of senior management. The aforementioned can enforce their rights on matters relating to the Bank in accordance with the Articles. Pursuant to these Articles, the shareholders may initiate legal proceedings against other shareholders, the directors, ~~supervisors,~~ president, other senior management of the Bank and the Bank itself. The Bank may initiate legal proceedings against the shareholders, directors, ~~supervisors,~~ president and other senior management of the Bank. The lawsuits referred to in the preceding paragraph shall include legal proceedings initiated in courts or the application to arbitration institutions for arbitration.

No.	The original articles	After revision (with marks)
8	Article 14 In accordance with the *Constitution of the Communist Party of China*, the Bank shall establish a committee for the Communist Party of China (the "Party Committee") and the grass-roots Party organization to carry out work of the Party. The organizational structure of the Party organization and its staffing shall be incorporated into the administrative organs and the establishment of the Bank. The Bank shall include expenses of the Party organization in the Bank's budget, which will be credited to the Bank's management fee. The Party organization shall assume major responsibilities for the research, planning, implementation and monitoring work of the establishment of the Party. The Board of Directors, the Supervisory Committee and the senior management of the Bank shall support the Party organization of the Bank to perform its duties and initiate its job. The Board of Directors, the Supervisory Committee and the senior management party members shall actively support and participate in the establishment of the Party.	Article 15 In accordance with the *Constitution of the Communist Party of China*, the Bank shall establish a committee for the Communist Party of China (the "Party Committee") and the grass-roots Party organization to carry out work of the Party. **The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs, and provided with sufficient funds to operate the Party organisation. The Bank shall provide the necessary conditions for the activities of the Party organisation.** ~~The organizational structure of the Party organization and its staffing shall be incorporated into the administrative organs and the establishment of the Bank. The Bank shall include expenses of the Party organization in the Bank's budget, which will be credited to the Bank's management fee.~~ The Party organization shall assume major responsibilities for the research, planning, implementation and monitoring work of the establishment of the Party. The Board of Directors~~,~~ ~~the Supervisory Committee~~ and the senior management of the Bank shall support the Party organization of the Bank to perform its duties and initiate its job. The Board of Directors~~,~~ ~~the Supervisory Committee~~ and the senior management party members shall actively support and participate in the establishment of the Party.

No.	The original articles	After revision (with marks)
	The Party Committee of the Bank shall have one secretary, several other members. The chairman of the Board of Directors shall be assumed by the same person, and the president who is also a party member shall serve as the Party Committee's deputy secretary. According to the leadership mechanism of "Dual Entry and Cross Appointment", qualified Party Committee members may join the Board of Directors, the Board of Supervisors and the senior management through legal procedures, and qualified Party members at the Board of Directors, the Board of Supervisors and the senior management may join the Party Committee pursuant to relevant provisions and procedures. The Party Committee of the Bank shall give full play to its leading role in guiding the direction, managing the overall situation and promoting implementation, and formulate and improve the list of matters for the Party Committee for discussion of major operation and management issues in advance based on the actual situation of the Bank. For major operation and management matters that require to be decided by the Board of Directors and senior management, the Party Committee shall conduct research and discussions before the Board of Directors or senior management makes a decision. The Party Committee of the Bank performs the following duties in accordance with the Constitution of the Communist Party of China and other internal party regulations:	The Party Committee of the Bank shall have one secretary, several other members. The chairman of the Board of Directors shall be assumed by the same person, and the president who is also a party member shall serve as the Party Committee's deputy secretary. According to the leadership mechanism of "Dual Entry and Cross Appointment", qualified Party Committee members may join the Board of Directors~~,~~ ~~the Board of Supervisors~~ and the senior management through legal procedures, and qualified Party members at the Board of Directors~~, the Board of Supervisors~~ and the senior management may join the Party Committee pursuant to relevant provisions and procedures. **The Bank shall adhere to the combination of the strengthening of the Party's leadership and the improving of corporate governance, leveraging high-quality party building to lead the high-quality development of the Bank.** The Party Committee of the Bank shall give full play to its leading role in guiding the direction, managing the overall situation and **ensuring** ~~promoting~~ implementation, and formulate and improve the list of matters for the Party Committee for discussion of major operation and management issues in advance based on the actual situation of the Bank. For major operation and management matters that require to be decided by the Board of Directors and senior management, the Party Committee shall conduct research and discussions before the Board of Directors or senior management makes a decision. The Party Committee of the Bank performs the following duties in accordance with the Constitution of the Communist Party of China and other internal party regulations **and regulatory documents**:

No.	The original articles	After revision (with marks)
	(I) strengthening the political integrity of the Bank's Party Committee, upholding and implementing the fundamental system, basic system and important system of socialism with Chinese characteristics, and educating and guiding all the Party members to always maintain a high degree of consistency with the Central Committee of CPC with Comrade Xi Jinping as its core in their political stance, political direction, political principles and political road;	(I) **adhering to the centralized and unified leadership of the CPC Central Committee over financial work,** strengthening the political integrity of the Bank's Party Committee, upholding and implementing the fundamental system, basic system and important system of socialism with Chinese characteristics, and educating and guiding all the Party members to always maintain a high degree of consistency with the Central Committee of CPC with Comrade Xi Jinping as its core in their political stance, political direction, political principles and political road;
	(II) studying and implementing Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era in a deep-reaching manner, studying and publicizing the Party's theories, implementing the Party's guidelines, principles and policies, and supervising and ensuring the successful implementation of major decisions and deployments of the Party's Central Committee and resolutions of higher Party organizations in the Bank;	(II) studying and implementing Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era in a deep-reaching manner, studying and publicizing the Party's theories, implementing the Party's guidelines, principles and policies, and supervising and ensuring the successful implementation of major decisions and deployments of the Party's Central Committee and resolutions of higher Party organizations in the Bank;
	(III) studying and discussing the major operational and management issues of the Bank, and supporting the Shareholders' general meeting, the Board of Directors, the Supervisory Committee and the senior management to exercise their powers in accordance with the law;	(III) studying and discussing **the reform, development and stability,** ~~the~~ major operational and management issues ~~of the Bank,~~ **and major issues concerning employee interests of the Bank,** and supporting the Shareholders' ~~general~~ meeting, the Board of Directors~~, the Supervisory Committee~~ and the senior management to exercise their powers in accordance with the law; **and supporting the employee representative meeting in carrying out its work;**
	(IV) strengthening the leadership and control over the selection and appointment of talent of the Bank, as well as the development of groups of leaders, cadres and talent of the Bank;	
	(V) fulfilling the principal responsibilities of the Bank in Party style and integrity construction, leading and supporting the internal discipline inspection organizations to perform their duties of supervision, disciplining and accountability, strictly affirming political discipline and rules, and promoting the extension of strict governance of the Party down to the grassroots level;	

No.	The original articles	After revision (with marks)
	(VI) strengthening the construction of grassroots party organizations and party members, uniting and leading the masses of employees to actively participate in the reform and development of the Bank; (VII) leading the Bank's ideological and political work, spiritual civilization construction and united front work, leading the trade unions, Communist Youth League, women's organizations and other mass organizations of the Bank; (VIII) other relevant important matters within the scope of the Party Committee's duties.	(IV) strengthening the leadership and control over the selection and appointment of talent of the Bank, **reinforcing** ~~as well as~~ the development of groups of leaders, cadres and talent of the Bank**, with a strong record of political integrity, professional competence and excellent conduct, focusing on standards, procedure, evaluation, recommendation and supervision, and upholding the integration of the principle that the Party manages the cadres with the lawful selection of the management by the Board of Directors and the lawful exercise of personnel authority by the management, building a team of high caliber financial professionals who are loyal, clean and responsible**; (V) **assuming the primary responsibility to exercise strict self-governance in every respect of the Party,** fulfilling the principal responsibilities of the Bank in Party style and integrity construction, **strengthening integrity building,** leading and supporting the internal discipline inspection organizations to perform their duties of supervision, disciplining and accountability, strictly affirming political discipline and rules, and promoting the extension of strict governance of the Party down to the grassroots level; (VI) strengthening the construction of grassroots party organizations and party members, **giving full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and** uniting and leading the masses of employees to actively participate in the reform and development of the Bank; (VII) leading the Bank's ideological and political work, spiritual civilization construction and united front work, leading **the corporate culture building,** the trade unions, Communist Youth League, women's organizations and other mass organizations of the Bank; (VIII) other relevant important matters within the scope of the Party Committee's duties.

No.	The original articles	After revision (with marks)
9	Article 15 The business objectives of the Bank are: to operate lawfully, manage professionally, provide innovative services through advanced technology, enhance corporate governance, streamline management process, highlight the uniqueness of operation, improve customer experience and build outstanding brand image, achieve scientific and steady development, create maximum benefit for Shareholders and other stakeholders, promote the economic prosperity and social development.	Article 16 The business objectives of the Bank are: **the Bank adheres to a people-centered value orientation, upholds the fundamental principle of finance serving the real economy, actively cultivates and practices a financial culture with Chinese characteristics, and steadfastly follows the path of financial development with Chinese characteristics.** **The Bank adheres to the comprehensive leadership of the Party, improves corporate governance while optimizing management systems, and conducts localized and characteristic operations. It focuses on the "Five Major Aspects" encompassing technology finance, green finance, inclusive finance, pension finance, and digital finance. It continuously enhances customer experience and the quality and effectiveness of serving the real economy, and generates long-term value for shareholders and stakeholders while advancing economic development and social progress.** ~~to operate lawfully, manage professionally, provide innovative services through advanced technology, enhance corporate governance, streamline management process, highlight the uniqueness of operation, improve customer experience and build outstanding brand image, achieve scientific and steady development, create maximum benefit for Shareholders and other stakeholders, promote the economic prosperity and social development.~~

No.	The original articles	After revision (with marks)
10	Article 18 The Bank shall have ordinary shares at all times. The Bank may issue shares such as preference shares or other shares that meet the requirements of laws and regulations according to its needs and upon the completion of relevant procedures by the securities regulatory authority of the State Council or the departments authorized by the State Council. In these Articles, preference shares refer to the other classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders shall be entitled to participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank (such as voting rights) are restricted. The shares in the Bank shall be issued in a fair and impartial manner and each share of the same class shall have the same rights and is entitled to the same dividend. Each share of the same class issued at the same time shall be on the same conditions and at the same price. All entities or individuals subscribing for the shares shall pay the same price for each share.	Article 19 The Bank shall have ordinary shares at all times. The Bank may**,** ~~issue shares such as preference shares or other shares that meet the requirements of laws and regulations~~ according to its needs**, have other classes of shares such as preference shares in accordance with relevant laws and administrative regulations** ~~and upon the completion of relevant procedures by the securities regulatory authority of the State Council or the departments authorized by the State Council~~. In these Articles, preference shares refer to the other classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders shall be entitled to participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank (such as voting rights) are restricted. The shares in the Bank shall be issued in ~~a~~ **an open,** fair and impartial manner and ~~each share of the same class shall have the same rights and is entitled to the same dividend~~ **shares of the same class carry same rights**. Each share of the same class issued at the same time ~~shall be~~ **is** on the same conditions and at the same price. ~~All entities or individuals subscribing for the shares shall~~ **Each subscriber** pay**s** the same price for each share **he/she subscribes to**.

No.	The original articles	After revision (with marks)
11	Article 21 Shares issued by the Bank to investors within the PRC and subscribed for in RMB shall be referred to as "domestic shares". Shares issued by the Bank to investors outside the PRC and subscribed for in foreign currency shall be referred to as "foreign investment shares". Foreign investment shares listed outside the PRC shall be referred to as "overseas-listed foreign shares". The shares that are issued by the Bank after the completion of relevant procedures by the securities regulatory authority of the State Council or the departments authorized by the State Council, and listed and traded on domestic stock exchange upon the approval of domestic stock exchange are collectively known as "domestically-listed shares" and referred to as A shares. The shares that are issued by the Bank after the completion of relevant procedures by the securities regulatory authority of the State Council or the departments authorized by the State Council and listed and traded on foreign securities upon the approval from foreign securities regulatory authorities, are collectively referred to as "overseas-listed foreign shares". Overseas-listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") are referred to as H shares. A shares issued by the Bank are retained under centralized depositary of the relevant securities depository institutions for safe custody; whereas the H shares of the Bank are mainly retained under the safe custody of entrusted Hong Kong securities clearing companies and such shares may also be held under the personal names of shareholders.	Article 22 ~~Shares issued by the Bank to investors within the PRC and subscribed for in RMB shall be referred to as "domestic shares". Shares issued by the Bank to investors outside the PRC and subscribed for in foreign currency shall be referred to as "foreign investment shares". Foreign investment shares listed outside the PRC shall be referred to as "overseas-listed foreign shares".~~ The shares that are issued by the Bank after the completion of relevant procedures by the securities regulatory authority of the State Council or the departments authorized by the State Council, and listed and traded on domestic stock exchange upon the approval of domestic stock exchange are collectively known as "domestically-listed shares" and referred to as A shares. The shares that are issued by the Bank after the completion of relevant procedures by the securities regulatory authority of the State Council or the departments authorized by the State Council and listed and traded on foreign securities upon the approval from foreign securities regulatory authorities, are collectively referred to as "overseas-listed foreign shares". Overseas-listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") are referred to as H shares. A shares issued by the Bank are retained under centralized depositary of the relevant securities depository institutions for safe custody; whereas the H shares of the Bank are mainly retained under the safe custody of entrusted Hong Kong securities clearing companies and such shares may also be held under the personal names of shareholders.

No.	The original articles	After revision (with marks)
	Foreign currencies referred to in the preceding paragraph shall mean the lawful currencies of other countries or regions other than RMB, which are recognised by the State Administration of Foreign Exchange for payment of share subscription to the Bank. Subject to the applicable laws, administrative regulations and departmental rules, Shareholders of the Bank may trade their unlisted shares in overseas stock exchanges upon approval from the relevant regulatory authorities, such as the banking regulatory authorities and the securities regulatory authority of the State Council. The listing and trading of the aforementioned shares in overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of overseas stock exchanges.	Foreign currencies referred to in the preceding paragraph shall mean the lawful currencies of other countries or regions other than RMB, which are recognised by the State Administration of Foreign Exchange for payment of share subscription to the Bank. ~~Subject to the applicable laws, administrative regulations and departmental rules, Shareholders of the Bank may trade their unlisted shares in overseas stock exchanges upon approval from the relevant regulatory authorities, such as the banking regulatory authorities and the securities regulatory authority of the State Council. The listing and trading of the aforementioned shares in overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of overseas stock exchanges.~~
12	Article 23 The total number of ordinary shares that the Bank can issue upon approval by the approval departments as authorized by the State Council is 5,820,354,724 shares. The Bank's ordinary share capital structure is: 5,820,354,724 ordinary shares, among which 3,528,409,250 are A shares, representing 60.62% of the total shares issued by the Bank; and 2,291,945,474 are H shares, representing 39.38% of the total shares issued by the Bank. The offshore preference shares of the Bank are 60,150,000 shares.	Article 24 The total number of ordinary shares that the Bank can issue upon approval by the approval departments as authorized by the State Council is 5,820,354,724 shares. The Bank's ordinary share capital structure is: 5,820,354,724 ordinary shares, among which 3,528,409,250 are A shares, representing 60.62% of the total shares issued by the Bank; and 2,291,945,474 are H shares, representing 39.38% of the total shares issued by the Bank. **On 25 September 2015, the Bank obtained approval from the China Securities Regulatory Commission with the Approval No.: Zheng Jian Xu Ke [2015] 2195 for its initial public offering of overseas-listed foreign shares (H shares). The Bank issued 990,000,000 shares under its initial public offering and 51,898,000 shares pursuant to the over-allotment option on 3 December 2015 and 4 January 2016, respectively, being a total of 1,041,898,000 H shares (comprising 947,180,000 new H shares offered by the Bank and 94,718,000 stock shares offered by the state-owned shareholders), which were listed on the Hong Kong Stock Exchange.**

No.	The original articles	After revision (with marks)
		On 28 August 2017, the Bank obtained approval from the China Securities Regulatory Commission with the Approval No.: Zheng Jian Xu Ke [2017] 1585 for its issuance of 60,150,000 preference shares in an offshore non-public offering on 19 September 2017. On 20 September 2017, the offshore preference shares on non-public issuance were listed on the Hong Kong Stock Exchange. The Bank redeemed all offshore preference shares on 19 September 2022. **On 27 October 2018, the Bank obtained approval from the China Securities Regulatory Commission with the Approval No.: Zheng Jian Xu Ke [2018] 1727 for its initial public offering of 450,977,251 A shares in the domestic market. These shares were listed on the Shenzhen Stock Exchange on 16 January 2019.** ~~The offshore preference shares of the Bank are 60,150,000 shares.~~
13	Article 24 Subject to completion of relevant procedures by the securities regulatory authority of the State Council or the departments authorized by the State Council regarding the Bank's plan to issue overseas-listed foreign shares and domestically-listed shares, the Board of Directors of the Bank may implement arrangements regarding the issuance of the shares respectively. The Bank may separately implement its plan to issue overseas-listed foreign shares and domestically-listed shares pursuant to the preceding paragraphs within 15 months from the date of completion of relevant procedures by the securities regulatory authority of the State Council or the departments authorized by the State Council.	Deleted.
14	Article 25 In the event that there are overseas-listed shares and domestically-listed shares included in the total number of shares stated in the said plan, such shares shall be fully subscribed for at their respective offerings. If these shares cannot be fully subscribed due to special circumstances, such shares may be issued in separate tranches upon the completion of relevant procedures by the securities regulatory authority of the State Council or the departments authorized by the State Council.	Deleted.

No.	The original articles	After revision (with marks)
15	Newly added	**Article 25 The Bank or its subsidiary companies shall not by way of gift, advance, guarantee or lending provide financial assistance for others to acquire shares of the Bank, unless otherwise stipulated in the laws or the administrative regulations.**
16	Section 2 Increase and Reduction of Shares and Share Repurchase	Section 2 Increase and Reduction of Shares and Share ~~Repurchase~~ **Purchase**
17	Article 26 The Bank may, based on its operating and development needs and in accordance with relevant laws and regulations, subject to resolutions adopted in the shareholders' general meeting and the approval by the relevant competent regulatory authorities of the State, increase its registered capital in the following ways: (1) public offering of shares; (2) non-public offering of shares; (3) placing new shares to existing shareholders; (4) allotting new shares to existing shareholders; (5) transferring capital reserve funds to increased capital; (6) other methods permitted by the laws and administrative regulations or by relevant competent regulatory authorities of the State. After being approved according to these Articles, the Bank's increase of its capital by issuing new shares shall be conducted in accordance with the procedures provided in the relevant laws and administrative regulations.	Article 26 The Bank may, based on its operating and development needs and in accordance with relevant laws and regulations, subject to resolutions adopted in the shareholders' ~~general~~ meeting and the approval by the relevant competent regulatory authorities of the State, increase its registered capital in the following ways: (1) ~~public offering of shares~~ **offering shares to unspecified targets**; (2) ~~non-public offering of shares~~ **offering shares to specified targets**; ~~(3) placing new shares to existing shareholders;~~ (**3**~~4~~) allotting ~~new~~ **bonus** shares to existing shareholders; (**4**~~5~~) transferring capital reserve funds to increased capital; (**5**~~6~~) other methods permitted by the laws and administrative regulations or by relevant competent regulatory authorities of the State. After being approved according to these Articles, the Bank's increase of its capital by issuing new shares shall be conducted in accordance with the procedures provided in the relevant laws and administrative regulations.
18	Article 27 The Bank may reduce its registered capital pursuant to these Articles and upon the approval of the relevant competent regulatory authorities of the State. Any reduction of registered capital of the Bank shall be handled in compliance with the procedures stipulated by the Company Law, the Commercial Banking Law and other relevant regulations and provisions of these Articles.	Article 27 The Bank may reduce its registered capital pursuant to these Articles and upon the approval of the relevant competent regulatory authorities of the State. Any reduction of registered capital of the Bank shall be handled in compliance with the procedures stipulated by the Company Law, the Commercial Banking Law and other relevant regulations and provisions of these Articles.

No.	The original articles	After revision (with marks)
19	Article 28 The Bank may, subject to the laws, administrative regulations, departmental rules and the provisions specified in these Articles and upon approvals from the relevant competent regulatory authorities of the State, repurchase its issued shares under the following circumstances: (1) reduction of registered capital of the Bank; (2) merger with another company holding shares in the Bank; (3) granting shares under employee share ownership scheme or as equity incentives; (4) requests for the Bank to buy out shares from shareholders who have voted against the resolutions passed at a shareholders' general meeting to merge or divide the Bank; (5) using the shares to convert the convertible corporate bonds issued by the Bank; (6) necessary for the protection of corporate value and shareholders' interests of the Bank; (7) where the laws, administrative regulations, departmental rules, these Articles or the preference shares issuance plan of the Bank in relation to the repurchase of preference shares by the Bank provides otherwise, such provisions shall prevail. Save for the above circumstances, the Bank shall not acquire its own shares.	Article 28 The Bank may, subject to the laws, administrative regulations, departmental rules and the provisions specified in these Articles and upon approvals from the relevant competent regulatory authorities of the State, **purchase** ~~repurchase~~ its issued shares under the following circumstances: (1) reduction of registered capital of the Bank; (2) merger with another company holding shares in the Bank; (3) granting shares under employee share ownership scheme or as equity incentives; (4) requests for the Bank to buy out shares from shareholders who have voted against the resolutions passed at a shareholders' ~~general~~ meeting to merge or divide the Bank; (5) using the shares to convert the convertible corporate bonds issued by the Bank; (6) necessary for the protection of corporate value and shareholders' interests of the Bank; (7) where the laws, administrative regulations, departmental rules, these Articles or the preference shares issuance plan of the Bank in relation to the repurchase of preference shares by the Bank provides otherwise, such provisions shall prevail. Save for the above circumstances, the Bank shall not acquire its own shares.

No.	The original articles	After revision (with marks)
20	Article 29 Approval shall be obtained at a shareholders' general meeting where the Bank is to repurchase its own shares because of the circumstances set out in (1) and (2) of Article 28 of these Articles. Where the Bank is to repurchase its own shares because of the circumstances set out in (3), (5) and (6) in the first paragraph of Article 28 of these Articles, approval may be obtained at a Board meeting where two-thirds or above of the Directors are present in accordance with the provisions of these Articles or as authorized by the shareholders' general meeting. After the Bank has repurchased its own shares in accordance with Article 28, the shares so repurchased shall be cancelled within 10 days from the date of repurchase (under the circumstance set out in (1)); or shall be transferred or cancelled within 6 months (under the circumstances set out in (2) and (4)). After the Bank has repurchased its own shares under the circumstances set out in (3), (5) and (6) in accordance with Article 28, the total number of shares of the Bank held by the Bank shall not exceed 10% of the total number of issued shares of the Bank and the shares so repurchased shall be transferred or cancelled within 3 years. The above provisions in relation to share repurchase are only applicable to A shares of the Bank, and the repurchase of H shares of the Bank shall be conducted in accordance with the relevant requirements and restrictions under the Hong Kong Listing Rules.	Article 29 Approval shall be obtained at a shareholders' ~~general~~ meeting where the Bank is to **purchase** ~~repurchase~~ its own shares because of the circumstances set out in (1) and (2) of Article 28 of these Articles. Where the Bank is to **purchase** ~~repurchase~~ its own shares because of the circumstances set out in (3), (5) and (6) in the first paragraph of Article 28 of these Articles, approval may be obtained at a Board meeting where two-thirds or above of the Directors are present in accordance with the provisions of these Articles or as authorized by the shareholders' ~~general~~ meeting. After the Bank has **purchased** ~~repurchased~~ its own shares in accordance with Article 28, the shares so **purchased** ~~repurchased~~ shall be cancelled within 10 days from the date of **purchase** ~~repurchase~~ (under the circumstance set out in (1)); or shall be transferred or cancelled within 6 months (under the circumstances set out in (2) and (4)). After the Bank has **purchased** ~~repurchased~~ its own shares under the circumstances set out in (3), (5) and (6) in accordance with Article 28, the total number of shares of the Bank held by the Bank shall not exceed 10% of the total number of issued shares of the Bank and the shares so **purchased** ~~repurchased~~ shall be transferred or cancelled within 3 years. The above provisions in relation to share **purchase** ~~repurchase~~ are only applicable to A shares of the Bank, and the **purchase** ~~repurchase~~ of H shares of the Bank shall be conducted in accordance with the relevant requirements and restrictions under the Hong Kong Listing Rules.
21	Article 30 The Bank may repurchase its shares by the way of public centralized trading or other ways as recognized by the laws and regulations and China Securities Regulatory Commission. Where the Bank is to repurchase its own shares because of the circumstances set out in (3), (5) and (6) of paragraph 1 of Article 28 of these Articles, such repurchase shall be conducted by way of public centralized trading.	Article 30 The Bank may **purchase** ~~repurchase~~ its shares by the way of public centralized trading or other ways **in compliance with** ~~as recognized by~~ the laws**, administrative regulations and regulatory provisions** ~~and regulations and China Securities Regulatory Commission~~. Where the Bank is to **purchase** ~~repurchase~~ its own shares because of the circumstances set out in (3), (5) and (6) of paragraph 1 of Article 28 of these Articles, such **purchase** ~~repurchase~~ shall be conducted by way of public centralized trading.

No.	The original articles	After revision (with marks)
22	Article 31 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained from the shareholders at a general meeting in accordance with these Articles. The Bank may, having first obtained the prior approval of shareholders at a general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts. For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but not limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchased shares. The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein. Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, a proposal of tenders shall be made available to all shareholders in the same manner.	Article 31 Where the Bank is to **purchase** ~~repurchase~~ its shares via an off-market agreement, prior approval shall be obtained from the shareholders at a **shareholders'** ~~general~~ meeting in accordance with these Articles. The Bank may, having first obtained the prior approval of shareholders at a **shareholders'** ~~general~~ meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts. For the purposes of the preceding paragraph, contracts for the share **purchase** ~~repurchase~~ shall include (but not limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to **purchased** ~~repurchased~~ shares. The Bank shall not assign any contract for the **purchase** ~~repurchase~~ of its shares or any of its rights provided therein. Where the Bank has the right to **purchase** ~~repurchase~~ redeemable shares, the **purchase** ~~repurchase~~ price shall be set at a maximum price if the **purchases** ~~repurchases~~ are not made through the market or by tender. If **purchases** ~~repurchases~~ are by tender, a proposal of tenders shall be made available to all shareholders in the same manner.
23	Article 32 Shares cancelled by the Bank as a result of share repurchases shall be filed with the market supervision and administration authority for change of its registered capital. The total par value of the shares so cancelled shall be deducted from the registered capital of the Bank.	Article 32 Shares cancelled by the Bank as a result of share **purchases** ~~repurchases~~ shall be filed with the market supervision and administration authority for change of its registered capital. The total par value of the shares so cancelled shall be deducted from the registered capital of the Bank.

No.	The original articles	After revision (with marks)
24	Article 33 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its issued shares: (1) for repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose; (2) where the Bank repurchases its shares at a premium to its par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows: 1. if the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits; 2. if the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank's premium account or capital reserve fund account (including premium on the new issue) at the time of such repurchase;	Article 33 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a **purchase** ~~repurchase~~ of its issued shares: (1) for **purchases** ~~repurchases~~ of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose; (2) where the Bank **purchases** ~~repurchases~~ its shares at a premium to its par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows: 1. if the shares being **purchased** ~~repurchased~~ are issued at par value, payment shall be made from the book balance of its distributable profits; 2. if the shares being **purchased** ~~repurchased~~ are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so **purchased** ~~repurchased~~, nor shall it exceed the amount in the Bank's premium account or capital reserve fund account (including premium on the new issue) at the time of such **purchase** ~~repurchase~~;

No.	The original articles	After revision (with marks)
	(3) The Bank shall make the following payments from the Bank's distributable profits: 1. payment for acquisition of the rights to repurchase its own shares; 2. payment for the variation of any contracts for the repurchase of its shares; 3. payment for the release from its obligations under any repurchase contracts. (4) After the aggregate par value of the cancelled shares is deducted from the Bank's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Bank's premium account or its capital reserve fund account. If there are applicable provision(s) to the contrary regarding the aforementioned share repurchases in the laws, administrative regulations, and relevant regulations of the relevant regulatory authorities, those provision(s) shall prevail.	(3) The Bank shall make the following payments from the Bank's distributable profits: 1. payment for acquisition of the rights to **purchase** ~~repurchase~~ its own shares; 2. payment for the variation of any contracts for the **purchase** ~~repurchase~~ of its shares; 3. payment for the release from its obligations under any **purchase** ~~repurchase~~ contracts. (4) After the aggregate par value of the cancelled shares is deducted from the Bank's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the **purchase** ~~repurchase~~ of the shares at par value shall be credited to the Bank's premium account or its capital reserve fund account. If there are applicable provision(s) to the contrary regarding the aforementioned share **purchases** ~~repurchases~~ in the laws, administrative regulations, and **regulatory provisions** ~~relevant regulations of the relevant regulatory authorities~~, those provision(s) shall prevail.
25	Article 34 Unless otherwise specified by the relevant laws, administrative regulations and the regulations of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed, the fully paid shares of the Bank may be transferred legally without any lien attached. Registration shall be made in the share registrar authorized by the Bank for the transfer of the shares of the Bank. The Bank shall comply with the relevant regulations of the regulatory authorities such as the banking regulatory authority of the State Council in transferring its shares.	Article 34 ~~Unless otherwise specified by the relevant laws, administrative regulations and the regulations of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed, the fully paid shares of the Bank may be transferred legally without any lien attached.~~ **Shares of the Bank shall be transferrable according to laws.** Registration shall be made in the share registrar authorized by the Bank for the transfer of the shares of the Bank. The Bank shall comply with the relevant regulations of the regulatory authorities such as the banking regulatory authority of the State Council in transferring its shares.
26	Article 37 The Bank shall not allow its shares to become pledged.	Article 37 The Bank shall not allow its shares to become pledged.

No.	The original articles	After revision (with marks)
27	Article 38 The promoters shall not transfer their shares of the Bank within 1 year from the date the Bank is established as a company limited by shares. Shares which have been in issue before the Bank's initial public offering shall not be transferred within 1 year from the date of the Bank's listing and trading on a stock exchange. Directors, supervisors and the members of senior management shall, during their term of office, regularly inform the Bank about their holdings of the shares (including preference shares) in the Bank and any changes in their shareholding. During the term of office of the aforementioned persons, the shares transferred each year shall not exceed 25% of the total number of shares held by that individual. The shares of the Bank held by the aforementioned persons shall not be transferred within 1 year from the date of initial listing and trading on a stock exchange. The aforementioned persons shall not transfer shares of the Bank held by them within six (6) months after they cease to be employed. If the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed have restrictions on transfers of overseas-listed foreign shares, those provision(s) shall prevail.	Article 38 ~~The promoters shall not transfer their shares of the Bank within 1 year from the date the Bank is established as a company limited by shares.~~ Shares which have been in issue before the Bank's initial public offering shall not be transferred within 1 year from the date of the Bank's listing and trading on a stock exchange. Directors~~, supervisors~~ and the members of senior management shall, during their term of office, regularly inform the Bank about their holdings of the shares (including preference shares) in the Bank and any changes in their shareholding. During the term of office **as determined upon appointment** of the aforementioned persons, the shares transferred each year shall not exceed 25% of the total number of shares held by that individual. The shares of the Bank held by the aforementioned persons shall not be transferred within 1 year from the date of initial listing and trading on a stock exchange. The aforementioned persons shall not transfer shares of the Bank held by them within six (6) months after they cease to be employed. If the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed have restrictions on transfers of ~~overseas-listed foreign~~ shares, those provision(s) shall prevail.

No.	The original articles	After revision (with marks)
28	Article 39 Where the Bank's shareholders, directors, supervisors, senior management members of the Bank holding more than 5% of the shares of the Bank sell the shares of the Bank or other securities with equity nature as held within 6 months from the date of purchase, or repurchase the shares within 6 months from the date of sale, the proceeds therefrom shall be attributable to the Bank and confiscated by the Board of Directors of the Bank. However, any securities company holding more than 5% shares of the Bank as a result of taking up unsubscribed shares as an underwriter and other circumstances stipulated by the securities regulatory authority of the State Council are excluded. Shares or other securities with equity nature held by directors, supervisors, senior management, or natural person shareholders referred to in the preceding paragraph include shares or other securities with equity nature held by their spouse, parents, children and under accounts of other persons. Where the Board of Directors of the Bank fails to act in accordance with the provisions set out in the preceding paragraph, the shareholders have the right to require the Board of Directors to enforce it within 30 days. Where the Board of Directors of the Bank fails to act in accordance with such provisions within the aforesaid term, shareholders shall have the right to directly file a lawsuit with the People's Court in their own names for the interests of the Bank. Where the Board of Directors of the Bank fail to enforce paragraph 1, the directors responsible shall bear joint liability according to the law.	Article 39 Where the Bank's shareholders, directors~~,~~ **and** ~~supervisors,~~ senior management members ~~of the Bank~~ holding more than 5% of the shares of the Bank sell the shares of the Bank or other securities with equity nature as held within 6 months from the date of purchase, or repurchase the shares within 6 months from the date of sale, the proceeds therefrom shall be attributable to the Bank and confiscated by the Board of Directors of the Bank. However, any securities company holding more than 5% shares of the Bank as a result of taking up unsubscribed shares as an underwriter and other circumstances stipulated by the securities regulatory authority of the State Council are excluded. Shares or other securities with equity nature held by directors, ~~supervisors,~~ senior management, or natural person shareholders referred to in the preceding paragraph include shares or other securities with equity nature held by their spouse, parents, children and under accounts of other persons. Where the Board of Directors of the Bank fails to act in accordance with the provisions set out in the preceding paragraph, the shareholders have the right to require the Board of Directors to enforce it within 30 days. Where the Board of Directors of the Bank fails to act in accordance with such provisions within the aforesaid term, shareholders shall have the right to directly file a lawsuit with the ~~P~~**p**eople's ~~C~~**c**ourt in their own names for the interests of the Bank. Where the Board of Directors of the Bank fail to enforce paragraph 1, the directors responsible shall bear joint liability according to the law.
29	Section 4 Financial Aid for the Purchase of Shares of the Bank	~~Section 4 Financial Aid for the Purchase of Shares of the Bank~~

No.	The original articles	After revision (with marks)
30	Article 43 Share certificates of the Bank shall be in registered form. Share certificates of the Bank must specify details as stipulated by the Company Law and other matters that must be specified according to the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed. The overseas-listed shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing in, the jurisdiction in which the shares of the Bank are listed. If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" in their title. If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase "restricted voting rights" or "limited voting rights" in their titles.	Article 40 Share certificates of the Bank shall be in registered form. Share certificates of the Bank must specify details as stipulated by the Company Law and other matters that must be specified according to the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed. The ~~overseas-listed shares~~ **H shares** of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing in, the jurisdiction in which the shares of the Bank are listed. ~~If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" in their title. If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase "restricted voting rights" or "limited voting rights" in their titles.~~
31	Article 44 The share certificates of the Bank shall be signed by the chairman of the Board of Directors. Where the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed require the president or other senior management of the Bank to sign the share certificates, the share certificates shall be signed by the president or members of senior management. The share certificates shall become effective after a seal of the Bank is affixed or imprinted thereon. The affixation of the Bank's seal on the share certificates shall be subject to the authorization of the Board of Directors. The signatures of the chairman of the Board of Directors, the president or other relevant members of senior management of the Bank on the share certificates can be provided in printed form. When scripless shares of the Bank are issued and traded, the applicable provisions of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed shall be followed.	Article 41 The share certificates of the Bank shall be signed by the chairman of the Board of Directors. Where the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed require the president or other senior management of the Bank to sign the share certificates, the share certificates shall be signed by the president or members of senior management. The share certificates shall become effective after a seal of the Bank is affixed or imprinted thereon. The affixation of the Bank's seal on the share certificates shall be subject to the authorization of the Board of Directors. The signatures of the chairman of the Board of Directors, the president or other relevant members of senior management of the Bank on the share certificates can be provided in printed form. When scripless shares of the Bank are issued and traded, the ~~applicable~~ **relevant** provisions of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed shall be followed.

No.	The original articles	After revision (with marks)
32	Article 45 The Bank shall maintain register of shareholders according to the certificates provided by the share registrars to state the following matter or conduct the registration of shareholders pursuant to the provisions of the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules: (1) the name (description), address (domicile), occupation or nature of each shareholder; (2) the class and number of shares held by each shareholder; (3) the amount paid or payable for the shares held by each shareholder; (4) the serial number of the share certificates held by each shareholder; (5) the date on which each shareholder is registered as a shareholder; (6) the date on which each shareholder ceases to be a shareholder. Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' respective shareholdings in the Bank.	Article 42 The Bank shall ~~maintain~~ **establish a** register of shareholders according to the certificates provided by the share registrars to state the following matter or conduct the registration of shareholders pursuant to the provisions of the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules: (1) the name (description)~~,~~ **or** address (domicile)~~,~~ ~~occupation or nature~~ of each shareholder; (2) the class and number of shares held by each shareholder; ~~(3) the amount paid or payable for the shares held by each shareholder;~~ (4**3**) **for share certificates in paper form,** the serial number of the share certificates~~ held by each shareholder~~; (5**4**) the date on which each shareholder is registered as a shareholder~~;~~**.** ~~(6) the date on which each shareholder ceases to be a shareholder.~~ Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' respective shareholdings in the Bank.

No.	The original articles	After revision (with marks)
33	Article 46 Pursuant to an understanding and agreement reached between the State Council securities regulatory authority and overseas securities regulatory authority, the Bank may keep its registers of shareholders of overseas-listed shares outside the PRC and appoint an overseas agent to manage these registers. The original of the register of shareholders of H shares shall be kept in Hong Kong. The Bank shall keep at its domicile duplicates of the registers of shareholders of overseas-listed shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times. In the event that there is any inconsistency between the originals and the duplicates of the registers of shareholders of overseas-listed shares, the originals shall prevail.	Article 43 **The register of shareholders shall be made available at the Bank.** Pursuant to an understanding and agreement reached between the State Council securities regulatory authority and overseas securities regulatory authority, the Bank may keep its registers of shareholders of **H shares** ~~overseas-listed shares~~ outside the PRC and appoint an overseas agent to manage these registers. The original of the register of shareholders of H shares shall be kept in Hong Kong. ~~The Bank shall keep at its domicile duplicates of the registers of shareholders of overseas-listed shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times.~~ ~~In the event that there is any inconsistency between the originals and the duplicates of the registers of shareholders of overseas-listed shares, the originals shall prevail.~~
34	Article 47 The Bank shall keep a complete register of shareholders. The register of shareholders shall comprise the following parts: (1) the register kept at the Bank's domicile, apart from those mentioned under items (2), (3) and (4) of this Article; (2) the registers of shareholders of the overseas-listed shares kept at the location(s) of the stock exchange(s) on which the shares are listed; (3) any other register of shareholders kept at such other places as the Board of Directors deems necessary for the purpose of listing the shares of the Bank; (4) the register of preference shareholders kept at such other places as the Board of Directors deems necessary for the purpose of listing the Bank's preference shares.	Deleted.

No.	The original articles	After revision (with marks)
35	Article 48 The various parts of the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain part of the register of shareholders shall not be registered in any other part of the register during the continuance of the registration of such shares. Any changes or corrections of any part of the register of shareholders shall be effected in accordance with the laws of the jurisdiction in which that part of the register of shareholders is kept.	Deleted.
36	Article 49 Where laws, administrative regulations, departmental rules, the securities regulatory authorities and the stock exchanges of place where the Bank's shares are listed stipulate that registration of change in the share register of members due to shares transfer prior to the date of a shareholders' general meeting or the base date set by the Bank for the purpose of distribution of dividends shall not be allowed, such provisions shall apply. The aforementioned period of suspended registration of change in the register of shareholders shall not be more than 30 days within one year, but can be extended for 30 days at most upon approval of the shareholders' general meeting. During the period of suspended registration of change in the register of shareholders, in case of any application for access to the register of shareholders, the Bank shall provide a certification document signed by the secretary of the Bank to the applicant for the purpose of stating the approval authority and period of the suspension of change registration.	Article 44 Where laws, administrative regulations, departmental rules, the securities regulatory authorities and the stock exchanges of place where the Bank's shares are listed stipulate that registration of change in the share register of members due to shares transfer prior to the date of a shareholders' ~~general~~ meeting or the base date set by the Bank for the purpose of distribution of dividends shall not be allowed, such provisions shall apply. ~~The aforementioned period of suspended registration of change in the register of shareholders shall not be more than 30 days within one year, but can be extended for 30 days at most upon approval of the shareholders' general meeting.~~ ~~During the period of suspended registration of change in the register of shareholders, in case of any application for access to the register of shareholders, the Bank shall provide a certification document signed by the secretary of the Bank to the applicant for the purpose of stating the approval authority and period of the suspension of change registration.~~
37	Article 50 Anyone objecting to the register of shareholders, and either requests to register his/her name (description) in the register of shareholders or to remove his/her name (description) from the register of shareholders shall have the right to apply to the court having the appropriate jurisdiction in order to rectify the register.	Deleted.

No.	The original articles	After revision (with marks)
38	Article 51 If the share certificates (i.e. the "Original Share Certificates") of any shareholders registered in the register of shareholders or any persons who requests to register their names (description) in the register of shareholders are lost, these shareholders or persons may apply to the Bank for replacement certificates in respect of such shares (i.e. the "Relevant Shares"). Shareholders holding domestically-listed shares who apply for the replacement of share certificates shall comply with the relevant provisions of the Company Law. Shareholders holding overseas-listed foreign shares who apply for the replacement share certificates shall comply with the laws of the jurisdiction in which the original register of shareholders holding overseas listed foreign shares is kept, the rules of the stock exchange of the jurisdiction in which the shares of the Bank are listed and other relevant regulations. If the share certificates held by shareholders of H shares are lost, the replacement application shall comply with the following requirements: (1) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason the applicant is making the application, the circumstances in which the share certificate(s) was/ were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares. (2) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates.	Article 45 If the share certificates (i.e. the "Original Share Certificates") of any shareholders registered in the register of shareholders or any persons who requests to register their names (description) in the register of shareholders are lost, these shareholders or persons may apply to the Bank for replacement certificates in respect of such shares (i.e. the "Relevant Shares"). Shareholders holding ~~domestically-listed shares~~ **A shares** who apply for the replacement of share certificates shall comply with the relevant provisions of the Company Law. Shareholders holding ~~overseas-listed foreign shares~~ **H shares** who apply for the replacement share certificates shall comply with the laws of the jurisdiction in which the original register of shareholders holding ~~overseas listed foreign shares~~ **H shares** is kept, the rules of the stock exchange of the jurisdiction in which the shares of the Bank are listed and other relevant regulations. If the share certificates held by shareholders of H shares are lost, the replacement application shall comply with the following requirements: (1) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason the applicant is making the application, the circumstances in which the share certificate(s) was/ were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares. (2) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates.

No.	The original articles	After revision (with marks)
	(3) If the Bank decides to issue the replacement share certificates to the applicant, an announcement of its intention to issue the certificates shall be published in a newspaper designated by the Board of Directors. The period for such announcement shall be 90 days and the announcement shall be published at least once every 30 days during this period.	(3) If the Bank decides to issue the replacement share certificates to the applicant, an announcement of its intention to issue the certificates shall be published in a newspaper designated by the Board of Directors. The period for such announcement shall be 90 days and the announcement shall be published at least once every 30 days during this period.
	(4) Prior to the publication of the aforesaid announcement, the Bank shall submit a copy of the proposed announcement to the stock exchange on which its shares are listed, and shall publish the announcement after obtaining the stock exchange's confirmation that the announcement has been displayed at the stock exchange. The announcement shall be displayed at the stock exchange for 90 days. If the shareholders of the Relevant Shares registered on the register of shareholders do not consent to the issuance of replacement share certificates, the Bank shall send a copy of the proposed announcement to such shareholders by post.	(4) Prior to the publication of the aforesaid announcement, the Bank shall submit a copy of the proposed announcement to the stock exchange on which its shares are listed, and shall publish the announcement after obtaining the stock exchange's confirmation that the announcement has been displayed at the stock exchange. The announcement shall be displayed at the stock exchange for 90 days. If the shareholders of the Relevant Shares registered on the register of shareholders do not consent to the issuance of replacement share certificates, the Bank shall send a copy of the proposed announcement to such shareholders by post.
	(5) Upon the expiry of the 90-day publication period for the announcement as stipulated in (3) and (4) of this Article, if no objections are received by the Bank regarding the issue of replacement share certificates, replacement share certificates shall be issued in accordance with the submitted application.	(5) Upon the expiry of the 90-day publication period for the announcement as stipulated in (3) and (4) of this Article, if no objections are received by the Bank regarding the issue of replacement share certificates, replacement share certificates shall be issued in accordance with the submitted application.
	(6) Once replacement share certificates are issued pursuant to this Article, the Bank shall immediately cancel the Original Share Certificates, and this cancellation and replacement shall be recorded in the register of shareholders.	(6) Once replacement share certificates are issued pursuant to this Article, the Bank shall immediately cancel the Original Share Certificates, and this cancellation and replacement shall be recorded in the register of shareholders.
	(7) All expenses incurred by the Bank in connection with the cancellation of the Original Share Certificates and the issuance of replacement share certificates shall be borne by the applicant. The Bank is entitled to refuse to take any action unless the applicant provides a reasonable guarantee that it can pay the expenses.	(7) All expenses incurred by the Bank in connection with the cancellation of the Original Share Certificates and the issuance of replacement share certificates shall be borne by the applicant. The Bank is entitled to refuse to take any action unless the applicant provides a reasonable guarantee that it can pay the expenses.

No.	The original articles	After revision (with marks)
39	Chapter 5 Shareholders and Shareholders' General Meetings	Chapter 5 Shareholders and Shareholders' ~~General~~ Meetings
40	Article 54 A shareholder of the Bank is a person who lawfully holds shares of the Bank and whose name (description) is entered in the register of shareholders. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders who hold shares of the same class will have the same rights and obligations. The governance structure of the Bank shall protect the legitimate rights and interests of all shareholders, in particular minority shareholders. The Bank shall protect the legitimate rights of the Shareholders and treat them fairly. Where 2 or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such share, provided that they are subject to the following constraints: (1) the Bank shall not register more than 4 persons as the joint holders of any share(s); (2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s); (3) if one of the joint shareholders is decreased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death (in a manner deemed appropriate by the Board of Directors) for the purpose of changing the register of shareholders;	Article 48 ~~A shareholder of the Bank is a person who lawfully holds shares of the Bank and whose name (description) is entered in the register of shareholders.~~ **The Bank shall establish a register of shareholders in accordance with the certificates issued by the securities registration and clearing institution. The register of shareholders shall constitute sufficient evidence of shareholdings in the Bank.** A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders who hold shares of the same class will have the same rights and obligations. The governance structure of the Bank shall protect the legitimate rights and interests of all shareholders, in particular minority shareholders. The Bank shall protect the legitimate rights of the Shareholders and treat them fairly. Where 2 or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such share, provided that they are subject to the following constraints: (1) the Bank shall not register more than 4 persons as the joint holders of any share(s); (2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s); (3) if one of the joint shareholders is decreased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death (in a manner deemed appropriate by the Board of Directors) for the purpose of changing the register of shareholders;

No.	The original articles	After revision (with marks)
	(4) as far as all joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificate of the relevant shares from the Bank, to receive notices of the Bank, to attend the shareholders' general meeting convened by the Bank or to exercise all the voting rights attached to the relevant shares; and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares. Any receipts issued to the Bank by 1 of the joint shareholders for any dividend, bonus issue or return on capital payable to such joint shareholders shall be treated as a valid receipt that has been issued by all the joint shareholders to the Bank.	(4) as far as all joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificate of the relevant shares from the Bank, to receive notices of the Bank, to attend the shareholders' ~~general~~ meeting convened by the Bank or to exercise all the voting rights attached to the relevant shares; and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares. Any receipts issued to the Bank by 1 of the joint shareholders for any dividend, bonus issue or return on capital payable to such joint shareholders shall be treated as a valid receipt that has been issued by all the joint shareholders to the Bank.
41	Article 55 When the Bank convenes a shareholders' general meeting to distribute dividends, undergo liquidation or engage in any other act requiring the confirmation of shareholders' identities, the Board of Directors or the convener of the shareholders' general meeting shall stipulate a date for shareholding registration. After trading hours have ended on the shareholding registration date, the shareholders who are recorded in the register of shareholders shall be the shareholders entitled to the underlying interests.	Article 49 When the Bank convenes a shareholders' ~~general~~ meeting to distribute dividends, undergo liquidation or engage in any other act requiring the confirmation of shareholders' identities, the Board of Directors or the convener of the shareholders' ~~general~~ meeting shall stipulate a date for shareholding registration. After trading hours have ended on the shareholding registration date, the shareholders who are recorded in the register of shareholders shall be the shareholders entitled to the underlying interests.

No.	The original articles	After revision (with marks)
42	Article 56 Shareholders of the Bank shall enjoy the following rights (where these Articles provide otherwise in relation to the rights of preference shareholders, such provisions shall prevail): (1) to receive dividends and other kinds of distributions as determined by the number of shares held by them; (2) to request, convene, preside over personally attend or appoint a proxy to attend shareholders' general meetings, and to exercise the rights to speak and vote based on the number of shares held by them; (3) to supervise the business operation of the Bank, and to make suggestions and enquiries accordingly; (4) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, the regulations of the relevant regulatory and these Articles; (5) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed and these Articles, including: 1. to obtain a copy of these Articles after paying the costs and expenses incurred; 2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents: (i) all parts of the register of shareholders; (ii) the personal information of the directors, supervisors, president and other members of senior management of the Bank; (iii) status of the Bank's share capital;	Article 50 Shareholders of the Bank shall enjoy the following rights (where these Articles provide otherwise in relation to the rights of preference shareholders, such provisions shall prevail): (1) to receive dividends and other kinds of distributions as determined by the number of shares held by them; (2) to request **the holding of**, convene, preside over**,** personally attend or appoint a proxy to attend shareholders' ~~general~~ meetings, and to exercise the rights to speak and vote based on the number of shares held by them; (3) to supervise the business operation of the Bank, and to make suggestions and enquiries accordingly; (4) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, the regulations of the relevant regulatory and these Articles; (5) **to inspect and copy these Articles, register of shareholders, minutes of the shareholders' meeting, resolutions of the Board of Directors' meeting, and financial and accounting reports. Shareholders who have individually or collectively held more than 3% of the Bank's shares for more than 180 consecutive days may request to inspect the Bank's accounting books and vouchers. Where laws, administrative regulations, departmental rules and regulatory provisions such as the Securities Law have separate provisions on the right of shareholders of listed companies to consult and copy relevant materials, such provisions shall prevail;** ~~to obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed and these Articles, including:~~

No.	The original articles	After revision (with marks)
	(iv) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases; (v) minutes of the shareholder's general meetings, resolutions at the meetings of the Board of Directors, resolutions at the meeting of the Board of Supervisors and counterfoils of corporate bonds; (vi) the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors. Copies of minutes of the shareholders' general meetings will be available for inspection by the shareholders free of charge during office hours of the Bank. If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within 7 days upon the receipt of a reasonable fee. The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involve the Bank's trade secrets and price sensitive information.	~~1. to obtain a copy of these Articles after paying the costs and expenses incurred;~~ ~~2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:~~ ~~(i) all parts of the register of shareholders;~~ ~~(ii) the personal information of the directors, supervisors, president and other members of senior management of the Bank;~~ ~~(iii) status of the Bank's share capital;~~ ~~(iv) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;~~ ~~(v) minutes of the shareholder's general meetings, resolutions at the meetings of the Board of Directors, resolutions at the meeting of the Board of Supervisors and counterfoils of corporate bonds;~~ ~~(vi) the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors.~~

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

No.	The original articles	After revision (with marks)
43	Article 57 Where a shareholder requests to inspect or obtain the relevant information as set forth in the preceding Article, such shareholder shall provide the Bank with written documents evidencing the class and number of shares held by such shareholder in the Bank and the Bank shall provide the above information at the request of such shareholder upon verification of the shareholder's identity.	Article 51 Where a shareholder requests to inspect or ~~obtain~~ **copy** the relevant **materials of the Bank** ~~information as set forth in the preceding Article~~, such shareholder shall **abide by the Company Law, the Securities Law and other laws and administrative regulations, as well as the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.** ~~provide the Bank with written documents evidencing the class and number of shares held by such shareholder in the Bank and the Bank shall provide the above information at the request of such shareholder upon verification of the shareholder's identity.~~ **If a shareholder requests to inspect the information or obtain information as mentioned in item (5) of Article 50 of these Articles, he/she shall provide the Bank with a written document evidencing the class and quantity of the Bank's shares he/she holds, and explain in writing the purpose of inspecting or obtaining the information. The Bank will arrange for the inspection or provide the information in accordance with the relevant procedures.** **Shareholders and the intermediary institutions they entrust, such as accounting firms and law firms, shall abide by the provisions of laws and administrative regulations concerning the protection of state secrets, business secrets, stock price-sensitive information, personal privacy and personal information when inspecting and copying relevant materials. If the relevant regulations are violated, the Bank reserves the right to refuse to provide.** **If the Bank has reasonable grounds to believe that a shareholder or the accounting firm, law firm or other intermediary institutions entrusted by the shareholder have improper purposes in inspecting the accounting books and vouchers, and such inspection may compromise the legitimate interests of the Bank, the Bank may refuse to provide access for inspection.**

No.	The original articles	After revision (with marks)
44	Article 58 If a resolution of a shareholders' general meeting or a board resolution violates the laws and administrative regulations, a shareholder shall have the right to request a people's court to determine the resolution as invalid. If the procedure of convening a shareholders' general meeting or meeting of Board of Directors, or the method of voting at either type of meeting, violates the laws, administrative regulations or these Articles, or the contents of a resolution violates these Articles, a shareholder shall have the right to request a people's court to rescind the resolution within 60 days from the date on which the resolution is adopted. If a shareholder institutes an action in accordance with the preceding procedure, the Bank may request a people's court to require that the shareholder provide a corresponding guarantee. If the Bank has completed the formalities regarding a change of registration pursuant to a shareholders' resolution or a resolution of Board of Directors and a people's court has subsequently declared the resolution to be invalid or has rescinded the resolution, the Bank shall apply to the registration authority to cancel the change of registration.	Article 52 If a resolution of a shareholders' ~~general~~ meeting or a board resolution violates the laws and administrative regulations, a shareholder shall have the right to request a people's court to determine the resolution as invalid. If the procedure of convening a shareholders' ~~general~~ meeting or meeting of Board of Directors, or the method of voting at either type of meeting, violates the laws, administrative regulations or these Articles, or the contents of a resolution violates these Articles, a shareholder shall have the right to request a people's court to rescind the resolution within 60 days from the date on which the resolution is adopted. **However, this shall not apply if the convocation procedures or voting methods of the shareholders' meeting or meeting of the Board of Directors have only minor flaws that do not materially affect the resolution.** ~~If a shareholder institutes an action in accordance with the preceding procedure, the Bank may request a people's court to require that the shareholder provide a corresponding guarantee.~~ **If the Board of Directors, shareholders, or other relevant parties dispute the validity of a resolution of the shareholders' meeting, they shall promptly file a lawsuit with the people's court. Before the people's court issues a judgment or ruling revoking the resolution, the relevant parties shall implement the resolution of the shareholders' meeting. The Bank, directors, and members of the senior management shall diligently perform their duties to ensure the normal operation of the Bank.**

No.	The original articles	After revision (with marks)
		Where the people's court makes a judgment or ruling on a relevant matter, the Bank shall fulfill its information disclosure obligations in accordance with the laws, administrative regulations, the provisions of the securities regulatory authorities of the State Council and the stock exchanges, fully explain the impact, and actively cooperate with the enforcement of the judgment or ruling after it has come into effect. Where corrections to prior events are involved, they shall be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled. If ~~the Bank has completed the formalities regarding a change of registration pursuant to~~ a ~~shareholders'~~ resolution **of shareholders' meeting** or a resolution of Board of Directors **of the Bank** ~~and a people's court has subsequently~~ **is** declared ~~the resolution to be~~ invalid**,** ~~or has~~ rescinded ~~the resolution~~ **or confirmed as not established by the people's court**, the Bank shall apply to the **company** registration authority to cancel the ~~change of~~ registration **that has been processed based on such resolution**.
45	Newly added	**Article 53 A resolution of the shareholders' meeting or Board meeting of the Bank shall not be valid under any of the following circumstances:** **(1) no shareholders' meetings or Board meetings have been convened to pass the resolution;** **(2) the resolution is not voted at the shareholders' meeting or Board meeting;** **(3) the number of persons attending the meeting or the number of voting rights held by them does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or the Articles;** **(4) the number of persons or the number of voting rights held by them voting for the resolution does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or the Articles.**

No.	The original articles	After revision (with marks)
46	Article 59 If any director or member of senior management has violated the laws, administrative regulations or provisions of these Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% or more shares in the Bank for 180 consecutive days may make a written request to the Board of Supervisors to initiate legal proceedings at the people's court. If the Board of Supervisors has violated laws, administrative regulations or provisions of these Articles in performing its duties and therefore has caused loss to the Bank, shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court. If the Board of Supervisors or the Board of Directors rejects or fails to initiate legal proceedings within 30 days after receiving the request as specified in the preceding paragraph, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank. If any other person infringes the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.	Article 54 If any director or member of senior management **other than members of the Audit Committee** has violated the laws, administrative regulations or provisions of these Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% or more shares in the Bank for 180 consecutive days may make a written request to the ~~Board of Supervisors~~ **Audit Committee** to initiate legal proceedings at the people's court. ~~If the Board of Supervisors~~ **If a member of the Audit Committee** has violated laws, administrative regulations or provisions of these Articles in performing its duties and therefore has caused loss to the Bank, **the aforementioned** shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court. If the ~~Board of Supervisors~~ **Audit Committee** or the Board of Directors rejects or fails to initiate legal proceedings within 30 days after receiving the request as specified in the preceding paragraph, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank. If any other person infringes the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.

No.	The original articles	After revision (with marks)
		Where the directors or members of senior management of a wholly-owned subsidiary of the Bank violate the provisions of laws, administrative regulations or the Articles during the performance of their duties and cause losses to the Bank, or if any third parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Bank and cause losses, the shareholders severally or jointly holding 1% or more of the Bank's shares for a period of 180 consecutive days or longer, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, are entitled to request the Board of Directors or the Audit Committee thereunder of the wholly-owned subsidiary to initiate legal proceedings to the people's court in writing or directly initiate legal proceedings to the people's court in their own name.

No.	The original articles	After revision (with marks)
47	Article 61 A shareholder of the Bank shall have the following obligations (where these Articles provide otherwise in relation to the obligations of preference shareholders, such provisions shall prevail): (1) to abide by the laws, administrative regulations, regulatory requirements and these Articles; (2) to pay the share capital as determined by the number of shares subscribed for by him/her and the prescribed method of capital contribution, to acquire shares of the Bank with proprietary funds from lawful sources, instead of entrusted funds, debt funds and other non-proprietary funds, unless otherwise provided by laws, regulations or regulatory policies; (3) to make their shareholding ratios and the number of institutional shareholders comply with regulatory provisions, and not to authorize others or be authorized by others to hold shares of the Bank; (4) to assume the liability towards the Bank to the extent of the shares he/she subscribed for; (5) shareholders and their controlling shareholders and de facto controllers shall not to abuse his/her rights or make use of connected relationship in harming the legal interests of the Bank or other shareholders and beneficiaries; not to abuse the Bank's status as an independent, separate legal entity and the limited liability of shareholder to harm the interests of the Bank's creditors; If a shareholder of the Bank abuses his/her rights and causes loss to the Bank or other shareholders, he/she will be held liable for compensation in accordance with the laws.	Article 56 A shareholder of the Bank shall have the following obligations (where these Articles provide otherwise in relation to the obligations of preference shareholders, such provisions shall prevail): (1) to abide by the laws, administrative regulations, regulatory requirements and these Articles; (2) to pay the ~~share capital~~ **subscription monies** as determined by the number of shares subscribed for by him/her and the prescribed method of capital contribution, to acquire shares of the Bank with proprietary funds from lawful sources, instead of entrusted funds, debt funds and other non-proprietary funds, unless otherwise provided by laws, regulations or regulatory policies; (3) to make their shareholding ratios and the number of institutional shareholders comply with regulatory provisions, and not to authorize others or be authorized by others to hold shares of the Bank; (4) to assume the liability towards the Bank to the extent of the shares he/she subscribed for; (5) shareholders and their controlling shareholders and de facto controllers shall not to abuse his/her rights or make use of connected relationship in harming the legal interests of the Bank or other shareholders and beneficiaries; not to abuse the Bank's status as an independent, separate legal entity and the limited liability of shareholder to harm the interests of the Bank's creditors; If a shareholder of the Bank abuses his/her rights and causes loss to the Bank or other shareholders, he/she will be held liable for compensation in accordance with the laws.

No.	The original articles	After revision (with marks)
	If a shareholder abuses the Bank's status as an independent, separate legal entity and the limited liability of shareholder to evade the repayment of debts, resulting in material damage to the interests of the Bank's creditors, such shareholder will be jointly and severally liable for the debts of the Bank;	If a shareholder abuses the Bank's status as an independent, separate legal entity and the limited liability of shareholder to evade the repayment of debts, resulting in material damage to the interests of the Bank's creditors, such shareholder will be jointly and severally liable for the debts of the Bank;
	(6) shareholders, in particular the substantial shareholders, shall be required to support the capital planning formulated by the Board of Directors of the Bank so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, it is required to develop a capital replenishment plan to increase capital adequacy ratio to meet regulatory requirements within a specified period of time, and capital is required to be replenished by means of increasing core capital. Under such circumstances, substantial shareholders may not obstruct the capital injection of other shareholders or the participation of new qualified shareholders.	(6) shareholders, in particular the substantial shareholders, shall be required to support the capital planning formulated by the Board of Directors of the Bank so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, it is required to develop a capital replenishment plan to increase capital adequacy ratio to meet regulatory requirements within a specified period of time, and capital is required to be replenished by means of increasing core capital. Under such circumstances, substantial shareholders may not obstruct the capital injection of other shareholders or the participation of new qualified shareholders.
	The substantial shareholders shall make a long term commitment in respect of capital replenishment to the Bank in writing, as part of the Bank's capital planning and the substantial shareholders shall replenish the Bank's capital when necessary;	The substantial shareholders shall make a long term commitment in respect of capital replenishment to the Bank in writing, as part of the Bank's capital planning and the substantial shareholders shall replenish the Bank's capital when necessary;
	(7) not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and members of senior management in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management;	(7) not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and members of senior management in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management;
	(8) shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;	(8) shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;

No.	The original articles	After revision (with marks)
	(9) to truthfully notify the Bank of its financial information, equity structure, source of funds to acquire shares, controlling shareholders, de facto controllers, connected persons, parties acting in concert, ultimate beneficial owners, investment in other financial institutions and other information in accordance with laws, regulations and regulatory provisions;	(9) to truthfully notify the Bank of its financial information, equity structure, source of funds to acquire shares, controlling shareholders, de facto controllers, connected persons, parties acting in concert, ultimate beneficial owners, investment in other financial institutions and other information in accordance with laws, regulations and regulatory provisions;
	(10) to notify the Bank of the changes in writing in a timely manner in accordance with laws, regulations and regulatory provisions in the event of any changes in the controlling shareholders, de facto controllers, connected persons, parties acting in concert or ultimate beneficial owners of the shareholder;	(10) to notify the Bank of the changes in writing in a timely manner in accordance with laws, regulations and regulatory provisions in the event of any changes in the controlling shareholders, de facto controllers, connected persons, parties acting in concert or ultimate beneficial owners of the shareholder;
	(11) to notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions in case where a shareholder is involved in a merger or split, is subject to an order for suspension of business for rectification, designated custody, receivership, abolishment or any measures, is subject to a dissolution, liquidation or bankruptcy proceedings, or has a change in its legal representative, company name, business premises, business scope, or any other important matters;	(11) to notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions in case where a shareholder is involved in a merger or split, is subject to an order for suspension of business for rectification, designated custody, receivership, abolishment or any measures, is subject to a dissolution, liquidation or bankruptcy proceedings, or has a change in its legal representative, company name, business premises, business scope, or any other important matters;
	(12) to notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions in case where the shares of the Bank held by a shareholder are involved in litigation or arbitration, are subject to legal compulsory measures taken by the judicial authorities, among others, are pledged or released from a pledge;	(12) to notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions in case where the shares of the Bank held by a shareholder are involved in litigation or arbitration, are subject to legal compulsory measures taken by the judicial authorities, among others, are pledged or released from a pledge;
	(13) in case where the shareholder transfers or pledges the shares of the Bank held by it, or conducts a related party transaction with the Bank, shall comply with laws, regulations and regulatory provisions, and not to harm the interests of other shareholders and the Bank;	(13) in case where the shareholder transfers or pledges the shares of the Bank held by it, or conducts a related party transaction with the Bank, shall comply with laws, regulations and regulatory provisions, and not to harm the interests of other shareholders and the Bank;
	(14) to cooperate with the regulatory authorities in investigation and risk disposal in case where the Bank has a risk event or commits a material violation of provisions;	(14) to cooperate with the regulatory authorities in investigation and risk disposal in case where the Bank has a risk event or commits a material violation of provisions;

No.	The original articles	After revision (with marks)
	(15) for shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.; The substantial shareholders of the Bank shall make relevant commitments and earnestly fulfill the commitments in accordance with relevant laws, regulations and regulatory provisions. The Bank has the right to adopt relevant restrictions against substantial shareholders who violate their commitments;	(15) for shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.; The substantial shareholders of the Bank shall make relevant commitments and earnestly fulfill the commitments in accordance with relevant laws, regulations and regulatory provisions. The Bank has the right to adopt relevant restrictions against substantial shareholders who violate their commitments;
	(16) not to withdraw his/her paid share capital except in circumstances allowed by the laws and administrative regulations;	(16) not to withdraw his/her paid share capital except in circumstances allowed by the laws and administrative regulations;
	(17) to assume other obligations required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles.	(17) to assume other obligations required by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and these Articles.
	Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.	~~Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.~~
	The Bank shall establish the corresponding loss absorption and risk mitigation mechanism in the event of occurrence of any major risks.	The Bank shall establish the corresponding loss absorption and risk mitigation mechanism in the event of occurrence of any major risks.

No.	The original articles	After revision (with marks)
48	Article 62 When the credit extended by the Bank to substantial shareholders is overdue, he/she shall be restricted from voting rights at the shareholders' general meetings and from nominating or sending directors to vote at the Board meetings. If other shareholders' credit granted by the Bank is overdue, the Bank shall restrict his/her relevant rights in light of the actual circumstances. Where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meetings, as well as the voting rights of the Director(s) nominated by such shareholder at meeting of Board of Directors, shall be subject to restrictions.	Article 57 When the credit extended by the Bank to substantial shareholders is overdue, he/she shall be restricted from voting rights at the shareholders' ~~general~~ meetings and from nominating or sending directors to vote at the Board meetings. If other shareholders' credit granted by the Bank is overdue, the Bank shall restrict his/her relevant rights in light of the actual circumstances. Where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the shareholders' ~~general~~ meetings, as well as the voting rights of the Director(s) nominated by such shareholder at meeting of Board of Directors, shall be subject to restrictions.

No.	The original articles	After revision (with marks)
49	Article 63 Any shareholder holding 5% or more of the Bank's shares with voting rights shall report to the Bank in writing on the day they pledge their shares. If shareholders use their equity interests in the Bank to provide guarantees for themselves or others, they shall strictly comply with the requirements of laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance. Where a shareholder who serves on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than 2% of share capital or voting rights in the Bank pledges his/her equity interests in the Bank, it shall make an application and filing to the Board of Directors of the Bank in advance, stating the basic information of the pledge including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgees. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Bank's shareholding, corporate governance, as well as the risk and related party transaction control, no filing shall be made. The director(s) appointed by a shareholder proposing to pledge his/her shares in the Bank shall avoid attending the meeting of the Board of Directors at which such proposal is considered. Upon the registration of pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to meet the Bank's requirements on risk management and information disclosure.	Article 58 ~~Any shareholder holding 5% or more of the Bank's shares with voting rights shall report to the Bank in writing on the day they pledge their shares.~~ If shareholders use their equity interests in the Bank to provide guarantees for themselves or others, they shall strictly comply with the requirements of laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance. Where a shareholder who serves on the Board of Directors ~~or the Board of Supervisors~~, or directly, indirectly or jointly holds or controls more than 2% of share capital or voting rights in the Bank pledges his/her equity interests in the Bank, it shall make an application and filing to the Board of Directors of the Bank in advance, stating the basic information of the pledge including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgees. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Bank's shareholding, corporate governance, as well as the risk and related party transaction control, no filing shall be made. The director(s) appointed by a shareholder proposing to pledge his/her shares in the Bank shall avoid attending the meeting of the Board of Directors at which such proposal is considered. Upon the registration of pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to meet the Bank's requirements on risk management and information disclosure.
50	Article 66 Neither the controlling shareholder(s) nor the *de-facto* controller of the shares may damage the interests of the Bank by taking the advantage of its affiliate relationship, and a shareholder or *de-facto* controller shall be liable for compensation if it breaches this Article and thereby causes loss to the Bank.	Article 61 ~~Neither t~~**T**he controlling shareholder(s) ~~nor~~**and** the *de-facto* controller of the ~~shares may damage~~ **Bank shall exercise their rights and fulfill their obligations in accordance with the provisions of laws, administrative regulations and regulations of regulatory authorities, and safeguard** the interests of the Bank ~~by taking the advantage of its affiliate relationship~~, and a **controlling** shareholder or *de-facto* controller shall be liable for compensation if it breaches ~~this Article~~ **relevant regulations** and thereby causes loss to the Bank.

No.	The original articles	After revision (with marks)
51	Article 67 A controlling shareholder or de facto controller of the Bank shall owe the fiduciary duties to both the Bank and public shareholders of the Bank. The controlling shareholders shall be in strict compliance with the law while they exercise their rights as investors, and shall not impair the legal interests of the Bank or public shareholders by taking advantage of profits distribution, assets reorganization, foreign investment, capital appropriation and loan guarantee or in any other way, nor shall they impair the legal interests of the Bank or public shareholders by taking advantage of their privileged positions as controlling shareholders. In addition to the obligations required under the laws, administrative regulations or the provisions stipulated by the securities regulatory authority located at the jurisdiction in which the shares of the Bank are listed, when exercising their rights as a shareholder, controlling shareholders shall not exercise their voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders: (1) relieving a director or supervisor of their responsibility to act in good faith and in the best interests of the Bank; (2) approving a director or a supervisor in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank, regardless of whether the deprivation is made for the director or supervisor's benefit or for the benefit of others; (3) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to the Bank's restructuring submitted to and adopted at the shareholders' general meeting in accordance with these Articles.	Article 62 **The controlling shareholder(s) and de facto controller(s) of the Bank shall comply with the following provisions:** **(1) exercise shareholders' rights in accordance with the law, and shall not abuse the right of control or take advantage of the related party relationships to jeopardize the legitimate rights and interests of the Bank or other shareholders;** **(2) strictly fulfill the public statements and commitments made and shall not change or waive them without authorization;** **(3) strictly fulfill the information disclosure obligations in accordance with the relevant regulations, proactively cooperate with the Bank in the information disclosure work, and inform the Bank in a timely manner of significant events that have occurred or are intended to occur;** **(4) not to occupy the Bank's funds in any way;** **(5) not to compel, instruct or require the Bank and relevant personnel to provide guarantees in violation of laws and regulations;** **(6) not to make use of the Bank's undisclosed material information to gain benefits, not to disclose in any way undisclosed material information relating to the Bank, and not to engage in insider trading, short-term trading, market manipulation and other conducts in violation of laws and regulations;** **(7) not to jeopardize the legitimate rights and interests of the Bank and other shareholders through unfair related party transactions, profit distribution, asset reorganization, external investment and any other means;**

No.	The original articles	After revision (with marks)
		(8) ensure the asset integrity, personnel independence, finance independence, organization independence and business independence of the Bank, and not to affect the Bank's independence in any way; (9) other provisions of laws, administrative regulations, provisions of the securities regulatory authorities of the State Council, business rules of the stock exchanges and the Articles. Where the controlling shareholder or the *de-facto* controller of the Bank does not act as a director of the Bank but actually carries out the affairs of the Bank, the provisions of these Articles relating to the duties of loyalty and diligence of directors shall apply. Where the controlling shareholder or the *de-facto* controller of the Bank instructs a director or senior management member to engage in an act that is detrimental to the interests of the Bank or the shareholders, he/she shall be jointly and severally liable with such director or senior management member.

No.	The original articles	After revision (with marks)
		~~A controlling shareholder or de facto controller of the Bank shall owe the fiduciary duties to both the Bank and public shareholders of the Bank. The controlling shareholders shall be in strict compliance with the law while they exercise their rights as investors, and shall not impair the legal interests of the Bank or public shareholders by taking advantage of profits distribution, assets reorganization, foreign investment, capital appropriation and loan guarantee or in any other way, nor shall they impair the legal interests of the Bank or public shareholders by taking advantage of their privileged positions as controlling shareholders. In addition to the obligations required under the laws, administrative regulations or the provisions stipulated by the securities regulatory authority located at the jurisdiction in which the shares of the Bank are listed, when exercising their rights as a shareholder, controlling shareholders shall not exercise their voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders: (1) relieving a director or supervisor of their responsibility to act in good faith and in the best interests of the Bank; (2) approving a director or a supervisor in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank, regardless of whether the deprivation is made for the director or supervisor's benefit or for the benefit of others; (3) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to the Bank's restructuring submitted to and adopted at the shareholders' general meeting in accordance with these Articles.~~
52	Newly added	Article 63 **Where the controlling shareholder or the *de-facto* controller pledges the shares of the Bank that he/she holds or actually controls, he/she shall maintain the stability of the Bank's control and its operations.**

No.	The original articles	After revision (with marks)
53	Newly added	Article 64 **Where the controlling shareholder or the *de-facto* controller transfers the shares of the Bank held by him/her, he/she shall comply with the restrictions on the transfer of shares stipulated by laws, administrative regulations and regulatory authorities, as well as his/her undertakings in respect of the restriction on the transfer of shares.**
54	Section 2 General Provisions on Shareholders' General Meetings	Section 2 General Provisions on Shareholders' ~~General~~ Meetings

No.	The original articles	After revision (with marks)
55	Article 68 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: (1) to decide on the business policies and investment plans of the Bank; (2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors; (3) to examine and approve reports made by the Board of Directors; (4) to examine and approve reports made by the Board of Supervisors; (5) to examine and approve the proposed annual financial budgets and final accounts of the Bank; (6) to examine and approve the Bank's plan for profit distribution and tax loss carryforward; (7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital; (8) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank; (9) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm that conducts regular statutory audit on the financial reports of the Bank; (10) to amend these Articles, to consider and approve the procedural rules for shareholders' general meetings, Board meetings and Board of Supervisors meetings; (11) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;	Article 65 **The shareholders' meeting shall be comprised of all the shareholders of the Bank.** The shareholders' ~~general~~ meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: ~~(1) to decide on the business policies and investment plans of the Bank;~~ (**1**~~2~~) to elect and replace directors ~~and supervisors~~ which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors ~~and supervisors~~; (**2**~~3~~) to examine and approve reports made by the Board of Directors; ~~(4) to examine and approve reports made by the Board of Supervisors;~~ ~~(5) to examine and approve the proposed annual financial budgets and final accounts of the Bank;~~ (**3**~~6~~) to examine and approve the Bank's plan for profit distribution and tax loss carryforward; (**4**~~7~~) to adopt resolutions concerning the increase or reduction in the Bank's registered capital; (**5**~~8~~) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank**, except as otherwise provided in these Articles that are not subject to the review by the shareholders' meeting**; (**6**~~9~~) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm that conducts regular statutory audit on the financial reports of the Bank; (**7**~~10~~) to amend these Articles, to consider and approve the ~~procedural rules~~**rules of procedures** for shareholders' ~~general~~ meetings~~,~~ **and of** Board meetings ~~and Board of Supervisors meetings~~;

No.	The original articles	After revision (with marks)
	(12) to examine and approve proposals on matters relating to the purchase or sale of material assets or non-commercial banking business made by the Bank with an amount exceeding 30% of its latest audited total assets within one year; (13) to consider and approve the changes in use of raised proceeds; (14) to consider any share incentive scheme and employee stock ownership plan; (15) to examine and approve or authorized the Board of Directors to examine and approve the establishment of the Bank's legal entities, mergers and acquisitions, external investments, asset write-off, asset acquisitions and disposal apart from those mentioned in item (12) above that shall be submitted to a shareholders' general meeting for consideration in accordance with the laws, administrative regulations, departmental rules, the provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed, these Articles and other internal rules, and non-commercial banking business guarantees etc.; (16) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the "Proposing Shareholders"); (17) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; (18) to make resolutions on the acquisition of the Bank's shares; (19) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and these Articles.	(**8**~~11~~) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing; (**9**~~12~~) to examine ~~and approve~~ proposals on matters relating to the purchase or sale of material assets or non-commercial banking business made by the Bank with an amount exceeding 30% of its latest audited total assets within one year; (1**0**~~3~~) to consider and approve the changes in use of raised proceeds; (1**1**~~4~~) to consider any share incentive scheme and employee stock ownership plan; (1**2**~~5~~) to examine and approve or authorized the Board of Directors to examine and approve the establishment of the Bank's legal entities, mergers and acquisitions, external investments, asset write-off, **as well as** asset acquisitions and disposal, **and non-commercial banking business guarantees etc.,** apart from those mentioned in item (**9**~~12~~) above that shall be submitted to a shareholders' ~~general~~ meeting for consideration in accordance with the laws, administrative regulations, departmental rules, **regulatory documents, regulatory** ~~the~~ provisions ~~stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed~~, these Articles and other internal rules~~, and non-commercial banking business guarantees etc.~~; (1**3**~~6~~) to examine ~~and approve~~ proposals raised by shareholders who individually or jointly hold **1**~~3~~% or more of the total voting shares of the Bank (the "Proposing Shareholders"); (1**4**~~7~~) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; (1**5**~~8~~) to make resolutions on the acquisition of the Bank's shares;

No.	The original articles	After revision (with marks)
	The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meetings. If it is necessary, reasonable and legal and compliant, the decision making for these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.	(1**6**~~9~~) to examine other issues which should be decided by the shareholders' ~~general~~ meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and these Articles. The matters mentioned above are within the shareholders' ~~general~~ meeting's scope of authority and shall be examined and decided by the shareholders' ~~general~~ meetings. If it is necessary, reasonable and legal and compliant, the decision making for these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' ~~general~~ meeting by way of ordinary resolution, such resolutions shall be approved by **a majority of**~~more than half of~~ the voting rights of the shareholders (including proxies thereof) attending the shareholders' ~~general~~ meeting. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' ~~general~~ meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' ~~general~~ meeting.
56	Article 69 There are two types of shareholders' general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within 6 months after the financial year end. If the meeting is postponed due to special circumstances, the Bank shall report to the banking regulatory authority in a timely manner and state the reasons for deferral.	Article 66 There are two types of shareholders' ~~general~~ meetings: annual ~~general~~ **shareholders'** meetings and extraordinary ~~general~~ **shareholders'** meetings. The annual ~~general~~ **shareholders'** meeting shall be held once a year within 6 months after the financial year end. If the meeting is postponed due to special circumstances, the Bank shall report to the banking regulatory authority in a timely manner and state the reasons for deferral.

No.	The original articles	After revision (with marks)
57	Article 70 An extraordinary general meeting shall be convened within 2 months from the date of occurrence of any of the following events: (1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in these Articles; (2) the outstanding loss of the Bank is at least one-third of the Bank's total share capital; (3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (the "Requesting Shareholders") have requested to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated on the day on which the shareholders submit a written request to convene the meeting; (4) the Board of Directors deems it necessary to convene the meeting; (5) the Board of Supervisors proposes to convene the meeting; (6) more than half of the independent directors propose to convene the meeting (at least 2 independent directors); (7) any other circumstances as stipulated by the laws, administrative regulations, departmental rules or these Articles. For the event described in item (2) above, the prescribed period for convening an extraordinary general meeting shall be calculated from the date which the Bank becomes aware of the issue.	Article 67 An extraordinary ~~general~~ **shareholders'** meeting shall be convened within 2 months from the date of occurrence of any of the following events: (1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in these Articles; (2) the outstanding loss of the Bank is at least one-third of the Bank's total share capital; (3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (the "Requesting Shareholders") have requested to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated on the day on which the shareholders submit a written request to convene the meeting; (4) the Board of Directors deems it necessary to convene the meeting; (5) the ~~Board of Supervisors~~ **Audit Committee of the Board of Directors** proposes to convene the meeting; (6) more than half of the independent directors propose to convene the meeting (at least 2 independent directors); (7) any other circumstances as stipulated by the laws, administrative regulations, departmental rules or these Articles. For the event described in item (2) above, the prescribed period for convening an extraordinary ~~general~~ **shareholders'** meeting shall be calculated from the date which the Bank becomes aware of the issue.

No.	The original articles	After revision (with marks)
58	Article 71 The Bank shall convene shareholders' general meetings either at its domicile or at any other place specified in the notice of shareholders' general meeting. Shareholders' general meetings shall be held on-site at the designated venue. The Bank will also provide network or other methods for its shareholders to conveniently participate in general meetings according to applicable laws. Shareholders attending a shareholders' general meeting via the aforesaid methods shall be deemed as attendees of the meeting. The identities of shareholders shall be verified in accordance with Article 55 of these Articles.	Article 68 The Bank shall convene shareholders' ~~general~~ meetings either at its domicile or at any other place specified in the notice of shareholders' ~~general~~ meeting. Shareholders' ~~general~~ meetings shall be held on-site at the designated venue **and may be supplemented by electronic communication**. The Bank will also provide ~~network or other~~ **online voting and speaking** methods for its shareholders to conveniently participate in ~~general~~ **shareholders'** meetings according to applicable laws **and the actual circumstances**. Shareholders attending a shareholders' ~~general~~ meeting via the aforesaid methods shall be deemed as attendees of the meeting. The identities of shareholders shall be verified in accordance with Article ~~55~~**49** of these Articles.
59	Article 72 When a shareholders' general meeting is being held, the Bank shall engage lawyers to give legal opinions as to the matters set out below: (1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and these Articles; (2) whether the qualifications of the attendees and convener are legal and valid; (3) whether the voting procedures and voting outcome of the shareholders' general meeting are legal and valid; (4) legal opinions on other relevant issues as requested by the Bank.	Article 69 When a shareholders' ~~general~~ meeting is being held, the Bank shall engage lawyers to give legal opinions **and make announcements** as to the matters set out below: (1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative **regulations** ~~rules~~ and these Articles; (2) whether the qualifications of the attendees and convener are legal and valid; (3) whether the voting procedures and voting outcome of the ~~shareholders' general meeting~~ **meeting** are legal and valid; (4) legal opinions on other relevant issues as requested by the Bank.
60	Section 3 The Convening of Shareholders' General Meetings	Section 3 The Convening of Shareholders' ~~General~~ Meetings
61	Article 73 The Board of Directors shall convene shareholders' general meetings according to the regulations set out in these Articles.	Article 70 The Board of Directors shall convene shareholders' ~~general~~ meetings according to the regulations set out in these Articles.

No.	The original articles	After revision (with marks)
62	Article 74 A written proposal to the Board of Directors to convene an extraordinary general meeting may be made by more than half (at least 2) of the independent directors. The Board of Directors shall, in accordance with the laws, administrative regulations and these Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days of receiving the proposal from the independent directors. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall give an explanation and issue an announcement.	Article 71 A written proposal to the Board of Directors to convene an extraordinary **shareholders'** ~~general~~ meeting may be made by **a majority of** ~~more than half~~ (at least 2) ~~of~~ the independent directors. The Board of Directors shall, in accordance with the laws, administrative regulations and these Articles, make a written response as to whether or not it agrees to convene an extraordinary **shareholders'** ~~general~~ meeting within 10 days of receiving the proposal from the independent directors. If the Board of Directors agrees to convene the extraordinary **shareholders'** ~~general~~ meeting, a notice convening such a meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary **shareholders'** ~~general~~ meeting, it shall give an explanation and issue an announcement.
63	Article 75 The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and these Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Board of Supervisors shall be sought. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within 10 days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene and preside over the shareholders' general meeting on its own initiative.	Article 72 The ~~Board of Supervisors~~ **Audit Committee** shall ~~have the right to~~ propose to the Board of Directors to convene an extraordinary **shareholders'** ~~general~~ meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and these Articles, make a written response as to whether or not it agrees to convene an extraordinary **shareholders'** ~~general~~ meeting within 10 days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary **shareholders'** ~~general~~ meeting, a notice convening such a meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the **Audit Committee** ~~Board of Supervisors~~ shall be sought. If the Board of Directors does not agree to convene the extraordinary **shareholders'** ~~general~~ meeting or fails to give its response within 10 days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' ~~general~~ meeting, and instead the ~~Board of Supervisors~~ **Audit Committee** may convene and preside over the shareholders' ~~general~~ meeting on its own initiative.

No.	The original articles	After revision (with marks)
64	Article 76 When the Requesting Shareholders request to convene an extraordinary general meeting, they shall act in compliance with the following procedures: The Requesting Shareholders shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and these Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought. If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its response within 10 days of receiving the proposal, the Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene an extraordinary shareholders' general meeting and this proposal shall be made to the Board of Supervisors in writing. If the Board of Supervisors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within 5 days of receiving the proposal. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.	Article 73 When the Requesting Shareholders request to convene an extraordinary **shareholders'** ~~general~~ meeting, they shall act in compliance with the following procedures: The Requesting Shareholders shall have the right to propose to the Board of Directors to convene an extraordinary **shareholders'** ~~general~~ meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and these Articles, make a written response as to whether or not it agrees to convene an extraordinary **shareholders'** ~~general~~ meeting within 10 days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary **shareholders'** ~~general~~ meeting, a notice convening such a meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought. If the Board of Directors does not agree to convene the extraordinary **shareholders'** ~~general~~ meeting, or fails to give its response within 10 days of receiving the proposal, the Requesting Shareholders shall have the right to propose to the ~~Board of Supervisors~~ **Audit Committee** to convene an extraordinary shareholders' ~~general~~ meeting and this proposal shall be made to the ~~Board of Supervisors~~ **Audit Committee** in writing. If the ~~Board of Supervisors~~ **Audit Committee** agrees to convene an extraordinary **shareholders'** ~~general~~ meeting, a notice for convening such meeting shall be issued within 5 days ~~of~~ **after** receiving the proposal. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.

No.	The original articles	After revision (with marks)
	If the Board of Supervisors fails to issue notice of the shareholders' general meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting, and the Requesting Shareholders who individually or in aggregate holding 10% or more of the Bank's total voting shares for at least 90 consecutive days may convene and preside over the meeting.	If the ~~Board of Supervisors~~ **Audit Committee** fails to issue notice of the shareholders' ~~general~~ meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary **shareholders'** ~~general~~ meeting, and the Requesting Shareholders who individually or in aggregate holding 10% or more of the Bank's total voting shares for at least 90 consecutive days may convene and preside over the meeting.
65	Article 77 If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with local offices in accordance with the relevant regulations of the banking regulatory authority and the securities regulatory authorities and the stock exchanges where the Bank's shares are listed. The notice shall comply with the following requirements: (1) no additional content shall be allowed in the proposal, otherwise the Requesting Shareholders shall make another proposal to the Board of Directors to convene a shareholders' general meeting according to the above procedures; (2) the meeting shall be held in the place in which the Bank is operating. The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be less than 10% of the total voting shares. The Board of Supervisors or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated and the stock exchanges where the Bank's shares are listed and to other relevant regulatory authorities when the Board of Supervisors or the Requesting Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.	Article 74 If either the ~~Board of Supervisors~~ **Audit Committee** or shareholders propose to convene a shareholders' ~~general~~ meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with local offices in accordance with the relevant regulations of the banking regulatory authority and the securities regulatory authorities and the stock exchanges where the Bank's shares are listed**, and a notice of extraordinary shareholders' meeting shall be issued**. The notice shall comply with the following requirements: (1) no additional content shall be allowed in the proposal, otherwise the Requesting Shareholders shall make another proposal to the Board of Directors to convene a shareholders' ~~general~~ meeting according to the above procedures; (2) the meeting shall be held in the place in which the Bank is operating. The shareholding proportion of the Requesting Shareholders before **the announcement of** the resolution ~~of~~ **passed at** the shareholders' ~~general~~ meeting shall not be less than 10% of the total voting shares. The ~~Board of Supervisors~~ **Audit Committee** or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated and the stock exchanges where the Bank's shares are listed and to other relevant regulatory authorities when the ~~Board of Supervisors~~ **Audit Committee** or the Requesting Shareholders issue the notice of shareholders' ~~general~~ meeting and the announcement of the resolutions passed at the shareholders' ~~general~~ meeting.

No.	The original articles	After revision (with marks)
66	Article 78 With respect to a shareholders' general meeting convened by the Board of Supervisors or the shareholders, the Board of Directors and the secretary of the Board shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.	Article 75 With respect to a shareholders' ~~general~~ meeting convened by the ~~Board of Supervisors~~ **Audit Committee** or the shareholders, the Board of Directors and the secretary of the Board shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.
67	Article 79 Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the Requesting Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.	Article 76 Necessary costs arising out of a shareholders' ~~general~~ meeting convened by the ~~Board of Supervisors~~ **Audit Committee** or the Requesting Shareholders on their own shall be borne by the Bank ~~and shall be deducted from the funds due to the Bank from directors who have not carried out their duties~~.
68	Section 4 Proposals and Notice of Shareholders' General Meetings	Section 4 Proposals and Notice of Shareholders' ~~General~~ Meetings
69	Article 80 The proposal of Shareholders' general meetings shall meet all of the following requirements: (1) the contents of the proposal shall not contradict with the laws, administrative regulations and the provision of these Articles, and shall be within the Bank's scope of business and the scope of authority of the shareholders' general meeting; (2) it shall have definite topics for consideration and specific items to be decided by resolution; (3) shall be in written form and submitted or delivered to the Board of Directors.	Article 77 The proposal of Shareholders' ~~general~~ meetings shall meet all of the following requirements: (1) the contents of the proposal shall not contradict with the laws, administrative regulations and the provision of these Articles, and shall be within the Bank's scope of business and the scope of authority of the shareholders' ~~general~~ meeting; (2) it shall have definite topics for consideration and specific items to be decided by resolution; (3) shall be in written form and submitted or delivered to the Board of Directors.

No.	The original articles	After revision (with marks)
70	Article 81 When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and the Proposing Shareholders shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders' general meeting into the agenda. The Proposing Shareholders may submit provisional proposals to the conveners in writing 12 Hong Kong business days prior to the date of the general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within 2 days of receiving the proposals. Except for the circumstances provided in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general meeting. Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with Article 80 of these Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.	Article 78 When the Bank convenes shareholders' ~~general~~ meetings, the Board of Directors, the ~~Board of Supervisors~~ **Audit Committee** and the Proposing Shareholders shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders' ~~general~~ meeting into the agenda. The Proposing Shareholders may submit provisional proposals to the conveners in writing 12 Hong Kong business days prior to the date of the **shareholders'** ~~general~~ meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within 2 days of receiving the proposals**, and such provisional proposals shall be submitted to the shareholders' meeting for consideration, except for those that violate the laws, administrative regulations or the provisions of these Articles, or fall outside the scope of terms of reference of a shareholders' meeting.** Except for the circumstances provided in the above paragraph, the conveners shall not**, after issuing the notice of the shareholders' meeting,** amend nor add any new proposals to those which are set out in the original notice of the shareholders' ~~general~~ meeting. Proposals which have not been set out in the notice of a shareholders' ~~general~~ meeting or which are not in compliance with Article ~~80~~ **77** of these Articles shall not be put forward and voted upon as resolutions at a shareholders' ~~general~~ meeting.
71	Article 82 When the Bank is to convene an annual shareholders' general meeting, the Bank shall notify the shareholders of the matters to be considered at the meeting and the date and venue of the meeting by way of announcement 20 days before the meeting, and to convene an extraordinary general meeting, the Bank shall notify the shareholders by way of announcement 15 days before the meeting. Where any longer notice period is required by the securities regulatory authorities in the jurisdiction where the Bank's shares are listed, such provisions shall prevail.	Article 79 When the Bank is to convene an annual shareholders' ~~general~~ meeting, the Bank shall notify the shareholders of the matters to be considered at the meeting and the date and venue of the meeting by way of announcement 20 days before the meeting, and to convene an extraordinary **shareholders'** ~~general~~ meeting, the Bank shall notify the shareholders by way of announcement 15 days before the meeting. Where any longer notice period is required by the securities regulatory authorities in the jurisdiction where the Bank's shares are listed, such provisions shall prevail.

No.	The original articles	After revision (with marks)
72	Article 83 The Board of Directors shall review whether the proposals of shareholders' general meeting are in the best interest of the Bank and shareholders according to Article 80 of these Articles. The Board of Directors shall provide an explanation at the shareholders' general meeting for any proposals not included in the meeting agenda.	Article 80 The Board of Directors shall review whether the proposals of shareholders' ~~general~~ meeting are in the best interest of the Bank and shareholders according to Article ~~80~~ **77** of these Articles. The Board of Directors shall provide an explanation at the shareholders' ~~general~~ meeting for any proposals not included in the meeting agenda.
73	Article 84 Any Proposing Shareholders who have any doubts as to the Board of Directors' decision to exclude his/her proposals on the meeting agenda for the shareholders' general meeting may convene an extraordinary general meeting in accordance with the requirements of these Articles.	Article 81 Any Proposing Shareholders who have any doubts as to the Board of Directors' decision to exclude his/her proposals on the meeting agenda for the shareholders' ~~general~~ meeting may convene an extraordinary **shareholders'** ~~general~~ meeting in accordance with the requirements of these Articles.

No.	The original articles	After revision (with marks)
74	Article 85 The notice of shareholders' general meeting shall be in written form and contain the followings: (1) the date, time, venue and duration of the meeting; (2) the matters and proposals to be considered at the meeting; (3) all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such proposed transaction shall be provided; (4) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or member of senior management as shareholders compared to other shareholders of that same class, the differences shall be explained; (5) the full text of any proposed special resolution to be voted on at the meeting; (6) a prominent statement stating that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and such proxy need not be a shareholder; (7) the shareholding registration date of the shareholders who are entitled to attend the meeting; (8) the time and address for lodging the proxy forms of the relevant meeting;	Article 82 The notice of shareholders' ~~general~~ meeting shall ~~be in written form and~~ contain the followings: (1) the date, time, venue and duration of the meeting; (2) the matters and proposals to be considered at the meeting; ~~(3) all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such proposed transaction shall be provided;~~ ~~(4) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or member of senior management as shareholders compared to other shareholders of that same class, the differences shall be explained;~~ ~~(5) the full text of any proposed special resolution to be voted on at the meeting;~~ (**3**~~6~~) a prominent statement stating that **all ordinary shareholders and shareholders holding special voting shares are entitled to attend the shareholders' meeting and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy is not necessarily be a shareholder of the Bank;** ~~a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and such proxy need not be a shareholder;~~

No.	The original articles	After revision (with marks)
	(9) the name and phone number of the contact person of the meeting; (10) content pursuant to other requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and these Articles. Where the opinions of independent directors are required for the matters to be discussed, such opinions and the related reasons shall be also disclosed in the notice or supplementary notice of general meeting to be served. Where the general meeting intends to consider the election of directors or supervisors, the notice of such general meeting shall fully disclose the detailed information of the candidates for directors or supervisors, at least in the following aspects: (1) personal information such as educational background, work experience and other engagements; (2) whether the candidate has any connection with the Bank or its controlling shareholders or de facto controller; (3) the number of shares held in the Bank; (4) whether the candidate has been a subject of any penalties by the securities regulatory authority of the State Council or any other relevant authorities and any sanctions by the stock exchange. In addition to the adoption of the cumulative voting system to elect directors and supervisors, each candidate for director or supervisor shall be nominated in a separate proposal.	(**4**~~7~~) the shareholding registration date of the shareholders who are entitled to attend the **shareholders'** meeting; ~~(8) the time and address for lodging the proxy forms of the relevant meeting;~~ (**5**~~9~~) the name and phone number of the contact person of the meeting; **(6) the voting time and procedure via internet or through other means;** (**7**~~10~~) content pursuant to other requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and these Articles. ~~Where the opinions of independent directors are required for the matters to be discussed, such opinions and the related reasons shall be also disclosed in the notice or supplementary notice of general meeting to be served.~~ Where the shareholders' ~~general~~ meeting intends to consider the election of directors ~~or supervisors~~, the notice of such **shareholders'** ~~general~~ meeting shall fully disclose the detailed information of the candidates for directors ~~or supervisors~~, at least in the following aspects: (1) ~~personal~~ information such as educational background, work experience and other engagements**, specific details about their employment with the shareholders holding 5% or more of the shares, de facto controllers of the Bank, etc. and their appointment as directors, supervisors or members of senior management in other organizations in the last 5 years**;

No.	The original articles	After revision (with marks)
		(2) **whether the candidate has any connection with the shareholders who hold more than 5% of the shares of the Bank, de facto controllers, other directors and members of senior management of the Bank** ~~whether the candidate has any connection with the Bank or its controlling shareholders or de facto controller~~; (3) the **shareholdings** ~~number of shares~~ held in the Bank; (4) whether the candidate has been a subject of any penalties by the securities regulatory authority of the State Council or any other relevant authorities and any ~~sanctions~~ **disciplinary sanctions** by the stock exchange**(s), whether he/she has been subject to any case of investigation commenced by judicial authorities due to suspected offences or has been subject to any case of investigation commenced by the securities regulatory authority of the State Council due to suspected violation of laws and regulations for which definitive conclusions are pending**; **(5) whether the candidate has been publicly named by the securities regulatory authority of the State Council on the securities and futures market platform for public enquiry of information on legal violations and discredit or included by a people's court in a list of discredited parties subject to enforcement.** In addition to the adoption of the cumulative voting system to elect directors ~~and supervisors~~, each candidate for director ~~or supervisor~~ shall be nominated in a separate proposal.

No.	The original articles	After revision (with marks)
75	Article 86 Unless otherwise provided by these Articles, the notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders who are entitled to attend the shareholders' general meeting (regardless whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of A shares, the notice of a shareholders' general meeting may be in form of an announcement. The aforesaid announcement shall be published on the website of the stock exchange and on the media that meet the requirements set by the securities regulatory institution of the State Council. All holders of A shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published. For holders of H shares, subject to the compliance with the applicable laws, administrative regulations, departmental rules, regulatory documents and the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' general meeting by publishing the notice on the websites of the Bank and the Hong Kong Stock Exchange instead of delivering the notice by hand or prepaid mail.	Article 83 Unless otherwise provided by these Articles, the notice of a shareholders' ~~general~~ meeting shall be delivered by hand or prepaid mail to the shareholders who are entitled to attend the shareholders' ~~general~~ meeting (regardless whether they have voting rights at the shareholders' ~~general~~ meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of A shares, the notice of a shareholders' ~~general~~ meeting may be in form of an announcement. The aforesaid announcement shall be published on the website of the stock exchange**(s)** and on the media that meet the requirements set by the securities regulatory institution of the State Council. All holders of A shares shall be deemed as having been notified of the forthcoming shareholders' ~~general~~ meeting once the announcement is published. For holders of H shares, subject to the compliance with the applicable laws, administrative regulations, departmental rules, regulatory documents and the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' ~~general~~ meeting by publishing the notice on the websites of the Bank and the Hong Kong Stock Exchange instead of delivering the notice by hand or prepaid mail.
76	Article 87 Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least 2 working days before the original meeting date.	Article 84 Once the notice of shareholders' ~~general~~ meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least 2 working days before the original meeting date.
77	Section 5 The Holding of Shareholders' General Meetings	Section 5 The Holding of Shareholders' ~~General~~ Meetings
78	Article 88 The Board of Directors and other conveners shall take necessary measures to maintain order at shareholders' general meetings. Behaviors such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.	Article 85 The Board of Directors and other conveners shall take necessary measures to maintain order at shareholders' ~~general~~ meetings. Behaviors such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.

No.	The original articles	After revision (with marks)
79	Article 89 All shareholders (including preference shareholders with restored voting rights) whose names appear on the register of shareholders on the shareholding registration date or their proxies shall be entitled to attend and vote at the shareholders' general meeting in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents and these Articles. Shareholders who are entitled to attend and vote at the shareholders' general meeting may attend the meeting in person and shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. Shareholders shall appoint their proxies in writing. The appointing shareholder or his/her authorised representative (who has been given the authorisation in writing) shall sign the proxy form. If the appointer is a body corporate, the document shall be affixed with its seal or signed by its director or another authorized representative with due written authorization. A proxy may exercise the following powers at a shareholders' general meeting: (1) the same right of speech as the shareholder at the meeting; (2) have authority to demand or join other shareholders in demanding a poll; (3) have the right to vote by a show of hands or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.	Article 86 All shareholders (including preference shareholders with restored voting rights) whose names appear on the register of shareholders on the shareholding registration date or their proxies shall be entitled to attend and vote at the shareholders' ~~general~~ meeting in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and these Articles. Shareholders who are entitled to attend and vote at the shareholders' ~~general~~ meeting may attend the meeting in person and shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. ~~Shareholders shall appoint their proxies in writing. The appointing shareholder or his/her authorised representative (who has been given the authorisation in writing) shall sign the proxy form. If the appointer is a body corporate, the document shall be affixed with its seal or signed by its director or another authorized representative with due written authorization.~~ A proxy may exercise the following powers at a shareholders' ~~general~~ meeting: (1) the same right of speech as the shareholder at the meeting; (2) have authority to demand or join other shareholders in demanding a poll; (3) have the right to vote by a show of hands or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.

No.	The original articles	After revision (with marks)
80	Article 90 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid credentials or certificate providing proof of their identities and shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder. A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification documents, valid identification documents showing that he/she qualifies to serve as a legal representative and certificate providing proof of the corporate shareholder's shareholding. If a proxy attends the meeting, he/she shall produce his/her own identification documents, written power of attorney granted by the legal representative of the corporate shareholder and certificate providing proof of the corporate shareholder's shareholding.	Article 87 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid credentials or certificate**s** providing proof of their identities ~~and shareholding~~. If a proxy ~~is appointed to~~ attend**s** the meeting, the proxy shall produce his/her own identification document~~,~~ **and** instrument of proxy ~~and certificate providing proof of the shareholding~~ of the appointing shareholder. A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification documents, valid identification documents showing that he/she qualifies to serve as a legal representative ~~and certificate providing proof of the corporate shareholder's shareholding~~. If a proxy attends the meeting, he/she shall produce his/her own identification documents~~,~~ **and** written power of attorney granted by the legal representative of the corporate shareholder ~~and certificate providing proof of the corporate shareholder's shareholding~~.

No.	The original articles	After revision (with marks)
81	Article 91 The power of attorney used by shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information: (1) name of the proxy and the number of shares to be represented by the proxy; (2) whether or not the proxy has the right to vote; (3) instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting; (4) date of issuance and term of validity; (5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a legal person, the document shall be affixed with the legal person's seal. The blank proxy form issued by the Board of Directors to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative or negative), and to give separate instructions for each resolution that will be voted on at the meeting. The proxy form shall indicate whether the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.	Article 88 The power of attorney used by shareholders to appoint proxies to attend the shareholders' ~~general~~ meeting shall contain the following information: (1) ~~name of the proxy and the number of shares to be represented by the proxy~~ **the name of the principal, and the class and number of shares held in the Bank**; (2) ~~whether or not the proxy has the right to vote~~ **the name of the proxy**; (3) **the specific directives of the shareholders, including** instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' ~~general~~ meeting**, etc.**; (4) date of issuance and term of validity; (5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a legal person, the document shall be affixed with the legal person's seal**;**~~.~~ **(6)** ~~The blank proxy form issued by the Board of Directors to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative or negative), and to give separate instructions for each resolution that will be voted on at the meeting.~~ The proxy form shall indicate whether the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.

No.	The original articles	After revision (with marks)
82	Article 92 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of the shareholders' general meeting, and at least 24 hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the shareholders' general meeting. In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders' general meeting of the Bank by the legal representative or other persons authorized by the resolution of the Board of Directors or any other decision-making body of such appointing shareholder. If the shareholder is an authorized clearing house or its agent, the shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting. If 2 or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxies so appointed may represent the authorized clearing house or its agent in exercising its rights as if that proxy is a natural person shareholder of the Bank.	Article 89 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of the shareholders' ~~general~~ meeting, and at least 24 hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the shareholders' ~~general~~ meeting. In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders' ~~general~~ meeting of the Bank by the legal representative or other persons authorized by the resolution of the Board of Directors or any other decision-making body of such appointing shareholder. If the shareholder is an authorized clearing house or its agent, the shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' ~~general~~ meeting or class shareholders' ~~general~~ meeting. If 2 or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxies so appointed may represent the authorized clearing house or its agent in exercising its rights **(including the right to speak and vote)** as if that proxy is a natural person shareholder of the Bank.
83	Article 94 The attendance records of the meeting shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, their residential addresses, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.	Article 91 The attendance records of the meeting shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, ~~their residential addresses,~~ the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.

No.	The original articles	After revision (with marks)
84	Article 96 A shareholders' general meeting convened by the Board of Directors in accordance with the laws shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties for any reason, the chairman shall appoint a director to chair and preside over the meeting. If the chairman is unable or fails to perform his/her duties, a director elected by not less than half of the directors shall chair and preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such shareholder) holding the most voting shares shall preside over the meeting. A shareholders' general meeting convened by the Board of Supervisors shall be chaired and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall chair and preside over the meeting. A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative recommended by the convener. During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.	Article 93 A shareholders' ~~general~~ meeting convened by the Board of Directors in accordance with the laws shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties for any reason, the chairman shall appoint a director to chair and preside over the meeting. If the chairman is unable or fails to perform his/her duties, a director elected by **a majority of** ~~not less than half of~~ the directors shall chair and preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such shareholder) holding the most voting shares shall preside over the meeting. A shareholders' ~~general~~ meeting convened by the ~~Board of Supervisors~~ **Audit Committee** shall be chaired and presided over by the ~~chairman of the Board of Supervisors~~ **chairperson of the Audit Committee**. If the ~~chairman of the Board of Supervisors~~ **chairperson of the Audit Committee** is unable or fails to perform his/her duties, a ~~supervisor~~ **member of Audit Committee** elected by ~~not less than half of the supervisors~~ **a majority of the members of the Audit Committee** shall chair and preside over the meeting. A shareholders' ~~general~~ meeting convened by the shareholders shall be chaired and presided over by ~~a representative recommended by~~ the convener **or a representative recommended by it**. During the course of a shareholders' ~~general~~ meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the **shareholders'** ~~general~~ meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of ~~more than half of~~ **a majority of** the shareholders with voting rights who are present at the meeting.

No.	The original articles	After revision (with marks)
85	Article 97 The procedural rules for a shareholders' general meeting shall be formulated by the Board of Directors of the Bank, and shall be implemented after review by the shareholders' general meeting.	Article 94 The ~~procedural rules~~**rules of procedures** for a shareholders' ~~general~~ meeting shall be formulated by the Board of Directors of the Bank, and shall be implemented after review by the shareholders' ~~general~~ meeting.
86	Article 98 All directors and supervisors and the secretary to the Board of Directors shall attend a shareholders' general meeting while the president and other senior management members shall be present at the meeting as non-voting participants. The Board of Directors and the Board of Supervisors shall report their work in the preceding year at the annual general meeting. Each independent director shall also make his/her work report. The directors, supervisors and senior management shall respond and give explanations to queries or recommendations from shareholders at the shareholders' general meeting.	Article 95 ~~All directors and supervisors and the secretary to the Board of Directors shall attend a shareholders' general meeting while the president and other~~ **When a shareholders' meeting requires directors and members of senior management to attend, directors and** senior management members shall be present at the meeting as non-voting participants**, accept shareholders' inquiries, and make explanations and clarifications**. The Board of Directors ~~and the Board of Supervisors~~ shall report their work in the preceding year at the annual **shareholders'** ~~general~~ meeting. Each independent director shall also ~~make his/her work report~~ **submit an annual work report at the annual shareholders' meeting and explain how they have performed their duties. The annual work report of independent directors shall include the particulars as required by laws and regulations such as the Measures for the Administration of Independent Directors of Listed Companies and shall be disclosed not later than the despatch of notice of annual shareholders' meeting of the Bank**. ~~The directors, supervisors and senior management shall respond and give explanations to queries or recommendations from shareholders at the shareholders' general meeting.~~
87	Article 99 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, but the figures recorded in the attendance records will prevail. The registration process for the meeting shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.	Article 96 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, but the figures recorded in the attendance records will prevail. The registration process for the meeting shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.

No.	The original articles	After revision (with marks)
88	Article 100 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener; (2) the name of the chairman of the meeting, and the directors, supervisors, president and other members of senior management who attend or observe the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's voting shares; (4) the deliberation process for each resolution, key points of speeches made and voting outcome; (5) any enquiries or suggestions made by shareholders and the corresponding explanation or response; (6) the name of the lawyer, vote counter and scrutineer; (7) any other matters required by the shareholders' general meeting and the provisions of these Articles to be recorded in the minutes.	Article 97 Minutes shall be recorded for the shareholders' ~~general~~ meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener; (2) the name of the chairman of the meeting, and the directors~~, supervisors, president and other~~ **and** members of senior management who ~~attend or~~ observe the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's voting shares; (4) the deliberation process for each resolution, key points of speeches made and voting outcome; (5) any enquiries or suggestions made by shareholders and the corresponding explanation or response; (6) the name of the lawyer, vote counter and scrutineer; (7) any other matters required by the shareholders' ~~general~~ meeting and the provisions of these Articles to be recorded in the minutes.
89	Article 101 The minutes of the shareholders' general meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are the truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding online voting or via other methods shall be filed and persevered permanently. The Board of Directors shall submit the documents including the minutes and resolutions of the shareholders' general meeting to the banking regulatory authority of the State Council for record-keeping.	Article 98 The minutes of the shareholders' ~~general~~ meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are the truthful, accurate and complete. The attending **or observing** directors~~, supervisors~~, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance~~,~~ **and** powers of attorney, and valid information regarding online voting or via other methods shall be filed and persevered permanently. The Board of Directors shall submit the documents including the minutes and resolutions of the shareholders' ~~general~~ meeting to the banking regulatory authority of the State Council for record-keeping.

No.	The original articles	After revision (with marks)
90	Article 102 The convener shall ensure that the shareholders' general meeting does not end until final resolutions have been concluded. In the event that the shareholders' general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and an announcement shall be promptly published. Meanwhile, the convener shall report to local office of the securities regulatory authority of the State Council and the stock exchange.	Article 99 The convener shall ensure that the shareholders' ~~general~~ meeting does not end until final resolutions have been concluded. In the event that the shareholders' ~~general~~ meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and an announcement shall be promptly published. Meanwhile, the convener shall report to local office of the securities regulatory authority of the State Council and the stock exchange.
91	Section 6 Voting Procedures and Resolutions of Shareholders' General Meetings	Section 6 Voting Procedures and Resolutions of Shareholders' ~~General~~ Meetings
92	Article 103 The resolutions of a shareholders' general meeting shall either be classified as ordinary resolutions or special resolutions. Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions shall be approved by not less than two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.	Article 100 The resolutions of a shareholders' ~~general~~ meeting shall either be classified as ordinary resolutions or special resolutions. Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions shall be approved by not less than two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.

No.	The original articles	After revision (with marks)
93	Article 104 The following matters shall be resolved by way of an ordinary resolution: (1) business policies and investment plans of the Bank; (2) work reports by the Board of Directors and the Board of Supervisors; (3) profit distribution plans and tax loss carryforward plans as proposed by the Board of Directors; (4) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors; (5) reports regarding the Bank's annual financial budget and final accounts; (6) the appointment and dismissal of an accounting firm that conducts regular statutory audit on the financial reports of the Bank; (7) any other matters not required by the laws, administrative regulations, departmental rules, regulatory documents or these Articles to be resolved by way of a special resolution.	Article 101 The following matters shall be resolved by way of an ordinary resolution **at the shareholders' meeting**: ~~(1) business policies and investment plans of the Bank;~~ (**1**~~2~~) work reports by the Board of Directors ~~and the Board of Supervisors~~; (**2**~~3~~) profit distribution plans and tax loss carryforward plans as proposed by the Board of Directors; (**3**~~4~~) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors ~~and the Board of Supervisors~~; ~~(5) reports regarding the Bank's annual financial budget and final accounts;~~ (**4**~~6~~) the appointment and dismissal of an accounting firm that conducts regular statutory audit on the financial reports of the Bank; (**5**~~7~~) any other matters not required by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** or these Articles to be resolved by way of a special resolution.

No.	The original articles	After revision (with marks)
94	Article 105 The following matters shall be resolved by way of a special resolution: (1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities; (2) the issuance of bonds of the Bank or other marketable securities and listing; (3) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank; (4) amendments to these Articles; (5) amendments to the Bank's Procedural Rules for shareholders' general meeting, the Procedural Rules for the Board of Directors and the Procedural Rules for the Board of Supervisors; (6) purchase or disposal of material assets by the Bank or non-commercial banking business guarantee of an amount exceeding 30% of its latest audited total assets within one year; (7) repurchase of the Bank's shares; (8) share incentive scheme; (9) dismissing independent directors; (10) restructuring material asset; (11) spin-off its subsidiaries for the purpose of listing; (12) resolve to voluntarily withdraw its shares from being listed and traded on the stock exchange at the Bank's shareholders' general meeting, and decide to cease the trading on the stock exchange or apply for trading or transfer on other trading venues;	Article 102 The following matters shall be resolved by way of a special resolution **at the shareholders' meeting**: (1) an increase or reduction of the registered capital of the Bank ~~and the issuance of any class of shares, warrants and other similar securities~~; (2) the issuance of bonds of the Bank or other marketable securities and listing; (3) the division, **spin-off,** merger, dissolution, liquidation or any other change in the corporate form of the Bank; (4) amendments to these Articles; (5) amendments to the Bank's ~~Procedural Rules~~**rules of procedures** for shareholders' ~~general~~ meeting~~,~~ **and** the ~~Procedural Rules for~~**rules of procedures of** the Board of Directors ~~and the rules of procedures of the Board of Supervisors~~; (6) purchase or disposal of material assets by the Bank or **the amount of** non-commercial banking business guarantee **provided to other parties** ~~of an amount~~ exceeding 30% of its latest audited total assets within one year; (7) ~~repurchase~~**purchase** of the Bank's shares; (8) share incentive scheme; (9) dismissing independent directors; (10) restructuring material asset; (11) spin-off its subsidiaries for the purpose of listing; (12) ~~resolve to~~ voluntarily ~~withdraw~~ **withdrawing** its shares from being listed and traded on the stock exchange ~~at the Bank's shareholders' general meeting,~~ and ~~decide to cease~~ **ceasing** the trading on the stock exchange or ~~apply~~ **applying** for trading or transfer on other trading venues;

No.	The original articles	After revision (with marks)
	(13) any other matters which are required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank and should therefore be adopted by a special resolution. The contents mentioned in (11) and (12) shall not only be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting, but also be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting other than the directors, supervisors, senior management and shareholders who individually or collectively hold more than 5% of the shares of the Bank.	(13) any other matters which are required by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and these Articles, and any matter decided by the shareholders' ~~general~~ meeting by way of an ordinary resolution to have a material effect on the Bank and should therefore be adopted by a special resolution. The contents mentioned in **items** (11) and (12) shall not only be approved by more than two-thirds of the voting rights held by the shareholders present at the **shareholders'** ~~general~~ meeting, but also be approved by more than two-thirds of the voting rights held by the shareholders present at the **shareholders'** ~~general~~ meeting other than the directors, ~~supervisors,~~ senior management and shareholders who individually or collectively hold more than 5% of the shares of the Bank.

No.	The original articles	After revision (with marks)
95	Article 106 A shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights held, except for voting by cumulative voting system. Each share shall have one (1) vote. When the shareholders' general meeting considers matters that could affect the interests of minority investors, the votes by minority investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. The shares held by the Bank have no voting rights, and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. If a shareholder purchases voting shares of the Bank in violation of the provisions of Article 63, Paragraph 1 and Paragraph 2 of the Securities Law, the shares exceeding the specified proportion shall not exercise voting rights within 36 months after the purchase, and shall not be counted as part of the total number of voting shares present at the shareholders' general meeting. The Board of Directors, independent directors and shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the China Securities Regulatory Commission may solicit voting rights from other shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. Except for statutory conditions, the Bank shall not impose any minimum shareholding limitation for soliciting voting rights.	Article 103 A shareholder **(other than class shareholder)** ~~(including his/her proxy)~~ shall exercise his/her voting rights based on the number of shares with voting rights held, except for voting by cumulative voting system. Each share shall have one (1) vote. When the shareholders' ~~general~~ meeting considers matters that could affect the interests of minority investors, the votes by minority investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. The shares held by the Bank have no voting rights, and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. If a shareholder purchases voting shares of the Bank in violation of the provisions of Article 63, Paragraph 1 and Paragraph 2 of the Securities Law, the shares exceeding the specified proportion shall not exercise voting rights within 36 months after the purchase, and shall not be counted as part of the total number of voting shares present at the shareholders' ~~general~~ meeting. The Board of Directors, independent directors and shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the ~~China Securities Regulatory Commission~~ **securities regulatory authority of the State Council** may solicit voting rights from other shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. Except for statutory conditions, the Bank shall not impose any minimum shareholding limitation for soliciting voting rights.

No.	The original articles	After revision (with marks)
	Where any shareholder is required to abstain from voting on any particular resolution or is restricted in how he votes (only for or against a particular resolution), in accordance with the requirements of the Laws, administrative regulations and Hong Kong Listing Rules, any votes cast by such shareholder or their proxy in contravention of the requirements or restrictions shall not be counted towards the voting results.	Where any shareholder is required to abstain from voting on any particular resolution or is restricted in how he votes (only for or against a particular resolution), in accordance with the requirements of the Laws, administrative regulations and Hong Kong Listing Rules, any votes cast by such shareholder or their proxy in contravention of the requirements or restrictions shall not be counted towards the voting results.
96	Article 107 Related shareholders shall not participate in voting when matters concerning related party transactions are considered at a shareholders' general meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. The resolutions adopted at the shareholders' general meeting should fully disclose the voting results by unrelated shareholders. A related shareholder may excuse himself/herself or the other shareholders or their representatives attending shareholders' general meeting may make such a request.	Article 104 Related shareholders shall not participate in voting when matters concerning related party transactions are considered at a shareholders' ~~general~~ meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. **An announcement of t**~~T~~he resolutions adopted at the shareholders' ~~general~~ meeting should fully disclose the voting results by unrelated shareholders. A related shareholder may excuse himself/herself or the other shareholders or their representatives attending shareholders' ~~general~~ meeting may make such a request.
97	Article 108 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisors and members of senior management of the Bank without approval in the form of a special resolution passed in a shareholders' general meeting.	Article 105 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors~~, supervisors~~ and members of senior management of the Bank without approval in the form of a special resolution passed in a shareholders' ~~general~~ meeting.

No.	The original articles	After revision (with marks)
98	Article 109 The suggested list of candidates to serve as directors and supervisors shall be put forward to the shareholders' general meeting for voting. When a voting is made on the election of directors or supervisors at a general meeting, the cumulative voting system may be adopted in accordance with the provisions of these Articles or the resolutions of the general meeting; the accumulative voting mechanism shall be adopted, when over two independent directors need to be elected. The votes of minority shareholders shall be counted separately and disclosed. Voting on each candidate for directors and supervisors for resolutions considering election of directors and supervisors shall be carried out at the shareholders' general meeting. After approval at the shareholders' general meeting, the qualifications of the directors and supervisors shall be verified by the banking regulatory authority of the State Council. The Board of Directors shall inform the shareholders of the resumes and basic information of candidates for director and supervisor.	Article 106 **A list of candidates for directors** ~~The suggested list of candidates to serve as directors and supervisors~~ shall be put forward to the shareholders' ~~general~~ meeting for voting **in a form of proposal**. When a voting is made on the election of directors ~~or supervisors~~ at a **shareholders'** ~~general~~ meeting, the cumulative voting system may be adopted in accordance with the provisions of these Articles or the resolutions of the **shareholders'** ~~general~~ meeting; the accumulative voting mechanism shall be adopted, when over two independent directors need to be elected. The votes of minority shareholders shall be counted separately and disclosed. Voting on each candidate for directors ~~and supervisors~~ for resolutions considering election of directors ~~and supervisors~~ shall be carried out at the shareholders' ~~general~~ meeting. After approval at the shareholders' ~~general~~ meeting, the qualifications of the directors ~~and supervisors~~ shall be verified by the banking regulatory authority of the State Council. The Board of Directors shall inform the shareholders of the resumes and basic information of candidates for director ~~and supervisor~~.
99	Article 110 Except for those under the cumulative voting system, all proposals shall be voted separately at the shareholders' general meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals were presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the shareholders' general meeting or the failure to pass resolutions, no resolutions proposed in the shareholders' general meeting shall be set aside or skipped.	Article 107 Except for those under the cumulative voting system, all proposals shall be voted separately at the shareholders' ~~general~~ meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals were presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the shareholders' ~~general~~ meeting or the failure to pass resolutions, no resolutions proposed in the shareholders' ~~general~~ meeting shall be set aside or skipped.
100	Article 111 The shareholders' general meeting, while considering resolutions, shall not modify such resolutions. Otherwise, the modification shall be deemed as a new resolution, which shall not be voted at the same shareholders' general meeting.	Article 108 The shareholders' ~~general~~ meeting, while considering resolutions, shall not modify such resolutions. Otherwise, the modification shall be deemed as a new resolution, which shall not be voted at the same shareholders' ~~general~~ meeting.

No.	The original articles	After revision (with marks)
101	Article 112 The same voting right shall be exercised only by one of the ways of on-site voting, online voting or other means of voting. In case of repeated voting arising from the same voting right, the first vote cast shall prevail. Apart from proposals regarding the procedure or administration of the shareholders' general meeting for which resolutions may be made by a show of hands and counted by the chairman of the meeting acting in good faith, all other matters shall be decided on by a poll that records the name of the voter.	Article 109 The same voting right shall be exercised only by one of the ways of on-site voting, online voting or other means of voting. In case of repeated voting arising from the same voting right, the first vote cast shall prevail. Apart from proposals regarding the procedure or administration of the shareholders' ~~general~~ meeting for which resolutions may be made by a show of hands and counted by the chairman of the meeting acting in good faith, all other matters shall be decided on by a poll that records the name of the voter.
102	Article 114 Before a proposal is put to vote at a shareholders' general meeting, 2 representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If the matter to be considered relates to a shareholder, the shareholder and their proxy shall neither count the votes nor act as the scrutineer. During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by lawyers, representatives of shareholders and representatives of supervisors and qualified persons appointed according to the Hong Kong Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes. Shareholders of the Bank or their proxies that vote online or by other means shall have the right to check and inspect their voting results through the relevant voting system.	Article 111 Before a proposal is put to vote at a shareholders' ~~general~~ meeting, 2 representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If the matter to be considered relates to a shareholder, the shareholder and their proxy shall neither count the votes nor act as the scrutineer. During the voting process of a shareholders' ~~general~~ meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by lawyers, representatives of shareholders ~~and representatives of supervisors~~ and qualified persons appointed according to the Hong Kong Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes. Shareholders of the Bank or their proxies that vote online or by other means shall have the right to check and inspect their voting results through the relevant voting system.

No.	The original articles	After revision (with marks)
103	Article 115 Shareholders who are present at the shareholders' general meeting shall adopt one of the following stances when a resolution is put forward for voting: for, against or abstention. Any votes which are unfilled, erroneously completed, illegible or un-submitted shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to 2 or more votes need not cast all the votes towards the same stance. In the event that the same voting rights have been exercised twice, the result of the first vote shall prevail.	Article 112 Shareholders who are present at the shareholders' ~~general~~ meeting shall adopt one of the following stances when a resolution is put forward for voting: for, against or abstention. Any votes which are unfilled, erroneously completed, illegible or un-submitted shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". ~~On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to 2 or more votes need not cast all the votes towards the same stance.~~ ~~In the event that the same voting rights have been exercised twice, the result of the first vote shall prevail.~~
104	Article 116 The on-site shareholders' general meeting shall not conclude earlier than that held online or by other means. For every proposed resolution, the voting circumstances and voting outcome shall be announced by the chairman of the meeting and he/she shall announce whether the resolution has been adopted based on the voting outcome. Prior to the formal announcement of the voting results, all interested parties involved in the voting at on-site general meeting, online or by other means, including the Bank, the vote counter, the scrutineer, substantial shareholders and online service provider, etc., have an obligation to keep the voting results confidential.	Article 113 The on-site shareholders' ~~general~~ meeting shall not conclude earlier than that held online or by other means. For every proposed resolution, the voting circumstances and voting outcome shall be announced by the chairman of the meeting and he/she shall announce whether the resolution has been adopted based on the voting outcome. Prior to the formal announcement of the voting results, all interested parties involved in the voting at on-site **shareholders'** ~~general~~ meeting, online or by other means, including the Bank, the vote counter, the scrutineer, substantial shareholders and online service provider, etc., have an obligation to keep the voting results confidential.
105	Article 117 If the chairman of the meeting has any doubts as to the voting results of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes and the shareholders or their proxies who have attended the meeting have doubts as to the outcomes announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately. If the votes are counted at a shareholders' general meeting, the results shall be recorded into the minutes.	Article 114 If the chairman of the meeting has any doubts as to the voting results of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes and the shareholders or their proxies who have attended the meeting have doubts as to the outcomes announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately. If the votes are counted at a shareholders' ~~general~~ meeting, the results shall be recorded into the minutes.

No.	The original articles	After revision (with marks)
106	Article 118 Resolutions adopted at the shareholders' general meeting shall be announced in a timely manner. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution.	Article 115 Resolutions adopted at the shareholders' ~~general~~ meeting shall be announced in a timely manner. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution.
107	Article 119 The resolution of the shareholders' general meeting shall give a special indication if a resolution is not adopted or the shareholders' general meeting amended a resolution passed at the previous shareholders' general meeting.	Article 116 The resolution of the shareholders' ~~general~~ meeting shall give a special indication if a resolution is not adopted or the shareholders' ~~general~~ meeting amended a resolution passed at the previous shareholders' ~~general~~ meeting.
108	Article 120 For resolutions on election of directors or supervisors passed at a shareholders' general meeting, the term of office for the newly elected directors or supervisors shall commence from the date of election at the general meeting. If their qualifications are subject to approval by the regulatory authority, their term of office shall commence from the date of such approval by the regulatory authority.	Article 117 For resolutions on election of directors ~~or supervisors~~ passed at a shareholders' ~~general~~ meeting, ~~the term of office for the newly elected directors or supervisors shall commence from the date of election at the general meeting. I~~**i**f ~~their~~ **the** qualifications **of the newly elected directors** are subject to approval by the regulatory authority, their term of office shall commence from the date of such approval by the regulatory authority.
109	Article 121 When the proposals regarding cash distribution, bonus issue or conversion of capital reserve into share capital have been passed at a general meeting, the Bank shall implement the specific proposals within 2 months after the close of the general meeting.	Article 118 When the proposals regarding cash distribution, bonus issue or conversion of capital reserve into share capital have been passed at a **shareholders'** ~~general~~ meeting, the Bank shall implement the specific proposals within 2 months after the close of the **shareholders'** ~~general~~ meeting.
110	Chapter 6 Special Procedures for Voting by a Certain Class of Shareholders	Deleted
111	Chapter 7 Board of Directors Section 1 Directors	Chapter ~~7~~**6 Directors and** Board of Directors Section 1 **General Provisions for** Directors
112	Article 130 Directors of the Bank shall be a natural person and are not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). An executive director means a director holding other senior operation and management positions in addition to holding directorship of the Bank. A non-executive director means a director of the Bank who does not hold an operation and management position.	Article 119 Directors of the Bank shall be a natural person and are not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors**,** ~~and~~ non-executive directors (including independent directors) **and employee directors**. ~~An executive director means a director holding other senior operation and management positions in addition to holding directorship of the Bank. A non-executive director means a director of the Bank who does not hold an operation and management position.~~

No.	The original articles	After revision (with marks)
113	Article 131 Directors shall be elected or removed from office by shareholders at a general meeting. The term of office of a director shall be 3 years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. A written notice of intent to nominate a candidate to become a director, the candidate's consent to such nomination and relevant written materials of candidate's information shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting, but no later than 7 days before such a general meeting.	Article 120 **Executive** ~~D~~**d**irectors, **non-executive directors** shall be elected or removed from office by shareholders at a **shareholders'** ~~general~~ meeting. **The employee directors shall be elected or removed from office through the employee representatives' meetings or any other democratic means.** The term of office of a director shall be 3 years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. **A senior management member may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as senior management members, and who are the employee representatives shall not exceed one half of the total number of directors of the Bank.** ~~A written notice of intent to nominate a candidate to become a director, the candidate's consent to such nomination and relevant written materials of candidate's information shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting, but no later than 7 days before such a general meeting.~~
114	Article 131 Subject to the relevant laws and administrative regulations, a director whose term of office has not expired may be removed (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract). Among them, the removal of an independent director must be approved by more than two-thirds of the voting rights held by the shareholders attending the meeting. The term of office of a director shall be calculated from the date of appointment up to the expiration of the term of office of the current session of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, regulations, normative documents and these Articles.	Article 121 Subject to the relevant laws and administrative regulations, a director whose term of office has not expired may be removed **by the shareholders' meeting** (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract). Among them, the removal of an independent director must be approved by more than two-thirds of the voting rights held by the shareholders attending the meeting. The term of office of a director shall be calculated from the date of appointment up to the expiration of the term of office of the current session of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, **administrative** regulations, normative documents**, regulatory provisions** and these Articles.

No.	The original articles	After revision (with marks)
115	Article 132 The general procedures for nomination and election of directors are as follows: (1) according to the number of persons to be elected and in accordance with these Articles, a list of nominated candidates for directors can be drawn up by the nomination committee of the Board of Directors. Shareholders individually or jointly holding 3% or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors. Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors nominated by such shareholder and their associates shall not, on principle, exceed the one-third of the total number of directors on the Board of Directors. (2) the nomination committee of the Board of Directors shall conduct preliminary verification on the qualifications and eligibility of the candidates for directors, and the names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of resolution from the Board of Directors, written proposals regarding the candidates for directors shall be submitted to the shareholders' general meeting. (3) before the announcement of the shareholders' general meeting, the candidates for directors shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors are truthful, accurate and complete and that they shall conscientiously perform their obligations upon election.	Article 122 The general procedures for nomination and election of directors **(other than employee directors)** are as follows: (1) according to the number of persons to be elected and in accordance with these Articles, a list of nominated candidates for directors can be drawn up by the nomination committee of the Board of Directors. Shareholders individually or jointly holding **1%**~~3%~~ or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors. ~~Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced.~~ Unless stipulated otherwise by the State, the number of directors nominated by such shareholder and their associates shall not, on principle, exceed the one-third of the total number of directors on the Board of Directors. (2) the nomination committee of the Board of Directors shall conduct preliminary verification on the qualifications and eligibility of the candidates for directors, and the names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of resolution from the Board of Directors, written proposals regarding the candidates for directors shall be submitted to the shareholders' ~~general~~ meeting. (3) before the announcement of the shareholders' ~~general~~ meeting, the candidates for directors shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors are truthful, accurate and complete and that they shall conscientiously perform their obligations upon election.

No.	The original articles	After revision (with marks)
	(4) the Board of Directors shall disclose in accordance with the laws, regulations and these Articles, detailed information of the nominees to shareholders before the shareholders' general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting.	(4) the Board of Directors shall disclose in accordance with the laws, regulations and these Articles, detailed information of the nominees to shareholders before the shareholders' ~~general~~ meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting.
	(5) each candidate for director shall be voted for on a separate basis at the shareholders' general meeting.	(5) each candidate for director shall be voted for on a separate basis at the shareholders' ~~general~~ meeting.
	(6) if it is necessary to fill a vacant position for a director, the nomination committee of the Board of Directors or shareholders eligible to make nominations shall submit proposals to the Board of Directors for consideration, and the position shall be elected or replaced at the shareholders' general meeting.	(6) if it is necessary to fill a vacant position for a director, the nomination committee of the Board of Directors or shareholders eligible to make nominations shall submit proposals to the Board of Directors for consideration, and the position shall be elected or replaced at the shareholders' ~~general~~ meeting.

No.	The original articles	After revision (with marks)
116	Article 133 Directors of the Bank shall perform the following duties or obligations: (1) shall exercise the rights conferred by the Bank prudently, conscientiously and diligently to ensure that the Bank's business practices conform to the requirements of national laws, administrative rules and regulations and various national economic policies, and that business activities shall not exceed the scope of business specified in the business license; (2) continue to focus on the operation and management of the Bank, and having the right to request the senior management to provide the relevant information that gives full, timely and accurate view on the operation and management of the Bank or explain the relevant matters thereof; (3) attend the meetings of the Board of Directors in a timely manner, fully reviewing the matters to be resolved by the Board of Directors, giving independent, professional and objective opinions, casting votes independently at their prudent discretion; (4) be responsible for the resolutions of the board meetings; (5) supervise the implementation of the resolutions of the shareholders' general meeting and the Board of Directors by the senior management; (6) actively participate in relevant training organized by the Bank and regulatory authorities, understanding the rights and obligations of directors, being familiar with relevant laws, regulations and regulatory provisions, and perpetuating their professional knowledge and competence essential to perform their duties; (7) while performing his/her duties, be responsible to the Bank and all the shareholders; (8) comply with the high-standard code of professional ethics, and considering the legitimate interests of stakeholders;	Article 123 Directors of the Bank shall perform the following duties or obligations: (1) shall exercise the rights conferred by the Bank prudently, conscientiously and diligently to ensure that the Bank's business practices conform to the requirements of national laws, administrative rules and regulations and various national economic policies, and that business activities shall not exceed the scope of business specified in the business license; (2) continue to focus on the operation and management of the Bank, and having the right to request the senior management to provide the relevant information that gives full, timely and accurate view on the operation and management of the Bank or explain the relevant matters thereof; (3) attend the meetings of the Board of Directors in a timely manner, fully reviewing the matters to be resolved by the Board of Directors, giving independent, professional and objective opinions, casting votes independently at their prudent discretion; (4) be responsible for the resolutions of the board meetings; (5) supervise the implementation of the resolutions of the shareholders' ~~general~~ meeting and the Board of Directors by the senior management; (6) actively participate in relevant training organized by the Bank and regulatory authorities, understanding the rights and obligations of directors, being familiar with relevant laws, regulations and regulatory provisions, and perpetuating their professional knowledge and competence essential to perform their duties; (7) while performing his/her duties, be responsible to the Bank and all the shareholders; (8) comply with the high-standard code of professional ethics, and considering the legitimate interests of stakeholders;

No.	The original articles	After revision (with marks)
	(9) bear the faithful and diligence obligations to the Bank, perform their duties with due diligence and care and guarantee sufficient time and efforts to perform their duties;	(9) bear the faithful and diligence obligations to the Bank, perform their duties with due diligence and care and guarantee sufficient time and efforts to perform their duties;
	(10) ensure that the Bank discloses information in a timely and fair manner, and that the information disclosed is true, accurate and complete, and sign the written confirmation of the Bank's securities issuance documents and regular reports in accordance with the relevant regulations of the jurisdiction where the Bank's shares are listed;	(10) ensure that the Bank discloses information in a timely and fair manner, and that the information disclosed is true, accurate and complete, and sign the written confirmation of the Bank's securities issuance documents and regular reports in accordance with the relevant regulations of the jurisdiction where the Bank's shares are listed;
	(11) truthfully provide relevant information and data to the Board of Supervisors and shall not obstruct the Board of Supervisors or the Supervisors in the exercise of their functions and powers;	(11) truthfully provide relevant information and ~~data~~ **material** to the ~~Board of Supervisors~~ **Audit Committee** and shall not obstruct the ~~Board of Supervisors or the Supervisors~~ **Audit Committee and its members** in the exercise of their functions and powers;
	(12) other duties or obligations as stipulated in laws and regulations, regulatory requirements and these Articles of Association.	(12) other duties or obligations as stipulated in laws ~~and~~**,** regulations, regulatory requirements and these Articles of Association.
		Directors who are assumed by representatives of workers and staff shall participate in corporate governance in an orderly manner and perform their duties in accordance with the relevant provisions; in addition to having the same rights and assuming the same obligations as other directors, they shall also fulfil their obligations to pay attention to and reflect the legitimate demands of workers and staff and to represent and safeguard the lawful rights and interests of workers and staff.

No.	The original articles	After revision (with marks)
117	Article 134 Directors shall spend sufficient time to carry out their duties, and shall attend at least two-thirds of the physical meetings of Board of Directors in person each year. A director shall be deemed incapable of carrying out their duties if they fail to attend 2 consecutive Board meetings either personally or by appointing other directors to attend on their behalf and the Board of Directors shall make a proposal to the shareholders' general meeting to dismiss and replace such director. An independent director shall be deemed incapable of carrying out their duties if they fail to attend 3 consecutive Board meetings in person and the Bank shall convene a shareholders' general meeting within three months in order to remove the independent director and elect a new independent director. For the purposes of these Articles, the expression "attending in person" refers to the method of attendance where the relevant participant attends meetings in person, including a director attending a physical meeting in person and attending a non-physical meeting convened by means of circulating written resolutions; and the term "attendance by proxy" refers to the method of attendance where the relevant participant cannot attend a meeting for any reason and appoints in writing another person to attend such meetings on their behalf.	Article 124 Directors shall spend sufficient time to carry out their duties, and shall attend at least two-thirds of the physical meetings of Board of Directors in person each year. A director shall be deemed incapable of carrying out their duties if they fail to attend 2 consecutive Board meetings either personally or by appointing other directors to attend on their behalf and the Board of Directors shall make a proposal to the shareholders' ~~general~~ meeting to dismiss and replace such director. An independent director shall be deemed incapable of carrying out their duties if they fail to attend 3 consecutive Board meetings in person and the Bank shall convene a shareholders' ~~general~~ meeting within three months in order to remove the independent director and elect a new independent director. For the purposes of these Articles, the expression "attending in person" refers to the method of attendance where the relevant participant attends meetings in person, including a director attending a physical meeting in person and attending a non-physical meeting convened by means of circulating written resolutions; and the term "attendance by proxy" refers to the method of attendance where the relevant participant cannot attend a meeting for any reason and appoints in writing another person to attend such meetings on their behalf.

No.	The original articles	After revision (with marks)
118	Article 135 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors. Relevant information shall be disclosed by the Board of Directors within 2 days. Where the resignation of a director causes the number of directors on the Bank's Board of Directors to fall below the minimum quorum or less than two-thirds of the number stipulated in these Articles, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules and these Articles. If the Bank experiences a major risk that has to be dealt with, the Bank's directors shall not resign without the approval of regulatory authorities. The resignation of a director becomes effective when the resignation is submitted to the Board of Directors, unless the circumstances stated above apply. If the number of directors falls below the minimum number required by the Company Law or the minimum number needed for Board resolutions due to the removal of a director in the shareholders' meeting, the death of a director, resignation of an independent director due to loss of independency or other circumstances where the duties of a director cannot be fulfilled, the functions and powers of the Board of Directors shall be performed by the shareholder's meeting until the number of directors in the Board of Directors complies with the requirements.	Article 125 A director may resign before the term of office expires. He/she shall submit a written resignation to the ~~Board of Directors~~ **Bank**. Relevant information shall be disclosed by the ~~Board of Directors~~ **Bank** within 2 **trading** days. Where the resignation of a director causes the number of **members of the Board of Directors** ~~directors on the Bank's Board of Directors~~ to fall below the minimum quorum or less than two-thirds of the number stipulated in these Articles, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules and these Articles. If the Bank experiences a major risk that has to be dealt with, the Bank's directors shall not resign without the approval of regulatory authorities. The resignation of a director becomes effective when the resignation is submitted to the ~~Board of Directors~~ **Bank**, unless the circumstances stated above apply. If the number of directors falls below the minimum number required by the Company Law or the minimum number needed for Board resolutions due to the removal of a director in the shareholders' meeting, the death of a director, resignation of an independent director due to loss of independency or other circumstances where the duties of a director cannot be fulfilled, the functions and powers of the Board of Directors shall be performed by the shareholder's meeting until the number of directors in the Board of Directors complies with the requirements.

No.	The original articles	After revision (with marks)
119	Article 136 If the resignation of a director becomes effective or his/her term of office expires; the director shall complete all handover formalities with the Board of Directors. The fiduciary obligations owed to the Bank and shareholders are not discharged for a reasonable period after his/her term of office expires, and his/her obligation of preserving commercial confidentiality subsists after expiry of his/her term of office until such trade secrets becomes public information. The subsisting period of other obligations shall be determined in accordance with the principle of fairness, depending on the duration of the time between the occurrence of the event and the time he/she ceases to be employed by the Bank and the circumstances and conditions under which his/her relationship with the Bank ends.	Article 126 **The Bank shall establish the director resignation management system, which stipulates the protective measures on the accountability and claiming of unfulfilled public commitments and other outstanding matters.** If the resignation of a director becomes effective or his/her term of office expires; the director shall complete all handover formalities with the Board of Directors. The fiduciary obligations owed to the Bank and shareholders are not discharged for a reasonable period after his/her term of office expires, and his/her obligation of preserving commercial confidentiality subsists after expiry of his/her term of office until such trade secrets becomes public information. The subsisting period of other obligations shall be determined in accordance with the principle of fairness, depending on the duration of the time between the occurrence of the event and the time he/she ceases to be employed by the Bank and the circumstances and conditions under which his/her relationship with the Bank ends. **The responsibility that a director bears during his/her term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.**
120	Newly added	Article 127 **The shareholders' meeting may resolve to remove a non-employee director, with the removal taking effect on the date the resolution is made.** **If the director is removed before the expiration of the term of office without proper cause, the director may request the Bank for compensation.**

No.	The original articles	After revision (with marks)
121	Article 138 A director shall be liable for compensation regarding any losses sustained by the Bank caused by the violation of the laws, administrative regulations, departmental rules, regulatory documents or these Articles in the performance of their duties. A director shall be liable for compensation regarding any losses sustained by the Bank caused by their willful dereliction of duty before the conclusion of their term of office.	Article 129 **If a director causes damage to others in fulfilling his/her duties to the Bank, the Bank shall be liable for compensation; if a director acts with intent or gross negligence, he/she shall also be liable for compensation.** A director shall be liable for compensation regarding any losses sustained by the Bank caused by the violation of the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** or these Articles in the performance of their duties. A director shall be liable for compensation regarding any losses sustained by the Bank caused by their willful dereliction of duty before the conclusion of their term of office.

No.	The original articles	After revision (with marks)
122	Article 142 The qualifications of directors in these Articles of Association shall apply to independent directors. In addition, independent directors shall maintain independence, and the following persons may not serve as independent directors of the Bank: (1) persons working in the Bank or its subsidiary enterprises and their close relatives and major social relations; (2) natural person shareholders who hold, directly or indirectly, independently or collectively (with his/her close relatives), more than 1% of the Bank's issued shares or who are among the Bank's top ten shareholders, and their close relatives; (3) shareholders who hold, directly or indirectly, more than 1% of the Bank's issued shares or persons who serve in the Bank's top five shareholders, and their close relatives; (4) persons serving in the subsidiary enterprises of the Bank's substantial shareholders and de facto controllers, and their close relatives; (5) persons who have significant business dealings with the Bank and its substantial shareholders and de facto controllers or their respective subsidiaries, or who serve in units with significant business dealings and their controlling shareholders or de facto controllers;	Article 133 The qualifications of directors in these Articles of Association shall apply to independent directors. In addition, independent directors shall maintain independence, and the following persons may not serve as independent directors of the Bank: (1) persons working in the Bank or its subsidiary enterprises and their close relatives and major social relations; (2) natural person shareholders who hold, directly or indirectly, independently or collectively (with his/her close relatives), more than 1% of the Bank's issued shares or who are among the Bank's top ten shareholders, and their close relatives; (3) shareholders who hold, directly or indirectly, more than 1% of the Bank's issued shares or persons who serve in the Bank's top five shareholders, and their close relatives; (4) persons serving in the subsidiary enterprises of the Bank's substantial shareholders and de facto controllers, and their close relatives; (5) persons who have significant business dealings with the Bank and its substantial shareholders and de facto controllers or their respective subsidiaries, or who serve in units with significant business dealings and their controlling shareholders or de facto controllers;

No.	The original articles	After revision (with marks)
	(6) persons providing financial, legal, consulting and sponsorship services to the Bank and its substantial shareholders and de facto controllers or their respective subsidiaries; persons or their close relatives serving in institutions which have business relations with the Bank with regard to legal issues, accounting, auditing, management consulting, guarantee cooperation and others or interest relations in terms of debt and debt interests, which impedes their independence of performance of duties; (7) persons who have ever had the circumstances listed in items (1) to (6) within the last 12 months; (8) persons who or whose close relatives serve in institutions which are unable to repay the loans to the Bank on time; (9) persons who or whose close relatives may be controlled or imposed significant effect by the Bank, major shareholders of the Bank and senior management of the Bank, thus impeding his/her independence in the performance of duties; (10) any other person not permitted to serve as an independent director by the laws, administrative regulations, departmental rules, regulatory documents and these Articles of Association, and as determined by the relevant regulatory authorities. Close relatives in this article refer to spouses, parents, children, siblings, grandparents, grandchildren; major social relations are siblings, siblings' spouses, their spouses' parents, their spouses' siblings, their children's spouses, their children's spouses' parents, etc. The independent directors of the Bank shall conduct an annual self-examination of independence and submit the self-examination to the Board of Directors, and the Board of Directors shall annually assess and issue a special opinion on the independence of the independent directors in office, which shall be disclosed at the same time as the annual report.	(6) persons providing financial, legal, consulting and sponsorship services to the Bank and its substantial shareholders and de facto controllers or their respective subsidiaries; **including but not limited to, all project team members, review persons at all levels, report signing persons, partners, directors, senior management members and principal persons in charge of the intermediary agency providing services;** persons or their close relatives serving in institutions which have business relations with the Bank with regard to legal issues, accounting, auditing, management consulting, guarantee cooperation and others or interest relations in terms of debt and debt interests, which impedes their independence of performance of duties; (7) persons who have ever had the circumstances listed in items (1) to (6) within the last 12 months; (8) persons who or whose close relatives serve in institutions which are unable to repay the loans to the Bank on time; (9) persons who or whose close relatives may be controlled or imposed significant effect by the Bank, major shareholders of the Bank and senior management of the Bank, thus impeding his/her independence in the performance of duties; (10) any other person not permitted to serve as an independent director by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and these Articles of Association, and as determined by the relevant regulatory authorities. Close relatives in this article refer to spouses, parents, children, siblings, grandparents, grandchildren; major social relations are siblings, siblings' spouses, their spouses' parents, their spouses' siblings, their children's spouses, their children's spouses' parents, etc.

No.	The original articles	After revision (with marks)
		The independent directors of the Bank shall conduct an annual self-examination of independence and submit the self-examination to the Board of Directors, and the Board of Directors shall annually assess and issue a special opinion on the independence of the independent directors in office, which shall be disclosed at the same time as the annual report.
123	Article 144 The nomination committee of the Board of Directors, the Board of Supervisors and shareholders who individually or jointly hold 1% or more of the Bank's total number of outstanding shares with voting rights may nominate independent directors, who shall be elected at a shareholders' general meeting. The Shareholders who have nominated directors and their related parties shall not simultaneously nominate independent directors. An investor protection organization established by law may publicly request shareholders to entrust it to exercise the right to nominate independent directors on its behalf. The nominator provided for in clause (1) of these Articles of Association shall not nominate any person with whom he has an interest or any other closely related person who may influence the independent performance of his duties as a candidate for independent director. The term of service of an independent director shall be the same as other directors of the Bank, and may be re-elected and re-appointed upon the expiration of their term of office, provided that such term of office shall not be more than 6 years on an accumulative basis.	Article 135 The nomination committee and **the Audit Committee** of the Board of Directors, and ~~the Board of Supervisors and shareholders who individually or jointly hold 1% or more of the Bank's total number of outstanding shares with voting rights~~ **Proposing Shareholders** may nominate independent directors, who shall be elected at a shareholders' ~~general~~ meeting. The Shareholders who have nominated directors and their related parties shall not simultaneously nominate independent directors. An investor protection organization established by law may publicly request shareholders to entrust it to exercise the right to nominate independent directors on its behalf. The nominator provided for in clause (1) of these Articles of Association shall not nominate any person with whom he has an interest or any other closely related person who may influence the independent performance of his duties as a candidate for independent director. The term of service of an independent director shall be the same as other directors of the Bank, and may be re-elected and re-appointed upon the expiration of their term of office, provided that such term of office shall not be more than 6 years on an accumulative basis.

No.	The original articles	After revision (with marks)
124	Article 145 Before the expiration of the term of office of an independent director, the Bank may terminate his/her office in accordance with legal procedures. Where an independent director is dismissed in advance, the Bank shall promptly disclose the specific reasons and justifications. Where an independent director has any objection, the Bank shall disclose it in a timely manner. Where an independent director fails to comply with the provisions of Article 140 (1) or (2) of these Articles of Association, he/she shall immediately cease to perform his/her duties and resign from his/her position. Where he/she fails to tender his/her resignation, the Board of Directors shall immediately terminate his/her duties in accordance with the relevant provisions after the Board of Directors knows or should have known of the occurrence of such fact...	Article 136 Before the expiration of the term of office of an independent director, the Bank may terminate his/her office in accordance with legal procedures. Where an independent director is dismissed in advance, the Bank shall promptly disclose the specific reasons and justifications. Where an independent director has any objection, the Bank shall disclose it in a timely manner. Where an independent director fails to comply with the provisions of Article 1**31**~~40~~ (1) or (2) of these Articles of Association, he/she shall immediately cease to perform his/her duties and resign from his/her position. Where he/she fails to tender his/her resignation, the Board of Directors shall immediately terminate his/her duties in accordance with the relevant provisions after the Board of Directors knows or should have known of the occurrence of such fact...
125	Article 146 An independent director may resign before his/her term of office expires. An independent director who intends to resign shall submit a written resignation to the Board of Directors and shall submit a written declaration at the most recent shareholders' general meeting specifying any circumstances related to the resignation or any fact that he/she believes requires the attention of the Bank's shareholders and creditors. The Bank shall disclose the reasons for and concerns about the resignation of an independent director. If the resignation of an independent director causes the proportion of independent directors in the Board of Directors or its special committees do not comply with the provisions of these Articles of Association or in the absence of an accounting professional among the independent directors, an independent director who intends to resign shall continue to fulfill his/her duties until the date on which a new independent director is elected, except in the case of resignation and removal for loss of independence and the circumstances where a person shall not serve as a director as stipulated in the Company Law. The Bank shall complete the by-election within 60 days from the date of resignation of the independent director.	Article 137 An independent director may resign before his/her term of office expires. An independent director who intends to resign shall submit a written resignation to the Board of Directors and shall submit a written declaration at the most recent shareholders' ~~general~~ meeting specifying any circumstances related to the resignation or any fact that he/she believes requires the attention of the Bank's shareholders and creditors. The Bank shall disclose the reasons for and concerns about the resignation of an independent director. If the resignation of an independent director causes the proportion of independent directors in the Board of Directors or its special committees do not comply with the provisions of these Articles of Association or in the absence of an accounting professional among the independent directors, an independent director who intends to resign shall continue to fulfill his/her duties until the date on which a new independent director is elected, except in the case of resignation and removal for loss of independence and the circumstances where a person shall not serve as a director as stipulated in the Company Law. The Bank shall complete the by-election within 60 days from the date of resignation of the independent director.

No.	The original articles	After revision (with marks)
126	Article 148 The independent directors exercise the following special functions and powers: (1) engage an independent intermediary organization to conduct audits, consultations or verifications on specific matters of the Bank; (2) propose to the Board of Directors to convene an extraordinary general meeting; (3) propose to convene a meeting of the Board of Directors; (4) openly solicit shareholders' rights from shareholders under the law; (5) express independent opinions on matters that may jeopardize the interests of the Bank or minority shareholders; (6) other functions and powers as stipulated in laws, administrative regulations, departmental rules, regulatory documents and these Articles of Association. The approval by more than half of all independent directors shall be obtained for the exercising of powers under items (1) to (3) above. The Bank shall promptly disclose any exercise by an independent director of the powers and duties set out in Clause 1. In the event that the aforementioned powers and functions cannot be exercised properly, the Bank shall disclose the specific circumstances and reasons thereof.	Article 139 The independent directors exercise the following special functions and powers: (1) engage an independent intermediary organization to conduct audits, consultations or verifications on specific matters of the Bank; (2) propose to the Board of Directors to convene an extraordinary **shareholders'**~~general~~ meeting; (3) propose to convene a meeting of the Board of Directors; (4) openly solicit shareholders' rights from shareholders under the law; (5) express independent opinions on matters that may jeopardize the interests of the Bank or minority shareholders; (6) other functions and powers as stipulated in laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and these Articles~~ of Association~~. The approval by **a majority of**~~more than half of~~ all independent directors shall be obtained for the exercising of powers under items (1) to (3) above. The Bank shall promptly disclose any exercise by an independent director of the powers and duties set out in Clause 1. In the event that the aforementioned powers and functions cannot be exercised properly, the Bank shall disclose the specific circumstances and reasons thereof.

No.	The original articles	After revision (with marks)
127	Article 150 In addition to fulfilling the above duties, independent directors shall give objective and impartial independent opinions on matters discussed at the Bank's shareholders' meetings or Board meetings, especially including to give opinions to shareholders' general meetings or Board meetings, on the following matters: (1) nomination, appointment and dismissal of the directors; (2) appointment and dismissal of senior management members; (3) remuneration of the directors and senior management of the Bank; (4) significant related transactions; (5) profit distribution plans; (6) matters that may cause significant losses of the Bank; (7) the appointment or dismissal of auditors that conduct regular statutory audits on the Bank's financial reports; (8) the effect of the issuance of preference shares on the rights and interests of every class of shareholders; (9) other matters that may cause a material impact on the lawful rights and interests of the Bank, minority shareholders and financial consumers; (10) any other matters as required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles. Independent directors shall give opinion on the above mentioned matters in one of the following manner: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.	Article 141 In addition to fulfilling the above duties, independent directors shall give objective and impartial independent opinions on matters discussed at the Bank's shareholders' meetings or Board meetings, especially including to give opinions to shareholders' ~~general~~ meetings or Board meetings, on the following matters: (1) nomination, appointment and dismissal of the directors; (2) appointment and dismissal of senior management members; (3) remuneration of the directors and senior management of the Bank; (4) significant related transactions; (5) profit distribution plans; (6) matters that may cause significant losses of the Bank; (7) the appointment or dismissal of auditors that conduct regular statutory audits on the Bank's financial reports; (8) the effect of the issuance of preference shares on the rights and interests of every class of shareholders; (9) other matters that may cause a material impact on the lawful rights and interests of the Bank, minority shareholders and financial consumers; (10) any other matters as required by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and these Articles. Independent directors shall give opinion on the above mentioned matters in one of the following manner: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.

No.	The original articles	After revision (with marks)
128	Article 151 The Bank regularly or irregularly convenes a meeting of all independent directors (hereinafter referred to as the "special meetings of independent directors"). The following matters shall be considered at the special meetings of independent directors: (1) engage an independent intermediary organization to conduct audits, consultations or verifications on specific matters of the Bank; (2) propose to the Board of Directors to convene an extraordinary general meeting; (3) propose to convene a meeting of the Board of Directors; (4) related party transactions that should be disclosed; (5) options for the Bank and related parties to change or waive their commitments; (6) the decisions made and actions adopted by the Board of Directors in relation to the acquisition at the time of the acquisition; (7) other matters as stipulated in laws, administrative regulations, departmental rules, regulatory documents and these Articles of Association. The special meetings of independent directors may study and discuss other matters as necessary. The special meetings of independent directors shall be convened and chaired by an independent director jointly elected by more than half of the independent directors; in the event that the convenor is not performing his or her duties or is unable to perform his or her duties, two or more independent directors may convene their own meeting and elect a representative to chair the meeting. The Bank shall facilitate and support the convening of the special meetings of independent directors.	Article 142 The Bank regularly or irregularly convenes a meeting of all independent directors (hereinafter referred to as the "special meetings of independent directors"). The following matters shall be ~~considered at the special meetings of independent directors:~~ **handled in accordance with the special powers granted to independent directors by laws, administrative regulations, departmental rules, regulatory documents, and regulatory provisions or submitted to the Board of Directors for consideration, subject to the discussion and deliberation of special meetings of independent directors and the approval of a majority of all the independent directors**: (1) engage an independent intermediary organization to conduct audits, consultations or verifications on specific matters of the Bank; (2) propose to the Board of Directors to convene an extraordinary **shareholders'** ~~general~~ meeting; (3) propose to convene a meeting of the Board of Directors; (4) related party transactions that should be disclosed; (5) options for the Bank and related parties to change or waive their commitments; (6) the decisions made and actions adopted by the Board of Directors in relation to the acquisition at the time of the acquisition; (7) other matters as stipulated in laws, administrative regulations, departmental rules, regulatory documents, **regulatory provisions** and these Articles ~~of Association~~. The special meetings of independent directors may study and discuss other matters as necessary.

No.	The original articles	After revision (with marks)
		The special meetings of independent directors shall be convened and chaired by an independent director jointly elected by **a majority of**~~more than half of~~ the independent directors; in the event that the convenor is not performing his or her duties or is unable to perform his or her duties, two or more independent directors may convene their own meeting and elect a representative to chair the meeting. The Bank shall facilitate and support the convening of the special meetings of independent directors.
129	Article 152 To ensure the effective performance of duties and powers by independent directors, the Bank shall provide the following necessary conditions for independent directors: …(5) the reasonable expenses incurred from engaging intermediaries and other reasonable costs incurred by independent directors for their performance of duties shall be borne by the Bank. The Bank shall provide independent directors with allowances appropriate to their responsibilities. The criteria for the allowance should be formulated by the Board of Directors and approved by the shareholders' general meeting, and disclosed in the Bank's annual report. Except for the above allowances, independent directors shall not obtain other benefits from the Bank and its major shareholders, de facto controllers, or interested entities and personnel.	Article 143 To ensure the effective performance of duties and powers by independent directors, the Bank shall provide the following necessary conditions for independent directors: …(5) the reasonable expenses incurred from engaging intermediaries and other reasonable costs incurred by independent directors for their performance of duties shall be borne by the Bank. The Bank shall provide independent directors with allowances appropriate to their responsibilities. The criteria for the allowance should be formulated by the Board of Directors and approved by the shareholders' ~~general~~ meeting, and disclosed in the Bank's annual report. Except for the above allowances, independent directors shall not obtain other benefits from the Bank and its major shareholders, de facto controllers, or interested entities and personnel.
130	Article 154 …Except for attending the shareholders' general meetings, the Board of Directors and its special committees, and the special meetings of independent directors as required, independent directors may perform their duties by regularly obtaining information about the Bank's operations, listening to reports from the management, communicating with the head of the internal audit institution and the accounting firm that undertakes the audit business of the Bank and other intermediaries, conducting field visits, and communicating with minority shareholders and others.	Article 145 …Except for attending the shareholders' ~~general~~ meetings, the Board of Directors and its special committees, and the special meetings of independent directors as required, independent directors may perform their duties by regularly obtaining information about the Bank's operations, listening to reports from the management, communicating with the head of the internal audit institution and the accounting firm that undertakes the audit business of the Bank and other intermediaries, conducting field visits, and communicating with minority shareholders and others.

No.	The original articles	After revision (with marks)
131	Article 156 The Board of Directors or the Board of Supervisors has the right to propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances: …(4) other circumstances provided by the laws, administrative regulations, departmental rules, regulatory documents or these Articles where an independent director is no longer suitable for holding such a position. If a dismissed independent director believes that he/she had been dismissed for inappropriate reasons, he/she may make a public declaration.	Article 147 The Board of Directors or the ~~Board of Supervisors~~ **Audit Committee** has the right to propose at a shareholders' ~~general~~ meeting to dismiss an independent director in any of the following circumstances: …(4) other circumstances provided by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** or these Articles where an independent director is no longer suitable for holding such a position. If a dismissed independent director believes that he/she had been dismissed for inappropriate reasons, he/she may make a public declaration.
132	Article 157 If the Board of Directors or Board of Supervisors proposes at a shareholders' general meeting to dismiss an independent director, it shall report to the banking regulatory authority of the State Council and issue a written notice to the independent director within 1 month of such a shareholders' general meeting. The independent director shall have the right to express their opinion orally or in writing before the voting, and shall have the right to submit such an opinion to the banking regulatory authority of the State Council 5 days prior to the shareholders' general meeting. The shareholders shall vote after reviewing the independent director's opinion. A proposal submitted by the Board of Supervisors in connection with the dismissal of an independent director shall only be submitted to a shareholder's general meeting for consideration after such proposal has been adopted by two-thirds or more of the total number of supervisors.	Article 148 If the Board of Directors or ~~Board of Supervisors~~ **the Audit Committee** proposes at a shareholders' ~~general~~ meeting to dismiss an independent director, it shall report to the banking regulatory authority of the State Council and issue a written notice to the independent director within 1 month of such a shareholders' ~~general~~ meeting. The independent director shall have the right to express their opinion orally or in writing before the voting, and shall have the right to submit such an opinion to the banking regulatory authority of the State Council 5 days prior to the shareholders' ~~general~~ meeting. The shareholders shall vote **at the shareholders' meeting** after reviewing the independent director's opinion. A proposal submitted by the ~~Board of Supervisors~~ **Audit Committee** in connection with the dismissal of an independent director shall ~~only~~ be submitted to **the Board of Directors or** a shareholder's ~~general~~ meeting for consideration after such proposal has been adopted by two-thirds or more of ~~the total number of supervisors~~ **all Audit Committee members**.
133	Article 158 …If the disqualification or dismissal of any independent director causes the number of independent directors in the Board of Directors to fall below the minimum quorum, the Bank shall convene a shareholders' general meeting as soon as possible to elect independent directors to make up for the shortfall.	Article 149 …If the disqualification or dismissal of any independent director causes the number of independent directors in the Board of Directors to fall below the minimum quorum, the Bank shall convene a shareholders' ~~general~~ meeting as soon as possible to elect independent directors to make up for the shortfall.

No.	The original articles	After revision (with marks)
134	Article 159 The Bank shall establish a Board of Directors. The Board of Directors shall be accountable to the shareholders' general meeting.	Article 150 The Bank shall establish a Board of Directors. ~~The Board of Directors shall be accountable to the shareholders' general meeting.~~ The Board of Directors shall be composed of 5 to 19 directors of which the independent directors shall account for one-third or more of the total number of directors, and the total number of independent directors shall not be less than 3. **The Bank will adopt measures to promote diversity of the Board members, where practicable.** The Board of Directors shall have one chairman and one vice chairman. The chairman and vice chairman shall be elected by **a majority of**~~more than half of~~ all directors under the Board of Directors. The chairman of the Board of Directors and the president of the Bank shall be served by different persons.
135	Article 160 The Board of Directors shall be composed of 5 to 19 directors of which the independent directors shall account for one-third or more of the total number of directors, and the total number of independent directors shall not be less than 3. The Board of Directors shall have one chairman and one vice chairman. The chairman and vice chairman shall be elected by more than half of all directors under the Board of Directors. The chairman of the Board of Directors and the president of the Bank shall be served by different persons.	

No.	The original articles	After revision (with marks)
136	Article 161 The Board of Directors shall perform the following duties: (1) convene and report at shareholders' general meetings; (2) implement shareholder resolutions; (3) to decide on the Bank's business plans and investment plans; (4) formulate the Bank's operational development strategies and supervise the implementation of such development strategies; (5) formulate the Bank's annual financial budgets and final accounts; (6) formulate the Bank's proposals on profit distribution and loss tax loss carryforward; (7) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities; (8) formulate plans for significant acquisitions, acquisition of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank; (9) decide on matters within the scope authorized at a shareholders' general meeting on the establishment of legal entities, mergers and acquisitions, external investments, asset acquisitions, asset disposals, asset write-off, mortgage of assets, non commercial bank business guarantees, related party/connected transactions, entrusted wealth management, external donations, data management etc.; (10) decide on the establishment of the Bank's internal management entities;	Article 151 The Board of Directors shall perform the following duties: (1) convene and report at shareholders' ~~general~~ meetings; (2) implement ~~shareholder resolutions~~**resolutions of shareholders' meetings**; (3) to decide on the Bank's business plans and investment plans; (4) formulate the Bank's operational development strategies and supervise the implementation of such development strategies; ~~(5) formulate the Bank's annual financial budgets and final accounts;~~ (**5**~~6~~) formulate the Bank's proposals on profit distribution and loss tax loss carryforward; (**6**~~7~~) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities; (**7**~~8~~) formulate plans for significant acquisitions, acquisition of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank; (**8**~~9~~) decide on matters within the scope authorized at a shareholders' ~~general~~ meeting on the establishment of legal entities, mergers and acquisitions, external investments, asset acquisitions, asset disposals, asset write-off, mortgage of assets, non commercial bank business guarantees, related party/connected transactions, entrusted wealth management, external donations, data management etc.; (**9**~~10~~) decide on the establishment of the Bank's internal management entities;

No.	The original articles	After revision (with marks)
	(11) appoint or remove the Bank's president and secretary to the Board of Directors; appoint or remove the members of the Bank's senior management including the executive vice president and chief financial officer in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;	(10~~1~~) appoint or remove the Bank's president and secretary to the Board of Directors; appoint or remove the members of the Bank's senior management including the executive vice president and chief financial officer in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;
	(12) formulate the basic management systems of the Bank;	(11**2**) formulate the basic management systems of the Bank;
	(13) formulate amendments plan to these Articles, and formulate the procedures of shareholders' general meetings and Board meetings and review and approve the working rules of the special committees of the board;	(12**3**) formulate amendments plan to these Articles, and formulate the procedures of shareholders' ~~general~~ meetings and Board meetings and review and approve the working rules of the special committees of the board;
	(14) take charge of the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, completeness, accuracy and timeliness of the Bank's accounting and financial statements;	(13**4**) take charge of the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, completeness, accuracy and timeliness of the Bank's accounting and financial statements;
	(15) propose at the shareholders' general meeting the appointment or dismissal of an accounting firm that conducts regular statutory audits of the Bank's financial reports;	(14**5**) propose at the shareholders' ~~general~~ meeting the appointment or dismissal of an accounting firm that conducts regular statutory audits of the Bank's financial reports;
	(16) evaluate regularly and improve continuously the corporate governance of the Bank;	(15**6**) evaluate regularly and improve continuously the corporate governance of the Bank;
	(17) listen to the president's work report and inspect the president's work;	(16**7**) listen to the president's work report and inspect the president's work;
	(18) formulate the Bank's capital plan and take ultimate responsibility for the capital or solvency management;	(17**8**) formulate the Bank's capital plan and take ultimate responsibility for the capital or solvency management;
	(19) formulate the Bank's risk tolerance, risk management and internal control policies, and take ultimate responsibility for the comprehensive risk management;	(18**9**) formulate the Bank's risk tolerance, risk management and internal control policies, and take ultimate responsibility for the comprehensive risk management;
	(20) protect the legitimate rights and interests of financial consumers and other stakeholders;	

No.	The original articles	After revision (with marks)
	(21) establish a mechanism for the identification, review and management of conflicts of interest between the Bank and its shareholders, in particular substantial shareholders; (22) take responsibility for the management of the affairs of the shareholders; (23) other rights conferred by the laws, administrative regulations, departmental rules, regulatory documents or these Articles and the shareholders' general meetings.	(**19**~~20~~) protect the legitimate rights and interests of financial consumers and other stakeholders; **(20) consider the Bank's policy objectives and related matters concerning sustainability and environmental, social, and governance (ESG) aspects;** (21) establish a mechanism for the identification, review and management of conflicts of interest between the Bank and its shareholders, in particular substantial shareholders; (22) take responsibility for the management of the affairs of the shareholders; (23) other rights conferred by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** or these Articles**, other systems approved by the Board** and the shareholders' ~~general~~ meetings. **Matters beyond the scope of authorization of the shareholders' meeting shall be submitted to a shareholders' meeting for consideration.**
137	Article 162 The Board of Directors of the Bank shall explain at a shareholders' general meeting the qualified opinions contained in the audit reports issued by registered accountants in respect of the Bank's financial report.	Article 152 The Board of Directors of the Bank shall explain at a shareholders' ~~general~~ meeting the ~~qualified opinions contained in the audit reports~~ **non-standard audit opinions** issued by registered accountants in respect of the Bank's financial report.
138	Article 163 The Board of Directors shall formulate the rules and procedures for Board meetings, which shall be approved and implemented at a shareholders' general meeting so as to ensure the efficiency and scientific policy-making of the Board of Directors.	Article 153 The Board of Directors shall formulate the rules and procedures for Board meetings, which shall be approved and implemented at a shareholders' ~~general~~ meeting so as to ensure **the implementation of resolutions of the shareholders' meetings,** the efficiency and scientific policy-making of the Board of Directors.

No.	The original articles	After revision (with marks)
139	Article 164 The Board of Directors shall set up a special office, which shall be responsible for preparation of the shareholders' general meetings, Board meetings and meetings of special committees, information disclosure, collecting, collating and reporting information in relation to the pledge of equity interest in the Bank, as well as the daily affairs of the Board of Directors and relevant special committees.	Article 154 The Board of Directors shall set up a special office, which shall be responsible for preparation of the shareholders' ~~general~~ meetings, Board meetings and meetings of special committees, information disclosure, collecting, collating and reporting information in relation to the pledge of equity interest in the Bank, as well as the daily affairs of the Board of Directors and relevant special committees.
140	Article 165 The Board of Directors shall define its authority in relation to external investment, acquisition and disposal of asset, asset mortgage, non-commercial banking business guarantee matters, entrusted wealth management and connected transactions, external donation, etc., and establish strict examination and policy-making procedures. It shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects, and submit a report of the same to the shareholders for approval. For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within 4 months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders. The disposal of fixed assets referred to in this Article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees. The validity of transactions conducted by the Bank in relation to the disposal of fixed assets shall not be affected notwithstanding any violation of the requirements set out in the 2nd paragraph of this Article.	Article 155 The Board of Directors shall define its authority in relation to external investment, acquisition and disposal of asset, asset mortgage, non-commercial banking business guarantee matters, entrusted wealth management and connected transactions, external donation, etc., and establish strict examination and policy-making procedures. It shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects, and submit a report of the same to the shareholders**' meeting** for approval. ~~For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within 4 months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders. The disposal of fixed assets referred to in this Article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees.~~ ~~The validity of transactions conducted by the Bank in relation to the disposal of fixed assets shall not be affected notwithstanding any violation of the requirements set out in the 2nd paragraph of this Article.~~

No.	The original articles	After revision (with marks)
141	Article 166 The chairman of the Board of Directors shall have the following duties and powers: (1) to preside over the shareholders' general meetings, and convene and preside over meetings of the Board of Directors; (2) to supervise and examine the implementation of resolutions of the Board of Directors; (3) to sign certificates of shares, bonds and other securities of the Bank; (4) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank; (5) to exercise the duties and powers of a legal representative; (6) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the shareholders in a general meeting; (7) other powers and rights conferred by the Board of Directors.	Article 156 The chairman of the Board of Directors shall have the following duties and powers: (1) to preside over the shareholders' ~~general~~ meetings, and convene and preside over meetings of the Board of Directors; (2) to supervise and examine the implementation of resolutions of the Board of Directors; (3) to sign certificates of shares, bonds and other securities of the Bank; (4) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank; (5) to exercise the duties and powers of a legal representative; (6) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the shareholders' ~~in a general~~ meeting; (7) other powers and rights conferred by the Board of Directors.
142	Article 167 If the chairman of the Board is unable or fails to perform his/her duties and powers for whatever reason, the chairman shall appoint another director to exercise such duties on his/her behalf; if the chairman of the Board is unable or fails to perform his/her duties, a director elected by more than half of all the directors shall exercise his/her duties on his/her behalf.	Article 157 If the chairman of the Board is unable or fails to perform his/her duties and powers for whatever reason, the chairman shall appoint another director to exercise such duties on his/her behalf; if the chairman of the Board is unable or fails to perform his/her duties, a director elected by ~~more than half of~~ **a majority of** all the directors shall exercise his/her duties on his/her behalf.

No.	The original articles	After revision (with marks)
143	Article 168 The meetings of the Board of Directors are divided into regular meetings and extraordinary meetings. The Board of Directors shall hold meeting when necessary and hold at least 4 regular meetings annually. The chairman shall convene regular Board meetings. Notices of Board meetings shall be sent to all directors and supervisors in writing at least 14 days before the meeting.	Article 158 The meetings of the Board of Directors are divided into regular meetings and extraordinary meetings. The Board of Directors shall hold meeting when necessary and hold at least 4 regular meetings annually. The chairman shall convene regular Board meetings. Notices of Board meetings shall be sent to all directors ~~and supervisors~~ in writing at least 14 days before the meeting.
144	Article 169 The chairman shall convene and preside over an extraordinary meeting within 10 days of receiving such a proposal under the following circumstances: (1) it is proposed by the Proposing Shareholders; (2) it is deemed necessary by the chairman; (3) it is proposed by more than one-third of the directors; (4) it is proposed by more than two of the independent directors; (5) it is proposed by the Board of Supervisors; (6) it is proposed by the president; (7) other circumstances as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and these Articles.	Article 159 The chairman shall convene and preside over an extraordinary meeting within 10 days of receiving such a proposal under the following circumstances: (1) it is proposed by the Proposing Shareholders; (2) it is deemed necessary by the chairman; (3) it is proposed by more than one-third of the directors; (4) it is proposed by more than two of the independent directors; (5) it is proposed by the ~~Board of Supervisors~~ **Audit Committee**; (6) it is proposed by the president; (7) other circumstances as stipulated by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and these Articles.

No.	The original articles	After revision (with marks)
145	Article 173 Directors or any of his/her close associates (as defined in the Hong Kong Listing Rules) who are related with any enterprise involved in the matter to be resolved by the Board meeting or has any material interest in the matters to be discussed by the Board meeting, shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have material interest are present. Resolutions of the Board of Directors shall be adopted by more than half of the directors without material interest in the matter to be resolved. Where less than 3 directors with no material interest in the matter are present at the Board meeting, such proposals shall be submitted to the shareholders' general meeting for approval.	Article 163 Directors or any of his/her close associates (as defined in the Hong Kong Listing Rules) who are related with any enterprise **or individual** involved in the matter to be resolved by the Board meeting or has any material interest in the matters to be discussed by the Board meeting, **such directors shall promptly submit a written report to the Board of Directors. A director who has such related relationship** shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if **a majority of**~~more than half of~~ the directors who do not have material interest are present. Resolutions of the Board of Directors shall be adopted by **a majority of**~~more than half of~~ the directors without material interest in the matter to be resolved. Where less than 3 **unrelated** directors ~~with no material interest in the matter~~ are present at the Board meeting, such proposals shall be submitted to the shareholders' ~~general~~ meeting for ~~approval~~**consideration**.
146	Article 175 The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by the adoption of written resolutions: …(10) other matters required by laws, administrative regulations, departmental rules, regulatory documents or these Articles, or considered significant to the Bank by more than half of all directors that shall be approved and adopted by more than two-thirds of all directors.	Article 165 The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by the adoption of written resolutions: …(10) other matters required by laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** or these Articles, or considered significant to the Bank by **a majority of**~~more than half of~~ all directors that shall be approved and adopted by more than two-thirds of all directors.
147	Article 179 Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, administrative regulations, these Articles or shareholders' resolutions, and thus causes serious losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that they have stated their objection when voting and the same was recorded in the Board minutes.	Article 169 Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, administrative regulations, these Articles or ~~shareholders' resolutions~~**resolutions of the shareholders' meeting**, and thus causes serious losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that they have stated their objection when voting and the same was recorded in the Board minutes.

No.	The original articles	After revision (with marks)
148	Article 180 The Board of Directors shall establish the Audit Committee, the Related Party Transactions Control Committee, Risk Management and Consumer Rights Protection Committee, Strategy Committee, Remuneration Committee, Nomination Committee and Network Security and Information Technology Committee. The Board of Directors may establish other committees and adjust the existing committees when necessary.	Article 170 The Board of Directors shall establish the Audit Committee, the Related Party Transactions Control Committee, Risk Management and Consumer Rights Protection Committee, Strategy **and Sustainability** Committee, Remuneration Committee, Nomination Committee and Network Security and Information Technology Committee. The Board of Directors may establish other committees and adjust the existing committees when necessary.
149	Article 181 Each committee shall have at least 3 members, and every member of the Board committees shall be a Director. A chairman shall be appointed to each Board committee to take charge of convening the activities of the Board committee. The chairman of the Audit Committee shall be an accounting professional, and the members of the Audit Committee shall possess professional knowledge and working experience in finance, audit, accounting or law, etc. The chairman of the Related Party Transactions Control Committee, Audit Committee, Remuneration Committee and Nomination Committee shall be served by an independent director, and independent directors shall form the majority of these four committees. In principle, the proportion of independent directors in the Risk Management and Consumer Rights Protection Committee shall not be less than one-third. Directors appointed as a person-in-charge for the Audit Committee, Related Party Transactions Control Committee and Risk Management and Consumer Rights Protection Committee shall work in the Bank no less than 20 working days each year.	Article 171 Each committee shall have at least 3 members, and every member of the Board committees shall be a Director. A chairman shall be appointed to each Board committee to take charge of convening the activities of the Board committee. The chairman of the Audit Committee shall be an accounting professional, and the members of the Audit Committee shall possess professional knowledge and working experience in finance, audit, accounting or law, etc.**, and an employee director can serve as a member of the Audit Committee.** The chairman of the Related Party Transactions Control Committee, Audit Committee, Remuneration Committee and Nomination Committee shall be served by an independent director, and independent directors shall ~~form the majority~~ **constitute more than half of the total members of each** of these four committees. In principle, the proportion of independent directors in the Risk Management and Consumer Rights Protection Committee shall not be less than one-third. Directors appointed as a person-in-charge for the Audit Committee, Related Party Transactions Control Committee and Risk Management and Consumer Rights Protection Committee shall work in the Bank no less than 20 working days each year.

No.	The original articles	After revision (with marks)
150	Article 182 The major responsibilities of the Audit Committee are as follows: (1) make recommendations on the appointment or replacement of the accounting firms that conduct regular statutory audit of the Bank's financial reports; (2) supervise the internal audit system of the Bank and its implementation; (3) take charge of the communication between the internal and external auditors; (4) inspect the accounting policy, financial positions, financial reporting procedures, risk and compliance of the Bank; (5) take charge of the Bank's annual auditing, to prepare and submit subjective reports regarding the truthfulness, accuracy, completeness and timeliness of information in the audited financial statements to the Board of Directors for review; (6) review the internal control system of the Bank, evaluate the procedure and effectiveness of the internal audit department of the Bank, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Bank; (7) review the annual financial budget, final accounts and any significant changes and adjustments in the course of implementation, submit such findings to the Board for consideration; (8) review the profit distribution policy and annual profit distribution plans, and submit its findings to the Board for consideration;	Article 172 The major responsibilities of the Audit Committee are as follows: **(1) inspect and supervise the financial activities of the Bank, review the Bank's financial information and its disclosure, review the accounting policies of the Bank and their implementation, supervise the financial operation, monitor the accuracy of financial accounting reports and the effectiveness of the implementation of financial accounting report procedures by the management;** (**2**~~1~~) **propose to engage, renew, dismiss external auditors, taking appropriate measures to supervise the work of external auditors, reviewing the reports of external auditors, and ensuring that external auditors assume corresponding responsibilities for their audit work** ~~make recommendations on the appointment or replacement of the accounting firms that conduct regular statutory audit of the Bank's financial reports~~; (**3**~~2~~) **inspect, supervise and evaluate the Bank's internal audit work,** supervise the internal audit system of the Bank and its implementation~~;~~**, evaluate the work procedures and work effects of the Bank's internal audit department, participate in the performance assessment of the head of internal audit, and ensure that internal audits are adequately resourced and have appropriate standing within the Bank, coordinate** ~~(3) take charge of~~ the communication between the internal **audit department** and external auditors; ~~(4) inspect the accounting policy, financial positions, financial reporting procedures, risk and compliance of the Bank;~~

No.	The original articles	After revision (with marks)
	(9) review and ensure that the Board of Directors will provide a timely response to the issues raised in the external auditor's management letter (or any equivalent documents), and review any major queries raised by the external auditors to senior management about accounting records, financial accounts or systems of control and senior management's response; (10) review arrangements employees of the Bank can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters, and carry out independent and fair investigation of these matters and appropriate follow-up action; (11) perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, these Articles and as authorized by the Board.	~~(5) take charge of the Bank's annual auditing, to prepare and submit subjective reports regarding the truthfulness, accuracy, completeness and timeliness of information in the audited financial statements to the Board of Directors for review;~~ (**4**~~6~~) **continuously supervise and evaluate the internal control system of the Bank and** review the internal control **management** system of the Bank~~, evaluate the procedure and effectiveness of the internal audit department of the Bank, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Bank~~; ~~(7) review the annual financial budget, final accounts and any significant changes and adjustments in the course of implementation, submit such findings to the Board for consideration;~~ (**5**~~8~~) review the profit distribution policy and annual profit distribution plans, and submit its findings to the Board for consideration; (**6**~~9~~) review and ensure that the Board of Directors will provide a timely response to the issues raised in the external auditor's management letter (or any equivalent documents), and review any major queries raised by the external auditors to senior management about accounting records, financial accounts or systems of control and senior management's response; (**7**~~10~~) review arrangements employees of the Bank can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters, and carry out independent and fair investigation of these matters and appropriate follow-up action;

No.	The original articles	After revision (with marks)
		(8) supervise the performance of duties by directors and senior management members, and propose the dismissal of directors and senior management members who violate laws, regulations, these Articles, or resolutions of the shareholders' meeting; **(9) when the conduct of directors or senior management members damages the interests of the Bank, request that the directors or senior management members correct such conduct;** **(10) file lawsuits in accordance with the law against directors and senior management members who violate laws, administrative regulations, or the provisions of these Articles in the performance of their duties and cause losses to the Bank;** **(11) propose proposals to the shareholders' meetings; propose the convening of extraordinary shareholders' meetings and, in the event that the Board fails to perform the obligations to convene and preside over the shareholders' meetings in accordance with these Articles, to convene and preside over the shareholders' meetings;** (1~~1~~**2**) perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** these Articles and as authorized by **the shareholders' meeting and** the Board.

No.	The original articles	After revision (with marks)
151	Newly added	**Article 173 The Audit Committee is responsible for reviewing the Bank's financial information and its disclosure, and supervising and evaluating its internal and external audit works and internal control. The following matters shall be submitted to the Board of Directors for consideration with the consent of a majority of all members of the Audit Committee:** **(1) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;** **(2) appointment or dismissal of the accounting firm that undertakes the auditing services for the Bank;** **(3) appointment or dismissal of the Bank's financial controller;** **(4) changes in accounting policies, accounting estimates or significant accounting error corrections for reasons other than changes in accounting standards;** **(5) other matters as stipulated by the laws, administrative regulations, regulatory provisions or these Articles.**

No.	The original articles	After revision (with marks)
152	Newly added	**Article 174 The Audit Committee shall convene at least one meeting per quarter. An extraordinary meeting maybe convened upon the proposal of two or more members or at the discretion of the chairman if deemed necessary. Meetings of the Audit Committee shall be held only if at least two-thirds of the members are present.** **Resolutions of the Audit Committee shall be passed by a majority of members of the Audit Committee. Each member shall have one vote for voting on resolutions of the Audit Committee.** **Resolutions of the Audit Committee shall be produced into meeting minutes according to provisions, which shall be signed by all members of the Audit Committee present at the meeting.** **The formulation of the working rules for the Audit Committee shall be the responsibility of the Board.**
153	Article 183 The major responsibilities of the Related Party Transactions Control Committee are as follows: (1) confirm related parties of the Bank according to the relevant laws and regulations, and collect and collate a list and information of the Bank's related parties; (2) discuss and approve the related party transactions within the scope authorized by the Board; review the related party transactions which require discussion and approval at the Board and shareholders' general meeting, and report to the Board in respect thereof; (3) inspect and supervise the Bank's control of related party transactions and the implementation of the related party transactions control systems by the Bank's directors, senior management and related parties, and report to the Board in respect thereof; (4) perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, these Articles and as authorized by the Board.	Article 175 The major responsibilities of the Related Party Transactions Control Committee are as follows: ~~(1) confirm related parties of the Bank according to the relevant laws and regulations, and collect and collate a list and information of the Bank's related parties;~~ (**1**~~2~~) discuss and approve the related party transactions within the scope authorized by the Board; review the related party transactions which require discussion and approval at the Board and shareholders' ~~general~~ meeting, and report to the Board in respect thereof; (**2**~~3~~) inspect and supervise the Bank's control of related party transactions and the implementation of the related party transactions control systems by the Bank's directors, senior management and related parties, and report to the Board in respect thereof; (**3**~~4~~) perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** these Articles and as authorized by the Board.

No.	The original articles	After revision (with marks)
154	Article 184 The major responsibilities of the Risk Management and Consumer Rights Protection Committee are as follows: (1) supervise, review the risk management in areas such as credit, market, liquidity, operation, compliance, information technology and reputation, and to examine regularly the relevant risk profile reports; (2) review the Bank's risk management policy, condition, ability and level regularly; (3) give suggestions on improving the Bank's risk management and internal control; (4) decide on the strategy of overall risk management, confirm the overall risk limits and formulate suitable risk management procedure and measures; (5) formulate the Bank's strategy, policy and target in protecting consumers' rights, study major problems and important policies of consumer rights protection and convene meetings regularly, to listen to the senior management's special report on protection of consumers' rights regularly and submit the reports to the Board for consideration; (6) guide and supervise the establishment and refinement of the management system for the protection of consumer rights, and ensure that the provisions of relevant regulations are compatible with the Bank's corporate governance, corporate culture building and business development strategy; (7) supervise the comprehensiveness, timeliness and effectiveness of the works of senior management and department of consumer rights protection in accordance with regulatory requirements and the strategies, policies, target implementation and work performance of consumer rights protection;	Article 176 The major responsibilities of the Risk Management and Consumer Rights Protection Committee are as follows: (1) supervise~~, review the risk management~~ **the risk controls implemented by the Bank's senior management** in areas such as credit, market, liquidity, operation, compliance, information technology and reputation, and ~~to examine regularly the relevant risk profile reports~~ **regularly review comprehensive risk management reports**; (2) review the Bank's risk management policy, condition, ability and level regularly; (3) give suggestions on improving the Bank's risk management and internal control; (4) decide on the strategy of overall risk management, confirm the overall risk limits and formulate suitable risk management procedure and measures; (5) formulate the Bank's strategy, policy and target in protecting consumers' rights, study major problems and important policies of consumer rights protection and convene meetings regularly, to listen to the senior management's special report on protection of consumers' rights regularly and submit the reports to the Board for consideration; (6) guide and supervise the establishment and refinement of the management system for the protection of consumer rights, and ensure that the provisions of relevant regulations are compatible with the Bank's corporate governance, corporate culture building and business development strategy; (7) supervise the comprehensiveness, timeliness and effectiveness of the works of senior management and department of consumer rights protection in accordance with regulatory requirements and the strategies, policies, target implementation and work performance of consumer rights protection;

No.	The original articles	After revision (with marks)
	(8) studying annual audit reports, regulatory circulars and internal assessment results related to consumer rights protection as well as urging senior management and relevant departments to take remedy actions to the issues identified in a timely manner;	(8) studying annual audit reports, regulatory circulars and internal assessment results related to consumer rights protection as well as urging senior management and relevant departments to take remedy actions to the issues identified in a timely manner;
	(9) to perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, these Articles and as authorized by the Board.	**(9) consider and approve the fundamental system of compliance management;** **(10) evaluate the effectiveness of compliance management and the standard of compliance culture construction and supervise to tackle major issues on compliance management and compliance culture construction;** (**11**9) to perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** these Articles and as authorized by the Board.

No.	The original articles	After revision (with marks)
155	Article 185 The major responsibilities of the Strategy Committee are as follows: (1) study and give suggestions on the Bank's mid-to-long term development strategy; (2) formulate the operation target of the Bank and supervise and inspect the implementation of annual business and investment plan of the Bank; (3) study and formulate the Bank's capital restoration plan and its sources of capital restoration funds according to the development target; (4) study and make suggestions on the significant investment plan which requires approval by the Board under these Articles; (5) consider the proposed amendments to the Bank's Articles and submit them to the Board for consideration; (6) study and make suggestions on other significant matters which may affect the development of the Bank; (7) inspect the implementation of the above matters; (8) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, these Articles and as authorized by the Board.	Article 177 The major responsibilities of the Strategy **and Sustainability** Committee are as follows: (1) study and give suggestions on the Bank's mid-to-long term development strategy; (2) formulate the operation target of the Bank and supervise and inspect the implementation of annual business and investment plan of the Bank; (3) study and formulate the Bank's capital restoration plan and its sources of capital restoration funds according to the development target; (4) study and make suggestions on the significant investment plan which requires approval by the Board under these Articles; (5) consider the proposed amendments to the Bank's Articles and submit them to the Board for consideration; (6) study and make suggestions on other significant matters which may affect the development of the Bank; **(7) consider the Bank's development strategies and basic management systems in the sustainability and the environmental, social and governance (the "ESG"), review ESG-related work reports, regularly evaluate the implementation of ESG development strategies, oversee climate-related risks and opportunities and promote the implementation of other ESG-related work in accordance with regulatory requirements;** (**8**~~7~~) inspect the implementation of the above matters; (**9**~~8~~) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** these Articles and as authorized by the Board.

No.	The original articles	After revision (with marks)
156	Article 186 The major responsibilities of the Remuneration Committee are as follows: …(8) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, these Articles and as authorized by the Board.	Article 178 The major responsibilities of the Remuneration Committee are as follows: …(8) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** these Articles and as authorized by the Board. **If the Board of Directors does not adopt or does not fully adopt the recommendations of the Remuneration Committee, it shall record the opinion of the Remuneration Committee and the specific reasons for its non-adoption in a resolution of the Board of Directors and disclose the same.**
157	Article 187 The major responsibilities of the Nomination Committee are as follows: …(5) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, these Articles and as authorized by the Board.	Article 179 The major responsibilities of the Nomination Committee are as follows: …(5) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** these Articles and as authorized by the Board. **If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in a resolution of the Board of Directors and disclose the same.**

No.	The original articles	After revision (with marks)
158	Article 188 The major responsibilities of the Network Security and Information Technology Committee are as follows: (1) study and formulate the network security plan and IT strategy of the Bank and submit the same to the Board for consideration; (2) regularly review the overall effectiveness of the operation of IT of the Bank, the implementation progress of the network security plan and IT strategy and its major projects; (3) advise and supervise the monitoring and handling of network security, and the development and management of IT system by senior management and other administrative departments, and to identify, measure and control the risk of IT; (4) listen to or review the Bank's IT risk management report, network security work report, business continuity management report and IT specific audit report and make recommendations; (5) perform other duties required by the law, administrative regulations, department rules, regulatory documents, the Articles and as authorized by the Board.	Article 180 The major responsibilities of the Network Security and Information Technology Committee are as follows: (1) study and formulate the network security plan**,** ~~and~~ IT **and digital intelligence** strategy of the Bank and submit the same to the Board for consideration; (2) regularly review the overall effectiveness of the operation of IT **and digital intelligence** of the Bank, the implementation progress of the network security plan and IT strategy and its major projects; (3) advise and supervise the monitoring and handling of network security, and the development and management of IT system by senior management and other administrative departments, and to identify, measure and control the risk of IT; (4) listen to or review the Bank's IT ~~risk management report, network security~~ work report, ~~business continuity management~~ report **on Intelligent-Digital Work** and IT specific audit report and make recommendations; (5) perform other duties required by the law, administrative regulations, department rules, regulatory documents, **regulatory provisions,** the Articles and as authorized by the Board.
159	Article 193 The major duties of the secretary to the Board of Directors are: (1) ensuring that the Bank will prepare and submit the reports and documents required by the authorities according to the laws; (2) preparing meetings of the Board of Directors and shareholders' general meetings, taking and keeping meeting minutes and documents, and ensuring that the Bank has complete organizational documents and records…	Article 185 The major duties of the secretary to the Board of Directors are: (1) ensuring that the Bank will prepare and submit the reports and documents required by the authorities according to the laws; (2) preparing meetings of the Board of Directors and shareholders' ~~general~~ meetings, taking and keeping meeting minutes and documents, and ensuring that the Bank has complete organizational documents and records…

No.	The original articles	After revision (with marks)
160	Article 194 The Bank's Directors or members of senior management may concurrently serve as the secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties as the secretary to the Board of Directors. The president, chief financial officer and supervisors of the Bank, certified public accountants of the accounting firm engaged by the Bank, as well as other persons prohibited by the laws, administrative rules, departmental regulations and other regulatory documents to serve as secretary of the Board of Directors shall not serve as the secretary to the Board of Directors.	Article 186 The Bank's Directors or members of senior management may concurrently serve as the secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties as the secretary to the Board of Directors. The president~~,~~ **and** chief financial officer ~~and supervisors~~ of the Bank, certified public accountants of the accounting firm engaged by the Bank, as well as other persons prohibited by the laws, administrative rules, departmental regulations ~~and,~~ other regulatory documents **and regulatory provisions** to serve as secretary of the Board of Directors shall not serve as the secretary to the Board of Directors.
161	Article 199 The president shall be accountable to the Board of Directors and shall perform the following functions and powers: …(10) adopt emergency measures when any major emergency, such as bank run, arises and promptly report them to the banking regulatory authorities of the State Council as well as the Board of Directors and the Board of Supervisors; (11) other duties and powers conferred by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities, these Articles and by the Board of Directors. The vice presidents shall assist the president in their work. In the case the president is unable to exercise his/her powers, the vice presidents shall do so in order on their behalf. The president shall attend the Board meetings. President who is not a director shall have no voting rights at such meetings.	Article 191 The president shall be accountable to the Board of Directors and shall perform the following functions and powers: …(10) adopt emergency measures when any major emergency, such as bank run, arises and promptly report them to the banking regulatory authorities of the State Council as well as the Board of Directors and the ~~Board of Supervisors~~ **Audit Committee**; (11) other duties and powers conferred by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities, these Articles and by the Board of Directors. The vice presidents shall assist the president in their work. In the case the president is unable to exercise his/her powers, the vice presidents shall do so in order on their behalf. ~~The president shall attend the Board meetings. President who is not a director shall have no voting rights at such meetings.~~

No.	The original articles	After revision (with marks)
162	Article 200 The president shall formulate the "Terms of Reference of the President" and implement such terms after being approved by the Board of Directors. The Terms of Reference of the President shall include the following: (1) conditions and procedures for convening a president's meeting and the participating personnel; (2) specific duties and division of work of the president and other senior management members; (3) use of the Bank's funds and assets, authority for entering into material contracts and the system of reporting to the Board of Directors and the Board of Supervisors; (4) other matters deemed necessary by the Board of Directors.	Article 192 The president shall formulate the "Terms of Reference of the President" and implement such terms after being approved by the Board of Directors. The Terms of Reference of the President shall include the following: (1) conditions and procedures for convening a president's meeting and the participating personnel; (2) specific duties and division of work of the president and other senior management members; (3) use of the Bank's funds and assets, authority for entering into material contracts and the system of reporting to the Board of Directors and the ~~Board of Supervisors~~ **Audit Committee**; (4) other matters deemed necessary by the Board of Directors.
163	Article 204 The senior management shall establish the systems for reporting information to the Board of Directors and its Board committees as well as the Board of Supervisors and its committees, specifying the types, contents, timing and manner etc. of the information to be reported, ensuring that the directors and the supervisors can timely and accurately receive information of every description, and reporting to the Board of Directors on the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank according to the requirements of the Board of Directors and in a timely, accurate and complete manner.	Article 196 The senior management shall establish the systems for reporting information to the Board of Directors and its Board committees ~~as well as the Board of Supervisors and its committees~~, specifying the types, contents, timing and manner etc. of the information to be reported, ensuring that the directors ~~and the supervisors~~ can timely and accurately receive information of every description, and reporting to the Board of Directors on the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank according to the requirements of the Board of Directors and in a timely, accurate and complete manner.

No.	The original articles	After revision (with marks)
164	Article 205 The senior management shall submit themselves to the supervision of the Board of Supervisors, regularly report to the Board of Supervisors on information regarding the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank, and shall not obstruct or hinder the inspection, audit or other activities carried out by the Board of Supervisors according to its functions and powers. The senior management of the Bank shall be responsible for organizing and implementing the capital management of the Bank according to business strategies and risk appetite, ensuring that the capital of the Bank is adaptive to its development and risk levels, and carrying out various monitoring measures.	Article 197 The senior management shall submit themselves to the supervision of the ~~Board of Supervisors~~ **Audit Committee**, regularly report to the ~~Board of Supervisors~~ **Audit Committee** on information regarding the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank, and shall not obstruct or hinder the inspection, audit or other activities carried out by the ~~Board of Supervisors~~ **Audit Committee** according to its functions and powers. The senior management of the Bank shall be responsible for organizing and implementing the capital management of the Bank according to business strategies and risk appetite, ensuring that the capital of the Bank is adaptive to its development and risk levels, and carrying out various monitoring measures.
165	Article 206 Members of senior management shall establish and enhance every aspect of the meeting system. Minutes shall be taken in meetings convened by members of senior management and submitted to the Board of Supervisors. The operational management activities of the Bank conducted legally by the senior management within their scope of authority shall not be intervened. The senior management shall have the right to request the Board of Supervisors to raise objections to the Board of Directors' acts of intervention in the operational management activities, and report to the banking regulatory authority of the State Council.	Article 198 Members of senior management shall establish and enhance every aspect of the meeting system. Minutes shall be taken in meetings convened by members of senior management and submitted to the ~~Board of Supervisors~~ **Audit Committee**. The operational management activities of the Bank conducted legally by the senior management within their scope of authority shall not be intervened. The senior management shall have the right to request the ~~Board of Supervisors~~ **Audit Committee** to raise objections to the Board of Directors' acts of intervention in the operational management activities, and report to the banking regulatory authority of the State Council.

No.	The original articles	After revision (with marks)
166	Article 207 The senior management shall observe the principle of good faith, prudently and diligently perform their functions and powers within their scope of authority; and shall not seek business opportunities belonging to the Bank for themselves or other persons, accept benefits in relation to the transactions of the Bank, take part-time jobs in other economic organizations.	Article 199 The senior management shall observe the principle of good faith, prudently and diligently perform their functions and powers within their scope of authority; and shall not seek business opportunities belonging to the Bank for themselves or other persons, accept benefits in relation to the transactions of the Bank, take part-time jobs in other economic organizations. **The senior management members of the Bank shall faithfully perform their duties, and protect the best interests of the Bank and all shareholders. If any senior management member of the Bank fails to faithfully perform his/her duties or violates his/her duty of good faith, causing harm to the interests of the Bank and public shareholders, he/she shall be liable for compensation in accordance with laws.**
167	Article 207 The senior management shall be liable to compensate the Bank for any losses due to violation of the laws, administrative regulations, departmental rules, regulatory documents and these Articles in the performance of their duties.	Article 200 **Where the senior management member causes damage to others in fulfilling his/her duties to the Bank, the Bank shall be liable for compensation; where the senior management member acts with intent or gross negligence, he/she shall also be liable for compensation.** The senior management shall be liable to compensate the Bank for any losses due to violation of the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and these Articles in the performance of their duties.
168	Chapter 9 The Board of Supervisors	~~Chapter 9 The Board of Supervisors~~
169	Chapter 10 Qualifications and Obligations of Directors, Supervisors and Senior Management	Chapter **8**~~10~~ Qualifications and Obligations of Directors~~,~~ ~~Supervisors~~ and Senior Management
170	Article 246 The qualifications for the positions of the directors, supervisors and senior management of the Bank shall meet the requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents and the regulations of relevant regulatory authorities and these Articles.	Article 201 The qualifications for the positions of the directors~~,~~ ~~supervisors~~ and senior management of the Bank shall meet the requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents and the regulations of relevant regulatory authorities and these Articles.

No.	The original articles	After revision (with marks)
171	Article 247 No person shall hold the position of director, supervisor or member of senior management of the Bank in one of the following circumstances: (1) the person without or with limited capacity for civil conduct; (2) a person who has been penalized or sentenced due for corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and 5 years has not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out; (3) director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and 3 years has not elapsed from which the liquidation of the company or enterprise was completed; (4) legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and 3 years has not elapsed form which the business license of the company or enterprise was revoked; (5) the person with a relatively large amount of debt due and outstanding; (6) the person under investigation by a judicial authority for suspected violation of criminal law and the investigation is still ongoing; (7) the person banned from holding leadership positions as stipulated by laws and administrative regulations; (8) non-natural person;	Article 202 No person shall hold the position of director~~,~~ ~~supervisor~~ or member of senior management of the Bank in one of the following circumstances: (1) the person without or with limited capacity for civil conduct; (2) a person who has been penalized or sentenced due for corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and 5 years has not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out**; or a person who has been granted probation, and less than two years have elapsed since the expiration of the probationary period**; (3) director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and 3 years has not elapsed from which the liquidation of the company or enterprise was completed; (4) legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and 3 years has not elapsed form which the business license of the company or enterprise was revoked **or was ordered to close down;** (5) the person with a relatively large amount of debt due and outstanding **and is listed by the people's court as a dishonest person subject to enforcement**; (6) the person under investigation by a judicial authority for suspected violation of criminal law and the investigation is still ongoing; (7) the person banned from holding leadership positions as stipulated by laws and administrative regulations;

No.	The original articles	After revision (with marks)
	(9) the person who is prohibited from entering the securities market or judged by competent authorities as having violated the provisions of securities laws and regulations for a period which has not yet expired; (10) other persons who are prohibited from holding leadership positions as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities or these Articles. The election or employment of directors, supervisors and members of senior management in violation of the article shall be void. In the event that any circumstance above occurs during a director, supervisor or member of senior management's term of office, that person shall be dismissed.	(8) non-natural person; (9) the person who is prohibited from entering the securities market or judged by competent authorities as having violated the provisions of securities laws and regulations for a period which has not yet expired; **(10) the person who is publicly identified by the stock exchange(s) as unsuitable for serving as a director, senior management member, etc., of a listed company, where the restriction period has not expired;** (1**1**~~0~~) other persons who are prohibited from holding leadership positions as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities or these Articles. The election or employment of directors~~, supervisors~~ and members of senior management in violation of the article shall be void. In the event that any circumstance above occurs during a director~~, supervisor~~ or member of senior management's term of office,~~ that person shall be dismissed~~ **the Bank shall remove them from the position and stop them from performing their duties**.

No.	The original articles	After revision (with marks)
172	Newly added	**Article 203 Directors and senior management members shall comply with the laws, administrative regulations and these Articles, bear the duty of loyalty to the Bank, take measures to avoid conflicts between personal interests and those of the Bank, and shall not abuse their powers to seek improper gains.** **Directors and senior management members shall bear the following duties of loyalty to the Bank:** **(1) not to embezzle properties of the Bank or misappropriate monies of the Bank;** **(2) not to open in their own names or in other individuals' names any bank account for depositing the Bank's funds;** **(3) not to use their powers to offer bribe or accept other illegal incomes;** **(4) not to enter into any contract or conduct any transaction with the Bank directly or indirectly without reporting to the Board or shareholders' meeting and obtaining approval by a resolution of the Board or the shareholders' meeting as stipulated by these Articles;** **(5) not to take advantage of their positions to seek business opportunities that belong to the Bank for themselves or others, unless such opportunities are reported to the Board of Directors or shareholders' meeting and approved by a resolution of the shareholders' meeting, or the Bank is unable to take advantage of the business opportunity in accordance with laws, administrative regulations or these Articles;** **(6) without reporting to the Board or shareholders' meeting and obtaining approval by a resolution of the shareholders' meeting, not to conduct for themselves or others any businesses similar to those of the Bank;**

No.	The original articles	After revision (with marks)
		(7) not to take as their own any commission for any transaction between the Bank and others; (8) not to disclose any secret of the Bank without authorization; (9) not to use their related party relationship to damage the interests of the Bank; (10) to fulfill other duties of loyalty stipulated by laws, administrative regulations, department rules, and these Articles. Earnings obtained by a director or a member of senior management in violation of the provisions of this article shall belong to the Bank, and the said director or the member of senior management shall be liable for compensation for any loss caused to the Bank. If close relatives of directors and members of senior management, enterprises directly or indirectly controlled by directors, members of senior management or their close relatives, and related persons who have other related relationships with directors and members of senior management enter into contracts or transactions with the Bank, the provisions of paragraph 2(4) of this article shall apply.

No.	The original articles	After revision (with marks)
173	Newly added	**Article 204 Directors and senior management members shall comply with laws, administrative regulations and these Articles, bear the duty of diligence to the Bank, and exercise reasonable care in performing their duties that managers would ordinarily exercise for the best interests of the Bank.** **Directors and senior management members shall bear the following duties of diligence to the Bank:** **(1) to exercise the rights conferred by the Bank in a prudent, serious and diligent manner so as to ensure that the business activities of the Bank are in compliance with the requirements of national laws, administrative regulations and various economic policies, and the business activities shall not exceed the scope of business stipulated in its business license;** **(2) to treat all shareholders equally;** **(3) to timely understand the business operation and management of the Bank;** **(4) to sign written confirmation on regular reports of the Bank, ensuring the truthfulness, accuracy and completeness of the information disclosed by the Bank;** **(5) to provide the Audit Committee with relevant information and materials truthfully and not hinder the Audit Committee from exercising its powers;** **(6) other duties of diligence stipulated by laws, administrative regulations, departmental rules, regulatory documents, regulatory provisions and these Articles.**
174	Article 248 The validity of any act by a director or member of senior management made on behalf of the Bank towards a third party acting in good faith shall not be affected by any non- compliance in regulation of that person's post, election procedure or qualifications.	Deleted.

No.	The original articles	After revision (with marks)
175	Article 249 In addition to the obligations stipulated by the laws, administrative regulations, the regulations of relevant regulatory authorities and these Articles, in exercising their duties and functions, the directors, supervisors and members of senior management of the Bank shall also owe the following obligations to each and every shareholder: (1) to ensure that the Bank does not operate beyond the scope of business stipulated in its business license; (2) to act in good faith and in the best interests of the Bank; (3) not to deprive the Bank of its assets in any way, including but not limited to depriving the Bank of any advantageous business opportunities; (4) not to deprive the shareholders of any personal rights and interests, including but not limited to the right to distributions and the right to vote, but excluding the submission of the Bank's restructuring proposals adopted at the shareholders' general meeting in accordance with these Articles.	Deleted.
176	Article 250 The directors, supervisors and members of senior management of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.	Deleted.

No.	The original articles	After revision (with marks)
177	Article 251 The directors, supervisors, and members of senior management of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations: (1) to act in good faith and in the best interests of the Bank; (2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority; (3) to exercise the discretion conferred on them in person and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or through the informed consent of shareholders in a shareholders' general meeting; (4) to treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging of different classes; (5) not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by these Articles or if there is informed consent from shareholders through a shareholders' general meeting; (6) not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting; (7) not to accept bribes or other forms of illegal income by taking advantage of his/her authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank;	Deleted.

No.	The original articles	After revision (with marks)
	(8) not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting; (9) to comply with these Articles, perform their duties faithfully and safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain; (10) not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting; (11) not to misappropriate the funds of the Bank or lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his/her own name or in the name of others, not to use the Bank's assets as security for the debts of the shareholders of the Bank or others; (12) not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however, after notifying the Bank regarding the disclosure, the information may be disclosed to the court or other relevant regulatory authorities if the disclosure is: 1. in accordance with the law; 2. in the public interest; 3. required for their own interests of the directors, supervisors and members of senior management.	

No.	The original articles	After revision (with marks)
178	Article 252 The directors, supervisors and members of senior management of the Bank shall not direct the following persons or institutions (hereinafter referred to as the "related persons") to take any acts which the directors, supervisors and members of senior management are themselves prohibited from taking: (1) the spouse or underage children of the directors, supervisors and senior management of the Bank; (2) a trustee of any of the directors, supervisors, and members of senior management of the Bank or a trustee of the persons referred to in item (1) of this Article; (3) a partner of any of the directors, supervisors, and members of senior management of the Bank or a partner of the persons referred to in items (1) and (2) of this Article; (4) a company which is under the de facto control of the directors, supervisors and members of senior management of the Bank, or a company which is under the de facto joint control of the persons referred to in items (1), (2) and (3) of this Article or with other directors, supervisors and members of senior management of the Bank; (5) the directors, supervisors and members of senior management of the companies referred to in item (4) of this Article.	Deleted.
179	Article 253 The fiduciary duties owed by the directors, supervisors and members of senior management of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.	Deleted.

No.	The original articles	After revision (with marks)
180	Article 254 The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director, supervisor and members of senior management of the Bank who has violated any obligations, unless the circumstances specified in Article 67 apply.	Deleted.
181	Article 255 The directors, any of its associates, supervisors, or members of senior management of the Bank, directly or indirectly, have material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors and members of senior management), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible. Unless the directors, supervisors and members of senior management of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors and senior management are in breach of their obligations. If the related persons of a director, supervisor or member of senior management of the Bank have any conflict of interests with any contracts, transactions or arrangements, the director, supervisor and member of senior management shall be deemed to have a conflict of interests as well.	Article 205 The directors, any of its associates~~, supervisors,~~ or members of senior management of the Bank, directly or indirectly, have material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors~~, supervisors~~ and members of senior management), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible. Unless the directors~~, supervisors~~ and members of senior management of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors~~, supervisors~~ and senior management are in breach of their obligations. If the related persons of a director~~, supervisor~~ or member of senior management of the Bank have any conflict of interests with any contracts, transactions or arrangements, the director~~, supervisor~~ and member of senior management shall be deemed to have a conflict of interests as well.

No.	The original articles	After revision (with marks)
182	Article 256 If the Bank considers entering into contracts, transactions or arrangements for the first time, and the interested directors, supervisors and members of senior management of the Bank have provided a written notice to the Board of Directors and Board of Supervisors stating that they have an conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director, supervisor and member of senior management concerned shall be deemed to have made the disclosure as required in the preceding article of this chapter to the extent as set out in the notice.	Article 206 If the Bank considers entering into contracts, transactions or arrangements for the first time, and the interested directors~~, supervisors~~ and members of senior management of the Bank have provided a written notice to the Board of Directors ~~and Board of Supervisors~~ stating that they have an conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director~~,~~ ~~supervisor~~ and member of senior management concerned shall be deemed to have made the disclosure as required in the preceding article of this chapter to the extent as set out in the notice.
183	Article 257 The Bank shall not in any way pay taxes for the directors, supervisors and members of senior management of the Bank.	Deleted.
184	Article 258 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors and members of senior management of the Bank and of its holding company, nor shall the Bank provide the same to their related persons. The preceding paragraph shall not apply in the following circumstances: (1) loans or loan guarantees provided by the Bank to its subsidiary banks; (2) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors or other members of senior management of the Bank pursuant to their employment contracts which were adopted by the shareholders' general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities; (3) loans and loan guarantees provided by the Bank to the relevant directors, supervisors and members of senior management of the Bank and their related persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.	Deleted.

No.	The original articles	After revision (with marks)
185	Article 259 If the Bank provides a loan in breach of the provisions of the preceding article, regardless of the terms of the loan, the person who has received the loan shall repay it immediately. Any loan guarantee provided by the Bank in violation of the first paragraph of the foregoing article shall not be enforceable against the Bank, with the exception of the following circumstances: (1) where a loan has been provided to the Bank or its parent company's directors, supervisors and members of senior management and the provider of the loan is unaware of the violation; (2) the security provided by the Bank has been sold legally by the loan provider to a purchaser acting in good faith.	Deleted.
186	Article 260 The "guarantee" referred to in the preceding articles of this chapter includes acts whereby the guarantor undertakes liabilities or provides assets to ensure that the obligor performs its obligations.	Deleted.

No.	The original articles	After revision (with marks)
187	Article 261 When the directors, supervisors and members of senior management of the Bank are in breach of the obligations owed towards the Bank, aside from the various rights and remedies provided by the laws and administrative regulations, the Bank shall have the right to take the following measures: (1) to require the directors, supervisors and members of senior management concerned to compensate the Bank for the losses caused by their dereliction of duties; (2) to rescind any concluded contracts or transactions between the Bank and the directors, supervisors and other members of senior management concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors and members of senior management of the Bank are in breach of their obligations); (3) to require the directors, supervisors and members of senior management concerned to hand over any benefits which have been obtained from their breach of obligations; (4) to recover funds which should have been received by the Bank, including but not limited to commission from the directors, supervisors and members of senior management concerned; (5) to request the directors, supervisors and members of senior management concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.	Deleted.

No.	The original articles	After revision (with marks)
188	Article 262 The Bank shall enter into written contracts with the directors and supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include: (1) remuneration for the directors, supervisors or members of senior management of the Bank; (2) remuneration for the directors, supervisors or members of senior management of the subsidiary banks of the Bank; (3) remuneration for those providing other services for managing the Bank and its subsidiary banks; (4) compensation to directors or supervisors for loss of their office or upon retirement.	Deleted.

No.	The original articles	After revision (with marks)
189	Article 263 Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank and claim benefits due to them for the foregoing matters. The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The "acquisition of the Bank" previously mentioned refers to one of the following circumstances: (1) a takeover offer made by any person to all shareholders; (2) a takeover offer made by any person with the intent of becoming the controlling shareholder. "Controlling shareholder" shall have the meaning defined in Article 316 of these Articles. If the directors and supervisors concerned do not comply with the provisions of this article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.	Deleted.

No.	The original articles	After revision (with marks)
190	Article 265 The accounting year of the Bank shall be the calendar year, from January 1st and ending on December 31st of the calendar year. The Bank shall prepare an annual financial report at the end of each financial year, which shall be examined by an audit firm in accordance with the laws. The said annual financial report shall be prepared according to the relevant laws, regulations, rules and regulatory documents. The Bank shall submit its annual financial report to the securities regulatory authority of the State Council and the stock exchange within 4 months after the end of each financial year, submit and disclose its interim report to local office of the securities regulatory authority of the State Council and the stock exchange within 2 months after the end of the first half of each financial year. Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.	Article 208 The accounting year of the Bank shall be the calendar year, from January 1st and ending on December 31st of the calendar year. The Bank shall prepare an annual financial report at the end of each financial year, which shall be examined by an audit firm in accordance with the laws. The said annual financial report shall be prepared according to the relevant laws, **administrative** regulations, **departmental** rules ~~and,~~ regulatory documents **and regulatory provisions**. The Bank shall submit its annual financial report to the securities regulatory authority of the State Council and the stock exchange**(s)** within 4 months after the end of each financial year, submit and disclose its interim report to local office of the securities regulatory authority of the State Council and the stock exchange**(s)** within 2 months after the end of the first half of each financial year. **The aforementioned annual reports and interim reports shall be prepared in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents and regulatory provisions.** Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.

No.	The original articles	After revision (with marks)
191	Article 266 The Board of Directors of the Bank shall make available at each annual shareholders' general meeting the financial reports prepared by the Bank in accordance with the relevant laws, administrative regulations, departmental rules and regulatory documents. The financial reports of the Bank shall be made available at the Bank 20 days or earlier before the convening of the annual shareholders' general meeting for inspection by shareholders. Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this chapter. Except as otherwise provided in these Articles, the Bank shall, at least 21 days prior to the date of the annual shareholders' general meeting, send the financial accounting reports mentioned above to each shareholder of overseas-listed foreign shares by postage-paid mail, and the addresses of recipients shall follow the addresses set out in the register of shareholders. Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.	Article 209 ~~The Board of Directors of the Bank shall make available at each annual shareholders' general meeting the financial reports prepared by the Bank in accordance with the relevant laws, administrative regulations, departmental rules and regulatory documents.~~ The financial reports of the Bank shall be made available at the Bank 20 days or earlier before the convening of the annual shareholders' ~~general~~ meeting for inspection by shareholders. ~~Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this chapter.~~ ~~Except as otherwise provided in these Articles, the Bank shall, at least 21 days prior to the date of the annual shareholders' general meeting, send the financial accounting reports mentioned above to each shareholder of overseas-listed foreign shares by postage-paid mail, and the addresses of recipients shall follow the addresses set out in the register of shareholders. Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.~~
192	Article 267 The Bank shall not have any books of accounts in addition to its statutory ones. No asset of the Bank may be kept in any account opened in the name of any individual.	Article 210 The Bank shall not have any books of accounts in addition to its statutory ones. No **funds** ~~asset~~ of the Bank may be kept in any account opened in the name of any individual.

No.	The original articles	After revision (with marks)
193	Article 270 The after-tax profit of the Bank for the year shall be distributed in the following order of priority: (1) to make up for the losses of previous years; (2) to set aside 10% as statutory reserve fund; (3) to set aside general reserve; (4) to pay dividends to preference shareholders; (5) to set aside discretionary reserve fund; (6) to pay dividends to ordinary shareholders. No further contribution may be required when the accumulated amount of statutory reserve funds of the Bank reaches 50% of its registered capital. The Bank shall not distribute profits to shareholders before making up losses and setting aside statutory reserve funds and general reserves. After the Bank has set aside statutory reserve fund and general reserve and paid dividends to preference shareholders from the after-tax profits, the Bank, subject to the approval of the shareholders' general meeting, may make allocation to the discretionary reserve fund from the after-tax profits. The balance of the after-tax profits of the Bank after making up losses, setting aside statutory reserve fund and general reserve, paying dividends to preference shareholders and setting aside discretionary reserve fund may be distributed to the shareholders in pro rata to their shareholding.	Article 213 The after-tax profit of the Bank for the year shall be distributed in the following order of priority: (1) to make up for the losses of previous years; (2) to set aside 10% as statutory reserve fund; (3) to set aside general reserve; (4) to pay dividends to preference shareholders; (5) to set aside discretionary reserve fund; (6) to pay dividends to ordinary shareholders. No further contribution may be required when the accumulated amount of statutory reserve funds of the Bank reaches 50% of its registered capital. ~~The Bank shall not distribute profits to shareholders before making up losses and setting aside statutory reserve funds and general reserves.~~**If the Bank's statutory reserve fund is insufficient to make up for the losses of the preceding years, the profits of the current year shall first be used to make up for such losses before any allocation is made to the statutory reserve fund.** After the Bank has set aside statutory reserve fund and general reserve and paid dividends to preference shareholders from the after-tax profits, the Bank, subject to the approval of the shareholders' ~~general~~ meeting, may make allocation to the discretionary reserve fund from the after-tax profits. The balance of the after-tax profits of the Bank after making up losses, setting aside statutory reserve fund and general reserve, paying dividends to preference shareholders and setting aside discretionary reserve fund may be distributed to the shareholders in pro rata to their shareholding.

No.	The original articles	After revision (with marks)
	In general, no cash dividend shall be paid to shareholders for any year in which the Bank's capital adequacy ratio is lower than the minimum standard required by the regulatory authorities of the PRC. On the premises of ensuring that the capital adequacy ratio meets the regulatory requirements, the Bank may distribute cash dividends if its profits realized in each year, after making up losses, setting aside statutory reserves and general reserve, and paying dividends to preference shareholders according to law, remain positive and distributable. The payment of dividends on preference shares should be subject to laws, regulations, department rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and these Articles. Where the shareholders' general meeting distributes profits to shareholders before the Bank's making up losses and setting aside statutory reserve funds and violates the foregoing provisions, the shareholders concerned must return to the Bank the profits distributed in violation of the provisions. Shares held by the Bank shall not participate in the distribution of profits.	In general, no cash dividend shall be paid to shareholders for any year in which the Bank's capital adequacy ratio is lower than the minimum standard required by the regulatory authorities of the PRC. On the premises of ensuring that the capital adequacy ratio meets the regulatory requirements, the Bank may distribute cash dividends if its profits realized in each year, after making up losses, setting aside statutory reserves and general reserve, and paying dividends to preference shareholders according to law, remain positive and distributable. The payment of dividends on preference shares should be subject to laws, regulations, department rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and these Articles. Where the shareholders' ~~general~~ meeting distributes profits to shareholders ~~before the Bank's making up losses and setting aside statutory reserve funds and violates~~ **in violation of** the ~~foregoing provisions~~ **Company Law**, the shareholders concerned **shall** ~~must~~ return to the Bank the profits distributed in violation of the provisions**; shareholders and responsible directors or members of senior management shall be liable for compensation for any losses caused to the Bank.** Shares held by the Bank shall not participate in the distribution of profits.

No.	The original articles	After revision (with marks)
194	Article 271 The reserve of the Bank shall be used for making up the Bank's losses, expanding the Bank's scale of operation or increasing the capital of the Bank, but capital reserve fund shall not be used for making up the Bank's losses. When the statutory reserve is converted to capital, the balance of such reserve shall not be less than 25% of the Bank's registered capital before the conversion.	Article 214 The reserve of the Bank shall be used for making up the Bank's losses, expanding the Bank's scale of operation or increasing the **registered** capital of the Bank~~, but capital reserve fund shall not be used for making up the Bank's losses~~. **When the reserve funds are used to make up for the losses of the Bank, the discretionary reserve fund and the statutory reserve fund shall be used first; if such reserve funds are not sufficient to cover the losses, the capital reserve fund may be used in accordance with the regulations.** When the statutory reserve is converted to **the registered** capital, the balance of such reserve shall not be less than 25% of the Bank's registered capital before the conversion.
195	Article 272 The capital reserve of the Bank shall include the following funds: (1) premium obtained from the issue of shares in excess of the par value; (2) other revenue to be included in the capital reserve as required by the financial authority of the State Council.	Article 215 The capital reserve of the Bank shall include the following funds: (1) premium obtained from the issue of shares in excess of the par value; (2) other~~ revenue~~ **items** to be included in the capital reserve as required by the financial authority of the State Council.
196	Article 273 After the Bank's shareholders' general meeting has adopted the resolution on the proposal of profit distribution or to convert the capital reserve to increase the share capital, the Board of Directors of the Bank shall, within 2 months after the shareholders' general meeting, implement the resolution as soon as possible.	Article 216 **The distribution of dividends (or shares) shall be completed within 2 months** ~~A~~**a**fter the Bank's shareholders' ~~general~~ meeting has adopted the resolution on the proposal of profit distribution~~ or to convert the capital reserve to increase the share capital, the Board of Directors of the Bank shall, within 2 months after the shareholders' general meeting, implement the resolution as soon as possible~~**, or after the Board of Directors of the Bank has formulated a specific plan based on the conditions and maximum amount of interim dividends for the following year as considered and approved at the annual shareholders' meeting**.

No.	The original articles	After revision (with marks)
197	Article 274 The profit distribution policy for ordinary shareholders of the Bank is set out as below: (1) the Bank shall implement consistent and stable profit distribution policy that gives priority to investors' reasonable investment returns with a view to the Bank's sustainable development. The Bank shall give preference to cash dividend distribution on the premise of ensuring sustaining profitability and compliance with regulatory requirements as well as the normal operation and long-term development of the Bank. No profit shall be distributed to ordinary shareholders before the agreed dividends have been fully paid to preference shareholders. (2) The details of the profit distribution policy are as follows: (i) Forms and interval of profit distribution: The Bank shall distribute profits on a pro rata basis based on the shareholdings of shareholders, and may make dividend distributions either in cash or shares or in a combination of both. If the Bank reaches the conditions for cash dividends, it shall give preference to profit distribution in the form of cash dividends. The Bank shall, in principle, distribute profits once a year. Where conditions allow, the Bank may distribute interim dividends.	Article 217 The profit distribution policy for ordinary shareholders of the Bank is set out as below: (1) the Bank shall implement consistent and stable profit distribution policy that gives priority to investors' reasonable investment returns with a view to the Bank's sustainable development. The Bank shall give preference to cash dividend distribution on the premise of ensuring sustaining profitability and compliance with regulatory requirements as well as the normal operation and long-term development of the Bank. No profit shall be distributed to ordinary shareholders before the agreed dividends have been fully paid to preference shareholders. (2) The details of the profit distribution policy are as follows: (i) Forms and interval of profit distribution: The Bank shall distribute profits on a pro rata basis based on the shareholdings of shareholders, and may make dividend distributions either in cash or shares or in a combination of both. If the Bank reaches the conditions for cash dividends, it shall give preference to profit distribution in the form of cash dividends. The Bank shall, in principle, distribute profits once a year. Where conditions allow, the Bank may distribute interim dividends.

No.	The original articles	After revision (with marks)
	(ii) Conditions for and ratio of cash dividend distribution: In general, no cash dividends shall be paid to the shareholders for any year in which the Bank's capital adequacy ratio falls below the minimum standard required by the regulatory authorities of the PRC. Provided that the capital adequacy ratio meets the regulatory requirements, the Bank may pay cash dividends for each of the years with realized profits which, after recovery of losses and withdrawal to the statutory reserve fund, general reserve and payment of dividends to preference shareholders in accordance with applicable laws, remain positive and distributable. The profit to be distributed to ordinary shareholders by the Bank in cash each year shall be no less than 20% of the distributable profits contributable to the ordinary shareholders of the Bank for the year. The specific ratio of cash dividend distribution each year shall be set by the Bank in accordance with the requirements of the relevant laws, regulations, regulatory documents and the Articles and based on its business operations, and then shall be considered and approved at the general meetings of the Bank. (iii) Conditions for distribution of share dividends by the Bank: Where the operating income of the Bank grows rapidly and the Board of Directors considers that the share price of the Bank does not reflect its share capital scale, the Bank may propose and execute a share dividend distribution proposal in addition to the aforesaid distribution of cash dividends. (iv) The Board of Directors of the Bank shall take into full account various factors, including features of the industries where the Bank operates, the stage of its development, its own business model, profitability and whether there are significant capital expenditure arrangements, to distinguish the following situations from each other and put forward differentiated cash dividend policies in accordance with the procedures provided under the Articles:	(ii) Conditions for and ratio of cash dividend distribution: In general, no cash dividends shall be paid to the shareholders for any year in which the Bank's capital adequacy ratio falls below the minimum standard required by the regulatory authorities of the PRC. Provided that the capital adequacy ratio meets the regulatory requirements, the Bank may pay cash dividends for each of the years with realized profits which, after recovery of losses and withdrawal to the statutory reserve fund, general reserve and payment of dividends to preference shareholders in accordance with applicable laws, remain positive and distributable. The profit to be distributed to ordinary shareholders by the Bank in cash each year shall be no less than 20% of the distributable profits contributable to the ordinary shareholders of the Bank for the year. The specific ratio of cash dividend distribution each year shall be set by the Bank in accordance with the requirements of the relevant laws, regulations, regulatory documents and the Articles and based on its business operations, and then shall be considered and approved at the **shareholders'** ~~general~~ meetings of the Bank. (iii) Conditions for distribution of share dividends by the Bank: Where the operating income of the Bank grows rapidly and the Board of Directors considers that the share price of the Bank does not reflect its share capital scale, the Bank may propose and execute a share dividend distribution proposal in addition to the aforesaid distribution of cash dividends. (iv) The Board of Directors of the Bank shall take into full account various factors, including features of the industries where the Bank operates, the stage of its development, its own business model, profitability and whether there are significant capital expenditure arrangements, to distinguish the following situations from each other and put forward differentiated cash dividend policies in accordance with the procedures provided under the Articles:

No.	The original articles	After revision (with marks)
	i) if the Bank is at the mature stage of development and has no significant capital expenditure arrangement, the proportion of cash dividends in the distributable profits shall be at least 80% when making profit distribution; ii) if the Bank is at the mature stage of development and has significant capital expenditure arrangements, the proportion of cash dividends in the distributable profits shall be at least 40% when making profit distribution; iii) if the Bank is at the growing stage of development and has significant capital expenditure arrangements, the proportion of cash dividends in the distributable profits shall be at least 20% when making profit distribution; If it is difficult to distinguish the Bank's stage of development and the Bank has significant capital expenditure arrangements, the profit distribution may be dealt with pursuant to the preceding paragraph.	i) if the Bank is at the mature stage of development and has no significant capital expenditure arrangement, the proportion of cash dividends in the distributable profits shall be at least 80% when making profit distribution; ii) if the Bank is at the mature stage of development and has significant capital expenditure arrangements, the proportion of cash dividends in the distributable profits shall be at least 40% when making profit distribution; iii) if the Bank is at the growing stage of development and has significant capital expenditure arrangements, the proportion of cash dividends in the distributable profits shall be at least 20% when making profit distribution; If it is difficult to distinguish the Bank's stage of development and the Bank has significant capital expenditure arrangements, the profit distribution may be dealt with pursuant to the preceding paragraph.
	(3) Decision-making procedures for profit distribution:	**(v) If the audit report of the Bank in the most recent year is issued with a non-unqualified opinion or an unqualified opinion on significant uncertainties related to continuing operations and other circumstances as required by laws, administrative regulations, or regulatory authorities, the profit distribution may not be made.** (3) Decision-making procedures for profit distribution:

No.	The original articles	After revision (with marks)
	(i) When determining a profit distribution plan, the Board of Directors of the Bank shall seriously study and discuss, among others, the timing, conditions and minimum ratio of cash dividend distribution, the conditions for adjustments and the requirements of the procedures for decision-making. The independent directors shall issue specific opinions thereon. The independent directors may solicit opinions from the minority shareholders, devise a dividend distribution proposal accordingly and submit it directly to the Board of Directors for consideration. Prior to the consideration of the specific cash dividend distribution plan by the shareholders at a general meeting, the Bank shall communicate and exchange ideas with shareholders especially the minority shareholders through multiple channels, attentively obtain the opinions and requests of the minority shareholders and give timely response to the issues that concern them. The Board of Supervisors of the Bank shall supervise the formulation and decision-making by the Board of Directors of the profit distribution plan of the Bank.	(i) When determining a profit distribution plan, the Board of Directors of the Bank shall seriously study and discuss, among others, the timing, conditions and minimum ratio of cash dividend distribution, the conditions for adjustments and the requirements of the procedures for decision-making, **if an independent director considers that the specific plan of cash dividend may harm the rights and interests of the Bank or minority shareholders, he/she shall have the right to express independent opinions. If the Board of Directors fails to adopt or does not fully adopt the opinions of the independent directors, it shall record the opinions of the independent directors and the specific reasons for not adopting them in the resolution of the Board of Directors of the Bank, and disclose the same.** ~~The independent directors shall issue specific opinions thereon. The independent directors may solicit opinions from the minority shareholders, devise a dividend distribution proposal accordingly and submit it directly to the Board of Directors for consideration.~~ Prior to the consideration of the specific cash dividend distribution plan by the shareholders at a **shareholders'** ~~general~~ meeting, the Bank shall communicate and exchange ideas with shareholders especially the minority shareholders through multiple channels, attentively obtain the opinions and requests of the minority shareholders and give timely response to the issues that concern them. ~~The Board of Supervisors of the Bank shall supervise the formulation and decision-making by the Board of Directors of the profit distribution plan of the Bank.~~

No.	The original articles	After revision (with marks)
	(ii) Where the Bank reaches conditions for cash dividend distribution but has not prepared any cash dividend plan, or the profit to be distributed to ordinary shareholders by the Bank in cash is less than 20% of the distributable profits attributable to ordinary shareholders of the Bank for the year, the Board of Directors shall explain, among others, the specific reasons for not distributing cash dividends, the exact purpose for and the estimated investment return on the retained profits, and submit such arrangements to the shareholders' general meeting for consideration after independent directors have given their opinions thereon before disclosing the matters in the media designated by the Bank. The Bank shall provide access to online voting for shareholders to vote on such matters.	(ii) Where the Bank reaches conditions for cash dividend distribution but has not prepared any cash dividend plan, or the profit to be distributed to ordinary shareholders by the Bank in cash is less than 20% of the distributable profits attributable to ordinary shareholders of the Bank for the year, the Board of Directors shall explain, among others, the specific reasons for not distributing cash dividends, the exact purpose for and the estimated investment return on the retained profits, and submit such arrangements to the shareholders' ~~general~~ meeting for consideration after independent directors have given their opinions thereon before disclosing the matters in the media designated by the Bank. The Bank shall provide access to online voting for shareholders to vote on such matters.
	(4) Explanation of the reasons for not making profit distribution in cash: A profit distribution plan for the year shall be disclosed in the annual report of the Bank. If profits were recorded for the reporting period but the Board of Directors of the Bank has not made any cash profit distribution plan, the reasons for that and the use of the retained profits by the Bank shall be explained in detail in its regular reports and the independent directors shall give independent opinions thereon.	(4) Explanation of the reasons for not making profit distribution in cash: A profit distribution plan for the year shall be disclosed in the annual report of the Bank. If profits were recorded for the reporting period but the Board of Directors of the Bank has not made any cash profit distribution plan, the reasons for that and the use of the retained profits by the Bank shall be explained in detail in its regular reports and the independent directors shall give independent opinions thereon.
		(5) When the Bank convenes an annual shareholders' meeting to consider the annual profit distribution plan, the Bank may consider and approve the conditions, upper limit ratios and maximum amounts for interim cash dividends in the following year. The upper limit for interim dividends in the following year considered at the annual shareholders' meeting shall not exceed the net profit attributable to shareholders of the Bank during the corresponding period. The Board shall formulate the specific interim dividend plans in accordance with the resolutions of the shareholders' meeting and subject to profit distribution conditions.

No.	The original articles	After revision (with marks)
	(5) Adjustment to profit distribution policy: If the production and operation of the Bank are materially affected as a result of war, natural disasters and other force majeure or any change in its external operating environment, or there are any significant changes in its own operating conditions, the Bank may adjust its profit distribution policy. When the Bank makes such adjustment, the Board of Directors shall prepare a written special report containing detailed reasons for such adjustment, which, after being approved by the independent directors, shall be submitted to the shareholders' general meeting for approval by shareholders representing over two-thirds or more of the voting rights present at such meeting. The Bank shall provide access to online voting for shareholders to vote on the relevant resolution. When considering such adjustment at the shareholders' general meeting, the opinions of minority shareholders shall be sufficiently considered.	(**6**~~5~~) Adjustment to profit distribution policy: If the ~~production and~~ operation of the Bank are materially affected as a result of war, natural disasters and other force majeure or any change in its external operating environment, or there are any significant changes in its own operating conditions, the Bank may adjust its profit distribution policy. When the Bank makes such adjustment, the Board of Directors shall prepare a written special report containing detailed reasons for such adjustment, which, after being approved by the independent directors, shall be submitted to the shareholders' ~~general~~ meeting for approval by shareholders representing over two-thirds or more of the voting rights present at such meeting. The Bank shall provide access to online voting for shareholders to vote on the relevant resolution. When considering such adjustment at the shareholders' ~~general~~ meeting, the opinions of minority shareholders shall be sufficiently considered.
	(6) In case of capital occupied by a shareholder in violation of regulations, the Bank shall, for the purpose of recovering the occupied capital, deduct the amount of such occupied capital from the cash dividends allocable to such shareholder.	(**7**~~6~~) In case of capital occupied by a shareholder in violation of regulations, the Bank shall, for the purpose of recovering the occupied capital, deduct the amount of such occupied capital from the cash dividends allocable to such shareholder.
	(7) The Bank shall disclose in detail the formulation and implementation of cash dividend distribution policy in its annual reports, and clarify whether the policy is in compliance with these Articles or the resolutions of general meetings, whether the dividend distribution standards and ratios are explicit enough, whether relevant decision-making procedures and system are tried and true, whether the independent directors have performed their duties and played their full role, whether the minority shareholders have adequate opportunities to voice their opinions and requests, whether the legitimate rights and interests of the minority shareholders are duly protected, etc. Where the Bank makes adjustments or changes to its cash dividend distribution policy, it shall explain in detail as to whether the conditions and procedures for such adjustment or change are transparent and in compliance with regulations.	(**8**~~7~~) The Bank shall disclose in detail the formulation and implementation of cash dividend distribution policy in its annual reports, and clarify whether the policy is in compliance with these Articles or the resolutions of **shareholders'** ~~general~~ meetings, whether the dividend distribution standards and ratios are explicit enough, whether relevant decision-making procedures and system are tried and true, whether the independent directors have performed their duties and played their full role, whether the minority shareholders have adequate opportunities to voice their opinions and requests, whether the legitimate rights and interests of the minority shareholders are duly protected, etc. Where the Bank makes adjustments or changes to its cash dividend distribution policy, it shall explain in detail as to whether the conditions and procedures for such adjustment or change are transparent and in compliance with regulations.

No.	The original articles	After revision (with marks)
	To distribute dividends in the form of shares, the shareholder's general meeting shall pass a resolution and report to the banking regulatory authority of the State Council for approval.	To distribute dividends in the form of shares, the shareholder's ~~general~~ meeting shall pass a resolution and report to the banking regulatory authority of the State Council for approval.
198	Article 275 Monies paid in advance of calls on any shares shall carry interest. However, shareholders shall not have any right to receive dividends declared thereafter in relation to any such monies paid in advance. For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the pre-condition of abiding by relevant PRC laws, administrative regulations and departmental rules, but the right shall only be exercised after the expiration of the applicable limitation period. The Bank has the right to cease delivering dividend notice to the shareholders of overseas listed shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly. The Bank has the right to sell the shares of the shareholders of overseas-listed foreign shares through the methods the Board of Directors deems appropriate and subject to the following conditions: 1. The Bank has distributed dividends on such shares at least 3 times in a period of 12 years and the dividends are not claimed by anyone during that period; 2. After the expiration of the 12-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.	Article 218 Monies paid in advance of calls on any shares shall carry interest. However, shareholders shall not have any right to receive dividends declared thereafter in relation to any such monies paid in advance. For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the pre-condition of abiding by relevant PRC laws, administrative regulations and departmental rules, but the right shall only be exercised after the expiration of the applicable limitation period. The Bank has the right to cease delivering dividend notice to the shareholders of ~~overseas listed shares~~ **H-shares** by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly. The Bank has the right to sell the shares of the shareholders of ~~overseas listed shares~~ **H-shares** through the methods the Board of Directors deems appropriate and subject to the following conditions: 1. The Bank has distributed dividends on such shares at least 3 times in a period of 12 years and the dividends are not claimed by anyone during that period; 2. After the expiration of the 12-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.

No.	The original articles	After revision (with marks)
199	Article 276 The Bank shall appoint for shareholders of overseas-listed foreign shares a recipient agent. The recipient agent shall collect on behalf of the shareholders concerned the dividends distributed and other funds payable by the Bank in respect of the overseas-listed foreign shares. The collection agent appointed by the Bank shall comply with the laws of the jurisdiction in which the Bank's shares are listed or the relevant requirements of the stock exchange of the jurisdiction in which the Bank's shares are listed. The recipient agent appointed by the Bank for shareholders of H-shares shall be a company which is registered as a trust company under the Trustee Ordinance of Hong Kong.	Article 219 The Bank shall appoint for shareholders of ~~overseas-listed foreign shares~~ **H-shares** a recipient agent. The recipient agent shall collect on behalf of the shareholders concerned the dividends distributed and other funds payable by the Bank in respect of the ~~overseas-listed foreign shares~~ **H-shares**. The collection agent appointed by the Bank shall comply with the laws of the jurisdiction in which the Bank's shares are listed or the relevant requirements of the stock exchange**(s)** of the jurisdiction in which the Bank's shares are listed. The recipient agent appointed by the Bank for shareholders of H-shares shall be a company which is registered as a trust company under the Trustee Ordinance of Hong Kong.
200	Article 277 The Bank shall establish an internal audit system with professional audit personnel to undertake internal auditing and supervision of the Bank's financial income and expenditures, and economic activities.	Article 220 The Bank shall establish an internal audit system**, which specifies the leadership system, responsibilities and authorities, staffing, funding support, use of audit results and accountability for internal audit works.** **The internal audit system of the Bank shall be implemented upon approval by the Board and shall be disclosed to the public.**~~with professional audit personnel to undertake internal auditing and supervision of the Bank's financial income and expenditures, and economic activities.~~
201	Article 278 The internal audit system and the duties of the audit personnel shall be implemented upon approving by the Board of Directors. The head of audit shall be responsible to and shall report to the Board of Directors.	Article 221 **The internal audit agency of the Bank shall supervise and inspect the business activities, risk management, internal control, financial information and other matters of the Bank.**~~The internal audit system and the duties of the audit personnel shall be implemented upon approving by the Board of Directors.~~ The head of audit shall be responsible to and shall report to the Board of Directors.

No.	The original articles	After revision (with marks)
202	Newly added	**Article 222 The internal audit agency is accountable to the Board of Directors.** **The internal audit agency shall be subject to the supervision and guidance of the Audit Committee in the course of its supervising and inspecting the Bank's business activities, risk management, internal control and financial information. The internal audit agency shall immediately report directly to the Audit Committee upon discovering any relevant major issues or leads.**
203	Newly added	**Article 223 The Bank shall establish a sound internal control system, clarify internal control responsibilities, improve internal control measures, strengthen internal control guarantees, and continuously carry out internal control evaluation and supervision. Based on the evaluation report issued by the internal control management department and reviewed by the Audit Committee, as well as relevant materials, the Bank shall issue its annual internal control evaluation report.**
204	Newly added	**Article 224 When the Audit Committee communicates with external audit units such as accounting firms and national audit agencies, the internal audit agency shall actively cooperate with them and provide necessary support and collaboration.**
205	Newly added	**Article 225 The Audit Committee shall participate in the appraisal of the person in charge of internal audit.**
206	Article 279 The Bank shall engage independent accounting firms that comply with the relevant State regulations to audit annual financial reports and to review other financial reports of the Bank. The term of engagement of an accounting firm engaged by the Bank shall start from the closing of each annual shareholders' general meeting and end at the closing of the next annual shareholders' general meeting.	Article 226 The Bank shall engage independent accounting firms that **are qualified under the regulations such as the Securities Law to conduct accounting statement audits, net asset verification, and other related consultancy services. The term of engagement shall be one year and may be re-newed**~~comply with the relevant State regulations to audit annual financial reports and to review other financial reports of the Bank. The term of engagement of an accounting firm engaged by the Bank shall start from the closing of each annual shareholders' general meeting and end at the closing of the next annual shareholders' general meeting~~.

No.	The original articles	After revision (with marks)
207	Article 280 The appointment of an accounting firm shall be decided upon by the shareholders' general meeting, and the Board of Directors shall not appoint an accounting firm before the decision is made at the shareholders' general meeting. If a vacancy of the position of accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting. However, if there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firm shall continue to serve.	Article 227 The appointment **and dismissal** of an accounting firm shall be decided upon by the shareholders' ~~general~~ meeting, and the Board of Directors shall not appoint an accounting firm before the decision is made at the shareholders' ~~general~~ meeting. ~~If a vacancy of the position of accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting. However, if there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firm shall continue to serve.~~
208	Article 281 An accounting firm engaged by the Bank shall have the following rights: (1) to inspect the books of accounts, records and documents of the Bank at any time, and to require the directors, the president or other members of senior management of the Bank to provide relevant information and explanation; (2) to require the Bank to adopt all reasonable measures to obtain from its subsidiary banks (or subsidiaries) such information and explanations as required by the accounting firm for performance of its duties; (3) to attend the shareholders' general meeting to obtain the notice of shareholders' general meeting or other information in relation to the meeting, and to speak at the shareholders' general meeting on matters involving its duties as the accounting firm appointed by the Bank.	Deleted.
209	Article 283 The shareholders' general meeting may, by way of an ordinary resolution, dismiss an accounting firm, prior to the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Bank. If the accounting firm concerned has the right to make a claim against the Bank due to its dismissal, such right shall not be affected.	Deleted.

No.	The original articles	After revision (with marks)
210	Article 284 The remuneration of the accounting firm or the ways to determine the remuneration of the accounting firm shall be determined by the shareholders' general meeting. The remuneration of the accounting firm engaged by the Board of Directors shall be decided by the Board of Directors.	Article 229 The ~~remuneration~~ **audit fee** of the accounting firm ~~or the ways to determine the remuneration of the accounting firm~~ shall be determined by the shareholders' ~~general~~ meeting. ~~The remuneration of the accounting firm engaged by the Board of Directors shall be decided by the Board of Directors.~~
211	Article 285 The appointment, dismissal or non-reappointment of an accounting firm shall be decided upon by the shareholders' general meeting and reported to the securities regulatory authorities of the State Council for filing. If the shareholders' general meeting passes a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied: (1) before sending out notice of a shareholders' general meeting, the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged, to leave its post, or that has left its post in the relevant accounting year. Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office. (2) if the accounting firm about to leave its post makes a written statement, and requests the Bank to inform the shareholders of its statement, the Bank shall, unless the time of receiving the written statement is too late, adopt the following measures:	Deleted.

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

No.	The original articles	After revision (with marks)
212	Article 286 When the Bank dismisses or does not renew the engagement of an accounting firm; it shall give 15 days advance notice to the accounting firm. When voting on dismissal of an accounting firm at the shareholders' general meeting, such accounting firm shall be permitted to present its views at the shareholders' general meeting. Where an accounting firm tenders its resignation, it shall explain to the shareholders' general meeting whether there is any irregularity in the Bank. An accounting firm may resign its office by depositing at the Bank's registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain: (1) a statement to the effect that there are no circumstances related with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Bank; or (2) a statement about any circumstances that shall be disclosed. The Bank shall, within 14 days after receiving the aforesaid written notice, send a copy of the notice to the relevant regulatory authorities. If the notice contained a statement referred to in the above item (2), the Bank shall also deposit a copy of the said statement in the Bank for the shareholders' review. Unless otherwise stipulated by these Articles, the Bank shall send by prepaid mail a copy of the statement mentioned above to each shareholder of overseas-listed foreign shares, and the address of the recipient shall be that recorded in the register of shareholders; or during the above-mentioned period, publish such copy of the statement through the website of the stock exchange of the place where the Bank's shares are listed, or publish such copy of the statement in one (1) or more newspaper specified by such stock exchange website and by these Articles.	Article 230 When the Bank dismisses or does not renew the engagement of an accounting firm; it shall give 15 days' advance notice to the accounting firm. When voting on dismissal of an accounting firm at the shareholders' ~~general~~ meeting, such accounting firm shall be permitted to present its views at the shareholders' ~~general~~ meeting. Where an accounting firm tenders its resignation, it shall explain to the shareholders' ~~general~~ meeting whether there is any irregularity in the Bank. ~~An accounting firm may resign its office by depositing at the Bank's registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain:~~ ~~(1) a statement to the effect that there are no circumstances related with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Bank; or~~ ~~(2) a statement about any circumstances that shall be disclosed.~~ ~~The Bank shall, within 14 days after receiving the aforesaid written notice, send a copy of the notice to the relevant regulatory authorities. If the notice contained a statement referred to in the above item (2), the Bank shall also deposit a copy of the said statement in the Bank for the shareholders' review. Unless otherwise stipulated by these Articles, the Bank shall send by prepaid mail a copy of the statement mentioned above to each shareholder of overseas-listed foreign shares, and the address of the recipient shall be that recorded in the register of shareholders; or during the above-mentioned period, publish such copy of the statement through the website of the stock exchange of the place where the Bank's shares are listed, or publish such copy of the statement in one (1) or more newspaper specified by such stock exchange website and by these Articles.~~

No.	The original articles	After revision (with marks)
	If the accounting firm's notice of resignation contains any statement about circumstances which need to be accounted for in item (2), the accounting firm may request that the Board of Directors convene an extraordinary General Meeting for the purpose of receiving an explanation of the circumstances in connection with its resignation.	~~If the accounting firm's notice of resignation contains any statement about circumstances which need to be accounted for in item (2), the accounting firm may request that the Board of Directors convene an extraordinary General Meeting for the purpose of receiving an explanation of the circumstances in connection with its resignation.~~
213	Article 287 The notices stated in these Articles shall be given in one (1) or more of the following ways: …Even where the Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communications, subject to the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the Bank may choose to publish its communications by the means specified in item (5) of the first paragraph in the Article, to replace the means of sending written documents to each shareholder of overseas-listed foreign shares by hand or by prepaid mail. The said communications above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of shareholders' general meetings, circulars and other communications.	Article 231 The notices stated in these Articles shall be given in one (1) or more of the following ways: …Even where the Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communications, subject to the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the Bank may choose to publish its communications by the means specified in item (5) of the first paragraph in the Article, to replace the means of sending written documents to each shareholder of **H-shares** ~~overseas-listed foreign shares~~ by hand or by prepaid mail. The said communications above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of shareholders' ~~general~~ meetings, circulars and other communications.

No.	The original articles	After revision (with marks)
214	Article 288 Where a notice of the Bank is delivered by hand, the recipient shall acknowledge receipt by signing (or sealing) the delivery receipt, and the date on which the recipient signs the delivery receipt shall be the delivery date; where a notice of the Bank is sent by mail, the delivery date shall be 48 hours after such notice is delivered to the post office; where a notice of the Bank is sent out by fax or email or published on websites, the date of sending or publishing the notice shall be the delivery date; where a notice is given by way of announcement, the date on which the announcement is first published shall be the delivery date and such announcement shall be posted on the website of the stock exchange and on the media that meet the requirements stipulated by securities regulatory authorities of the jurisdiction in which the Bank's shares are listed. Where a notice is given by way of announcement, once the announcement is published, all persons concerned shall be deemed to have received the notice. Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provides otherwise, such provisions shall prevail. Notices, relevant documents and written declarations of the Bank to shareholders outside PRC shall be delivered by hand or prepaid mail to their registered address. The Bank may also deliver the notices, documents or written declarations by email or publish them on the Bank's website according to the requirements under the applicable laws and administrative regulations. The Bank may deliver such notices, documents or written declarations in Chinese or English versions according to the requirements under the applicable laws and administrative regulations.	Article 232 Where a notice of the Bank is delivered by hand, the recipient shall acknowledge receipt by signing (or sealing) the delivery receipt, and the date on which the recipient signs the delivery receipt shall be the delivery date; where a notice of the Bank is sent by mail, the delivery date shall be 48 hours after such notice is delivered to the post office; where a notice of the Bank is sent out by fax or email or published on websites, the date of sending or publishing the notice shall be the delivery date; where a notice is given by way of announcement, the date on which the announcement is first published shall be the delivery date and such announcement shall be posted on the website of the stock exchange**(s)** and on the media that meet the requirements stipulated by securities regulatory authorities of the jurisdiction in which the Bank's shares are listed. Where a notice is given by way of announcement, once the announcement is published, all persons concerned shall be deemed to have received the notice. Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provides otherwise, such provisions shall prevail. Notices, relevant documents ~~and,~~ written declarations **or corporate communication** of the Bank to shareholders outside PRC shall be delivered by hand or prepaid mail to their registered address. The Bank may also deliver the notices, documents ~~or,~~ written declarations **or corporate communication** by email or publish them on the Bank's website according to the requirements under the applicable laws ~~and,~~ administrative regulations **and regulatory provisions**. The Bank may deliver such notices, documents ~~or,~~ written declarations **or corporate communication** in Chinese or English versions according to the requirements under the applicable laws ~~and,~~ administrative regulations **and regulatory provisions**.

No.	The original articles	After revision (with marks)
215	Article 289 Where the listing rules of the securities regulatory authorities in the jurisdiction in which the Bank's shares are listed require that the Bank send, mail, distribute, release or announce, or provide by other means the Bank's relevant documents in both English and Chinese versions, if the Bank has made appropriate arrangements to determine whether its shareholders expect to receive the English or the Chinese version only, the Bank may (based on the preference expressed by shareholders) send the English or Chinese version only to relevant shareholders within the scope permitted by the applicable laws and regulations and in accordance with applicable laws and regulations.	Article 233 Where the listing rules of the securities regulatory authorities in the jurisdiction in which the Bank's shares are listed require that the Bank send, mail, distribute, release or announce, or provide by other means the Bank's relevant documents in both English and Chinese versions, if the Bank has made appropriate arrangements to determine whether its shareholders expect to receive the English or the Chinese version only, the Bank may (based on the preference expressed by shareholders) send the English or Chinese version only to relevant shareholders within the scope permitted by the applicable laws ~~and,~~ regulations **and regulatory provisions** and in accordance with applicable laws ~~and,~~ regulations **and regulatory provisions**.
216	Newly added	**Article 237 If the consideration to be paid by the Bank for the merger does not exceed 10% of the Bank's net assets, approval by a resolution of the shareholders' meeting is not required.** **If the Bank conducts a merger in accordance with the preceding paragraph without approval by a resolution of the shareholders' meeting, such merger shall be subject to a resolution of the Board of Directors**.
217	Article 293 For a merger or division of the Bank, the Board of Directors shall put forward a proposal, and the formalities for approval shall be handled in accordance with the law after the proposal has complied with the procedures specified in these Articles. The shareholders who oppose the Bank's merger or division plans have the right to ask the Bank or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The contents of the resolution on the merger or division of the Bank shall be made into special document, which shall be available for inspection by shareholders. Except as otherwise provided for by the securities regulatory authorities located at the jurisdiction in which the Bank's shares are listed, the aforementioned documents shall be served by mail to the shareholders of overseas-listed foreign shares.	Deleted.

No.	The original articles	After revision (with marks)
218	Article 294 For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within 10 days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement in 30 days in the newspapers designated by the Bank for publishing announcements. The creditors shall within 30 days of the day on which a notice is received, and, in the case where no notice is received, within 45 days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.	Article 238 For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within 10 days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement in 30 days in the newspapers designated by the Bank **or on the National Enterprise Credit Information Publicity System** ~~for publishing announcements~~. The creditors shall within 30 days of the day on which a notice is received, and, in the case where no notice is received, within 45 days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.
219	Article 296 Where the Bank proceeds into a division, its assets shall be divided accordingly. Where there is a division of the Bank, the parties to the division shall prepare a balance sheet and assets list. The Bank shall inform the creditors within 10 days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement within 30 days in the newspaper designated by the Bank for publishing announcements.	Article 240 Where the Bank proceeds into a division, its assets shall be divided accordingly. Where there is a division of the Bank, the parties to the division shall prepare a balance sheet and assets list. The Bank shall inform the creditors within 10 days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement within 30 days in the newspaper designated by the Bank **or on the National Enterprise Credit Information Publicity System** ~~for publishing announcements~~.

No.	The original articles	After revision (with marks)
220	Article 299 The Bank shall prepare a balance sheet and a list of assets when it intends to reduce its registered capital. The Bank shall notify the creditors within 10 days of adopting the resolution to reduce its registered capital and shall publish an announcement of the resolution in the newspaper designated by the Bank within 30 days. Creditors shall, within 30 days of receiving a written notice or within 45 days since the day of the announcement for those who have not received a written notice, be entitled to require the Bank to pay its debts or to provide a corresponding guarantee for repayment. The registered capital of the Bank after reduction shall not be less than the statutory minimum.	Article 243 The Bank ~~shall~~**will** prepare a balance sheet and a list of assets when it ~~intends to~~ reduce**s** its registered capital. The Bank shall notify the creditors within 10 days of adopting the resolution **at the shareholders' meeting** to reduce its registered capital and shall publish an announcement of the resolution in the newspaper designated by the Bank **or on the National Enterprise Credit Information Publicity System** within 30 days. Creditors shall, within 30 days of receiving a written notice or within 45 days since the day of the announcement for those who have not received a written notice, be entitled to require the Bank to pay its debts or to provide a corresponding guarantee for repayment. **When the Bank reduces its registered capital, it shall reduce the amount of capital contributions or shares in proportion to the shares held by the shareholder, unless otherwise provided by law or these Articles.**~~The registered capital of the Bank after reduction shall not be less than the statutory minimum.~~

No.	The original articles	After revision (with marks)
221	Newly added	**Article 244 Where the Bank still incurs losses after making up its losses in accordance with these Articles, relevant laws, administrative regulations, departmental rules, regulatory documents and regulatory provisions, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Bank shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to pay capital contribution or subscription funds.** **The provisions of the Paragraph 2 of Article 243 of these Articles shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. The Bank shall make an announcement in the newspaper designated by the Bank or on the National Enterprise Credit Information Publicity System within 30 days from the date of the resolution on the reduction of its registered capital at the shareholders' meeting.** **After reducing its registered capital in accordance with the provisions of the preceding two paragraphs, the Bank shall not distribute profits until the cumulative amount of its statutory reserve and discretionary reserve reaches 50% of its registered capital.**
222	Newly added	**Article 245 If the registered capital is reduced in violation of the Company Law and other relevant provisions, shareholders shall return the funds received, and the obligations of shareholders to make capital contributions shall be restored if such obligations are reduced or waived; if the Bank incurs losses as a result, the shareholders and the responsible directors and members of senior management shall be liable for compensation.**
223	Newly added	**Article 246 Where the Bank issues new shares to increase its registered capital, shareholders shall not have preemptive rights to subscribe for the new shares unless these Articles provide otherwise or the shareholders' meeting resolves that shareholders shall have such preemptive rights.**

No.	The original articles	After revision (with marks)
224	Article 301 In any of the following circumstances, the Bank may be dissolved in accordance with the law: (1) if the shareholders' general meeting resolves to do so; (2) if a dissolution is necessary as a result of a merger or division of the Bank; (3) if the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled in accordance with the law; (4) where the operation and management of the Bank falls into serious difficulties and its continued existence would cause heavy losses to shareholders, the shareholders holding more than 10% of the total voting rights of the Bank may apply to the people's court to dissolve the Bank if there are no other solutions. The dissolution of the Bank shall be subject to the approval of the banking regulatory authorities of the State Council.	Article 248 In any of the following circumstances, the Bank may be dissolved in accordance with the law: **(1) the term of operation specified in these Articles has expired or other causes for dissolution specified in these Articles arise;** (**2**~~1~~) if the shareholders' ~~general~~ meeting resolves to do so; (**3**~~2~~) if a dissolution is necessary as a result of a merger or division of the Bank; (**4**~~3~~) if the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled in accordance with the law; (**5**~~4~~) where the operation and management of the Bank falls into serious difficulties and its continued existence would cause heavy losses to shareholders, ~~the shareholders holding more than 10% of the total voting rights of the Bank~~ **the Requesting Shareholders** may apply to the people's court to dissolve the Bank if there are no other solutions. **If the Bank has the ground for dissolution as stipulated in the preceding paragraph, it shall publicly announce the ground for dissolution through the National Enterprise Credit Information Publicity System within 10 days.** The dissolution of the Bank shall be subject to the approval of the banking regulatory authorities of the State Council.
225	Newly added	**Article 249 Under the circumstances set out in items (1) and (2) of Article 248 of these Articles, and the property has not been distributed to shareholders, the Bank may continue to exist through amendment of these Articles or by resolution of the shareholders' meeting.** **Amendments to these Articles or resolutions of the shareholders' meeting pursuant to the preceding paragraph shall be approved by more than two-thirds of the votes held by the shareholders present at the shareholders' meeting.**

No.	The original articles	After revision (with marks)
226	Article 302 Where the Bank is dissolved pursuant to items (1), (3), or (4) of Article 301 of these Articles, a liquidation committee shall be established to begin liquidation within 15 days from the date of occurrence of grounds for dissolution. The members of the liquidation committee shall be determined by the directors or the shareholders' general meeting. Where a liquidation committee is not established as scheduled, the creditors may apply to the people's court to appoint relevant persons to form a liquidation committee to carry out liquidation.	Article 250 Where the Bank is dissolved pursuant to items (1), (**2**~~3~~), ~~or~~ (4) **or (5)** of Article ~~301~~ **248** of these Articles, **it shall be liquidated. The directors shall be the liquidation obligors of the Bank, and** a liquidation committee shall be established to ~~begin liquidation~~ **carry on liquidation** within 15 days from the date of occurrence of grounds for dissolution. **The liquidation committee shall be composed of directors, except where otherwise provided in these Articles or appointed by a resolution of the shareholders' meeting. The liquidation obligor shall bear the liability for damages suffered by the Bank or creditors due to his/her failure to perform the obligations of liquidation in a timely manner.** ~~The members of the liquidation committee shall be determined by the directors or the shareholders' general meeting. Where a liquidation committee is not established as scheduled, the creditors may apply to the people's court to appoint relevant persons to form a liquidation committee to carry out liquidation.~~
227	Article 303 If the Board of Directors decides that the Bank shall be liquidated (except for liquidation resulting from the Bank's declaration of bankruptcy), it shall state in the notice of shareholders' general meeting convened for such purpose that the Board of Directors has conducted a comprehensive investigation into the situation of the Bank and believes that the Bank is able to pay off all its debts within 12 months following the commencement of the liquidation. After the shareholders' general meeting adopts a resolution in favor of the liquidation, and after the liquidation committee is established, the functions and powers of the Board of Directors shall be terminated immediately. The liquidation committee shall follow the instructions of the shareholders' general meetings and shall report to the shareholders' general meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Bank and the progress of the liquidation, and shall make a final report to the shareholders' general meeting at the end of the liquidation.	Deleted.

No.	The original articles	After revision (with marks)
228	Article 304 The liquidation committee shall exercise the following functions and powers during the period of liquidation: (1) to liquidate the assets of the Bank and prepare a balance sheet and assets list respectively; (2) to inform creditors by notices or public announcements; (3) to deal with any unsettled business of the Bank that relates to the liquidation; (4) to pay off any outstanding taxes and any taxes arising in the course of liquidation; (5) to clear up claims and debts; (6) to handle the Bank's remaining assets after paying off all debts; (7) to participate in civil litigation on behalf of the Bank.	Article 251 The liquidation committee shall exercise the following functions and powers during the period of liquidation: (1) to liquidate the assets of the Bank and prepare a balance sheet and assets list respectively; (2) to inform creditors by notices or public announcements; (3) to deal with any unsettled business of the Bank that relates to the liquidation; (4) to pay off any outstanding taxes and any taxes arising in the course of liquidation; (5) to clear up claims and debts; (6) to **allocate** ~~handle~~ the Bank's remaining assets after paying off all debts; (7) to participate in civil litigation on behalf of the Bank.
229	Article 305 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment, and shall publish an announcement within 60 days, in the newspaper designated by the Bank for publishing announcements. The creditors shall make their claims to the liquidation committee within 30 days from the date of receipt of the notice or, within forty-five 45 days from the date of the first public announcement for those who have not received the notice. When making a claim, creditors shall explain the matters related to their claim and provide relevant evidence of such claims. Claims shall be registered by the liquidation committee. The liquidation committee shall not settle any debt with any creditors during the period allowed for creditors to make a claim.	Article 252 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment, and shall publish an announcement within 60 days, in the newspaper designated by the Bank **or on the National Enterprise Credit Information Publicity System** ~~for publishing announcements~~. The creditors shall make their claims to the liquidation committee within 30 days from the date of receipt of the notice or, within forty-five (45) days from the date of the first public announcement for those who have not received the notice. When making a claim, creditors shall explain the matters related to their claim and provide relevant evidence of such claims. Claims shall be registered by the liquidation committee. The liquidation committee shall not settle any debt with any creditors during the period allowed for creditors to make a claim.

No.	The original articles	After revision (with marks)
230	Article 306 After the liquidation of the Bank's assets by the liquidation committee and the preparation of a balance sheet and assets list, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' general meeting or to the competent authorities for confirmation. The remaining assets of the Bank, after payment of liquidation expenses, salaries due to employees, social insurance expenses and statutory compensation, the principal and interest of individual deposits and taxes due and settlement of other debts, shall be distributed by the Bank to shareholders on a pro rata basis based on their shareholdings. During the liquidation, the Bank shall continue to exist but shall not carry on any business activities which do not relate to the liquidation. The Bank's assets shall not be distributed to the shareholders until liabilities are settled pursuant to the preceding paragraph.	Article 253 After the liquidation of the Bank's ~~assets~~ **properties** by the liquidation committee and the preparation of a balance sheet and assets list, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' ~~general~~ meeting or to the ~~competent authorities~~ **people's court** for confirmation. The remaining assets of the Bank, after payment of liquidation expenses, salaries due to employees, social insurance expenses and statutory compensation, the principal and interest of individual deposits and taxes due and settlement of other debts, shall be distributed by the Bank to shareholders on a pro rata basis based on their shareholdings. During the liquidation, the Bank shall continue to exist but shall not carry on any business activities which do not relate to the liquidation. The Bank's assets shall not be distributed to the shareholders until liabilities are settled pursuant to the preceding paragraph.
231	Article 307 The Bank's assets shall be liquidated in the following order after paying off debts: (1) to pay the liquidation costs; (2) to pay employees' salaries, social insurance and statutory compensation; (3) to pay the principal and legal interest of personal savings deposits; (4) to pay all outstanding taxes; (5) to settle the Bank's other debts. The Bank's assets shall not be distributed to shareholders before it is used for settlement of debts in accordance with the provisions of the preceding paragraph. The Bank's remaining assets after settlement of debts in accordance with the provisions of the preceding paragraph shall be distributed to shareholders in proportion to their shareholdings according to the class of shares and their shareholding ratio.	Article 254 The Bank's assets shall be liquidated in the following order after paying off debts: (1) to pay the liquidation costs; (2) to pay employees' salaries, social insurance and statutory compensation; (3) to pay the principal and legal interest of personal savings deposits; (4) to pay all outstanding taxes; (5) to settle the Bank's other debts. The Bank's assets shall not be distributed to shareholders before it is used for settlement of debts in accordance with the provisions of the preceding paragraph. The Bank's remaining assets after settlement of debts in accordance with the provisions of the preceding paragraph shall be distributed to shareholders in proportion to their shareholdings according to the class of shares and their shareholding ratio.

No.	The original articles	After revision (with marks)
232	Article 308 During the liquidation of the Bank's assets by the liquidation committee, and after preparing a balance sheet and assets list, if the liquidation committee finds the assets of the Bank to be insufficient for the settlement of its debts, the liquidation committee shall apply to the people's court for a declaration of bankruptcy. After a ruling is made by the people's court that the Bank be declared bankrupt, the liquidation committee shall hand over its liquidation work to the people's court.	Article 255 During the liquidation of the Bank's ~~assets~~**properties** by the liquidation committee, and after preparing a balance sheet and assets list, if the liquidation committee finds the assets of the Bank to be insufficient for the settlement of its debts, the liquidation committee shall apply to the people's court for ~~a declaration of~~ bankruptcy **and liquidation**. After ~~a ruling is made by~~ the people's court **accepts the** ~~that the Bank be declared bankrupt~~ **bankruptcy application**, the liquidation committee shall hand over its liquidation work to **the bankruptcy administrator designated by** the people's court.
233	Article 309 Following the completion of liquidation, the liquidation committee shall prepare a liquidation report, income and expenditure statement and financial books of accounts in respect of the liquidation period, and, upon verification by a PRC certified public accountant, submit the same to the shareholders' general meeting or the relevant regulatory authorities for confirmation. Within 30 days from the date of confirmation from the shareholders' general meeting or the relevant regulatory authorities, the liquidation committee shall submit the documents mentioned above to the company registration authority, apply for cancellation of the Bank's registration and make an announcement of the closure of the Bank.	Article 256 Following the completion of liquidation, the liquidation committee shall prepare a liquidation report, ~~income and expenditure statement and financial books of accounts in respect of the liquidation period, and, upon verification by a PRC certified public accountant,~~ submit the same to the shareholders' ~~general~~ meeting or the **people's court** ~~relevant regulatory authorities~~ for confirmation**, and file the same with the company registration authority to apply for deregistration**. ~~Within 30 days from the date of confirmation from the shareholders' general meeting or the relevant regulatory authorities, the liquidation committee shall submit the documents mentioned above to the company registration authority, apply for cancellation of the Bank's registration and make an announcement of the closure of the Bank.~~
234	Article 310 Members of the liquidation committee shall faithfully perform their duties and perform the liquidation obligations in accordance with the law, and they shall not accept any bribes or other illegal income by abusing their authority and shall not misappropriate the assets of the Bank. Members of the liquidation committee shall be liable for damages and losses if the Bank or creditors incur losses as a result of the deliberate or gross negligence of the members of the liquidation committee.	Article 257 Members of the liquidation committee shall ~~faithfully~~ perform their duties **in the liquidation and shall have the obligations of loyalty and diligence** ~~and perform the liquidation obligations in accordance with the law, and they shall not accept any bribes or other illegal income by abusing their authority and shall not misappropriate the assets of the Bank~~. **Any member of the liquidation committee who neglects their liquidation duties and causes losses to the Bank shall be liable for compensation; such member** ~~Members of the liquidation committee~~ shall be liable for damages and losses if the ~~Bank or~~ creditors incur losses as a result of the deliberate or gross negligence of the members of the liquidation committee.

No.	The original articles	After revision (with marks)
235	Article 312 The Bank may amend these Articles in accordance with the laws, administrative regulations and the provisions of these Articles. The Bank shall amend these Articles if any of the following circumstances occur: (1) If, after the Company Law, Commercial Banking Law or other relevant laws and regulations are amended, any term contained in the Articles becomes inconsistent with the provisions of the amended laws and administrative regulations; (2) If a change in the Bank's circumstances results in inconsistency with certain terms specified in these Articles; or (3) If the shareholders' general meeting adopts a resolution to amend these Articles.	Article 259 The Bank may amend these Articles in accordance with the laws, administrative regulations and the provisions of these Articles. The Bank shall amend these Articles if any of the following circumstances occur: (1) If, after the Company Law, Commercial Banking Law or other relevant laws and regulations are amended, any term contained in the Articles becomes inconsistent with the provisions of the amended laws and administrative regulations; (2) If a change in the Bank's circumstances results in inconsistency with certain terms specified in these Articles; or (3) If the shareholders' ~~general~~ meeting adopts a resolution to amend these Articles.
236	Article 313 Any amendments to be made to these Articles pursuant to a resolution of the shareholders' general meeting shall be subject to the approval of the relevant regulatory authorities, and shall become effective under obtaining the approval of such authorities; if registration matters are involved, the Bank shall apply for registration of the changes in accordance with the laws.	Article 260 Any amendments to be made to these Articles pursuant to a resolution of the shareholders' ~~general~~ meeting shall be subject to the approval of the relevant regulatory authorities, and shall become effective under obtaining the approval of such authorities; if registration matters are involved, the Bank shall apply for registration of the changes in accordance with the laws.
237	Article 314 The Board of Directors shall amend these Articles of the Bank according to the resolutions on amending these Articles passed at a shareholders' general meeting and the approval opinions of the relevant regulatory authorities.	Article 261 The Board of Directors shall amend these Articles of the Bank according to the resolutions on amending these Articles passed at a shareholders' ~~general~~ meeting and the approval opinions of the relevant regulatory authorities.
238	Newly added	Article 262 **If any amendment to these Articles contains information required to be disclosed by laws and regulations, an announcement shall be made pursuant to the provisions.**

No.	The original articles	After revision (with marks)
239	Article 319 Preference shareholders of the Bank shall enjoy the following rights: (1) to receive distribution of dividends in priority to ordinary shareholders; (2) to receive distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders; (3) upon the occurrence of the circumstances provided in Article 312, to attend and vote at shareholders' general meetings; (4) upon the occurrence of the circumstances provided in Article 313, to have its voting rights restored in accordance with the requirements of that Article; (5) to make proposals or inquiries in relation to the business operations and activities of the Bank; (6) to inspect the Bank's Articles, register of shareholders, record of bondholders, minutes of shareholders' general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors and financial reports; (7) other rights conferred to preference shareholders by laws, regulations, department rules and these Articles.	Article 267 Preference shareholders of the Bank shall enjoy the following rights: (1) to receive distribution of dividends in priority to ordinary shareholders; (2) to receive distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders; (3) upon the occurrence of the circumstances provided in Article ~~312~~**269**, to attend and vote at shareholders' ~~general~~ meetings; (4) upon the occurrence of the circumstances provided in Article ~~313~~**270** to have its voting rights restored in accordance with the requirements of that Article; (5) to make proposals or inquiries in relation to the business operations and activities of the Bank; (6) to inspect the Bank's Articles, register of shareholders, record of bondholders, minutes of shareholders' ~~general~~ meetings, resolutions of meetings of the Board of Directors~~, resolutions of meetings of the Board of Supervisors~~ and financial reports; (7) other rights conferred to preference shareholders by laws, regulations, department rules and these Articles.

No.	The original articles	After revision (with marks)
240	Article 320 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following: (1) a request to convene an extraordinary general meeting; (2) convening and presiding over a shareholders' general meeting; (3) submitting of a proposal or an interim proposal to a shareholders' general meeting; (4) nomination of the directors and supervisors who are not staff representatives of the Bank; (5) identifying controlling shareholder(s) according to the relevant provisions of these Articles; (6) identifying person(s) restricted from serving as independent directors of the Bank according to the relevant provisions of these Articles; (7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding five percent (5%) or more of the shares of the Bank in accordance with the Securities Law and relevant regulations; (8) other circumstances provided under laws, regulations, departmental rules and these Articles.	Article 268 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following: (1) a request to convene an extraordinary **shareholders'** ~~general~~ meeting; (2) convening and presiding over a shareholders' ~~general~~ meeting; (3) submitting of a proposal or an interim proposal to a shareholders' ~~general~~ meeting; (4) nomination of the directors ~~and supervisors~~ who are not staff representatives of the Bank; (5) identifying controlling shareholder(s) according to the relevant provisions of these Articles; (6) identifying person(s) restricted from serving as independent directors of the Bank according to the relevant provisions of these Articles; (7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding five percent (5%) or more of the shares of the Bank in accordance with the Securities Law and relevant regulations; (8) other circumstances provided under laws, regulations, departmental rules and these Articles.

No.	The original articles	After revision (with marks)
241	Article 321 The preference shareholders are not entitled to attend any shareholders' general meeting of the Bank nor do the preference shares carry voting rights in any shareholders' general meeting other than in the following circumstances: (1) amendments to these Articles that relate to preference shares; (2) reduction of the registered capital of the Bank by more than ten percent (10%) on a single or aggregate basis; (3) merger, division, dissolution or change of corporate form of the Bank; (4) issuance of preference shares by the Bank; (5) other circumstances specified in laws, regulations, departmental rules and these Articles. On the occurrence of any of the above matters, the Bank shall notify preference shareholders of the shareholders' general meeting and follow the notice procedures to ordinary shareholders as provided under these Articles. The preference shareholders are entitled to vote at a separate class meeting with respect to the above matters and each preference share shall have one vote, but preference shares held by the Bank do not entitle the Bank to vote. Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including preference shareholders with restored voting rights) and by more than two thirds of the votes held by preference shareholders present at the meeting (excluding preference shareholders with restored voting rights).	Article 269 The preference shareholders are not entitled to attend any shareholders' ~~general~~ meeting of the Bank nor do the preference shares carry voting rights in any shareholders' ~~general~~ meeting other than in the following circumstances: (1) amendments to these Articles that relate to preference shares; (2) reduction of the registered capital of the Bank by more than ten percent (10%) on a single or aggregate basis; (3) merger, division, dissolution or change of corporate form of the Bank; (4) issuance of preference shares by the Bank; (5) other circumstances specified in laws, regulations, departmental rules and these Articles. On the occurrence of any of the above matters, the Bank shall notify preference shareholders of the shareholders' ~~general~~ meeting and follow the notice procedures to ordinary shareholders as provided under these Articles. The preference shareholders are entitled to vote at a separate class meeting with respect to the above matters and each preference share shall have one vote, but preference shares held by the Bank do not entitle the Bank to vote. Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including preference shareholders with restored voting rights) and by more than two thirds of the votes held by preference shareholders present at the meeting (excluding preference shareholders with restored voting rights).

No.	The original articles	After revision (with marks)
242	Article 322 In the event that the Bank fails to pay the prescribed dividend to the preference shareholders for three financial years in aggregate or two consecutive financial years, the preference shareholders will have the right to attend and vote at the shareholders' general meetings as if they are ordinary shareholders from the day immediately after the shareholders' general meeting resolves that the Bank will not pay the prescribed dividend for the current dividend period. The voting rights of the preference shareholders will remain restored until the Bank pays the current period dividend in full. The formula for calculating the voting rights of the offshore preference shares with restored voting rights is as follows: Q = V/P × conversion exchange rate, with any fractional restored voting right rounded down to the nearest whole number. Where: "Q" denotes the H share voting rights restored from the offshore preference shares held by each offshore preference shareholder; "V" denotes the aggregate value of the offshore preference shares with restored voting rights held by each offshore preference shareholder; "P" denotes the conversion price, and the initial conversion price is decided by the issuance plan for offshore preference shares passed by shareholders' general meeting and denominated in Hong Kong dollars (which shall be converted with reference to the central parity rate of RMB against Hong Kong dollars used by the interbank foreign exchange market as published by the China Foreign Exchange Trade System on the trading day prior to the announcement date of the Board of Directors resolution on the issuance plan for offshore preference shares (rounded up to the nearest 2 decimal places)); and the "conversion exchange rate" refers to the cross rate between Hong Kong dollars and the currency in which the offshore preference shares are denominated based on the RMB central parity rate published by the China Foreign Exchange Trading System on the trading date preceding the date of the announcement of the passing of the Board of Directors' resolution in respect of the issuance plan for offshore preference shares.	Article 270 In the event that the Bank fails to pay the prescribed dividend to the preference shareholders for three financial years in aggregate or two consecutive financial years, the preference shareholders will have the right to attend and vote at the shareholders' ~~general~~ meetings as if they are ordinary shareholders from the day immediately after the shareholders' ~~general~~ meeting resolves that the Bank will not pay the prescribed dividend for the current dividend period. The voting rights of the preference shareholders will remain restored until the Bank pays the current period dividend in full. The formula for calculating the voting rights of the offshore preference shares with restored voting rights is as follows: Q = V/P × conversion exchange rate, with any fractional restored voting right rounded down to the nearest whole number. Where: "Q" denotes the H share voting rights restored from the offshore preference shares held by each offshore preference shareholder; "V" denotes the aggregate value of the offshore preference shares with restored voting rights held by each offshore preference shareholder; "P" denotes the conversion price, and the initial conversion price is decided by the issuance plan for offshore preference shares passed by shareholders' ~~general~~ meeting and denominated in Hong Kong dollars (which shall be converted with reference to the central parity rate of RMB against Hong Kong dollars used by the interbank foreign exchange market as published by the China Foreign Exchange Trade System on the trading day prior to the announcement date of the Board of Directors resolution on the issuance plan for offshore preference shares (rounded up to the nearest 2 decimal places)); and the "conversion exchange rate" refers to the cross rate between Hong Kong dollars and the currency in which the offshore preference shares are denominated based on the RMB central parity rate published by the China Foreign Exchange Trading System on the trading date preceding the date of the announcement of the passing of the Board of Directors' resolution in respect of the issuance plan for offshore preference shares.

No.	The original articles	After revision (with marks)
243	Article 323 … In the event of liquidation of the Bank as a result of dissolution, bankruptcy or other reasons, the remaining assets of the Bank after liquidation in accordance with laws, regulations, departmental rules and paragraph (1) to (5) under Article 298 of these Articles shall be distributed first to the preference shareholders. Preference shareholders will be entitled to an amount equal to the aggregate value of the preference shares then issued and outstanding plus any declared but unpaid dividends for the current period. If there are insufficient remaining assets, the distribution will be made ratably according to the aggregate value of the preference shares held by each offshore preference shareholder as a proportion of the aggregate value of all preference shares of the Bank.	Article 271 … In the event of liquidation of the Bank as a result of dissolution, bankruptcy or other reasons, the remaining assets of the Bank after liquidation in accordance with laws, regulations, departmental rules and paragraph (1) to (5) under Article ~~98~~**254** of these Articles shall be distributed first to the preference shareholders. Preference shareholders will be entitled to an amount equal to the aggregate value of the preference shares then issued and outstanding plus any declared but unpaid dividends for the current period. If there are insufficient remaining assets, the distribution will be made ratably according to the aggregate value of the preference shares held by each offshore preference shareholder as a proportion of the aggregate value of all preference shares of the Bank.

No.	The original articles	After revision (with marks)
244	Article 324 The Bank shall abide by the following rules for dispute resolution: (1) If any disputes or claims in relation to the Bank's business, with respect to any rights or obligations under these Articles, Company Law or any other relevant laws and administrative regulations, arise between shareholders of overseas-listed shares and the Bank, between shareholders of overseas-listed shares and the Bank's directors, supervisors or members of senior management of the Bank, or between shareholders of overseas-listed foreign shares and other shareholders, the parties concerned shall submit such disputes or claims to arbitration. (2) When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank's shareholders, directors, supervisors or members of senior management of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration. (3) Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration. (4) An applicant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.	Article 272 The Bank shall abide by the following rules for dispute resolution: (1) If any disputes or claims in relation to the Bank's business, with respect to any rights or obligations under these Articles, Company Law or any other relevant laws and administrative regulations, arise between shareholders of ~~overseas-listed shares~~ **H-shares** and the Bank, between shareholders of ~~overseas-listed shares~~ **H-shares** and the Bank's directors~~,~~ ~~supervisors~~ or members of senior management of the Bank, or between shareholders of ~~overseas-listed shares~~ **H-shares** and other shareholders, the parties concerned shall submit such disputes or claims to arbitration. (2) When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank's shareholders, directors~~,~~ ~~supervisors~~ or members of senior management of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration. (3) Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration. (4) An applicant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.

No.	The original articles	After revision (with marks)
	(5) If an applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.	(5) If an applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.
	(6) Unless otherwise provided by the laws, administrative regulations, departmental rules or regulatory documents, the laws of the PRC shall apply to the settlement of any disputes or claims that are resolved by arbitration pursuant to item (1) above.	(6) Unless otherwise provided by the laws, administrative regulations, departmental rules or regulatory documents, the laws of the PRC shall apply to the settlement of any disputes or claims that are resolved by arbitration pursuant to item (1) above.
	(7) The award of the arbitration institution shall be final and binding on all parties.	(7) The award of the arbitration institution shall be final and binding on all parties.

No.	The original articles	After revision (with marks)
245	Article 325 Interpretation (1) The "controlling shareholder(s)" herein shall refer to the person(s) satisfying any of the following conditions: (i) the person may elect more than half of the directors when acting alone or in concert with others; (ii) the person may exercise or control the exercise of more than 30% of the total voting shares of the Bank when acting alone or in concert with others; (iii) the person holds more than 30% of the total voting shares of the Bank when acting alone or in concert with others; (iv) the person may *de facto* control the Bank in any other manner when acting alone or in concert with others. The term "acting in concert" herein means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation). (2) "*De facto controller*" means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.	Article 273 Interpretation (1) The "controlling shareholder(s)"**, when the Company Law and relevant laws and regulations in Chinese Mainland are applicable, refers to a shareholder whose shares account for more than 50% of the total share capital of the Bank; or a shareholder whose shareholding ratio does not exceed 50% but whose voting rights are sufficient to have a significant impact on the resolutions of the shareholders' meeting.** ~~herein shall refer to the person(s) satisfying any of the following conditions:~~ ~~(i) the person may elect more than half of the directors when acting alone or in concert with others;~~ ~~(ii) the person may exercise or control the exercise of more than 30% of the total voting shares of the Bank when acting alone or in concert with others;~~ ~~(iii) the person holds more than 30% of the total voting shares of the Bank when acting alone or in concert with others;~~ ~~(iv) the person may *de facto* control the Bank in any other manner when acting alone or in concert with others.~~ ~~The term "acting in concert" herein means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).~~

No.	The original articles	After revision (with marks)
	(3) "Related relation" means the relation between the controlling shareholder, actual controller, directors, supervisors, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as related relation merely because they are both controlled by the State. (4) "Substantial shareholders" herein means the shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or hold less than 5% of total capital or total number of shares of the Bank but have a significant impact upon the operations and management of the Bank. The term "significant impact" in the preceding paragraph shall include, but not limited to, the nomination of directors, supervisors or senior management to the Bank, affection of the Bank's financial, operation and management decisions through agreements or other means, and other circumstances identified by the banking regulatory authority of the State Council or its local offices. (5) "Cumulative voting system" means that when electing directors or supervisors at a general meeting, each ordinary share (including preference shares with restored voting rights) shall have the same number of votes as the number of directors or supervisors to be elected, and the voting rights owned by the shareholders may be used cumulatively. The Board shall make an announcement to the shareholders concerning the biographies and general information of the candidates for directors and supervisors. (6) The "total voting shares" in these Articles shall only include the total number of ordinary shares and preference shares with the restored voting rights.	(2) "*De facto controller*"**, when the Company Law and relevant laws and regulations in Chinese Mainland are applicable,** means a **natural person, legal person or other organization which, through an investment relationship, agreement or other arrangement, is able to practically dominate the Company's behavior**~~, person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements~~. (3) "Related relation" means the relation between the controlling shareholder, actual controller, directors, ~~supervisors,~~ senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as related relation merely because they are both controlled by the State. (4) "Substantial shareholders" herein means the shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or hold less than 5% of total capital or total number of shares of the Bank but have a significant impact upon the operations and management of the Bank. The term "significant impact" in the preceding paragraph shall include, but not limited to, the nomination of directors~~, supervisors~~ or senior management to the Bank, affection of the Bank's financial, operation and management decisions through agreements or other means, and other circumstances identified by the banking regulatory authority of the State Council or its local offices.

No.	The original articles	After revision (with marks)
	(7) Unless otherwise specified herein, "share(s)", "share certificate(s)" and "H share(s)" in Chapters 3 to 14, Chapter 16 of these Articles shall refer to ordinary share(s), ordinary share certificate(s) and ordinary H share(s), and "shareholder(s)" shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in Chapter 15 of these Articles. (8) The "corporate governance mechanism fails" in these Articles shall include, but not limited to: the failure of the Board to be constituted for more than one consecutive year; the failure of the Board to make effective resolutions due to prolonged conflicts among the directors of the Bank and the failure of the Board to resolve the matter through a general meeting; the failure of the Bank to convene a general meeting for more than one consecutive year; the failure to reach the percentage of votes required by the law or these Articles in voting at the general meeting and the failure to pass effective resolutions at the general meeting for more than one consecutive year; the failure to approve a proposal for capital increase required by insufficient capital adequacy or solvency; the failure of the existing corporate governance mechanism of the Bank to function properly resulting in serious difficulties in the operation and management of the Bank; and other circumstances as determined by the regulatory authorities. (9) "Physical meetings" in these Articles refers to meetings held on-site or by means of video or voice call that can ensure instant communication and discussion among the participants. (10) "Circulating written resolutions" in these Articles refers to a meeting method in which resolutions are made on proposal by separately serving it for consideration or by circulating it for consideration.	(5) "Cumulative voting system" means that when electing directors ~~or supervisors~~ at a **shareholders'** ~~general~~ meeting, each ordinary share (including preference shares with restored voting rights) shall have the same number of votes as the number of directors ~~or supervisors~~ to be elected, and the voting rights owned by the shareholders may be used cumulatively. The Board shall make an announcement to the shareholders concerning the biographies and general information of the candidates for directors ~~and supervisors~~. (6) The "total voting shares" in these Articles shall only include the total number of ordinary shares and preference shares with the restored voting rights. (7) Unless otherwise specified herein, "share(s)", "share certificate(s)" and "H share(s)" in Chapters 3 to 1**2**4, Chapter 1**4**~~6~~ of these Articles shall refer to ordinary share(s), ordinary share certificate(s) and ordinary H share(s), and "shareholder(s)" shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in Chapter 1**3**~~5~~ of these Articles. (8) The "corporate governance mechanism fails" in these Articles shall include, but not limited to: the failure of the Board to be constituted for more than one consecutive year; the failure of the Board to make effective resolutions due to prolonged conflicts among the directors of the Bank and the failure of the Board to resolve the matter through a **shareholders'** ~~general~~ meeting; the failure of the Bank to convene a **shareholders'** ~~general~~ meeting for more than one consecutive year; the failure to reach the percentage of votes required by the law or these Articles in voting at the **shareholders'** ~~general~~ meeting and the failure to pass effective resolutions at the **shareholders'** ~~general~~ meeting for more than one consecutive year; the failure to approve a proposal for capital increase required by insufficient capital adequacy or solvency; the failure of the existing corporate governance mechanism of the Bank to function properly resulting in serious difficulties in the operation and management of the Bank; and other circumstances as determined by the regulatory authorities.

No.	The original articles	After revision (with marks)
		(9) "Physical meetings" in these Articles refers to meetings held on-site or by means of video or voice call that can ensure instant communication and discussion among the participants. **(10) "Class Shares" in these Articles refers to the following shares with rights different from those of the ordinary shares:** **1. shares with priority or inferior rights to profits or remaining property in distribution;** **2. shares with voting rights per share greater than or less than ordinary shares;** **3. shares whose transfer is subject to the Bank's approval or with other transfer restrictions;** **4. other class shares as prescribed by the State Council.** (1**1**) "Circulating written resolutions" in these Articles refers to a meeting method in which resolutions are made on proposal by separately serving it for consideration or by circulating it for consideration.
246	Article 327 Unless otherwise specified herein, references to "above", "within" and "at least" shall include the actual given figures, while references to "beyond", "exceed", "less than" and "under" shall exclude such actual given figures.	Article 275 Unless otherwise specified herein, references to "above", "within" and "at least" shall include the actual given figures, while references to "beyond", "exceed", "less than" and "under" shall exclude such actual given figures.
247	Article 329 After consideration and approval by the shareholders' general meeting and approval by the banking regulatory authority of the State Council, these Articles shall become effective from the date of listing of the domestically-listed shares publicly offered by the Bank on a stock exchange.	Article 277 **These Articles shall become effective from the date of the** ~~After~~ consideration and approval by the shareholders'~~ general~~ meeting and approval by the banking regulatory authority of the State Council~~, these Articles shall become effective from the date of listing of the domestically-listed shares publicly offered by the Bank on a stock exchange~~.

Note: Due to the addition of the articles, the numbering of the original articles of the Articles of Association will be adjusted correspondingly without separate indication.

COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETINGS OF BANK OF QINGDAO CO., LTD.

No.	The original articles	After revision (with marks)
1	Article 1 For the purpose of standardizing the organization and activities of shareholders' general meetings of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), enhancing procedural efficiency of the meeting, protecting legitimate rights of shareholders, ensuring the meeting to exercise its functions and powers legally and ensuring legitimacy and effectiveness of meeting procedures and content of resolutions, these rules (hereinafter referred to as the "Rules") are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Commercial Banking Law of the People's Republic of China, the Codes of Corporate Governance for Listed Companies, the Listing Rules of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and the Codes of Corporate Governance for Banking and Insurance Institutions, and the Rules of Procedures for the Shareholders' General Meetings of Listed Companies as well as other relevant laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Articles of Association"), with reference to actual conditions of the Bank.	Article 1 For the purpose of standardizing the organization and activities of shareholders' ~~general~~ meetings of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), enhancing procedural efficiency of the meeting, protecting legitimate rights of shareholders, ensuring the meeting to exercise its functions and powers legally and ensuring legitimacy and effectiveness of meeting procedures and content of resolutions, these rules (hereinafter referred to as the "Rules") are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Commercial Banking Law of the People's Republic of China, the Codes of Corporate Governance for Listed Companies, the Listing Rules of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and the Codes of Corporate Governance for Banking and Insurance Institutions, and the Rules of Procedures for the Shareholders' ~~General~~ Meetings of Listed Companies as well as other relevant laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and the Articles of Association of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Articles of Association"), with reference to actual conditions of the Bank.

No.	The original articles	After revision (with marks)
2	Article 2 These Rules apply to shareholders' general meetings of the Bank. These Rules shall have binding effect on the Bank, all shareholders, shareholder proxies, the Bank's directors, supervisors and senior management members and other relevant persons attending shareholders' general meetings as non-voting participants. The general meetings shall exercise its functions and powers to the extent as provided by the Company Law and the Articles of Association. The Board of Directors of the Bank shall convene shareholders' general meetings in accordance with laws, administrative regulations, department rules, regulatory documents and requirements of the Articles of Association and these Rules, to ensure shareholders exercising their rights according to laws. The Board of Directors of the Bank shall earnestly perform its duties to conscientiously organise general meetings on a timely basis. The directors of the Bank shall act with due diligence to ensure the convening of general meetings and the fulfilment of its functions and powers according to laws. All directors of the Bank bear fiduciary obligations for the normal convening of shareholders' general meetings, and shall not counteract the lawful functions and powers performed by shareholders' general meetings.	Article 2 These Rules apply to shareholders' ~~general~~ meetings of the Bank. These Rules shall have binding effect on the Bank, all shareholders, shareholder proxies, the Bank's directors, ~~supervisors and~~ senior management members and other relevant persons attending shareholders' ~~general~~ meetings as non-voting participants. The shareholders' ~~general~~ meetings shall exercise its functions and powers to the extent as provided by the Company Law and the Articles of Association. The Board of Directors of the Bank shall convene shareholders' ~~general~~ meetings in **strict** accordance with laws, administrative regulations, department rules, regulatory documents**, regulatory provisions** and **relevant** requirements of the Articles of Association and these Rules, to ensure shareholders exercising their rights according to laws. The Board of Directors of the Bank shall earnestly perform its duties to conscientiously organise **shareholders'** ~~general~~ meetings on a timely basis. The directors of the Bank shall act with due diligence to ensure the convening of **shareholders'** ~~general~~ meetings and the fulfilment of its functions and powers according to laws~~. All directors of the Bank bear fiduciary obligations for the normal convening of shareholders' general meetings~~, and shall not counteract the lawful functions and powers performed by shareholders' ~~general~~ meetings.
3	Article 4 All holders of the Bank's shares (including preference shareholders with restored voting rights) shall be entitled to attend the shareholders' general meetings in person or by proxy and to the rights of shareholders, including the right of information, the right of speaking, the right of enquiry and voting right, in accordance with the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association as well as the rules stipulated herein.	Article 4 All holders of the Bank's shares (including preference shareholders with restored voting rights) shall be entitled to attend the shareholders' ~~general~~ meetings in person or by proxy and to the rights of shareholders, including the right of information, the right of speaking, the right of enquiry and voting right, in accordance with the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and the Articles of Association as well as the ~~r~~**R**ules stipulated herein.

No.	The original articles	After revision (with marks)
4	Article 5 The Shareholders and their proxies attending the shareholders' general meeting shall abide by the relevant laws, administrative regulations, department rules, regulatory documents, requirements of the Articles of Association and these Rules, shall earnestly perform their legal obligations, shall not infringe upon the rights and interests of other shareholders, and shall not disturb the normal order of the meeting.	Article 5 The Shareholders and their proxies attending the shareholders' ~~general~~ meeting shall abide by the relevant laws, administrative regulations, department rules, regulatory documents, **regulatory provisions,** requirements of the Articles of Association and these Rules, shall earnestly perform **the**~~their~~ legal obligations, shall not infringe upon the rights and interests of other shareholders, and shall not disturb the normal order of the meeting.
5	Article 7 When a shareholders' general meeting is being held, the Bank shall engage lawyers to observe the meeting, give legal opinions and make announcements as to the matters set out below: (1) whether the procedures for convening and holding the meeting are in compliance with the laws and regulations and the Articles of Association; (2) whether the qualifications of the attendees and convener are legal and valid; (3) the number of shareholders and shareholders' authorized proxies attending the shareholders' general meeting, and the number of shares they hold; (4) whether the voting procedures and voting outcome of the shareholders' general meeting are legal and valid; (5) abstention from voting by relevant shareholders. Provided that other shareholders are identified as those who shall abstain from voting after the dispatch of notice of the general meeting, the legal opinion shall disclose the relevant reasons in detail and issue clear opinions on its legitimacy and compliance;	Article 7 When a shareholders' ~~general~~ meeting is being held, the Bank shall engage lawyers to observe the meeting, give legal opinions and make announcements as to the matters set out below: (1) whether the procedures for convening and holding the meeting are in compliance with the laws**,** **administrative** regulations and the Articles of Association; (2) whether the qualifications of the attendees and convener are legal and valid; (3) the number of shareholders and shareholders' authorized proxies attending the shareholders' ~~general~~ meeting, and the number of shares they hold; (4) whether the voting procedures and voting outcome of the **meeting** ~~shareholders' general meeting~~ are legal and valid; (5) abstention from voting by relevant shareholders. Provided that other shareholders are identified as those who shall abstain from voting after the dispatch of notice of the shareholders' ~~general~~ meeting, the legal opinion shall disclose the relevant reasons in detail and issue clear opinions on its legitimacy and compliance;

No.	The original articles	After revision (with marks)
	(6) in the case of any violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, a clear opinion shall be issued on whether the exclusion of votes casted by the relevant shareholders from the total number of shares with voting rights at the general meeting is legal and compliant, and whether the voting results are legal and compliant; (7) except for the proposals for the election of directors and supervisors by way of cumulative voting, the number of shares voted for, against or abstained from voting for each proposal and its proportion to the total number of shares with valid voting rights attending the meeting and whether the proposals are approved. As for proposals for the election of directors and supervisors by way of cumulative voting, the number of votes each candidate received, whether he/she was elected, and whether the voting results of the general meeting are legal and valid; (8) legal opinions on other relevant issues as requested by the Bank. The agenda and proposals of the shareholders' general meeting shall be arranged legally, fairly and reasonably by the Board of Directors to ensure sufficient discussion for each proposal that is being made in general meetings.	(6) in the case of any violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, a clear opinion shall be issued on whether the exclusion of votes casted by the relevant shareholders from the total number of shares with voting rights at the **shareholders'** ~~general~~ meeting is legal and compliant, and whether the voting results are legal and compliant; (7) except for the proposals for the election of directors ~~and supervisors~~ by way of cumulative voting, the number of shares voted for, against or abstained from voting for each proposal and its proportion to the total number of shares with valid voting rights attending the meeting and whether the proposals are approved. As for proposals for the election of directors ~~and supervisors~~ by way of cumulative voting, the number of votes each candidate received, whether he/she was elected, and whether the voting results of the **shareholders'** ~~general~~ meeting are legal and valid; (8) legal opinions on other relevant issues as requested by the Bank. The agenda and proposals of the shareholders' ~~general~~ meeting shall be arranged legally, fairly and reasonably by the Board of Directors to ensure sufficient discussion for each proposal that is being made in **shareholders'** ~~general~~ meetings.

No.	The original articles	After revision (with marks)
6	Article 8 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: (1) to decide on the business policies and investment plans of the Bank; (2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors; (3) to examine and approve reports made by the Board of Directors; (4) to examine and approve reports made by the Board of Supervisors; (5) to examine and approve the proposed annual financial budgets and final accounts of the Bank; (6) to examine and approve the Bank's plan for profit distribution and tax loss carryforward; (7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital; (8) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank; (9) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm that conducts regular statutory audit on the financial reports of the Bank; (10) to amend the Articles of Association; to consider and approve the procedural rules for shareholders' general meetings, Board meetings and Board of Supervisors meetings;	Article 8 The shareholders' ~~general~~ meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: ~~(1) to decide on the business policies and investment plans of the Bank;~~ (**1**~~2~~) to elect and replace directors ~~and supervisors~~ which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors ~~and supervisors~~; (**2**~~3~~) to examine and approve reports made by the Board of Directors; ~~(4) to examine and approve reports made by the Board of Supervisors;~~ ~~(5) to examine and approve the proposed annual financial budgets and final accounts of the Bank;~~ (**3**~~6~~) to examine and approve the Bank's plan for profit distribution and tax loss carryforward; (**4**~~7~~) to adopt resolutions concerning the increase or reduction in the Bank's registered capital; (**5**~~8~~) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank**, except as otherwise provided in the Articles of Association that are not subject to the review by the shareholders' meeting**; (**6**~~9~~) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm that conducts regular statutory audit on the financial reports of the Bank; (**7**~~10~~) to amend the Articles of Association; to consider and approve the ~~procedural rules~~ **rules of procedures** for shareholders' ~~general~~ meetings~~,~~ **and of** Board meetings ~~and Board of Supervisors meetings;~~

No.	The original articles	After revision (with marks)
	(11) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;	(**8**~~11~~) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;
	(12) to examine and approve proposals on matters relating to the purchase or sale of material assets or non-commercial banking business made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;	(**9**~~12~~) to examine ~~and approve~~ proposals on matters relating to the purchase or sale of material assets or non-commercial banking business made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;
	(13) to consider and approve the changes in use of raised proceeds;	(1**0**~~3~~) to consider and approve the changes in use of raised proceeds;
	(14) to consider any share incentive scheme and employee stock ownership plan;	(**11**~~14~~) to consider any share incentive scheme and employee stock ownership plan;
	(15) to examine and approve or authorized the Board of Directors to examine and approve the establishment of the Bank's legal entities, mergers and acquisitions, external investments, asset write-off, asset acquisitions and disposal apart from those mentioned in item (12) above that shall be submitted to a shareholders' general meeting for consideration in accordance with the laws, administrative regulations, departmental rules, the provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed, the Articles of Association and other internal rules, and non-commercial banking business guarantees etc.;	(**12**~~15~~) to examine and approve or authorized the Board of Directors to examine and approve the establishment of the Bank's legal entities, mergers and acquisitions, external investments, asset write-off, **as well as** asset acquisitions and disposal **and non-commercial banking business guarantees, etc.,** apart from those mentioned in item (**9**~~12~~) above that shall be submitted to a shareholders' ~~general~~ meeting for consideration in accordance with the laws, administrative regulations, departmental rules, **regulatory documents, regulatory** ~~the~~ provisions ~~stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed~~, the Articles of Association and other internal rules~~, and non-commercial banking business guarantees etc.~~;
	(16) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the "Proposing Shareholders");	(**13**~~16~~) to examine ~~and approve~~ proposals raised by shareholders who individually or jointly hold **1**~~3~~% or more of the total voting shares of the Bank (the "Proposing Shareholders");
	(17) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends;	(**14**~~17~~) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends;

No.	The original articles	After revision (with marks)
	(18) to make resolutions on the acquisition of the Bank's shares; (19) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association.	(**15**~~18~~) to make resolutions on the acquisition of the Bank's shares; (**16**~~19~~) to examine other issues which should be decided by the shareholders' ~~general~~ meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and the Articles of Association.
7	Article 10 There are two types of shareholders' general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within 6 months after the financial year end. If the meeting is postponed due to special circumstances, the Bank shall report to the banking regulatory authority in a timely manner and state the reasons for deferral.	Article 10 There are two types of shareholders' ~~general~~ meetings: annual ~~general~~ **shareholders'** meetings and extraordinary ~~general~~ **shareholders'** meetings. The annual ~~general~~ **shareholders'** meeting shall be held once a year within 6 months after the financial year end. If the meeting is postponed due to special circumstances, the Bank shall report to the banking regulatory authority in a timely manner and state the reasons for deferral.

No.	The original articles	After revision (with marks)
8	Article 11 An extraordinary general meeting shall be convened within 2 months from the date of occurrence of any of the following events: (1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association; (2) the outstanding loss of the Bank is at least one-third of the Bank's total share capital; (3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (including preference shareholders with restored voting rights, the "Requesting Shareholders") have requested to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated on the day on which the shareholders submit a written request to convene the meeting; (4) the Board of Directors deems it necessary to convene the meeting; (5) the Board of Supervisors proposes to convene the meeting; (6) more than half of the independent directors propose to convene the meeting (at least 2 independent directors); (7) any other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles of Association. For the event described in item (2) above, the prescribed period for convening an extraordinary general meeting shall be calculated from the date which the Bank becomes aware of the issue.	Article 11 An extraordinary ~~general~~ **shareholders'** meeting shall be convened within 2 months from the date of occurrence of any of the following events: (1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association; (2) the outstanding loss of the Bank is at least one-third of the Bank's total share capital; (3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (including preference shareholders with restored voting rights, the "Requesting Shareholders") have requested to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated on the day on which the shareholders submit a written request to convene the meeting; (4) the Board of Directors deems it necessary to convene the meeting; (5) the **Audit Committee of the Board of Directors** ~~Board of Supervisors~~ proposes to convene the meeting; (6) more than half of the independent directors propose to convene the meeting (at least 2 independent directors); (7) any other circumstances as stipulated by the laws, administrative regulations, departmental rules**, regulatory documents, regulatory provisions** or the Articles of Association. For the event described in item (2) above, the prescribed period for convening an extraordinary ~~general~~ **shareholders'** meeting shall be calculated from the date which the Bank becomes aware of the issue.

No.	The original articles	After revision (with marks)
9	Article 12 The Bank shall convene shareholders' general meetings either at its domicile or at any other place specified in the notice of shareholders' general meeting. Shareholders' general meetings shall be held on-site at the designated venue. The Bank will also provide network or other methods for its shareholders to conveniently participate in general meetings according to applicable laws. Shareholders attending a shareholders' general meeting via the aforesaid methods shall be deemed as attendees of the meeting. The identities of shareholders shall be verified in accordance with Article 54 of the Articles of Association.	Article 12 The Bank shall convene shareholders' ~~general~~ meetings either at its domicile or at any other place specified in the notice of shareholders' ~~general~~ meeting. Shareholders' ~~general~~ meetings shall be held on-site at the designated venue**, and may be supplemented by electronic communication**. The Bank will also provide **online voting and speaking** ~~network or other~~ methods for its shareholders to conveniently participate in **shareholders'** ~~general~~ meetings according to applicable laws **and the actual circumstances**. Shareholders attending a shareholders' ~~general~~ meeting via the aforesaid methods shall be deemed as attendees of the meeting. The identities of shareholders shall be verified in accordance with Article **49**~~54~~ of the Articles of Association.
10	Article 14 A proposal to the Board of Directors to convene an extraordinary general meeting may be made by more than half (at least two) of the independent directors. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written reply as to whether or not it agrees to convene an extraordinary general meeting within 10 days after receiving the proposal from the independent directors. If the Board of Directors agrees to convene the extraordinary general meeting, a notice of the general meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall give an explanation and issue an announcement.	Article 14 **Subject to the consent of a majority of all the independent directors (at least two), an extraordinary shareholders' meeting shall be convened with proposal by independent directors to the Board of Directors.** ~~A proposal to the Board of Directors to convene an extraordinary general meeting may be made by more than half (at least two) of the independent directors.~~ The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written reply as to whether or not it agrees to convene an extraordinary **shareholders'** ~~general~~ meeting within 10 days after receiving the proposal from the independent directors. If the Board of Directors agrees to convene the extraordinary **shareholders'** ~~general~~ meeting, a notice of the **shareholders'** ~~general~~ meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary **shareholders'** ~~general~~ meeting, it shall give an explanation and issue an announcement.

No.	The original articles	After revision (with marks)
11	Article 15 The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Board of Supervisors shall be sought. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within 10 days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene and preside over the shareholders' general meeting on its own initiative.	Article 15 The **Audit Committee** ~~Board of Supervisors~~ shall ~~have the right to~~ propose to the Board of Directors to convene an extraordinary **shareholders'** ~~general~~ meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary **shareholders'** ~~general~~ meeting within 10 days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary **shareholders'** ~~general~~ meeting, a notice convening such a meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the **Audit Committee** ~~Board of Supervisors~~ shall be sought. If the Board of Directors does not agree to convene the extraordinary **shareholders'** ~~general~~ meeting or fails to give its response within 10 days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' ~~general~~ meeting, and instead the **Audit Committee** ~~Board of Supervisors~~ may convene and preside over the shareholders' ~~general~~ meeting on its own initiative.

No.	The original articles	After revision (with marks)
12	Article 16 When the Requesting Shareholders request to convene an extraordinary general meeting, they shall act in compliance with the following procedures: The Requesting Shareholders shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought. If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its response within 10 days of receiving the proposal, the Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene an extraordinary shareholders' general meeting and this proposal shall be made to the Board of Supervisors in writing. If the Board of Supervisors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within 5 days of receiving the proposal. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.	Article 16 When the Requesting Shareholders request to convene an extraordinary **shareholders'** ~~general~~ meeting, they shall act in compliance with the following procedures: The Requesting Shareholders shall have the right to propose to the Board of Directors to convene an extraordinary **shareholders'** ~~general~~ meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary **shareholders'** ~~general~~ meeting within 10 days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary **shareholders'** ~~general~~ meeting, a notice convening such a meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought. If the Board of Directors does not agree to convene the extraordinary **shareholders'** ~~general~~ meeting, or fails to give its response within 10 days of receiving the proposal, the Requesting Shareholders shall have the right to propose to the **Audit Committee** ~~Board of Supervisors~~ to convene an extraordinary shareholders' ~~general~~ meeting and this proposal shall be made to the **Audit Committee** ~~Board of Supervisors~~ in writing. If the **Audit Committee** ~~Board of Supervisors~~ agrees to convene an extraordinary **shareholders'** ~~general~~ meeting, a notice for convening such meeting shall be issued within 5 days **after** ~~of~~ receiving the proposal. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.

No.	The original articles	After revision (with marks)
	If the Board of Supervisors fails to issue notice of the shareholders' general meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting, and the Requesting Shareholders who individually or in aggregate holding 10% or more of the Bank's total voting shares for at least 90 consecutive days may convene and preside over the meeting.	If the **Audit Committee** ~~Board of Supervisors~~ fails to issue notice of the shareholders' ~~general~~ meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary **shareholders'** ~~general~~ meeting, and the Requesting Shareholders who individually or in aggregate holding 10% or more of the Bank's total voting shares for at least 90 consecutive days may convene and preside over the meeting.
13	Article 17 If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with local offices in accordance with the relevant regulations of the banking regulatory authority and the securities regulatory authorities and the stock exchanges where the Bank's shares are listed. The notice shall comply with the following requirements: (1) no additional content shall be allowed in the proposal, otherwise the Requesting Shareholders shall make another proposal to the Board of Directors to convene a shareholders' general meeting according to the above procedures; (2) the meeting shall be held in the place in which the Bank is operating. The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be less than 10% of the total voting shares. The Board of Supervisors or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated and the stock exchanges where the Bank's shares are listed and to other relevant regulatory authorities when the Board of Supervisors or the Requesting Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.	Article 17 If either the **Audit Committee** ~~Board of Supervisors~~ or shareholders propose to convene a shareholders' ~~general~~ meeting on their own initiatives, the Board of Directors shall be informed in writing**,** and**, upon completing the filing of** ~~the~~ relevant documents ~~shall be filed~~ with local offices in accordance with the relevant regulations of the banking regulatory authority and the securities regulatory authorities and the stock exchanges where the Bank's shares are listed**, a notice of the extraordinary shareholders' meeting shall be issued**. The notice shall comply with the following requirements: (1) no additional content shall be allowed in the proposal, otherwise the Requesting Shareholders shall make another proposal to the Board of Directors to convene a shareholders' ~~general~~ meeting according to the above procedures; (2) the meeting shall be held in the place in which the Bank is operating. The shareholding proportion of the Requesting Shareholders before **the announcement of** the resolution ~~of~~ **passed at** the shareholders' ~~general~~ meeting shall not be less than 10% of the total voting shares. The **Audit Committee** ~~Board of Supervisors~~ or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated and the stock exchanges where the Bank's shares are listed and to other relevant regulatory authorities when the **Audit Committee** ~~Board of Supervisors~~ or the Requesting Shareholders issue the notice of shareholders' ~~general~~ meeting and the announcement of the resolutions passed at the shareholders' ~~general~~ meeting.

No.	The original articles	After revision (with marks)
14	Article 18 With regard to a shareholders' general meeting convened by the Board of Supervisors or shareholders on their own initiatives, the Board and the secretary to the Board of Directors shall offer cooperation. The Board shall provide the register of shareholders as of the shareholding registration date. If the Board fails to provide the register of shareholders, the convener may apply to the securities registration and clearing organisation for such register on the strength of the relevant announcement on the convening of the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than the holding of the general meeting.	Article 18 With regard to a shareholders' ~~general~~ meeting convened by the **Audit Committee** ~~Board of Supervisors~~ or shareholders on their own initiatives, the Board and the secretary to the Board of Directors shall offer cooperation. The Board shall provide the register of shareholders as of the shareholding registration date. If the Board fails to provide the register of shareholders, the convener may apply to the securities registration and clearing organisation for such register on the strength of the relevant announcement on the convening of the shareholders' ~~general~~ meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than the holding of the **shareholders'** ~~general~~ meeting.
15	Article 19 Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the Requesting Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.	Article 19 Necessary costs arising out of a shareholders' ~~general~~ meeting convened by the **Audit Committee** ~~Board of Supervisors~~ or the Requesting Shareholders on their own shall be borne by the Bank ~~and shall be deducted from the funds due to the Bank from directors who have not carried out their duties~~.

No.	The original articles	After revision (with marks)
16	Article 21 When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and the Proposing Shareholders shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders' general meeting into the agenda. The Proposing Shareholders may submit provisional proposals to the conveners in writing 12 Hong Kong business days prior to the date of the general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within 2 days of receiving the proposals. Except for the circumstances provided in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general meeting. Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with Article 20 of these Rules shall not be put forward and voted upon as resolutions at a shareholders' general meeting.	Article 21 When the Bank convenes shareholders' ~~general~~ meetings, the Board of Directors, the **Audit Committee** ~~Board of Supervisors~~ and the Proposing Shareholders shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders' ~~general~~ meeting into the agenda. The Proposing Shareholders may submit provisional proposals to the conveners in writing 12 Hong Kong business days prior to the date of the **shareholders'** ~~general~~ meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within 2 days of receiving the proposals**, and such provisional proposals shall be submitted to the shareholders' meeting for consideration, except for those that violate the laws, administrative regulations or the provisions of the Articles of Association, or fall outside the scope of terms of reference of a shareholders' meeting.** Except for the circumstances provided in the above paragraph, the conveners shall not**, after issuing the notice of the shareholders' meeting,** amend nor add any new proposals to those which are**, after issuing the notice of the shareholders' meeting,** set out in the original notice of the **shareholders'** ~~general~~ meeting. Proposals which have not been set out in the notice of a shareholders' ~~general~~ meeting or which are not in compliance with Article 20 of these Rules shall not be put forward and voted upon as resolutions at a shareholders' ~~general~~ meeting.

No.	The original articles	After revision (with marks)
17	Article 26 The notice of shareholders' general meeting shall be in written form and contain the followings: (1) the date, time, venue and duration of the meeting; (2) the matters and proposals to be considered at the meeting; (3) all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such proposed transaction shall be provided; (4) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or member of senior management as shareholders compared to other shareholders of that same class, the differences shall be explained; (5) the full text of any proposed special resolution to be voted on at the meeting; (6) a prominent statement stating that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and such proxy need not be a shareholder; (7) the shareholding registration date of the shareholders who are entitled to attend the meeting;	Article 26 The notice of shareholders' ~~general~~ meeting shall ~~be in written form and~~ contain the followings: (1) the date, time, venue and duration of the meeting; (2) the matters and proposals to be considered at the meeting; ~~(3) all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such proposed transaction shall be provided;~~ ~~(4) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or member of senior management as shareholders compared to other shareholders of that same class, the differences shall be explained;~~ ~~(5) the full text of any proposed special resolution to be voted on at the meeting;~~ (**3**~~6~~) a prominent statement stating that **all ordinary shareholders and shareholders holding special voting shares are entitled to attend the shareholders' meeting and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy is not necessarily be a shareholder of the Bank;** ~~a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and such proxy need not be a shareholder;~~

No.	The original articles	After revision (with marks)
	(8) the time and address for lodging the proxy forms of the relevant meeting; (9) the name and phone number of the contact person of the meeting; (10) content pursuant to other requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles of Association. Where the opinions of independent directors are required for the matters to be discussed, such opinions and the related reasons shall be also disclosed in the notice or supplementary notice of general meeting to be served. Where the general meeting intends to consider the election of directors or supervisors, the notice of such general meeting shall fully disclose the detailed information of the candidates for directors or supervisors, at least in the following aspects: (1) personal information such as educational background, work experience and other engagements; (2) whether the candidate has any connection with the Bank or its controlling shareholders or de facto controller; (3) the number of shares held in the Bank; (4) whether the candidate has been a subject of any penalties by the securities regulatory authority of the State Council or any other relevant authorities and any sanctions by the stock exchange. In addition to the adoption of the cumulative voting system to elect directors and supervisors, each candidate for director or supervisor shall be nominated in a separate proposal.	(**4**~~7~~) the shareholding registration date of the shareholders who are entitled to attend the **shareholders'** meeting; ~~(8) the time and address for lodging the proxy forms of the relevant meeting;~~ (**5**~~9~~) the name and phone number of the contact person of the meeting; **(6) the voting time and procedure via internet or through other means;** (**7**~~10~~) content pursuant to other requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, **regulatory provisions** ~~the regulations of the relevant regulatory authorities~~ and the Articles of Association. ~~Where the opinions of independent directors are required for the matters to be discussed, such opinions and the related reasons shall be also disclosed in the notice or supplementary notice of general meeting to be served.~~ Where the **shareholders'** ~~general~~ meeting intends to consider the election of directors ~~or supervisors~~, the notice of such **shareholders'** ~~general~~ meeting shall fully disclose the detailed information of the candidates for directors ~~or supervisors~~, at least in the following aspects: (1) ~~personal~~ information such as educational background, work experience and other engagements**, specific details about their employment with the shareholders holding 5% or more of the shares, de facto controllers of the Bank, etc. and their appointment as directors, supervisors or members of senior management in other organizations in the last 5 years**;

No.	The original articles	After revision (with marks)
		(2) **whether the candidate has any connection with the shareholders who hold more than 5% of the shares of the Bank, de facto controllers, other directors and members of senior management of the Bank**~~whether the candidate has any connection with the Bank or its controlling shareholders or de facto controller~~; (3) the **shareholdings** ~~number of shares~~ held in the Bank; (4) whether the candidate has been a subject of any penalties by the securities regulatory authority of the State Council or any other relevant authorities and any ~~sanctions~~ **disciplinary sanctions** by the stock exchange**(s), whether he/she has been subject to any case of investigation commenced by judicial authorities due to suspected offences or has been subject to any case of investigation commenced by the securities regulatory authority of the State Council due to suspected violation of laws and regulations for which definitive conclusions are pending;**~~.~~ **(5) whether the candidate has been publicly named by the securities regulatory authority of the State Council on the securities and futures market platform for public enquiry of information on legal violations and discredit or included by a people's court in a list of discredited parties subject to enforcement.** In addition to the adoption of the cumulative voting system to elect directors ~~and supervisors~~, each candidate for director ~~or supervisor~~ shall be nominated in a separate proposal.

No.	The original articles	After revision (with marks)
18	Article 27 Unless otherwise provided by these Rules, the notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders who are entitled to attend the shareholders' general meeting (regardless whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of A shares, the notice of a shareholders' general meeting may be in form of an announcement. The aforesaid announcement shall be published on the website of the stock exchange and on the media that meet the requirements set by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed. All holders of A shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published. For holders of H shares, subject to the compliance with the applicable laws, administrative regulations, departmental rules, regulatory documents and the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' general meeting by publishing the notice on the websites of the Bank and the Hong Kong Stock Exchange instead of delivering the notice by hand or prepaid mail.	Article 27 Unless otherwise provided by these Rules, the notice of a shareholders' ~~general~~ meeting shall be delivered by hand or prepaid mail to the shareholders who are entitled to attend the shareholders' ~~general~~ meeting (regardless whether they have voting rights at the shareholders' ~~general~~ meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of A shares, the notice of a shareholders' ~~general~~ meeting may be in form of an announcement. The aforesaid announcement shall be published on the website of the stock exchange**(s)** and on the media that meet the requirements set by the securities regulatory **authority of the State Council** ~~authorities of the jurisdiction in which the Bank's shares are listed~~. All holders of A shares shall be deemed as having been notified of the forthcoming shareholders' ~~general~~ meeting once the announcement is published. For holders of H shares, subject to the compliance with the applicable laws, administrative regulations, departmental rules, regulatory documents and **regulatory provisions** ~~the relevant regulatory authorities~~, the Bank may choose to notify such shareholders of a shareholders' ~~general~~ meeting by publishing the notice on the websites of the Bank and the Hong Kong Stock Exchange instead of delivering the notice by hand or prepaid mail.
19	Article 28 Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least 2 working days before the original meeting date.	Article 28 Once the notice of shareholders' ~~general~~ meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least 2 working days before the original meeting date.

No.	The original articles	After revision (with marks)
20	Article 36 All shareholders (including preference shareholders with restored voting rights) whose names appear on the register of shareholders on the shareholding registration date or their proxies shall be entitled to attend and vote at the shareholders' general meeting in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association. Shareholders who are entitled to attend and vote at the shareholders' general meeting may attend the meeting in person and shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. Shareholders shall appoint their proxies in writing. The appointing shareholder or his/her authorised representative (who has been given the authorisation in writing) shall sign the proxy form. If the appointer is a body corporate, the document shall be affixed with its seal or signed by its director or another authorized representative with due written authorization. A proxy may exercise the following powers at a shareholders' general meeting: (1) the same right of speech as the shareholder at the meeting; (2) have authority to demand or join other shareholders in demanding a poll; (3) have the right to vote by a show of hands or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.	Article 36 All shareholders (including preference shareholders with restored voting rights) whose names appear on the register of shareholders on the shareholding registration date or their proxies shall be entitled to attend and vote at the shareholders' ~~general~~ meeting in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and the Articles of Association. Shareholders who are entitled to attend and vote at the shareholders' ~~general~~ meeting may attend the meeting in person and shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. ~~Shareholders shall appoint their proxies in writing. The appointing shareholder or his/her authorised representative (who has been given the authorisation in writing) shall sign the proxy form. If the appointer is a body corporate, the document shall be affixed with its seal or signed by its director or another authorized representative with due written authorization.~~ A proxy may exercise the following powers at a shareholders' ~~general~~ meeting: (1) the same right of speech as the shareholder at the **shareholders'** meeting; (2) have authority to demand or join other shareholders in demanding a poll; (3) have the right to vote by a show of hands or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.

No.	The original articles	After revision (with marks)
21	Article 37 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid credentials or certificate providing proof of their identities and shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder. A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification documents, valid identification documents showing that he/she qualifies to serve as a legal representative and certificate providing proof of the corporate shareholder's shareholding. If a proxy attends the meeting, he/she shall produce his/her own identification documents, written power of attorney granted by the legal representative of the corporate shareholder and certificate providing proof of the corporate shareholder's shareholding.	Article 37 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid credentials or certificate**s** providing proof of their identities ~~and shareholding~~. If a proxy ~~is appointed to~~ attend**s** the meeting, the proxy shall produce his/her own identification document~~,~~ **and** instrument of proxy ~~and certificate providing proof of the shareholding~~ of the appointing shareholder. A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification documents, valid identification documents showing that he/she qualifies to serve as a legal representative ~~and certificate providing proof of the corporate shareholder's shareholding~~. If a proxy attends the meeting, he/she shall produce his/her own identification documents~~,~~ **and** written power of attorney granted by the legal representative of the corporate shareholder ~~and certificate providing proof of the corporate shareholder's shareholding~~.

No.	The original articles	After revision (with marks)
22	Article 38 The power of attorney used by shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information: (1) name of the proxy and the number of shares to be represented by the proxy; (2) whether or not the proxy has the right to vote; (3) instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting; (4) date of issuance and term of validity; (5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a legal person, the document shall be affixed with the legal person's seal. The blank proxy form issued by the Board of Directors to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative or negative), and to give separate instructions for each resolution that will be voted on at the meeting. The proxy form shall indicate whether the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.	Article 38 The power of attorney used by shareholders to appoint proxies to attend the shareholders' ~~general~~ meeting shall contain the following information: (1) **the name of the principal, and the class and number of shares held in the Bank;** ~~name of the proxy and the number of shares to be represented by the proxy;~~ (2) **the name of the proxy;**~~whether or not the proxy has the right to vote;~~ (3) **the specific directives of the shareholders, including** instructions on how to vote (voting in**, among others,** the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' ~~general~~ meeting**, etc.**; (4) date of issuance and term of validity; (5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a legal person, the document shall be affixed with the legal person's seal**;**~~.~~ ~~The blank proxy form issued by the Board of Directors to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative or negative), and to give separate instructions for each resolution that will be voted on at the meeting.~~ **(6)** ~~T~~the proxy form shall indicate whether the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.

No.	The original articles	After revision (with marks)
23	Article 39 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of the shareholders' general meeting, and at least 24 hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the shareholders' general meeting. In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders' general meeting of the Bank by the legal representative or other persons authorized by the resolution of the Board of Directors or any other decision-making body of such appointing shareholder. If the shareholder is an authorized clearing house or its agent, the shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting. If 2 or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxies so appointed may represent the authorized clearing house or its agent in exercising its rights as if that proxy is a natural person shareholder of the Bank.	Article 39 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of the shareholders' ~~general~~ meeting, and at least 24 hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the shareholders' ~~general~~ meeting. In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders' ~~general~~ meeting of the Bank by the legal representative or other persons authorized by the resolution of the Board of Directors or any other decision-making body of such appointing shareholder. If the shareholder is an authorized clearing house or its agent, the shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' ~~general~~ meeting or class shareholders' ~~general~~ meeting. If 2 or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxies so appointed may represent the authorized clearing house or its agent in exercising its rights **(including the right to speak and vote)** as if that proxy is a natural person shareholder of the Bank.
24	Article 41 The attendance records of the meeting shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, their residential addresses, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.	Article 41 The attendance records of the meeting shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, ~~their residential addresses,~~ the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.

No.	The original articles	After revision (with marks)
25	Article 42 A shareholders' general meeting convened by the Board of Directors in accordance with the laws shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties for any reason, the chairman shall appoint a director to chair and preside over the meeting. If the chairman is unable or fails to perform his/her duties, the vice chairman shall chair and preside over the meeting; if the vice chairman is unable or fails to perform such duties, a director elected by not less than half of the directors shall chair and preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such shareholder) holding the most voting shares shall preside over the meeting. A shareholders' general meeting convened by the Board of Supervisors shall be chaired and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall chair and preside over the meeting. A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative recommended by the convener. During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.	Article 42 A shareholders' ~~general~~ meeting convened by the Board of Directors in accordance with the laws shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties for any reason, the chairman shall appoint a director to chair and preside over the meeting. If the chairman is unable or fails to perform his/her duties, ~~the vice chairman shall chair and preside over the meeting; if the vice chairman is unable or fails to perform such duties,~~ a director elected by **a majority of** ~~not less than half of~~ the directors shall chair and preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such shareholder) holding the most voting shares shall preside over the meeting. A shareholders' ~~general~~ meeting convened by the **Audit Committee** ~~Board of Supervisors~~ shall be chaired and presided over by the **chairperson of the Audit Committee** ~~chairman of the Board of Supervisors~~. If the **chairperson of the Audit Committee** ~~chairman of the Board of Supervisors~~ is unable or fails to perform his/her duties, a **member of the Audit Committee** ~~supervisor~~ elected by **a majority of** ~~not less than half of~~ the **members of the Audit Committee** ~~supervisors~~ shall chair and preside over the meeting. A shareholders' ~~general~~ meeting convened by the shareholders shall be chaired and presided over by ~~a representative recommended by~~ the convener **or a representative recommended by it**. During the course of a shareholders' ~~general~~ meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the **shareholders'** ~~general~~ meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of **a majority of** ~~more than half of~~ the shareholders with voting rights who are present at the meeting.

No.	The original articles	After revision (with marks)
26	Article 43 All directors and supervisors and the secretary to the Board of Directors shall attend a shareholders' general meeting while the president and other senior management members shall be present at the meeting as non-voting participants. The Board of Directors and the Board of Supervisors shall report their work in the preceding year at the annual general meeting. Each independent director shall also make his/her work report. The Board of Directors, the Board of Supervisors and senior management shall respond and give explanations to queries or recommendations from shareholders at the shareholders' general meeting.	Article 43 ~~All directors and supervisors and the secretary to the Board of Directors shall attend a shareholders' general meeting while the president and other~~ **When a shareholders' meeting requires directors and members of senior management to observe, directors and** senior management members shall be present at the meeting ~~as non-voting participants~~**, accept shareholders' inquiries, and make explanations and clarifications.** The Board of Directors ~~and the Board of Supervisors~~ shall report their work in the preceding year at the annual **shareholders'** ~~general~~ meeting. Each independent director shall also ~~make his/her work report~~ **submit an annual work report at the annual shareholders' meeting and explain how they have performed their duties. The annual work report of independent directors shall include the particulars as required by laws and regulations such as the Measures for the Administration of Independent Directors of Listed Companies and shall be disclosed not later than the despatch of notice of annual shareholders' meeting of the Bank**. ~~The Board of Directors, the Board of Supervisors and senior management shall respond and give explanations to queries or recommendations from shareholders at the shareholders' general meeting.~~
27	Article 48 During the voting process of a shareholders' general meeting, shareholders (their proxies) shall not speak at the meeting.	Article 48 During the voting process of a shareholders' ~~general~~ meeting, shareholders (their proxies) shall not speak at the meeting.
28	Article 50 The convener shall ensure that the shareholders' general meeting does not end until final resolutions have been concluded. In the event that the shareholders' general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and an announcement shall be promptly published. Meanwhile, the convener shall report to local office of the securities regulatory authority of the State Council and the stock exchange.	Article 50 The convener shall ensure that the shareholders' ~~general~~ meeting does not end until final resolutions have been concluded. In the event that the shareholders' ~~general~~ meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and an announcement shall be promptly published. Meanwhile, the convener shall report to local office of the securities regulatory authority of the State Council and the stock exchange.

No.	The original articles	After revision (with marks)
29	Article 51 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following: (1) a request to convene an extraordinary general meeting; (2) convening and presiding over a shareholders' general meeting; (3) submitting of a proposal or an interim proposal to a shareholders' general meeting; (4) nomination of the directors and supervisors who are not staff representatives of the Bank; (5) identifying controlling shareholder(s) according to the relevant provisions of these Articles; (6) identifying person(s) restricted from serving as independent directors of the Bank according to the relevant provisions of these Articles; (7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations; (8) other circumstances provided under laws, regulations, departmental rules and these Articles.	Article 51 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following: (1) a request to convene an extraordinary **shareholders'** ~~general~~ meeting; (2) convening and presiding over a shareholders' ~~general~~ meeting; (3) submitting of a proposal or an interim proposal to a shareholders' ~~general~~ meeting; (4) nomination of the directors ~~and supervisors~~ who are not staff representatives of the Bank; (5) identifying controlling shareholder(s) according to the relevant provisions of **the Articles of Association** ~~these Articles~~; (6) identifying person(s) restricted from serving as independent directors of the Bank according to the relevant provisions of **the Articles of Association** ~~these Articles~~; (7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law ~~of the People's Republic of China~~ and relevant regulations; (8) other circumstances provided under laws, regulations, departmental rules and **the Articles of Association** ~~these Articles~~.

No.	The original articles	After revision (with marks)
30	Article 52 The preference shareholders are not entitled to attend any shareholders' general meeting of the Bank nor do the preference shares carry voting rights in any shareholders' general meeting other than in the following circumstances: (1) amendments to these Articles that relate to preference shares; (2) reduction of the registered capital of the Bank by more than 10% on a single or aggregate basis; (3) merger, division, dissolution or change of corporate form of the Bank; (4) issuance of preference shares by the Bank; (5) other circumstances specified in laws, regulations, departmental rules and these Articles. On the occurrence of any of the above matters, the Bank shall notify preference shareholders of the shareholders' general meeting and follow the notice procedures to ordinary shareholders as provided under these Articles. The preference shareholders are entitled to vote at a separate class meeting with respect to the above matters and each preference share shall have one vote, but preference shares held by the Bank do not entitle the Bank to vote. Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including preference shareholders with restored voting rights) and by more than two thirds of the votes held by preference shareholders present at the meeting (excluding preference shareholders with restored voting rights).	Deleted

No.	The original articles	After revision (with marks)
31	Article 53 A shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights held, except for voting by cumulative voting system. Each share shall have one (1) vote. When the shareholders' general meeting considers matters that could affect the interests of minority investors, the votes by minority investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. The shares held by the Bank have no voting rights, and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. If a shareholder purchases voting shares of the Bank in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the specified proportion shall not exercise voting rights within 36 months after the purchase, and shall not be counted as part of the total number of voting shares present at the shareholders' general meeting. The Board of Directors, independent directors and shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the China Securities Regulatory Commission may solicit voting rights from other shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. Except for statutory conditions, the Bank shall not impose any minimum shareholding limitation for soliciting voting rights.	Article 52 A shareholder **(other than class shareholder)** ~~(including his/her proxy)~~ shall exercise his/her voting rights based on the number of shares with voting rights held, except for voting by cumulative voting system. Each share shall have one (1) vote. When the shareholders' ~~general~~ meeting considers matters that could affect the interests of minority investors, the votes by minority investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. The shares held by the Bank have no voting rights, and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. If a shareholder purchases voting shares of the Bank in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the specified proportion shall not exercise voting rights within 36 months after the purchase, and shall not be counted as part of the total number of voting shares present at the shareholders' ~~general~~ meeting. The Board of Directors, independent directors and shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the **securities regulatory authority of the State Council** ~~China Securities Regulatory Commission~~ may solicit voting rights from other shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. Except for statutory conditions, the Bank shall not impose any minimum shareholding limitation for soliciting voting rights.

No.	The original articles	After revision (with marks)
	Where any shareholder is required to abstain from voting on any particular resolution or is restricted in how he votes (only for or against a particular resolution), in accordance with the requirements of the Laws, administrative regulations and Hong Kong Listing Rules, any votes cast by such shareholder or their proxy in contravention of the requirements or restrictions shall not be counted towards the voting results.	Where any shareholder is required to abstain from voting on any particular resolution or is restricted in how he votes (only for or against a particular resolution), in accordance with the requirements of the Laws, administrative regulations and Hong Kong Listing Rules, any votes cast by such shareholder or their proxy in contravention of the requirements or restrictions shall not be counted towards the voting results.
32	Article 55 The following matters shall be resolved by way of an ordinary resolution: (1) business policies and investment plans of the Bank; (2) work reports by the Board of Directors and the Board of Supervisors; (3) profit distribution plans and tax loss carryforward plans as proposed by the Board of Directors; (4) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors; (5) reports regarding the Bank's annual financial budget and final accounts; (6) the appointment and dismissal of an accounting firm that conducts regular statutory audit on the financial reports of the Bank; (7) any other matters not required by the laws, administrative regulations, departmental rules, regulatory documents or the Articles of Association to be resolved by way of a special resolution.	Article 54 The following matters shall be resolved by way of an ordinary resolution **at the shareholders' meeting**: ~~(1) business policies and investment plans of the Bank;~~ (**1**~~2~~) work reports by the Board of Directors ~~and the Board of Supervisors~~; (**2**~~3~~) profit distribution plans and tax loss carryforward plans as proposed by the Board of Directors; (**3**~~4~~) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors ~~and the Board of Supervisors~~; ~~(5) reports regarding the Bank's annual financial budget and final accounts;~~ (**4**~~6~~) the appointment and dismissal of an accounting firm that conducts regular statutory audit on the financial reports of the Bank; (**5**~~7~~) any other matters not required by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** or the Articles of Association to be resolved by way of a special resolution.

No.	The original articles	After revision (with marks)
33	Article 56 The following matters shall be resolved by way of a special resolution: (1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities; (2) the issuance of bonds of the Bank or other marketable securities and listing; (3) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank; (4) amendments to the Articles of Association; (5) amendments to the Bank's Procedural Rules for shareholders' general meeting, the Procedural Rules for the Board of Directors and the Procedural Rules for the Board of Supervisors; (6) purchase or disposal of material assets by the Bank or non-commercial banking business guarantee of an amount exceeding 30% of its latest audited total assets within one year; (7) repurchase of the Bank's shares; (8) share incentive scheme; (9) dismissing independent directors; (10) restructuring material asset; (11) spin-off its subsidiaries for the purpose of listing; (12) resolve to voluntarily withdraw its shares from being listed and traded on the stock exchange at the Bank's shareholders' general meeting, and decide to cease the trading on the stock exchange or apply for trading or transfer on other trading venues;	Article 55 The following matters shall be resolved by way of a special resolution **at the shareholders' meeting**: (1) an increase or reduction of the registered capital of the Bank ~~and the issuance of any class of shares, warrants and other similar securities~~; (2) the issuance of bonds of the Bank or other marketable securities and listing; (3) the division, **spin-off,** merger, dissolution, liquidation or any other change in the corporate form of the Bank; (4) amendments to the Articles of Association; (5) amendments to the Bank's ~~Procedural Rules~~**rules of procedures** for shareholders' ~~general~~ meeting~~,~~ **and** the ~~Procedural Rules for~~**rules of procedures of** the Board of Directors ~~and the rules of procedures of the Board of Supervisors~~; (6) purchase or disposal of material assets by the Bank or **the amount of** non-commercial banking business guarantee **provided to other parties** ~~of an amount~~ exceeding 30% of its latest audited total assets within one year; (7) ~~repurchase~~**purchase** of the Bank's shares; (8) share incentive scheme; (9) dismissing independent directors; (10) restructuring material asset; (11) spin-off its subsidiaries for the purpose of listing; (12) ~~resolve to~~ voluntarily ~~withdraw~~ **withdrawing** its shares from being listed and traded on the stock exchange ~~at the Bank's shareholders' general meeting,~~ and ~~decide to cease~~ **ceasing** the trading on the stock exchange or ~~apply~~ **applying** for trading or transfer on other trading venues;

No.	The original articles	After revision (with marks)
	(13) any other matters which are required by the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank and should therefore be adopted by a special resolution. The contents mentioned in (11) and (12) shall not only be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting, but also be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting other than the directors, supervisors, senior management and shareholders who individually or collectively hold more than 5% of the shares of the Bank.	(13) any other matters which are required by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and the Articles of Association, and any matter decided by the shareholders' ~~general~~ meeting by way of an ordinary resolution to have a material effect on the Bank and should therefore be adopted by a special resolution. The contents mentioned in **items** (11) and (12) shall not only be approved by more than two-thirds of the voting rights held by the shareholders present at the **shareholders'** ~~general~~ meeting, but also be approved by more than two-thirds of the voting rights held by the shareholders present at the **shareholders'** ~~general~~ meeting other than the directors, ~~supervisors,~~ senior management and shareholders who individually or collectively hold more than 5% of the shares of the Bank.
34	Article 57 If the Bank proposes to change or nullify the rights of a certain class of shareholders, such proposal should be passed by a special resolution at the shareholders' general meeting and passed at the meeting convened according to Articles 125 to 129 for the class of shareholders being.	Deleted

No.	The original articles	After revision (with marks)
35	Article 58 The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances: (1) to increase or reduce in the quantity of the class of shares, or increase or reduce the quantity of shares of that class which enjoy the same or more voting rights, distribution rights or other privileges; (2) to convert part or whole of a certain class of shares into other class(es), convert part or whole of the shares of other class(es) into this class, or grant such conversion rights; (3) to nullify or reduce the rights of that class of shares to receive payable dividends or cumulative dividends; (4) to reduce or nullify the privileged rights of a class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank; (5) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of a class of shares or the rights of such class of shares to obtain securities issued by the Bank; (6) to nullify or reduce the rights of a class of shares to receive amounts payable by the Bank in a particular currency; (7) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with this class of shares; (8) to restrict the transfer or ownership of a certain class of shares, or increase the restrictions; (9) to grant the share subscription options or share conversion options of this or another class of shares;	Deleted

No.	The original articles	After revision (with marks)
	(10) to increase the rights or privileges of other class(es) of shares; (11) any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring; (12) to revise or nullify the provisions in these Articles.	
36	Article 59 The shareholders of the class of shares that are affected, whether they originally have voting rights at former shareholders' general meetings, shall be entitled to vote on the matters concerning sub-paragraphs (2) to (8), (11) and (12) of the preceding Article at the meeting for this class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for this class of shareholders. The shareholders with conflict of interests mentioned in the preceding paragraph shall have the same meanings as defined in the Articles of Association.	Deleted
37	Article 60 A resolution of the meeting for a certain class of shareholders shall be adopted by more than two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with the preceding Article.	Deleted

No.	The original articles	After revision (with marks)
38	Article 61 Apart from other classes of shareholders, the shareholders of domestically-listed shares and overseas-listed shares are deemed to be shareholders of different classes. The special voting procedures at a shareholders' general meeting for class shareholders shall not apply in the following cases: (1) upon the approval by way of a special resolution adopted by a shareholders' general meeting, the Bank independently or simultaneously issues domestic shares and overseas-listed shares every twelve (12) months, provided that the number of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class; (2) the Bank's plan on issuing domestic shares and overseas-listed shares at the time of incorporation, which shall be completed within 15 months upon the completion of relevant procedures by the securities regulatory authority of the State Council or the departments authorized by the State Council.	Deleted
39	Article 62 Related shareholders shall not participate in voting when matters concerning related party transactions are considered at a shareholders' general meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. The resolutions adopted at the shareholders' general meeting should fully disclose the voting results by unrelated shareholders. A related shareholder may excuse himself/herself or the other shareholders or their representatives attending shareholders' general meeting may make such a request.	Article 56 Related shareholders shall not participate in voting when matters concerning related party transactions are considered at a shareholders' ~~general~~ meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. ~~The~~ **An announcement of the** resolutions adopted at the shareholders' ~~general~~ meeting should fully disclose the voting results by unrelated shareholders. A related shareholder may excuse himself/herself or the other shareholders or their representatives attending shareholders' ~~general~~ meeting may make such a request.

No.	The original articles	After revision (with marks)
40	Article 64 The suggested list of candidates to serve as directors and supervisors shall be put forward to the shareholders' general meeting for voting. When a voting is made on the election of directors or supervisors at a general meeting, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting; the accumulative voting mechanism shall be adopted, when over two independent directors need to be elected. The votes of minority shareholders shall be counted separately and disclosed. Voting on each candidate for directors and supervisors for resolutions considering election of directors and supervisors shall be carried out at the shareholders' general meeting. After approval at the shareholders' general meeting, the qualifications of the directors and supervisors shall be verified by the banking regulatory authority of the State Council. The Board of Directors shall inform the shareholders of the resumes and basic information of candidates for director and supervisor.	Article 58 **A list of candidates for directors** ~~The suggested list of candidates to serve as directors and supervisors~~ shall be put forward to the shareholders' ~~general~~ meeting for voting **in a form of proposal**. When a voting is made on the election of directors ~~or supervisors~~ at a **shareholders'** ~~general~~ meeting, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the **shareholders'** ~~general~~ meeting; the accumulative voting mechanism shall be adopted, when over two independent directors need to be elected. The votes of minority shareholders shall be counted separately and disclosed. Voting on each candidate for directors ~~and supervisors~~ for resolutions considering election of directors ~~and supervisors~~ shall be carried out at the shareholders' ~~general~~ meeting. After approval at the shareholders' ~~general~~ meeting, the qualifications of the directors ~~and supervisors~~ shall be verified by the banking regulatory authority of the State Council. The Board of Directors shall inform the shareholders of the resumes and basic information of candidates for director ~~and supervisor~~.
41	Article 68 If the matter demanded to be resolved by a poll is the election of the chairman of the shareholders' general meeting or the adjournment of the meeting, a poll shall be taken immediately. The chairman can decide when a poll will be taken if it is demanded for any other matters, the meeting may continue and other matters may be discussed. The results of that poll shall be considered as resolutions passed at the meeting.	Article 62 If the matter demanded to be resolved by a poll is the election of the chairman of the ~~shareholders' general~~ meeting or the adjournment of the meeting, a poll shall be taken immediately. The chairman **of the meeting** can decide when a poll will be taken if it is demanded for any other matters, the meeting may continue and other matters may be discussed. The results of that poll shall be considered as resolutions passed at the meeting.

No.	The original articles	After revision (with marks)
42	Article 69 Before a proposal is put to vote at a shareholders' general meeting, 2 representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If the matter to be considered relates to a shareholder, the shareholder and their proxy shall neither count the votes nor act as the scrutineer. During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by lawyers, representatives of shareholders and representatives of supervisors and qualified persons appointed according to the Hong Kong Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes. Shareholders of the Bank or their proxies that vote online or by other means shall have the right to check and inspect their voting results through the relevant voting system.	Article 63 Before a proposal is put to vote at a shareholders' ~~general~~ meeting, 2 representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If the matter to be considered relates to a shareholder, the shareholder and their proxy shall neither count the votes nor act as the scrutineer. During the voting process of a shareholders' ~~general~~ meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by lawyers, representatives of shareholders ~~and representatives of supervisors~~ and qualified persons appointed according to the Hong Kong Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes. Shareholders of the Bank or their proxies that vote online or by other means shall have the right to check and inspect their voting results through the relevant voting system.
43	Article 70 Shareholders who are present at the shareholders' general meeting shall adopt one of the following stances when a resolution is put forward for voting: for, against or abstention. Any votes which are unfilled, erroneously completed, illegible or un-submitted shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to 2 or more votes need not cast all the votes towards the same stance. In the event that the same voting rights have been exercised twice, the result of the first vote shall prevail.	Article 64 Shareholders who are present at the shareholders' ~~general~~ meeting shall adopt one of the following stances when a resolution is put forward for voting: for, against or abstention. Any votes which are unfilled, erroneously completed, illegible or un-submitted shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". ~~On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to 2 or more votes need not cast all the votes towards the same stance.~~ ~~In the event that the same voting rights have been exercised twice, the result of the first vote shall prevail.~~

No.	The original articles	After revision (with marks)
44	Article 71 The on-site shareholders' general meeting shall not conclude earlier than that held online or by other means. For every proposed resolution, the voting circumstances and voting outcome shall be announced by the chairman of the meeting and he/she shall announce whether the resolution has been adopted based on the voting outcome. Prior to the formal announcement of the voting results, all interested parties involved in the voting at on-site general meeting, online or by other means, including the Bank, the vote counter, the scrutineer, substantial shareholders and online service provider, etc., have an obligation to keep the voting results confidential.	Article 65 The on-site shareholders' ~~general~~ meeting shall not conclude earlier than that held online or by other means. For every proposed resolution, the voting circumstances and voting outcome shall be announced by the chairman of the meeting and he/she shall announce whether the resolution has been adopted based on the voting outcome. Prior to the formal announcement of the voting results, all interested parties involved in the voting at on-site **shareholders'** ~~general~~ meeting, online or by other means, including the Bank, the vote counter, the scrutineer, substantial shareholders and online service provider, etc., have an obligation to keep the voting results confidential.
45	Article 76 When the proposals regarding cash distribution, bonus issue or conversion of capital reserve into share capital have been passed at a general meeting, the Bank shall implement the specific proposals within 2 months after the close of the general meeting.	Article 70 When the proposals regarding cash distribution, bonus issue or conversion of capital reserve into share capital have been passed at a **shareholders'** ~~general~~ meeting, the Bank ~~shall~~**will** implement the specific proposals within 2 months after the close of the **shareholders'** ~~general~~ meeting.
46	Article 77 Any resolution of the Bank's shareholders' general meeting shall be invalid if its content violates the laws and administrative regulations. The controlling shareholders and de facto controller of the Bank shall not restrict or impede minority investors from legally exercising their voting rights and shall not damage the legitimate rights of the Company and minority investors. If the procedure of convening a shareholders' general meeting, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles of Association, or the contents of a resolution violates the Articles of Association, a shareholder shall may request a people's court to rescind the resolution within 60 days from the date on which the resolution is adopted.	Article 71 Any resolution of the Bank's shareholders' ~~general~~ meeting shall be invalid if its content violates the laws and administrative regulations. The controlling shareholders and de facto controller of the Bank shall not restrict or impede minority investors from legally exercising their voting rights and shall not damage the legitimate rights of the Company and minority investors. If the procedure of convening a shareholders' ~~general~~ meeting, or the method of voting ~~at either type of meeting~~, violates the laws, administrative regulations or the Articles of Association, or the contents of a resolution violates the Articles of Association, a shareholder shall may request a people's court to rescind the resolution within 60 days from the date on which the resolution is adopted**; however, this shall not apply if the convocation procedures or voting methods of the shareholders' meeting or meeting of the Board of Directors have only minor flaws that do not materially affect the resolution**.

No.	The original articles	After revision (with marks)
47	Article 78 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener; (2) the name of the chairman of the meeting, and the directors, supervisors, president and other members of senior management who attend or observe the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's voting shares; (4) the deliberation process for each resolution, key points of speeches made and voting outcome; (5) any enquiries or suggestions made by shareholders and the corresponding explanation or response; (6) the name of the lawyer, vote counter and scrutineer; (7) any other matters required by the shareholders' general meeting and the provisions of the Articles of Association to be recorded in the minutes.	Article 72 Minutes shall be recorded for the shareholders' ~~general~~ meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener; (2) the name of the chairman of the meeting, and the directors~~, supervisors, president~~ and ~~other~~ members of senior management who ~~attend or~~ observe the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's voting shares; (4) the deliberation process for each resolution, key points of speeches made and voting outcome; (5) any enquiries or suggestions made by shareholders and the corresponding explanation or response; (6) the name of the lawyer, vote counter and scrutineer; (7) any other matters required by the shareholders' ~~general~~ meeting and the provisions of the Articles of Association to be recorded in the minutes.

No.	The original articles	After revision (with marks)
48	Article 79 The minutes of the shareholders' general meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are the truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding online voting or via other methods shall be filed and persevered permanently. The Board of Directors shall submit the documents including the minutes and resolutions of the shareholders' general meeting to the banking regulatory authority of the State Council for record-keeping.	Article 73 The minutes of the shareholders' ~~general~~ meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are the truthful, accurate and complete. The attending **or observing** directors~~,~~ ~~supervisors~~, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance~~,~~ **and** powers of attorney, and valid information regarding online voting or via other methods shall be filed and persevered permanently. The Board of Directors shall submit the documents including the minutes and resolutions of the shareholders' ~~general~~ meeting to the banking regulatory authority of the State Council for record-keeping.
49	Article 82 After the Bank's shareholders' general meeting has adopted the resolution on the proposal of profit distribution or to convert the capital reserve to increase the share capital, the Board of Directors of the Bank shall, within 2 months after the shareholders' general meeting, implement the resolution as soon as possible.	Article 76 **The distribution of dividends (or shares) shall be completed within 2 months** ~~A~~**a**fter the Bank's shareholders' ~~general~~ meeting has adopted the resolution on the proposal of profit distribution ~~or to convert the capital reserve to increase the share capital, the Board of Directors of the Bank shall, within 2 months after the shareholders' general meeting, implement the resolution as soon as possible~~**, or after the Board of Directors of the Bank has formulated a specific plan based on the conditions and maximum amount of interim dividends for the following year as considered and approved at the annual shareholders' meeting**.

No.	The original articles	After revision (with marks)
50	Article 83 A company' s preference shareholders shall not attend the shareholders' general meeting and the shares they hold do not have voting rights. On the occurrence of any of the following matters, the Bank shall notify preference shareholders of the shareholders' general meeting and follow the notice procedures to ordinary shareholders as provided under the Company Law and the Articles of Association. When the preference shareholders attend the shareholders' general meeting, they are entitled to vote at a separate class meeting and each preference share shall have one vote, but preference shares held by the Bank do not entitle the Bank to vote: (1) amendments to the Articles of Association that relate to preference shares; (2) reduction of the registered capital of the Bank by more than 10% on a single or aggregate basis; (3) merger, division, dissolution or change of corporate form of the Bank; (4) issuance of preference shares; (5) other circumstances specified in the Articles of Association. Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including preference shareholders with restored voting rights) and by more than two thirds of the votes held by preference shareholders present at the meeting (excluding preference shareholders with restored voting rights). In case of voting under the circumstances specified in paragraph 2 of the Article herein at the shareholders' general meeting, the Bank shall separately calculate and announce the attendance at the meeting and voting results by the ordinary shareholders (including the holders of the preference shares with restored voting rights) and the preference shareholders (excluding preference shareholders with restored voting rights).	Article 77 A company' s preference shareholders shall not attend the shareholders' ~~general~~ meeting and the shares they hold do not have voting rights. On the occurrence of any of the following matters, the Bank shall notify preference shareholders of the shareholders' ~~general~~ meeting and follow the notice procedures to ordinary shareholders as provided under the Company Law and the Articles of Association. When the preference shareholders attend the shareholders' ~~general~~ meeting, they are entitled to vote at a separate class meeting and each preference share shall have one vote, but preference shares held by the Bank do not entitle the Bank to vote: (1) amendments to the Articles of Association that relate to preference shares; (2) reduction of the registered capital of the Bank by more than 10% on a single or aggregate basis; (3) merger, division, dissolution or change of corporate form of the Bank; (4) issuance of preference shares; (5) other circumstances specified in the Articles of Association. Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including preference shareholders with restored voting rights) and by more than two thirds of the votes held by preference shareholders present at the meeting (excluding preference shareholders with restored voting rights). In case of voting under the circumstances specified in paragraph **1**~~2~~ of the Article herein at the shareholders' ~~general~~ meeting, the Bank shall separately calculate and announce the attendance at the meeting and voting results by the ordinary shareholders (including the holders of the preference shares with restored voting rights) and the preference shareholders (excluding preference shareholders with restored voting rights).

No.	The original articles	After revision (with marks)
51	Article 85 Where the Bank repurchases its ordinary shares by public issuance of preference shares and repurchases its ordinary shares from specific shareholders of the Bank by consideration of non-public issuance of preference shares for the purpose of reducing its registered capital, the resolution regarding the repurchase of ordinary shares at a shareholders' general meeting shall be passed by more than two-thirds of the voting rights of the ordinary shareholders present at the shareholders' general meeting (including preference shareholders with restored voting rights).	Article 79 Where the Bank repurchases its ordinary shares by ~~public~~ issuance of preference shares **to non-specific investors** and repurchases its ordinary shares from specific shareholders of the Bank by consideration of ~~non-public~~ issuance of preference shares **to non-specific investors** for the purpose of reducing its registered capital, the resolution regarding the repurchase of ordinary shares at a shareholders' ~~general~~ meeting shall be passed by more than two-thirds of the voting rights of the ordinary shareholders present at the shareholders' ~~general~~ meeting (including preference shareholders with restored voting rights). **The Bank shall, on the day after the resolution on repurchasing ordinary shares has been passed at the shareholders' meeting, make an announcement of such resolution.**
52	Article 88 Any matters that are not covered herein or any conflicts between these Rules and the promulgated or amended laws, administrative regulations, departmental rules and the provisions of the Articles of Association, shall be resolved in reference to such laws, administrative regulations, departmental rules and the provisions of the Articles of Association.	Article 82 Any matters that are not covered herein or any conflicts between these Rules and the promulgated or amended laws, administrative regulations, departmental rules**, regulatory documents, regulatory provisions** and the provisions of the Articles of Association, shall be resolved in reference to such laws, administrative regulations, departmental rules**, regulatory documents, regulatory provisions** and the provisions of the Articles of Association.

Note: Unless otherwise specified in the comparative table of the above-mentioned revised articles, the expressions relating to the "shareholders' general meeting" in other articles of the full text are adjusted to "shareholders' meeting", and the expressions relating to the "board of supervisors" or "supervisors" are deleted accordingly. Due to the deletion of the articles, the numbering of the original articles of these Rules will be adjusted correspondingly without separate indication.

COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS OF BANK OF QINGDAO CO., LTD.

No.	The original articles	After revision (with marks)
1	Article 1 For the purpose of standardizing the methods and procedures of meetings of the Board of Directors of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), enhancing efficiency of the meetings, and protecting the Board of Directors to exercise its functions and powers legally on an independent, standard and effective basis, these rules are formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Administration of Independent Directors of Listed Companies, the Code of Corporate Governance for Listed Companies, the Stock Listing Rules of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), and the Corporate Governance Guidelines for Banking and Insurance Institutions as well as other relevant laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Articles of Association").	Article 1 For the purpose of standardizing the methods and procedures of meetings of the Board of Directors of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), enhancing efficiency of the meetings, and protecting the Board of Directors to exercise its functions and powers legally on an independent, standard and effective basis, these rules are formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Administration of Independent Directors of Listed Companies, the Code of Corporate Governance for Listed Companies, the Stock Listing Rules of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), and the Corporate Governance Guidelines for Banking and Insurance Institutions as well as other relevant laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and the Articles of Association of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Articles of Association").
2	Article 2 The Board of Directors serves as the decision-making body for the operation and management of the Bank, accountable to the shareholders' general meeting. It exercises decision-making rights within the scope of authority granted by laws, administrative regulations, departmental rules, regulatory documents, the Articles of Association and the shareholders' general meeting.	Article 2 The Board of Directors serves as the decision-making body for the operation and management of the Bank, accountable to the shareholders' ~~general~~ meeting. It exercises decision-making rights within the scope of authority granted by laws, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** the Articles of Association and the shareholders' ~~general~~ meeting.

No.	The original articles	After revision (with marks)
3	Article 3 The Board of Directors shall be composed of 5 to 19 directors of which the independent directors shall account for one-third or more of the total number of directors, and the total number of independent directors shall not be less than 3. Among them, there should be at least one accounting professional. The Board of Directors shall have one chairman and one vice chairman. The chairman and vice chairman shall be elected by more than half of all directors under the Board of Directors. The chairman of the Board of Directors and the president of the Bank shall be served by different persons.	Article 3 The Board of Directors shall be composed of 5 to 19 directors of which the independent directors shall account for one-third or more of the total number of directors, and the total number of independent directors shall not be less than 3. Among them, there should be at least one accounting professional. **The Bank will adopt measures to promote diversity of the Board members, where practicable.** The Board of Directors shall have one chairman and one vice chairman. The chairman and vice chairman shall be elected by **a majority of** ~~more than half of~~ all directors under the Board of Directors. The chairman of the Board of Directors and the president of the Bank shall be served by different persons.
4	Article 4 The Board of Directors shall set up a special office, which shall be responsible for preparation of the shareholders' general meetings, Board meetings and meetings of special committees, information disclosure, collecting, collating and reporting information in relation to the pledge of equity interest in the Bank, as well as the daily affairs of the Board of Directors and relevant special committees.	Article 4 The Board of Directors shall set up a special office, which shall be responsible for preparation of the shareholders' ~~general~~ meetings, Board meetings and meetings of special committees, information disclosure, collecting, collating and reporting information in relation to the pledge of equity interest in the Bank, as well as the daily affairs of the Board of Directors and relevant special committees.

No.	The original articles	After revision (with marks)
5	Article 5 The Board of Directors shall perform the following duties: (1) convene and report at shareholders' general meetings; (2) implement shareholder resolutions; (3) to decide on the Bank's business plans and investment plans; (4) formulate the Bank's operational development strategies and supervise the implementation of such development strategies; (5) formulate the Bank's annual financial budgets and final accounts; (6) formulate the Bank's proposals on profit distribution and loss tax loss carryforward; (7) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities; (8) formulate plans for significant acquisitions, acquisition of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank; (9) decide on matters within the scope authorized at a shareholders' general meeting on the establishment of legal entities, mergers and acquisitions, external investments, asset acquisitions, asset disposals, asset write-off, mortgage of assets, non commercial bank business guarantees, related party/connected transactions, entrusted wealth management, external donations, data management etc.; (10) decide on the establishment of the Bank's internal management entities;	Article 5 The Board of Directors shall perform the following duties: (1) convene and report at shareholders' ~~general~~ meetings; (2) implement ~~shareholder resolutions~~ **resolutions of shareholders' meetings**; (3) to decide on the Bank's business plans and investment plans; (4) formulate the Bank's operational development strategies and supervise the implementation of such development strategies; ~~(5) formulate the Bank's annual financial budgets and final accounts;~~ (**5**~~6~~) formulate the Bank's proposals on profit distribution and loss tax loss carryforward; (**6**~~7~~) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities; (**7**~~8~~) formulate plans for significant acquisitions, acquisition of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank; (**8**~~9~~) decide on matters within the scope authorized at a shareholders' ~~general~~ meeting on the establishment of legal entities, mergers and acquisitions, external investments, asset acquisitions, asset disposals, asset write-off, mortgage of assets, non commercial bank business guarantees, related party/connected transactions, entrusted wealth management, external donations, data management etc.; (**9**~~10~~) decide on the establishment of the Bank's internal management entities;

No.	The original articles	After revision (with marks)
	(11) appoint or remove the Bank's president and secretary to the Board of Directors; appoint or remove the members of the Bank's senior management including the executive vice president and chief financial officer in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;	(1**0**~~1~~) appoint or remove the Bank's president and secretary to the Board of Directors; appoint or remove the members of the Bank's senior management including the executive vice president and chief financial officer in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;
	(12) formulate the basic management systems of the Bank;	(**11**~~12~~) formulate the basic management systems of the Bank;
	(13) formulate amendments plan to the Articles of Association, and formulate the procedures of shareholders' general meetings and Board meetings and review and approve the working rules of the special committees of the board;	(**12**~~13~~) formulate amendments plan to the Articles of Association, and formulate the procedures of shareholders' ~~general~~ meetings and Board meetings and review and approve the working rules of the special committees of the board;
	(14) take charge of the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, completeness, accuracy and timeliness of the Bank's accounting and financial statements;	(**13**~~14~~) take charge of the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, **accuracy,** completeness~~, accuracy~~ and timeliness of the Bank's accounting and financial statements;
	(15) propose at the shareholders' general meeting the appointment or dismissal of an accounting firm that conducts regular statutory audits of the Bank's financial reports;	(**14**~~15~~) propose at the shareholders' ~~general~~ meeting the appointment or dismissal of an accounting firm that conducts regular statutory audits of the Bank's financial reports;
	(16) evaluate regularly and improve continuously the corporate governance of the Bank;	(**15**~~16~~) evaluate regularly and improve continuously the corporate governance of the Bank;
	(17) listen to the president's work report and inspect the president's work;	(**16**~~17~~) listen to the president's work report and inspect the president's work;
	(18) formulate the Bank's capital plan and take ultimate responsibility for the capital or solvency management;	(**17**~~18~~) formulate the Bank's capital plan and take ultimate responsibility for the capital or solvency management;
	(19) formulate the Bank's risk tolerance, risk management and internal control policies, and take ultimate responsibility for the comprehensive risk management;	(**18**~~19~~) formulate the Bank's risk tolerance, risk management and internal control policies, and take ultimate responsibility for the comprehensive risk management;

No.	The original articles	After revision (with marks)
	(20) protect the legitimate rights and interests of financial consumers and other stakeholders; (21) establish a mechanism for the identification, review and management of conflicts of interest between the Bank and its shareholders, in particular substantial shareholders; (22) take responsibility for the management of the affairs of the shareholders; (23) other rights conferred by the laws, administrative regulations, departmental rules, regulatory documents or the Articles of Association and the shareholders' general meetings. The Board of Directors of the Bank shall firstly take the opinions from the Party Committee into account when deciding on material issues.	(**19**~~20~~) protect the legitimate rights and interests of financial consumers and other stakeholders; **(20) consider the Bank's policy objectives and related matters concerning sustainability and environmental, social, and governance (ESG) aspects;** (21) establish a mechanism for the identification, review and management of conflicts of interest between the Bank and its shareholders, in particular substantial shareholders; (22) take responsibility for the management of the affairs of the shareholders; (23) other rights conferred by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** or the Articles of Association, **other systems approved by the Board** and the shareholders' ~~general~~ meetings. The Board of Directors of the Bank shall firstly take the opinions from the Party Committee into account when deciding on material issues.
6	Article 6 The Board of Directors of the Bank shall explain at a shareholders' general meeting the qualified opinions contained in the audit reports issued by registered accountants in respect of the Bank's financial report.	Article 6 The Board of Directors of the Bank shall explain at a shareholders' ~~general~~ meeting ~~the qualified opinions contained in the audit reports~~ **the non-standard audit opinions** issued by registered accountants in respect of the Bank's financial report.

No.	The original articles	After revision (with marks)
7	Article 7 The Board of Directors shall define its authority in relation to external investment, acquisition and disposal of asset, asset mortgage, non-commercial banking business guarantee matters, entrusted wealth management and connected transactions, external donation, etc., and establish strict examination and policy-making procedures. It shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects, and submit a report of the same to the shareholders for approval. For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within 4 months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders. The disposal of fixed assets referred to in this Article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees. The validity of transactions conducted by the Bank in relation to the disposal of fixed assets shall not be affected notwithstanding any violation of the requirements set out in the 2nd paragraph of this Article.	Article 7 The Board of Directors shall define its authority in relation to external investment, acquisition and disposal of asset, asset mortgage, non-commercial banking business guarantee matters, entrusted wealth management and connected transactions, external donation, etc., and establish strict examination and policy-making procedures. It shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects, and submit a report of the same to the shareholders**' meeting** for approval. ~~For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within 4 months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders. The disposal of fixed assets referred to in this Article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees.~~ ~~The validity of transactions conducted by the Bank in relation to the disposal of fixed assets shall not be affected notwithstanding any violation of the requirements set out in the 2nd paragraph of this Article.~~
8	Article 9 The Board shall be able to access all relevant information to make judgement and decision on their own instead of relying on the judgement of shareholders or the senior management...	Article 9 The Board shall be able to access all relevant information to make judgement and decision on their own instead of relying on the judgement of shareholders or the senior management...

No.	The original articles	After revision (with marks)
9	Article 10...When directors exercise their powers, relevant personnel of the Bank shall proactively cooperate and shall not refuse to act, hinder or conceal, or intervene in their exercise of powers. Article 11 Directors shall exercise their powers to the extent as permitted by the laws, administrative regulations, department rules, regulatory documents and the Articles of Association and shall not interfere in an ultra vires manner with the operation and management activities of senior management out of their scope of powers in violation of the decision-making system and procedures of the Bank.	Article 10...When directors exercise their powers, relevant personnel of the Bank shall proactively cooperate and shall not refuse to act, hinder or conceal, or intervene in their exercise of powers. Directors shall exercise their powers to the extent as permitted by the laws, administrative regulations, department rules, regulatory documents, **regulatory provisions** and the Articles of Association and shall not interfere in an ultra vires manner with the operation and management activities of senior management out of their scope of powers in violation of the decision-making system and procedures of the Bank.
10	Article 11 The chairman of the Board of Directors shall have the following duties and powers: (1) to preside over the shareholders' general meetings, and convene and preside over meetings of the Board of Directors; (2) to supervise and examine the implementation of resolutions of the Board of Directors; (3) to sign certificates of shares, bonds and other securities of the Bank; (4) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank; (5) to exercise the duties and powers of a legal representative; (6) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the shareholders in a general meeting; (7) other powers and rights conferred by the Board of Directors.	Article 11 The chairman of the Board of Directors shall have the following duties and powers: (1) to preside over the shareholders'~~ general~~ meetings, and convene and preside over meetings of the Board of Directors; (2) to supervise and examine the implementation of resolutions of the Board of Directors; (3) to sign certificates of shares, bonds and other securities of the Bank; (4) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank; (5) to exercise the duties and powers of a legal representative; (6) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the shareholders**'** ~~in a general~~ meeting; (7) other powers and rights conferred by the Board of Directors.

No.	The original articles	After revision (with marks)
11	Article 12 If the chairman of the Board is unable or fails to perform his/her duties and powers for whatever reason, the chairman shall appoint another director to exercise such duties on his/her behalf; if the chairman of the Board is unable or fails to perform his/her duties, a director elected by more than half of all the directors shall exercise his/her duties on his/her behalf.	Article 12 If the chairman of the Board is unable or fails to perform his/her duties and powers for whatever reason, the chairman shall appoint another director to exercise such duties on his/her behalf; if the chairman of the Board is unable or fails to perform his/her duties, a director elected by ~~more than half of~~ **a majority of** all the directors shall exercise his/her duties on his/her behalf.
12	Article 13 The Board of Directors shall establish the Audit Committee, the Related Party Transactions Control Committee, Risk Management and Consumer Rights Protection Committee, Strategy Committee, Remuneration Committee, Nomination Committee and Network Security and Information Technology Committee. The Board of Directors may establish other committees and adjust the existing committees when necessary.	Article 13 The Board of Directors shall establish the Audit Committee, the Related Party Transactions Control Committee, Risk Management and Consumer Rights Protection Committee, Strategy **and Sustainability** Committee, Remuneration Committee, Nomination Committee and Network Security and Information Technology Committee. The Board of Directors may establish other committees and adjust the existing committees when necessary.
13	Article 14 Each committee shall have at least 3 members, and every member of the Board committees shall be a Director. A chairman shall be appointed to each Board committee to take charge of convening the activities of the Board committee. The chairman of the Audit Committee shall be an accounting professional, and the members of the Audit Committee shall possess professional knowledge and working experience in finance, audit, accounting or law, etc. The chairman of the Related Party Transactions Control Committee, Audit Committee, Remuneration Committee and Nomination Committee shall be served by an independent director, and independent directors shall form the majority of these four committees.In principle, the proportion of independent directors in the Risk Management and Consumer Rights Protection Committee shall not be less than one-third. Directors serving as chairman of the Audit Committee, Related Party Transactions Control Committee and Risk Management and Consumer Rights Protection Committee shall work in the Bank no less than 20 working days each year.	Article 14 Each committee shall have at least 3 members, and every member of the Board committees shall be a Director. A chairman shall be appointed to each Board committee to take charge of convening the activities of the Board committee. The chairman of the Audit Committee shall be an accounting professional, and the members of the Audit Committee shall possess professional knowledge and working experience in finance, audit, accounting or law, etc.**, and an employee director can serve as a member of the Audit Committee.** The chairman of the Related Party Transactions Control Committee, Audit Committee, Remuneration Committee and Nomination Committee shall be served by an independent director, and independent directors shall ~~form the majority~~ **constitute more than half of the total members of each** of these four committees. In principle, the proportion of independent directors in the Risk Management and Consumer Rights Protection Committee shall not be less than one-third. Directors serving as chairman of the Audit Committee, Related Party Transactions Control Committee and Risk Management and Consumer Rights Protection Committee shall work in the Bank no less than 20 working days each year.

No.	The original articles	After revision (with marks)
14	Article 16 The major responsibilities of the Audit Committee are as follows: (1) make recommendations on the appointment or replacement of the accounting firms that conduct regular statutory audit of the Bank's financial reports; (2) supervise the internal audit system of the Bank and its implementation; (3) take charge of the communication between the internal and external auditors; (4) inspect the accounting policy, financial positions, financial reporting procedures, risk and compliance of the Bank; (5) take charge of the Bank's annual auditing, to prepare and submit subjective reports regarding the truthfulness, accuracy, completeness and timeliness of information in the audited financial statements to the Board of Directors for review; (6) review the internal control system of the Bank, evaluate the procedure and effectiveness of the internal audit department of the Bank, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Bank; (7) review the annual financial budget, final accounts and any significant changes and adjustments in the course of implementation, submit such findings to the Board for consideration; (8) review the profit distribution policy and annual profit distribution plans, and submit its findings to the Board for consideration;	Article 16 The major responsibilities of the Audit Committee are as follows: (1) **inspect and supervise the financial activities of the Bank, review the Bank's financial information and its disclosure, review the accounting policies of the Bank and their implementation, supervise the financial operation, monitor the accuracy of financial accounting reports and the effectiveness of the implementation of financial accounting report procedures by the management;** ~~make recommendations on the appointment or replacement of the accounting firms that conduct regular statutory audit of the Bank's financial reports;~~ (2) **propose to engage, renew, dismiss external auditors, taking appropriate measures to supervise the work of external auditors, reviewing the reports of external auditors, and ensuring that external auditors assume corresponding responsibilities for their audit work;** ~~supervise the internal audit system of the Bank and its implementation;~~ (3) **inspect, supervise and evaluate the Bank's internal audit work, supervise the internal audit system of the Bank and its implementation, evaluate the work procedures and work effects of the Bank's internal audit department, participate in the performance assessment of the head of internal audit, and ensure that internal audits are adequately resourced and have appropriate standing within the Bank, coordinate** ~~take charge of~~ the communication between the internal **audit department** and external auditors; ~~(4) inspect the accounting policy, financial positions, financial reporting procedures, risk and compliance of the Bank;~~

No.	The original articles	After revision (with marks)
	(9) review and ensure that the Board of Directors will provide a timely response to the issues raised in the external auditor's management letter (or any equivalent documents), and review any major queries raised by the external auditors to senior management about accounting records, financial accounts or systems of control and senior management's response; (10) review arrangements employees of the Bank can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters, and carry out independent and fair investigation of these matters and appropriate follow-up action; (11) perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, the Articles of Association and as authorized by the Board.	~~(5) take charge of the Bank's annual auditing, to prepare and submit subjective reports regarding the truthfulness, accuracy, completeness and timeliness of information in the audited financial statements to the Board of Directors for review;~~ (**4**~~6~~) **continuously supervise and evaluate the internal control system of the Bank and** review the internal control **management** system of the Bank~~, evaluate the procedure and effectiveness of the internal audit department of the Bank, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Bank~~; ~~(7) review the annual financial budget, final accounts and any significant changes and adjustments in the course of implementation, submit such findings to the Board for consideration;~~ (**5**~~8~~) review the profit distribution policy and annual profit distribution plans, and submit its findings to the Board for consideration; (**6**~~9~~) review and ensure that the Board of Directors will provide a timely response to the issues raised in the external auditor's management letter (or any equivalent documents), and review any major queries raised by the external auditors to senior management about accounting records, financial accounts or systems of control and senior management's response; (**7**~~10~~) review arrangements employees of the Bank can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters, and carry out independent and fair investigation of these matters and appropriate follow-up action;

No.	The original articles	After revision (with marks)
		(8) supervise the performance of duties by directors and senior management members, and propose the dismissal of directors and senior management members who violate laws, regulations, the Articles of Association, or resolutions of the shareholders' meeting; **(9) when the conduct of directors or senior management members damages the interests of the Bank, request that the directors or senior management members correct such conduct;** **(10) file lawsuits in accordance with the law against directors and senior management members who violate laws, administrative regulations, or the provisions of the Articles of Association in the performance of their duties and cause losses to the Bank;** **(11) propose proposals to the shareholders' meetings; propose the convening of extraordinary shareholders' meetings and, in the event that the Board fails to perform the obligations to convene and preside over the shareholders' meetings in accordance with the Articles of Association, to convene and preside over the shareholders' meetings;** (**12**~~11~~) perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** the Articles of Association and as authorized by **the shareholders' meeting and** the Board.

No.	The original articles	After revision (with marks)
15	Article 17 The major responsibilities of the Related Party Transactions Control Committee are as follows: (1) discuss and approve the related party transactions within the scope authorized by the Board; review the related party transactions which require discussion and approval at the Board and shareholders' general meeting, and report to the Board in respect thereof; (2) inspect and supervise the Bank's control of related party transactions and the implementation of the related party transactions control systems by the Bank's directors, senior management and related parties, and report to the Board in respect thereof; (3) perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, the Articles of Association and as authorized by the Board.	Article 17 The major responsibilities of the Related Party Transactions Control Committee are as follows: (1) discuss and approve the related party transactions within the scope authorized by the Board; review the related party transactions which require discussion and approval at the Board and shareholders' ~~general~~ meeting, and report to the Board in respect thereof; (2) inspect and supervise the Bank's control of related party transactions and the implementation of the related party transactions control systems by the Bank's directors, senior management and related parties, and report to the Board in respect thereof; (3) perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** the Articles of Association and as authorized by the Board.

No.	The original articles	After revision (with marks)
16	Article 18 The major responsibilities of the Risk Management and Consumer Rights Protection Committee are as follows: (1) supervise, review the risk management in areas such as credit, market, liquidity, operation, compliance, information technology and reputation, and to examine regularly the relevant risk profile reports; (2) review the Bank's risk management policy, condition, ability and level regularly; (3) give suggestions on improving the Bank's risk management and internal control; (4) decide on the strategy of overall risk management, confirm the overall risk limits and formulate suitable risk management procedure and measures; (5) formulate the Bank's strategy, policy and target in protecting consumers' rights, study major problems and important policies of consumer rights protection and convene meetings regularly, to listen to the senior management's special report on protection of consumers' rights regularly and submit the reports to the Board for consideration; (6) guide and supervise the establishment and refinement of the management system for the protection of consumer rights, and ensure that the provisions of relevant regulations are compatible with the Bank's corporate governance, corporate culture building and business development strategy; (7) supervise the comprehensiveness, timeliness and effectiveness of the works of senior management and department of consumer rights protection in accordance with regulatory requirements and the strategies, policies, target implementation and work performance of consumer rights protection;	Article 18 The major responsibilities of the Risk Management and Consumer Rights Protection Committee are as follows: (1) supervise~~, review the risk management~~ **the risk controls implemented by the Bank's senior management** in areas such as credit, market, liquidity, operation, compliance, information technology and reputation, and ~~to examine regularly the relevant risk profile reports~~ **regularly review comprehensive risk management reports**; (2) review the Bank's risk management policy, condition, ability and level regularly; (3) give suggestions on improving the Bank's risk management and internal control; (4) decide on the strategy of overall risk management, confirm the overall risk limits and formulate suitable risk management procedure and measures; (5) formulate the Bank's strategy, policy and target in protecting consumers' rights, study major problems and important policies of consumer rights protection and convene meetings regularly, to listen to the senior management's special report on protection of consumers' rights regularly and submit the reports to the Board for consideration; (6) guide and supervise the establishment and refinement of the management system for the protection of consumer rights, and ensure that the provisions of relevant regulations are compatible with the Bank's corporate governance, corporate culture building and business development strategy; (7) supervise the comprehensiveness, timeliness and effectiveness of the works of senior management and department of consumer rights protection in accordance with regulatory requirements and the strategies, policies, target implementation and work performance of consumer rights protection;

No.	The original articles	After revision (with marks)
	(8) studying annual audit reports, regulatory circulars and internal assessment results related to consumer rights protection as well as urging senior management and relevant departments to take remedy actions to the issues identified in a timely manner;	(8) studying annual audit reports, regulatory circulars and internal assessment results related to consumer rights protection as well as urging senior management and relevant departments to take remedy actions to the issues identified in a timely manner;
	(9) to perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, the Articles of Association and as authorized by the Board.	**(9) consider and approve the fundamental system of compliance management;** **(10) evaluate the effectiveness of compliance management and the standard of compliance culture construction and supervise to tackle major issues on compliance management and compliance culture construction;** (**11**9) to perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** the Articles of Association and as authorized by the Board.

No.	The original articles	After revision (with marks)
17	Article 19 The major responsibilities of the Strategy Committee are as follows: (1) study and give suggestions on the Bank's mid-to-long term development strategy; (2) formulate the operation target of the Bank and supervise and inspect the implementation of annual business and investment plan of the Bank; (3) study and formulate the Bank's capital restoration plan and its sources of capital restoration funds according to the development target; (4) study and make suggestions on the significant investment plan which requires approval by the Board under the Articles of Association; (5) consider the proposed amendments to the Articles of Association and submit them to the Board for consideration; (6) study and make suggestions on other significant matters which may affect the development of the Bank; (7) inspect the implementation of the above matters; (8) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, the Articles of Association and as authorized by the Board.	Article 19 The major responsibilities of the Strategy **and Sustainability** Committee are as follows: (1) study and give suggestions on the Bank's mid-to-long term development strategy; (2) formulate the operation target of the Bank and supervise and inspect the implementation of annual business and investment plan of the Bank; (3) study and formulate the Bank's capital restoration plan and its sources of capital restoration funds according to the development target; (4) study and make suggestions on the significant investment plan which requires approval by the Board under the Articles of Association; (5) consider the proposed amendments to the Articles of Association and submit them to the Board for consideration; (6) study and make suggestions on other significant matters which may affect the development of the Bank; **(7) consider the Bank's development strategies and basic management systems in the sustainability and the environmental, social and governance (the "ESG"), review ESG-related work reports, regularly evaluate the implementation of ESG development strategies, oversee climate-related risks and opportunities and promote the implementation of other ESG-related work in accordance with regulatory requirements**; (**8**~~7~~) inspect the implementation of the above matters; (**9**~~8~~) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** the Articles of Association and as authorized by the Board.

No.	The original articles	After revision (with marks)
18	Article 20 The major responsibilities of the Remuneration Committee are as follows: (1) formulate the remuneration plan, management systems and structure of the Bank and submit the same to the Board for consideration; (2) make recommendations to the Board on the Bank's policy and structure for all directors' and senior management's remuneration, submit the recommendations to the Board for consideration and oversee the policy implementation; (3) study appraisal criteria for directors and members of senior management, to organize regular performance appraisal for directors and members of senior management, and to submit the appraisal results to the Board; (4) review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment, and make recommendations to the Board; (5) to review and approve the compensation in connection with dismissal or removal of directors for their misconduct and make recommendations to the Board; (6) ensure that no director or any of their associates is involved in deciding their own performance appraisal and remuneration, except for the self-assessment section in their performance appraisal; (7) to review and/or approve the matters relating to the Share Scheme under Chapter 17 of the Hong Kong Listing Rules; (8) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, the Articles of Association and as authorized by the Board.	Article 20 The major responsibilities of the Remuneration Committee are as follows: (1) formulate the remuneration plan, management systems and structure of the Bank and submit the same to the Board for consideration; (2) make recommendations to the Board on the Bank's policy and structure for all directors' and senior management's remuneration, submit the recommendations to the Board for consideration and oversee the policy implementation; (3) study appraisal criteria for directors and members of senior management, to organize regular performance appraisal for directors and members of senior management, and to submit the appraisal results to the Board; (4) review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment, and make recommendations to the Board; (5) to review and approve the compensation in connection with dismissal or removal of directors for their misconduct and make recommendations to the Board; (6) ensure that no director or any of their associates is involved in deciding their own performance appraisal and remuneration, except for the self-assessment section in their performance appraisal; (7) to review and/or approve the matters relating to the Share Scheme under Chapter 17 of the Hong Kong Listing Rules; (8) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** the Articles of Association and as authorized by the Board.

No.	The original articles	After revision (with marks)
19	Article 21 The major responsibilities of the Nomination Committee are as follows: (1) research and formulate the procedures and standards for electing the directors and senior management, and make recommendations to the Board in respect thereof; (2) identify extensively individuals suitably qualified to become directors and senior management and to establish a pool of potential candidates for key positions; (3) conduct preliminary examination of the qualifications and credentials of potential directors and senior management, and to make recommendations to the Board; (4) review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board according to the business activities, assets and shareholding structure of the Bank; (5) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, the Articles of Association and as authorized by the Board.	Article 21 The major responsibilities of the Nomination Committee are as follows: (1) research and formulate the procedures and standards for electing the directors and senior management, and make recommendations to the Board in respect thereof; (2) identify extensively individuals suitably qualified to become directors and senior management and to establish a pool of potential candidates for key positions; (3) conduct preliminary examination of the qualifications and credentials of potential directors and senior management, and to make recommendations to the Board; (4) review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board according to the business activities, assets and shareholding structure of the Bank; (5) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, **regulatory provisions,** the Articles of Association and as authorized by the Board.

No.	The original articles	After revision (with marks)
20	Article 22 The major responsibilities of the Network Security and Information Technology Committee are as follows: (1) study and formulate the network security plan and IT strategy the Bank and submit the same to the Board for consideration; (2) regularly review the overall effectiveness of the operation of IT of the Bank, the implementation progress of the network security plan and IT strategy and its major projects; (3) advise and supervise the monitoring and handling of network security, and the development and management of IT system by senior management and other administrative departments, and to identify, measure and control the risk of IT; (4) listen to or review the Bank's IT risk management report, network security work report, business continuity management report and IT specific audit report and make recommendations; (5) perform other duties required by the law, administrative regulations, department rules, regulatory documents, the Articles of Association and as authorized by the Board.	Article 22 The major responsibilities of the Network Security and Information Technology Committee are as follows: (1) study and formulate the network security plan**,** ~~and~~ IT **and digital intelligence** strategy of the Bank and submit the same to the Board for consideration; (2) regularly review the overall effectiveness of the operation of IT **and digital intelligence** of the Bank, the implementation progress of the network security plan and IT strategy and its major projects; (3) advise and supervise the monitoring and handling of network security, and the development and management of IT system by senior management and other administrative departments, and to identify, measure and control the risk of IT; (4) listen to or review the Bank's IT ~~risk management report, network security~~ work report, ~~business continuity management~~ report **on Intelligent-Digital Work** and IT specific audit report and make recommendations; (5) perform other duties required by the law, administrative regulations, department rules, regulatory documents, **regulatory provisions,** the Articles of Association and as authorized by the Board.
21	Article 24 In Board committees, a director shall perform his duties required by the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association. The independent directors shall attend the Board committees in person. Where an independent director is unable to attend a meeting in person for any reason, he shall peruse the meeting documents in advance, form definite opinions, and appoint another independent director in writing to attend the meeting on his behalf. When an independent director is concerned about major matters of the Bank within the scope of responsibilities of the Board committees, he may submit them to the Board committees for discussion and review in a timely manner in accordance with the procedure.	Article 24 In Board committees, a director shall perform his/**her** duties required by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and the Articles of Association. The independent directors shall attend the Board committees in person. Where an independent director is unable to attend a meeting in person for any reason, he**/she** shall peruse the meeting documents in advance, form definite opinions, and appoint another independent director in writing to attend the meeting on his/**her** behalf. When an independent director is concerned about major matters of the Bank within the scope of responsibilities of the Board committees, he**/she** may submit them to the Board committees for discussion and review in a timely manner in accordance with the procedure.

No.	The original articles	After revision (with marks)
22	Article 26 The secretary of the Board of Directors shall perform his duties required by the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association.	Article 26 The secretary of the Board of Directors shall perform his duties required by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and the Articles of Association.
23	Article 27 The meetings of the Board of Directors are divided into regular meetings and extraordinary meetings. The Board of Directors shall hold meeting when necessary and hold at least 4 regular meetings annually and once quarterly. The chairman shall convene regular Board meetings. Notices of Board meetings shall be sent to all directors and supervisors in writing at least 14 days before the meeting. The Board of Directors shall submit itself to the supervision of the Board of Supervisors, and shall not obstruct or hinder any inspection or audit carried out by the Board of Supervisors within its scope of functions and powers.	Article 27 The meetings of the Board of Directors are divided into regular meetings and extraordinary meetings. The Board of Directors shall hold meeting when necessary and hold at least 4 regular meetings annually and once quarterly. The chairman shall convene regular Board meetings. Notices of Board meetings shall be sent to all directors ~~and supervisors~~ in writing at least 14 days before the meeting. The Board of Directors shall submit itself to the supervision of the **Audit Committee** ~~Board of Supervisors~~, and shall not ~~obstruct or~~ hinder any inspection or audit carried out by the **Audit Committee** ~~Board of Supervisors~~ within its scope of functions and powers.
24	Article 28 The chairman shall convene and preside over an extraordinary meeting within 10 days of receiving such a proposal under the following circumstances: (1) it is proposed by the shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (the "Requesting Shareholders"); (2) it is deemed necessary by the chairman; (3) it is proposed by more than one-third of the directors; (4) it is proposed by more than two of the independent directors; (5) it is proposed by the Board of Supervisors; (6) it is proposed by the president; (7) other circumstances as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association.	Article 28 The chairman shall convene and preside over an extraordinary meeting within 10 days of receiving such a proposal under the following circumstances: (1) it is proposed by the shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (the "Requesting Shareholders"); (2) it is deemed necessary by the chairman; (3) it is proposed by more than one-third of the directors; (4) it is proposed by more than two of the independent directors; (5) it is proposed by the **Audit Committee** ~~Board of Supervisors~~; (6) it is proposed by the president; (7) other circumstances as stipulated by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and the Articles of Association.

No.	The original articles	After revision (with marks)
25	Article 30 Board meetings may be convened in the form of a physical meeting and the adoption of written resolutions etc. "Physical meetings" in these Rules refers to meetings held on-site or by means of video or voice call that can ensure instant communication and discussion among the participants. The Board shall ensure that each attending director can hear the other directors' clearly and can communicate with each other where a Board meeting is convened by telephone conference or video conference. A Board meeting convened by such means may be recorded or taped. Where circulation of written resolution is adopted, all directors shall be provided with matters on voting by circulation of written resolution and relevant background information at least three (3) days prior to the voting. Reasons shall be provided for a Board meeting held by circulation of written resolution.	Article 30 Board meetings may be convened in the form of a physical meeting and the adoption of written resolutions etc. "Physical meetings" in these Rules refers to meetings held on-site or by means of video or voice call that can ensure instant communication and discussion among the participants. The Board shall ensure that each attending director can hear the other directors' clearly and can communicate with each other where a Board meeting is convened by telephone conference or video conference. A Board meeting convened by such means may be recorded or taped. Where circulation of written resolution is adopted, all directors shall be provided with matters on voting by circulation of written resolution and relevant background information at least three (3) days prior to the voting. ~~Reasons shall be provided for a Board meeting held by circulation of written resolution.~~
26	Article 32 The following persons or entities are entitled to submit proposals to the Board of Directors: (1) the Proposing Shareholders; (2) more than one-third of the directors; (3) the Board of supervisors; (4) more than half of the independent directors (at least two); (5) the chairman; (6) the special committees of the Board; (7) the president.	Article 32 The following persons or entities are entitled to submit proposals to the Board of Directors: (1) the Proposing Shareholders; (2) more than one-third of the directors; ~~(3) the Board of supervisors;~~ (**3**~~4~~) more than **two** ~~half of the~~ independent directors ~~(at least two)~~; (**4**~~5~~) the chairman; (**5**~~6~~) the special committees of the Board; (**6**~~7~~) the president.

No.	The original articles	After revision (with marks)
27	Article 33 The matters of a proposal shall be within the scope of powers of the Board of Directors. A proposal shall has a complete structure and shall include the main text and explanatory note with related materials attached thereto. The proposer shall be responsible for the legality, accuracy and completeness of the proposal according to the relevant laws, administrative regulations, department rules, regulatory documents and the Articles of Association and shall be responsible for the interpretation of the proposal.	Article 33 The matters of a proposal shall be within the scope of powers of the Board of Directors. A proposal shall has a complete structure and shall include the main text and explanatory note with related materials attached thereto. The proposer shall be responsible for the legality, accuracy and completeness of the proposal according to the relevant laws, administrative regulations, department rules, regulatory documents**, regulatory provisions** and the Articles of Association and shall be responsible for the interpretation of the proposal.
28	Article 35 The notices of regular Board meetings shall be sent to all directors and supervisors in writing at least 14 days before the meeting, and the notices of the extraordinary meeting for the Board of Directors shall be served to all directors by hand, fax, email or other means 5 days before the meeting date. Where there are emergency situations, the meeting shall be held as soon as possible, the service of the notice regarding the forthcoming meeting may be made through telephone or orally at any time without the foregoing limitation on notice period. However, the meeting convener shall provide explanation at the meeting.	Article 35 The notices of regular Board meetings shall be sent to all directors ~~and supervisors~~ in writing at least 14 days before the meeting, and the notices of the extraordinary meeting for the Board of Directors shall be served to all directors by hand, fax, email or other means **at least** 5 days before the meeting date. Where there are emergency situations, the meeting shall be held as soon as possible, the service of the notice regarding the forthcoming meeting may be made through telephone or orally at any time without the foregoing limitation on notice period. However, the meeting convener shall provide explanation at the meeting.
29	Article 38 After the issue of the notice of meeting, the office of the Board of Directors shall liaise with all directors, in particular the independent directors, to seek their views on the relevant proposals and shall promptly convey their views to the proposers for necessary amendments of their proposals. The office of the Board of Directors shall also promptly prepare complete and accurate materials necessary for directors to make reasonable, prompt and prudent decisions on proposals, including relevant background information and statistics in relation to the proposals to be discussed at the meeting.	Article 38 After the issue of the notice of meeting, the office of the Board of Directors shall liaise with all directors, in particular the independent directors, to seek their views on the relevant proposals and shall promptly convey their views to the proposers for necessary amendments of their proposals. The office of the Board of Directors shall also promptly prepare complete and accurate materials necessary for directors to make reasonable, prompt and prudent decisions on proposals, including relevant background information and statistics in relation to the proposals to be discussed at the meeting.
30	Article 39 If more than one fourth of the directors or more than two independent directors consider the meeting materials insufficient or the supporting documents irrelevant, they may jointly issue a written request to the chairman to postpone the meeting or postpone the discussion of the relevant matters and the request shall not be declined.	Article 39 If more than one fourth of the directors or more than two independent directors consider the meeting materials insufficient or the supporting documents irrelevant, they may jointly issue a written request to the chairman to postpone the meeting or postpone the discussion of the relevant matters and the request shall not be declined.

No.	The original articles	After revision (with marks)
31	Article 40 Before any Board meeting, the special committees of the Board may convene a meeting in accordance with terms of reference to discuss the relevant resolutions to be considered at Board meeting and provide the directors with necessary materials or information via the office of the Board of Directors. The chairman of relevant Board committees shall report the conclusion of the committee to the Board of Directors.	Article 40 Before any Board meeting, the special committees of the Board may convene a meeting in accordance with terms of reference to discuss the relevant resolutions to be considered at Board meeting and provide the directors with necessary materials or information via the office of the Board of Directors. The chairman of relevant Board committees shall report the conclusion of the committee to the Board of Directors.
32	Article 41 Notices of Board meetings are prepared by the office of the Board of Directors in accordance with the matters to be discussed at the meeting, and then distributed by the office of the Board of Directors to all Directors and Supervisors after the approval by the chairman of the Board of Directors.	Article 41 Notices of Board meetings are prepared by the office of the Board of Directors in accordance with the matters to be discussed at the meeting, and then distributed by the office of the Board of Directors to all Directors ~~and Supervisors~~ after the approval by the chairman of the Board of Directors.
33	Article 42 Board meetings shall only be held when more than half of the directors attend the meeting. Directors or any of his/her close associates (as defined in the Hong Kong Listing Rules) who are related with any enterprise involved in the matter to be resolved by the Board meeting or has any material interest in the matters to be discussed by the Board meeting, shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have material interest are present. Where less than 3 directors with no material interest in the matter are present at the Board meeting, such proposals shall be submitted to the shareholders' general meeting for approval.	Article 42 Board meetings shall only be held when **a majority of** ~~more than half of~~ the directors attend the meeting. Directors or any of his/her close associates (as defined in the Hong Kong Listing Rules) who are related with any enterprise **or individual** involved in the matter to be resolved by the Board meeting or has any material interest in the matters to be discussed by the Board meeting, **the said director shall report in writing to the Board in a timely manner. The related directors** shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if **a majority of** ~~more than half of~~ the directors who do not have material interest are present. Where less than 3 **unrelated** directors ~~with no material interest in the matter~~ are present at the Board meeting, such proposals shall be submitted to the shareholders' ~~general~~ meeting for approval.

No.	The original articles	After revision (with marks)
34	Article 43 Supervisors are entitled to attend Board meetings. The president and the secretary to the Board of Directors who is not a director are also entitled to attend Board meetings. The office of Board of Director shall inform the aforesaid persons to attend Board meetings. The chairman of Board meeting shall invite other persons to attend Board meeting if necessary. Non-Board members attending the meeting as observers shall not participate in Board deliberations, nor shall they influence voting or resolutions.	Article 43 ~~Supervisors are entitled to attend Board meetings.~~ The president and the secretary to the Board of Directors who is not a director are also entitled to attend Board meetings. The office of Board of Director shall inform the aforesaid persons to attend Board meetings. The chairman of Board meeting shall invite other persons to attend Board meeting if necessary. Non-Board members attending the meeting as observers shall not participate in Board deliberations, nor shall they influence voting or resolutions.
35	Article 44 Directors shall attend Board meetings in person. If a director cannot attend a meeting due to certain reasons, he/she may appoint another director in writing to attend on his/her behalf. However, an independent director shall not appoint any non-independent director to attend the meeting as a proxy. The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization and the validity period, and shall be signed by the appointer or a chop shall be affixed. A director attending a meeting on another director's behalf shall exercise director's rights within the scope of authorization. If a director does not attend the Board meeting and fails to appoint a proxy to attend the meeting, it shall be deemed as a waiver of their voting right at such a meeting. In principle, a director shall not accept authorization from more than two directors who cannot attend the meeting in person. When considering related party transactions, the non-related directors shall not appoint the related directors to attend the meeting.	Article 44 Directors shall attend Board meetings in person. If a director cannot attend a meeting due to certain reasons, he/she may appoint another director in writing to attend on his/her behalf. However, an independent director shall not appoint any non-independent director to attend the meeting as a proxy. The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization and the validity period, and shall be signed by the appointer or a chop shall be affixed. A director attending a meeting on another director's behalf shall exercise director's rights within the scope of authorization. If a director does not attend the Board meeting and fails to appoint a proxy to attend the meeting, it shall be deemed as a waiver of their voting right at such a meeting. In principle, a director shall not accept authorization from more than two directors who cannot attend the meeting in person. ~~When considering related party transactions, the non-related directors shall not appoint the related directors to attend the meeting.~~

No.	The original articles	After revision (with marks)
36	Article 49 Independent directors shall give objective, impartial and independent opinions on the matters discussed at shareholders' general meetings and Board meetings, and shall in particular give opinions on the following matters: (1) nomination, appointment and dismissal of the directors; (2) appointment and dismissal of senior management members; (3) remuneration of the directors and senior management of the Bank; (4) significant related transactions; (5) profit distribution plans; (6) matters that may cause significant losses of the Bank; (7) the appointment or dismissal of auditors that conduct regular statutory audits on the Bank's financial reports; (8) the effect of the issuance of preference shares on the rights and interests of every class of shareholders; (9) other matters that may cause a material impact on the lawful rights and interests of the Bank, minority shareholders and financial consumers; (10) any other matters as required by the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association. Independent directors shall give opinion on the above mentioned matters in one of the following manner: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.	Article 49 Independent directors shall give objective, impartial and independent opinions on the matters discussed at shareholders' ~~general~~ meetings and Board meetings, and shall in particular give opinions on the following matters: (1) nomination, appointment and dismissal of the directors; (2) appointment **or** ~~and~~ dismissal of senior management members; (3) remuneration of the directors and senior management of the Bank; (4) significant related transactions; (5) profit distribution plans; (6) matters that may cause significant losses of the Bank; (7) the appointment or dismissal of auditors that conduct regular statutory audits on the Bank's financial reports; (8) the effect of the issuance of preference shares on the rights and interests of every class of shareholders; (9) other matters that may cause a material impact on the lawful rights and interests of the Bank, minority shareholders and financial consumers; (10) any other matters as required by the laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** and the Articles of Association. Independent directors shall give opinion on the above mentioned matters in one of the following manner: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.
37	Article 52 Directors may vote in favor of, against, or abstain from voting…	Article 52 Directors may vote in favor of, against, or abstain from voting…

No.	The original articles	After revision (with marks)
38	Article 53 Unless otherwise provided in the Articles of Association or other relevant laws and regulations, resolutions adopted at the Board meeting must be approved by more than half of the directors. Directors or any of his/her close associates (as defined in the Hong Kong Listing Rules) who are related with the matter to be considered by the Board meeting or has any material interest in the matters to be discussed by the Board meeting, such resolutions shall be passed by more than half of the directors who do not have interest. (1) increase or reduction of the registered capital of the Bank, issue and listing of corporate bonds or other securities of the Bank; (2) merger, division, dissolution, liquidation or other change in corporate form of the Bank; (3) amendments to the Articles of Association of the Bank; (4) profit distribution and allocation of venture capital; (5) remuneration plan; (6) major investment and major asset disposal; (7) appointment or dismissal of members of senior management; (8) plans for capital replenishment; (9) significant matters such as significant changes in the Bank's equity and financial restructuring, etc.; (10) other matters required by laws, administrative regulations, departmental rules, regulatory documents or the Articles of Association, or considered significant to the Bank by more than half of all directors that shall be approved and adopted by more than two-thirds of all directors.	Article 53 Unless otherwise provided in the Articles of Association or other relevant laws and regulations, resolutions adopted at the Board meeting must be approved by **a majority of** ~~more than half of~~ the directors. Directors or any of his/her close associates (as defined in the Hong Kong Listing Rules) who are related with **any enterprise or individual involved in** the matter to be considered by the Board meeting or has any material interest in the matters to be discussed by the Board meeting, such resolutions shall be passed by **a majority of** ~~more than half of~~ the directors who do not have interest. (1) increase or reduction of the registered capital of the Bank, issue and listing of corporate bonds or other securities of the Bank; (2) merger, division, dissolution, liquidation or other change in corporate form of the Bank; (3) amendments to the Articles of Association of the Bank; (4) profit distribution and allocation of venture capital; (5) remuneration plan; (6) major investment and major asset disposal; (7) appointment or dismissal of members of senior management; (8) plans for capital replenishment; (9) significant matters such as significant changes in the Bank's equity and financial restructuring, etc.; (10) other matters required by laws, administrative regulations, departmental rules, regulatory documents**, regulatory provisions** or the Articles of Association, or considered significant to the Bank by **a majority of** ~~more than half of~~ all directors that shall be approved and adopted by more than two-thirds of all directors.

No.	The original articles	After revision (with marks)
39	Article 55 Where a Board meeting is convened by telephone conference or video conferences, should any director be unable to sign the Board minutes at such a meeting in a timely manner, such director shall vote orally and sign the written resolution as soon as possible. The director's oral vote shall have the same effect as signing the written resolution, provided that the later written resolution confirms the oral vote during the meeting. Should the written resolution differ from the oral vote, the oral vote shall prevail. If a Board meeting is convened by means of adopting written resolutions, i.e. by delivering the resolution for review in counterparts or by circulating it among the directors in turn, the directors or other directors entrusted by them shall write "agree", "object" or "abstain" on the resolution clearly. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles of Association and these Rules, the resolution shall be deemed adopted.	Article 55 Where a Board meeting is convened by telephone conference or video conferences, should any director be unable to sign the Board minutes at such a meeting in a timely manner, such director shall vote orally and sign the written resolution as soon as possible. The director's oral vote shall have the same effect as signing the written resolution, provided that the later written resolution confirms the oral vote during the meeting. Should the written resolution differ from the oral vote, the oral vote shall prevail. If a Board meeting is convened by means of adopting written resolutions, i.e. by delivering the resolution for review in counterparts or by circulating it among the directors in turn, the directors or other directors entrusted by them shall write "agree", "object" or "abstain" on the resolution clearly. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles of Association and these Rules, the resolution shall be deemed adopted.
40	Article 56 In a physical meeting and a meeting by video or telephone conferencing, the chairman shall announce the voting result immediately.	Article 56 In a physical meeting and a meeting by video or telephone conferencing, the chairman shall announce the voting result immediately.
41	Article 57 Directors and supervisors attending the meeting shall duly keep the meeting documents, and directors, supervisors and personnel present as non-voting participants shall observe their duty and obligation in keeping confidentiality of the meeting documents and content considered on the meeting before the relevant resolution of such meeting is officially disclosed to the public.	Article 57 Directors ~~and supervisors~~ attending the meeting shall duly keep the meeting documents, and directors~~, supervisors~~ and personnel present as non-voting participants shall observe their duty and obligation in keeping confidentiality of the meeting documents and content considered on the meeting before the relevant resolution of such meeting is officially disclosed to the public.
42	Newly added	**Article 58 If an independent director votes against or abstains from voting on a proposal of the Board of Directors, he/she shall state the specific reasons and basis, the legality and compliance of the matters involved in the proposal, possible risks, and the impact on the Bank and the rights and interests of minority shareholders.**

No.	The original articles	After revision (with marks)
43	Article 58 Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, administrative regulations, the Articles of Association or shareholders' resolutions, and thus causes serious losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that they have stated their objection when voting and the same was recorded in the Board minutes.	Article ~~58~~**59** Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, administrative regulations, the Articles of Association or ~~shareholders' resolutions~~**resolutions of the shareholders' meeting**, and thus causes serious losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that they have stated their objection when voting and the same was recorded in the Board minutes.
44	Article 61 Board minutes shall include the following: …(5) the method and results of the voting for each proposal (the voting results shall state the numbers of votes voting in the affirmative, negative, or in abstention).	Article 61 Board minutes shall include the following: …(5) the method and results of the voting for each proposal (the voting results shall state the numbers of votes voting in the affirmative, negative, or in abstention).
45	Newly added	**Article 62 If an independent director votes against or abstains from voting on a proposal of the Board of Directors. While disclosing the resolutions of the Board of Directors, the Board shall also disclose the dissenting opinions of the independent directors, and set them out in the resolutions of the Board of Directors and the meeting minutes.**
46	Newly added	**Article 63 If the Board of Directors does not adopt or does not fully adopt the recommendations of the Remuneration Committee and Nomination Committee, it shall record the opinions of the Remuneration Committee and Nomination Committee and the specific reasons for its non-adoption in a resolution of the Board of Directors and disclose the same.**
47	Article 67 These Rules shall be formulated and amended by the Board of Directors, and shall be implemented after consideration and approval by a special resolution of the shareholders' general meeting.	Article ~~67~~**69** These Rules shall be formulated and amended by the Board of Directors, and shall be implemented after consideration and approval by a special resolution of the shareholders' ~~general~~ meeting.
48	Article 68 For any matters not contained in these Rules or any rules herein in conflict with the laws, administrative regulations, departmental rules and the Articles of Association as promulgated or amended after the effective date of these Rules, such laws, administrative regulations, departmental rules and the Articles of Association shall prevail.	Article ~~68~~**70** For any matters not contained in these Rules or any rules herein in conflict with the laws, administrative regulations, departmental rules**, regulatory provisions** and the Articles of Association as promulgated or amended after the effective date of these Rules, such laws, administrative regulations, departmental rules**, regulatory provisions** and the Articles of Association shall prevail.

Note: As a result of the addition of new article, the numbering of the original articles in these Rules has been adjusted accordingly, which are not showed separately.

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BQD 青岛银行

Bank of Qingdao Co., Ltd.*

青島銀行股份有限公司*

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

(H Shares Stock Code: 3866)

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 first extraordinary general meeting (the "**2025 First EGM**") of Bank of Qingdao Co., Ltd. (the "**Bank**") will be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the People's Republic of China (the "**PRC**"), at 9:00 a.m. on Friday, 26 September 2025 for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the Resolution on the Election of Mr. Wang Zhuquan as an Independent Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.

SPECIAL RESOLUTIONS

2. To consider and approve the Resolution on the Amendments to the Articles of Association of Bank of Qingdao Co., Ltd.

3. To consider and approve the Resolution on the Amendments to the Rules of Procedure for the Shareholders' General Meetings of Bank of Qingdao Co., Ltd.

4. To consider and approve the Resolution on the Amendments to the Rules of Procedure of the Board of Directors of Bank of Qingdao Co., Ltd.

5. To consider and approve the Resolution on the Dissolution of the Board of Supervisors of Bank of Qingdao Co., Ltd.

6. To consider and approve the Resolution on the Issuance of Non-capital Financial Bonds of Bank of Qingdao Co., Ltd.

7. To consider and approve the Resolution on the Issuance of Capital Financial Bonds of Bank of Qingdao Co., Ltd.

By order of the Board
Bank of Qingdao Co., Ltd.*
Jing Zailun
Chairman

Qingdao, Shandong Province, the PRC
8 September 2025

As at the date of this notice, the Board of Directors of the Bank comprises Mr. Jing Zailun, Mr. Wu Xianming, Ms. Chen Shuang and Mr. Liu Peng as executive Directors; Mr. Zhou Yunjie, Mr. Rosario Strano, Ms. Tan Lixia, Mr. Giamberto Giraldo and Mr. Deng Youcheng as non-executive Directors; Mr. Xing Lecheng, Mr. Zhang Xu, Mr. Cheung Man Chor, Elton, Mr. Du Ning and Mr. Fan Xuejun as independent non-executive Directors.

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

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all resolutions proposed at the meeting shall be voted by poll, except for those purely related to procedural or administrative matters to be voted by a show of hands as permitted by the chairman. Results of the poll voting will be published on the websites of The Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.qdccb.com) as required by the Listing Rules.

2. Closure of H Share register of members and eligibility for attending and voting at the 2025 First EGM

H Shareholders of the Bank are advised that the H Share register will be closed from Tuesday, 23 September 2025 to Friday, 26 September 2025 (both days inclusive). To be eligible for attending and voting at the 2025 First EGM, H Shareholders of the Bank must deposit the share transfer documents together with relevant share certificates and other appropriate documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Monday, 22 September 2025. Shareholders whose names appear on the register of members of the Bank on Tuesday, 23 September 2025 are entitled to attend and vote at the 2025 First EGM. Pursuant to the requirement of the Articles of Association of the Bank, where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the 2025 First EGM shall be subject to restrictions.

3. Proxy

Any shareholder entitled to attend and vote at the 2025 First EGM is entitled to appoint one or more persons (whether such person is a shareholder of the Bank or not) as his/her proxy or proxies to attend and vote on his/her behalf at the 2025 First EGM. As far as all joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of members has the right to receive the share certificate of the relevant shares from the Bank, to receive notices of the Bank and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares. In the case of joint shareholders, any one shareholder may sign the proxy form(s). In the event that more than one joint shareholder attends the meeting in person or by proxy, the vote of

the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the share register of members in respect of the joint shareholding.

The appointment of a proxy must be in writing with a form under the hand of the appointer or his/her attorney duly authorized in writing. For a corporate appointer, the proxy form must be affixed with the common seal or signed by its director or attorney duly authorized in writing. To be valid, the instrument appointing a proxy together with the power of attorney or other authorization document (if any) or a notarially certified copy of that power of attorney or other authorization document must be completed and returned to the Bank's H share registrar (for H shareholder(s)) or the Bank's PRC registered office and principal place of business (for A shareholder(s)) not less than 24 hours before the designated time for the convening of the 2025 First EGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude shareholders from attending and voting in person at the 2025 First EGM or at any adjournment if he/she so wishes.

4. Others

(1) The 2025 First EGM is estimated to last no longer than a working day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling and accommodation expenses.

(2) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990

Address of the PRC registered office and principal place of business of the Bank:

Building 3, No. 6 Qinling Road
Laoshan District
Qingdao
Shandong Province
the PRC
Tel: +86 40066 96588 ext. 6
Fax: +86 (532) 8578 3866

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Bank of Qingdao Co., Ltd.*

青島銀行股份有限公司*

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

(H Shares Stock Code: 3866)

NOTICE OF 2025 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2025 first class meeting for H Shareholders (the "**2025 First H Share Class Meeting**") of Bank of Qingdao Co., Ltd. (the "**Bank**") will be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the People's Republic of China (the "**PRC**"), immediately after the conclusion of the 2025 first extraordinary general meeting and the 2025 first class meeting for A Shareholders on Friday, 26 September 2025 for the purposes of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the Resolution on the Amendments to the Articles of Association of Bank of Qingdao Co., Ltd.

2. To consider and approve the Resolution on the Amendments to the Rules of Procedure for the Shareholders' General Meetings of Bank of Qingdao Co., Ltd.

By order of the Board
Bank of Qingdao Co., Ltd.*
Jing Zailun
Chairman

Qingdao, Shandong Province, the PRC
8 September 2025

As at the date of this notice, the Board of Directors of the Bank comprises Mr. Jing Zailun, Mr. Wu Xianming, Ms. Chen Shuang and Mr. Liu Peng as executive Directors; Mr. Zhou Yunjie, Mr. Rosario Strano, Ms. Tan Lixia, Mr. Giamberto Giraldo and Mr. Deng Youcheng as non-executive Directors; Mr. Xing Lecheng, Mr. Zhang Xu, Mr. Cheung Man Chor, Elton, Mr. Du Ning and Mr. Fan Xuejun as independent non-executive Directors.

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

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all resolutions proposed at the meeting shall be voted by poll, except for those purely related to procedural or administrative matters to be voted by a show of hands as permitted by the chairman. Results of the poll voting will be published on the websites of The Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.qdccb.com) as required by the Listing Rules.

2. Closure of H Share register of members and eligibility for attending and voting at the 2025 First H Share Class Meeting

H Shareholders of the Bank are advised that the H Share register will be closed from Tuesday, 23 September 2025 to Friday, 26 September 2025 (both days inclusive). To be eligible for attending and voting at the 2025 First H Share Class Meeting, H Shareholders of the Bank must deposit the share transfer documents together with relevant share certificates and other appropriate documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Monday, 22 September 2025. Shareholders whose names appear on the register of members of the Bank on Tuesday, 23 September 2025 are entitled to attend and vote at the 2025 First H Share Class Meeting. Pursuant to the requirement of the Articles of Association of the Bank, where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the 2025 First H Share Class Meeting shall be subject to restrictions.

3. Proxy

Any shareholder entitled to attend and vote at the 2025 First H Share Class Meeting is entitled to appoint one or more persons (whether such person is a shareholder of the Bank or not) as his/her proxy or proxies to attend and vote on his/her behalf at the 2025 First H Share Class Meeting. As far as all joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of members has the right to receive the share certificate of the relevant shares from the Bank, to receive notices of the Bank and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares. In the case of joint shareholders, any one shareholder may sign the proxy form(s). In the event that more than one joint shareholder attends the meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the share register of members in respect of the joint shareholding.

The appointment of a proxy must be in writing with a form under the hand of the appointer or his/her attorney duly authorized in writing. For a corporate appointer, the proxy form must be affixed with the common seal or signed by its director or attorney duly authorized in writing. To be valid, the instrument appointing a proxy together with the power of attorney or other authorization document (if any) or a notarially certified copy of that power of attorney or other authorization document must be completed and returned to the Bank's H share registrar not less than 24 hours before the designated time for the convening of the 2025 First H Share Class Meeting or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude shareholders from attending and voting in person at the 2025 First H Share Class Meeting or at any adjournment if he/she so wishes.

4. Others

(1) The 2025 First H Share Class Meeting is estimated to last no longer than a working day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling and accommodation expenses.

(2) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990

Address of the PRC registered office and principal place of business of the Bank:

Building 3, No. 6 Qinling Road
Laoshan District
Qingdao
Shandong Province
the PRC
Tel: +86 40066 96588 ext. 6
Fax: +86 (532) 8578 3866