THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **China CITIC Financial Asset Management Co., Ltd.**, you should at once hand this circular with the accompanying 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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中国中信金融资产
China CITIC Financial AMC

中國中信金融資產管理股份有限公司

China CITIC Financial Asset Management Co., Ltd.

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

(Stock Code: 2799)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION
DISSOLUTION OF THE BOARD OF SUPERVISORS
AMENDMENTS TO THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING
AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS
ELECTION OF MR. XIANG XIANCHUN AS A NON-EXECUTIVE DIRECTOR
AND
NOTICE OF EGM

China CITIC Financial Asset Management Co., Ltd. will convene the EGM at 10:00 a.m. on Thursday, 27 November 2025 at Conference Room 1221, No. 8 Financial Street, Xicheng District, Beijing, the PRC. Notice of the EGM is set out on pages EGM-1 to EGM-3 in this circular.

If you wish to appoint a proxy to attend the EGM on your behalf, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon no later than 24 hours before the time scheduled for holding the EGM (i.e. before 10:00 a.m. on Wednesday, 26 November 2025) or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

7 November 2025

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

"Articles of Association"	the Articles of Association of China CITIC Financial Asset Management Co., Ltd., as amended from time to time
"Board" or "Board of Directors"	the board of directors of the Company
"Board of Supervisors"	the board of supervisors of the Company
"Chairman"	the chairman of the Board of the Company
"Company"	China CITIC Financial Asset Management Co., Ltd., a joint stock limited liability company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
"Company Law"	the Company Law of the People's Republic of China
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
"EGM"	the second extraordinary general meeting of Shareholders for 2025 to be held by the Company at 10:00 a.m. on Thursday, 27 November 2025 at Conference Room 1221, No. 8 Financial Street, Xicheng District, Beijing, the PRC
"Group"	the Company and its subsidiaries
"H Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HKD and listed on the Main Board of the Hong Kong Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
"MOF"	the Ministry of Finance of the People's Republic of China
"NFRA"	National Financial Regulatory Administration
"PRC"	the People's Republic of China

"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedures of the Board of Directors"	the Rules of Procedures of the Board of Directors of China CITIC Financial Asset Management Co., Ltd., as amended from time to time
"Rules of Procedures of the Shareholders' General Meeting"	the Rules of Procedures of the Shareholders' General Meeting of China CITIC Financial Asset Management Co., Ltd., as amended from time to time
"Share(s)"	share(s) of the Company, including Domestic Shares and H Shares
"Shareholder(s)"	holder(s) of the Shares of the Company

中国中信金融资产
China CITIC Financial AMC

中國中信金融資產管理股份有限公司
China CITIC Financial Asset Management Co., Ltd.

(A joint stock limited liability company incorporated in the People's Republic of China)
(Stock Code: 2799)

Executive Directors:
Mr. Liu Zhengjun *(Chairman)*
Mr. Li Zimin *(President)*

Non-executive Directors:
Ms. Zhao Jiangping
Ms. Yuan Xin
Mr. Xu Wei
Mr. Tang Hongtao

Independent Non-executive Directors:
Mr. Shao Jingchun
Mr. Zhu Ning
Ms. Chen Yuanling
Mr. Lo Mun Lam, Raymond

Registered Office:
No. 8 Financial Street, Xicheng District
Beijing
the PRC

Principal Place of Business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

7 November 2025

Dear Sir or Madam,

AMENDMENTS TO THE ARTICLES OF ASSOCIATION
DISSOLUTION OF THE BOARD OF SUPERVISORS
AMENDMENTS TO THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING
AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS
ELECTION OF MR. XIANG XIANCHUN AS A NON-EXECUTIVE DIRECTOR
AND
NOTICE OF EGM

I. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the EGM to enable you to make informed decisions on whether to vote for or against the resolutions at the EGM.

II. MATTERS TO BE CONSIDERED AT THE EGM

The resolutions to be proposed at the EGM for the Shareholders to consider and approve include: (1) amendments to the Articles of Association; (2) dissolution of the Board of Supervisors; (3) amendments to the Rules of Procedures of the Shareholders' General Meeting; (4) amendments to the Rules of Procedures of the Board of Directors; and (5) election of Mr. Xiang Xianchun as a non-executive Director. Resolutions (1) and (2) shall be approved by the Shareholders at the EGM as special resolutions, and resolutions (3), (4) and (5) shall be approved by the Shareholders at the EGM as ordinary resolutions.

In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make well-informed decisions, please refer to the following detailed information regarding the matters to be considered at the EGM.

(I) Amendments to the Articles of Association

In accordance with the Company Law and other relevant laws, regulations, and regulatory requirements, and in light of corporate governance practices, the Company proposes to amend its Articles of Association. The proposed amendments include refining provisions related to Party building, adjusting the corporate governance structure, and improving the Rules of Procedures of the Shareholders' Meeting and the Board of Directors. The specific details are set forth in Appendix I.

Upon approval at the EGM, the amended Articles of Association is also required to be reported to the NFRA for approval, and will take effect from the date of approval by the NFRA.

Meanwhile, the Board proposed the EGM to authorize the Board, and the Board to delegate the authority to the chairman and other persons authorized by the chairman to make corresponding amendments to the Articles of Association (including but not limited to the words, chapters, terms, conditions precedent, annex, etc.) according to the laws and regulations, the opinions or requirements of domestic and foreign regulatory authorities, as well as stock exchange and relevant authorities of the place where the Shares of the Company are listed, and deal with matters in relation to approval, reporting and filing with the NFRA, the market regulation authorities and other relevant government authorities.

(II) Dissolution of the Board of Supervisors

Pursuant to the Company Law and other laws, regulations, regulatory requirements, and relevant documents, and upon consideration and approval by the Board, the Company proposes to dissolve the Board of Supervisors. The Audit Committee of the Board shall exercise the functions and powers of the Board of Supervisors as stipulated by the Company Law and other laws and regulatory provisions; the current supervisors, namely Mr. Cheng Fengchao, Mr. Han Xiangrong, Ms. Sun Hongbo and Ms. Guo Jinghua, will cease to serve as supervisors of the Company; the Rules of Procedures of the Board of Supervisors, the Measures for Supervision Work of the Board of Supervisors, the Measures for Performance Evaluation of Directors, Supervisors and Senior Management by the Board of Supervisors, the Administrative Measures for the Remuneration of Directors and Supervisors, the Measures for Performance Evaluation of Directors (Trial) and other corporate governance system documents related to the performance of duties by the Board of Supervisors will be abolished concurrently.

Upon consideration and approval at the EGM, the above matters shall take effect upon the approval of the Articles of Association by the NFRA.

(III) Amendments to the Rules of Procedures of the Shareholders' General Meeting

In accordance with the Company Law and other relevant laws, regulations, and regulatory requirements, and in light of corporate governance practices, the Company proposes to amend the Rules of Procedures of the Shareholders' General Meeting and rename the Rules of Procedures of the Shareholders' General Meeting (股東大會議事規則) as the Rules of Procedures of the Shareholders' Meeting (股東會議事規則). The specific details are set forth in Appendix II.

Upon approval at the EGM, the amended Rules of Procedures of the Shareholders' Meeting shall take effect from the date of approval of the Articles of Association by the NFRA.

Meanwhile, the Board proposed the EGM to authorize the Board, and the Board to delegate the authority to the chairman and other persons authorized by the chairman to make corresponding amendments to the Rules of Procedures of the Shareholders' Meeting according to the laws, regulations and amended provisions of the Articles of Association during the subsequent approval process in accordance with regulatory requirements.

(IV) Amendments to the Rules of Procedures of the Board of Directors

In accordance with the Company Law and other relevant laws, regulations, and regulatory requirements, and in light of corporate governance practices, the Company proposes to amend the Rules of Procedures of the Board of Directors. The specific details are set forth in Appendix III.

Upon approval at the EGM, the amended Rules of Procedures of the Board of Directors shall take effect from the date of approval of the Articles of Association by the NFRA.

Meanwhile, the Board proposed the EGM to authorize the Board, and the Board to delegate the authority to the chairman and other persons authorized by the chairman to make corresponding amendments to the Rules of Procedures of the Board of Directors according to the laws, regulations and amended provisions of the Articles of Association during the subsequent approval process in accordance with regulatory requirements.

(V) Election of Mr. Xiang Xianchun as a Non-executive Director

In accordance with the announcement of the Company dated 7 November 2025 in relation to, among others, the proposed appointment of a non-executive Director, the Board considered and approved the proposal on the proposed election of Mr. Xiang Xianchun ("**Mr. Xiang**") as a non-executive Director on 7 November 2025. The proposal is hereby submitted to the EGM for consideration and approval.

The biography of Mr. Xiang is as follows:

Mr. Xiang Xianchun, aged 56. Mr. Xiang started his career in July 1991. He successively served as a clerk of the administration and institutional resources department of the State-owned Assets Supervision and Administration Commission of the State Council; and chief clerk of the public expenditure department, chief clerk, assistant researcher, researcher and director of the education, science and culture department, and director of the asset management department of the MOF. He has served as a deputy inspector of the asset management department since April 2019, and served as a second-level inspector of the asset management department since June 2019. Mr. Xiang graduated from School of Economics & Management, Beijing Forestry University, majoring in forestry economics and management with a doctorate in management.

Save as disclosed above, Mr. Xiang has confirmed that he: (i) does not have any relationship with any of the Directors, supervisors, senior management, substantial Shareholders or controlling Shareholder of the Company; (ii) does not have any interests in any Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is he involved or has been involved in any matter that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; (iv) did not hold any directorship in any other listed companies or hold any other positions in any member of the Group in the last three years; and (v) has no other issues that shall be brought to the attention of the Shareholders of the Company.

If Mr. Xiang is elected as a non-executive Director, he will perform his duties upon consideration and approval by the Shareholders' general meeting of the Company and upon approval of his directorship qualification by the NFRA, with a term of office of three years, and is eligible for re-election upon expiry of his term of office. Mr. Xiang will not receive any remuneration from the Company.

III. THE EGM

The Company will convene the EGM at 10:00 a.m. on Thursday, 27 November 2025 at Conference Room 1221, No. 8 Financial Street, Xicheng District, Beijing, the PRC. The notice of the EGM is set out in this circular.

In order to determine the list of H Shareholders who are entitled to attend the EGM, the H Share register of members of the Company will be closed from Monday, 24 November 2025 to Thursday, 27 November 2025 (both days inclusive). H Shareholders who intend to attend the EGM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Friday, 21 November 2025. Shareholders whose names appear on the H Share register of members of the Company at the close of business on Friday, 21 November 2025 are entitled to attend and vote at the EGM.

A proxy form for use at the EGM is enclosed herein and also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk). H Shareholders shall return the proxy form(s) to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Wednesday, 26 November 2025) or any adjournment thereof (as the case may be). Domestic Shareholders shall return the proxy form(s) to the Board office of the Company at No. 8 Financial Street, Xicheng District, Beijing, the PRC no later than 24 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Wednesday, 26 November 2025) or any adjournment thereof (as the case may be). Completion and return of the proxy form(s) will not preclude you from attending and voting at the EGM in person should you so wish.

We hereby remind you that, according to Article 65 of the Articles of Association, where the number of equity interests of the Company pledged by a Shareholder reaches or exceeds 50% of the equity interests held by such Shareholder in the Company, no voting right in respect of the pledged equity interests shall be exercised at the Shareholders' general meeting until the ceasing of the relevant condition.

The voting at the EGM shall be by way of registered poll.

IV. RECOMMENDATION

The Directors consider that all resolutions set out in the notice of EGM for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

V. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make this circular or any statement herein misleading.

By order of the Board
China CITIC Financial Asset Management Co., Ltd.
LIU Zhengjun
Chairman

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Article	Amended Article
Article 1 These Articles of Association (hereinafter referred to as the "Articles") is formulated in accordance with the Company Law of the PRC (hereinafter referred to as the "Company Law"), the Securities Law of the PRC (hereinafter referred to as the "Securities Law"), Special Provisions of the State Council on Stock Floatation and Listing Abroad by Joint Stock Limited Companies (hereinafter referred to as the "Special Provisions"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Regulations on Financial Asset Management Companies, the Supervisory Rules for Financial Asset Management 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") and other relevant laws, regulations and regulatory documents, for the purpose of protecting the legitimate rights and interests of China CITIC Financial Asset Management Co., Ltd. (hereinafter referred to as the "Company"), its shareholders and creditors, and regulating the organization and acts of the Company.	**Article 1** These Articles of Association (hereinafter referred to as the "Articles") is formulated in accordance with the Company Law of the PRC (hereinafter referred to as the "Company Law"), the Securities Law of the PRC (hereinafter referred to as the "Securities Law"), ~~Special Provisions of the State Council on Stock Floatation and Listing Abroad by Joint Stock Limited Companies (hereinafter referred to as the "Special Provisions"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas,~~ the Regulations on Financial Asset Management Companies, the Supervisory Rules for Financial Asset Management 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") and other relevant laws, regulations and regulatory documents, for the purpose of protecting the legitimate rights and interests of China CITIC Financial Asset Management Co., Ltd. (hereinafter referred to as the "Company"), its shareholders, employees and creditors, and regulating the organization and acts of the Company.

Existing Article	Amended Article
Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Special Provisions and other applicable laws and regulations. Under the consent of the State Council of the PRC (hereinafter referred to as the "State Council") and upon approval by the China Banking and Insurance Regulatory Commission, China Huarong Asset Management Corporation has been reorganized as a joint stock company named China Huarong Asset Management Co., Ltd. The joint promoters of the Company are the Ministry of Finance of the PRC (hereinafter referred to as the "MOF") and China Life Insurance (Group) Company (hereinafter referred to as "China Life"). The Company inherited all the assets, institutions, business, personnel and relevant policies of China Huarong Asset Management Corporation, and has undertaken registration with the State Administration for Industry and Commerce and obtained a business license on October 12, 2012. The Company currently holds the business license with unified social credit code of 911100007109255774.	**Article 2** The Company is a joint stock limited company established in accordance with the Company Law~~, the Special Provisions~~ and other applicable laws and regulations. Under the consent of the State Council of the PRC (hereinafter referred to as the "State Council") and upon approval by the former China Banking ~~and Insurance~~ Regulatory Commission, China Huarong Asset Management Corporation has been reorganized as a joint stock company named China Huarong Asset Management Co., Ltd. The joint promoters of the Company are the Ministry of Finance of the PRC (hereinafter referred to as the "MOF") and China Life Insurance (Group) Company (hereinafter referred to as "China Life"). The Company inherited all the assets, institutions, business, personnel and relevant policies of China Huarong Asset Management Corporation, and has undertaken registration with the State Administration for Industry and Commerce and obtained a business license on October 12, 2012. The Company currently holds the business license with unified social credit code of 911100007109255774. The Company renamed as China CITIC Financial Asset Management Co., Ltd. in January 2024.
Article 6 In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law, organization of the Communist Party of China (hereinafter the "Party") shall be established. The Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation. Meanwhile, 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 organization.	**Article 6** In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law, organization of the Communist Party of China (hereinafter the "Party") shall be established to carry out the Party activities, and adhere to and enhance the comprehensive leadership of the Party. The Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation. Meanwhile, 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 organization and necessary conditions for the activities of the Party organization.

Existing Article	Amended Article
Article 7 The legal representative of the Company shall be the chairman of the board of directors.	**Article 7** The legal representative of the Company shall be the chairman of the board of directors or president who is determined by the board of directors. Where the chairman or president who serves as the legal representative resigns, he or she shall be deemed to have resigned as the legal representative at the same time.
Article 8 These Articles shall be passed at the shareholders' general meeting by resolution and approved by the banking regulatory authority of the State Council before becoming effective upon the approval by the China Banking and Insurance Regulatory Commission. The original articles of association shall automatically expire upon the effective date of these Articles. These Articles shall become a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and its shareholders and among the shareholders from the date on which it becomes effective.	**Article 8** These Articles shall ~~be passed~~ become effective upon approval at the shareholders' ~~general~~ meeting by resolution and ~~approved~~ from the date of approval by the banking regulatory authority of the State Council ~~before becoming effective upon the approval by the China Banking and Insurance Regulatory Commission~~. The original articles of association shall automatically expire upon the effective date of these Articles. These Articles shall become a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and its shareholders and among the shareholders from the date on which it becomes effective.
Article 9 These Articles shall be binding upon the Company and its shareholders, directors, supervisors, president and other senior management members. All of the above persons may make claims related to matters of the Company in accordance with these Articles. Pursuant to these Articles, the shareholders shall have the right to sue the Company; the Company shall have the right to sue its shareholders; the shareholders shall have the right to sue other shareholders; the shareholders and the Company shall have the right to sue directors, supervisors and senior management members of the Company. For the purposes of the preceding paragraph, the term "sue" shall include the initiation of proceedings in a court or the application of arbitration to an arbitration organization.	**Article 9** These Articles shall be binding upon the Company and its shareholders, directors, ~~supervisors, president~~ and ~~other~~ senior management members. All of the above persons may make claims related to matters of the Company in accordance with these Articles. Pursuant to these Articles, the shareholders shall have the right to sue the Company; the Company shall have the right to sue its shareholders; the shareholders shall have the right to sue other shareholders; the shareholders and the Company shall have the right to sue directors~~, supervisors~~ and senior management members of the Company. For the purposes of the preceding paragraph, the term "sue" shall include the initiation of proceedings in a court or the application of arbitration to an arbitration organization.

Existing Article	Amended Article
Article 11 The Company may, in line with its business development needs, and upon the decision of its internal competent department and the approval of the relevant authorities of the State, establish, change or revoke domestic or overseas entities including but not limited to branches and subsidiaries in accordance with the laws, regulations, regulatory documents and provisions of these Articles. The Company may invest in other limited liability companies and joint stock limited companies in accordance with the relevant laws and shall be responsible for the companies in which the Company has invested within the limitation of the amount of the Company's capital contribution. The Company implements penetrating management on equity contribution in accordance with the requirements of state-owned financial capital management.	**Article 11** The Company may, in line with its business development needs, and upon the decision of its internal competent department and the approval of the relevant authorities of the State, establish, change or revoke domestic or overseas entities including but not limited to branches and subsidiaries in accordance with the laws, regulations, regulatory documents and provisions of these Articles. The Company may invest in other ~~limited liability~~ companies~~ and joint stock limited companies in accordance with the relevant laws and shall be responsible for the companies in which the Company has invested within the limitation of the amount of the Company's capital contribution~~. If the laws stipulate that the Company shall not assume joint and several liabilities for the debt of the invested enterprises as an investor according to laws, such laws shall prevail. The Company implements penetrating management on equity contribution in accordance with the requirements of state-owned financial capital management.
Article 13 The mission of the Company: adhering to the return to the source of serving the real economy and focus on its core business of distressed assets management with high-quality development as the core, in order to create value for its shareholders, employees and the society.	**Article 13** The mission of the Company: adhering to the return to the source of serving the real economy and focus on its core business of distressed assets management with high-quality development as the core, in order to create value for its shareholders, employees and the society. The Company adheres to a people-centered value orientation, refines the modern financial enterprise system with Chinese characteristics, resolutely pursues a path of financial development with Chinese characteristics, and continuously enhances the quality and effectiveness of its services in mitigating risks in the financial sector and the real economy.

Existing Article	Amended Article
Article 15 The Company shall have ordinary shares at all times. The Company may create other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council.	**Article 15** The Company shall have ordinary shares at all times. The Company may create other classes of shares if necessary, upon ~~approval by the examining and approving~~ implementation of relevant procedures of the securities regulatory authority of the State Council or departments authorized by the State Council.
Article 18 The Company may issue shares to investors within the PRC and to investors outside the PRC upon approval by the relevant authorities of the State. For the purposes of the preceding paragraph, "investors outside the PRC" shall refer to investors from foreign countries or from Hong Kong, Macao or Taiwan that subscribe for shares issued by the Company, and "investors within the PRC" shall refer to investors within the PRC, excluding the above-mentioned regions, that subscribe for shares issued by the Company.	**Article 18** The Company may issue shares to investors within the PRC and to investors outside the PRC upon approval by the relevant authorities of the State in the industry and implementation of relevant procedures of the securities regulatory authority of the State Council or departments authorized by the State Council. For the purposes of the preceding paragraph, "investors outside the PRC" shall refer to investors from foreign countries or from Hong Kong, Macao or Taiwan that subscribe for shares issued by the Company, and "investors within the PRC" shall refer to investors within the PRC, excluding the above-mentioned regions, that subscribe for shares issued by the Company.

Existing Article	Amended Article
Article 19 The shares issued by the Company for the subscription of investors within the PRC in Renminbi shall be referred to as "domestic shares". The shares issued by the Company for the subscription of investors outside the PRC in a foreign currency shall be referred to as "foreign shares". Shares issued with the approval of issuance by departments authorized by the State Council and listed and traded on an overseas stock exchange with the approval of the overseas securities regulatory authorities shall be referred to as overseas listed shares. Foreign currencies referred to in the preceding paragraph represent the legal currencies of other countries or regions other than Renminbi that are recognized by competent authorities of the State Administration of Foreign Exchange for the payment of share subscription to the Company.	**Article 19** The shares issued by the Company for the subscription of investors within the PRC in Renminbi shall be referred to as "domestic shares". The shares issued by the Company for the subscription of investors outside the PRC in Renminbi or a foreign currency shall be referred to as "foreign shares". Shares issued ~~with the approval of issuance by~~ upon implementation of relevant procedures of the securities regulatory authority of the State Council or departments authorized by the State Council and listed and traded on an overseas stock exchange with the approval of the overseas securities regulatory authorities shall be referred to as overseas listed shares. Qualified investors may purchase the shares of the Company through the stock connect schemes between Chinese Mainland stock market and Hong Kong or other overseas stock markets. Foreign currencies referred to in the preceding paragraph represent the legal currencies of other countries or regions other than Renminbi that are recognized by competent authorities of the State Administration of Foreign Exchange for the payment of share subscription to the Company.

Existing Article	Amended Article
Article 21 The Company issued 6,374,338,000 overseas listed shares in the course of its initial public offering and listing of shares, representing 16.32% of the total ordinary shares that may be issued by the Company at that time.	**Article 21** The Company issued 6,374,338,000 overseas listed shares in the course of its initial public offering and listing of shares, representing 16.32% of the total ordinary shares that may be issued by the Company at that time.
After its initial public offering and listing of shares, the share capital of the Company comprises: 39,070,208,462 ordinary shares in total, including 12,376,355,544 domestic shares held by the MOF, the promoter, and 1,650,000,000 domestic shares held by China Life, the promoter, representing 35.90% of the total ordinary shares that may be issued by the Company at that time, and 25,043,852,918 overseas listed shares, representing 64.10% of the total ordinary shares that may be issued by the Company at that time.	After its initial public offering and listing of shares, the share capital of the Company comprises: 39,070,208,462 ordinary shares in total, including ~~12,376,355,544~~14,026,355,544 domestic shares ~~held by the MOF, the promoter, and 1,650,000,000 domestic shares held by China Life, the promoter~~, representing 35.90% of the total ordinary shares that may be issued by the Company at that time, and 25,043,852,918 overseas listed shares, representing 64.10% of the total ordinary shares that may be issued by the Company at that time.
Upon the Approval of the CBIRC on the Change of Equity of China Huarong Asset Management Co., Ltd. (Yin Bao Jian Fu [2019] No.1030), the MOF transferred 10% of the shares in the Company to the National Council for Social Security Fund on a one-off basis. After the transfer, the share capital of the Company comprises: 39,070,208,462 ordinary shares in total, including 9,901,084,435 domestic shares held by the MOF, the promoter, 1,650,000,000 domestic shares held by China Life, the promoter, and 2,475,271,109 domestic shares held by National Council for Social Security Fund, representing 35.90% of the total ordinary shares that may be issued by the Company at that time, and 25,043,852,918 overseas listed shares, representing 64.10% of the total ordinary shares that may be issued by the Company at that time.	~~Upon the Approval of the CBIRC on the Change of Equity of China Huarong Asset Management Co., Ltd. (Yin Bao Jian Fu [2019] No.1030), the MOF transferred 10% of the shares in the Company to the National Council for Social Security Fund on a one-off basis. After the transfer, the share capital of the Company comprises: 39,070,208,462 ordinary shares in total, including 9,901,084,435 domestic shares held by the MOF, the promoter, 1,650,000,000 domestic shares held by China Life, the promoter, and 2,475,271,109 domestic shares held by National Council for Social Security Fund, representing 35.90% of the total ordinary shares that may be issued by the Company at that time, and 25,043,852,918 overseas listed shares, representing 64.10% of the total ordinary shares that may be issued by the Company at that time.~~
After the non-public issuance of domestic shares and overseas listed shares by the Company in 2021, the share capital of the Company comprises: 80,246,679,047 ordinary shares in total, including 9,901,084,435 domestic shares held by the MOF, the promoter, 1,650,000,000 domestic shares held by China Life, the promoter, 41,690,957,381 domestic shares held by other holders of domestic shares of the Company, representing 66.35% of the total ordinary shares that may be issued by the Company, and 27,004,637,231 overseas listed shares, representing 33.65% of the total ordinary shares that may be issued by the Company.	~~After the non-public issuance of domestic shares and overseas listed shares by the Company in 2021, the share capital of the Company comprises: 80,246,679,047 ordinary shares in total, including 9,901,084,435 domestic shares held by the MOF, the promoter, 1,650,000,000 domestic shares held by China Life, the promoter, 41,690,957,381 domestic shares held by other holders of domestic shares of the Company, representing 66.35% of the total ordinary shares that may be issued by the Company, and 27,004,637,231 overseas listed shares, representing 33.65% of the total ordinary shares that may be issued by the Company.~~

Existing Article	Amended Article
Domestic shares issued by the Company are under centralized depositary of China Securities Depository and Clearing Corporation Limited, whereas overseas listed shares issued by the Company are mainly under the depositary of the custodian company of Hong Kong Securities Clearing Company Limited or held in the name of individual shareholders.	As of June 30, 2025, the Company had 80,246,679,047 ordinary shares in issue, including 44,884,417,767 domestic shares, representing 55.93% of the total ordinary shares; and 35,362,261,280 overseas listed shares, representing 44.07% of the total ordinary shares. The ordinary share capital structure of the Company is as follows: CITIC Group Corporation holds 21,230,929,783 shares, the MOF holds 19,870,039,607 shares, China Insurance Rongxin Private Fund Co., Ltd. holds 14,509,803,921 shares, China Life holds 3,610,784,313 shares; and other holders of overseas listed shares hold 21,025,121,423 shares. Domestic shares issued by the Company are under centralized depositary of China Securities Depository and Clearing Corporation Limited, whereas overseas listed shares issued by the Company are mainly under the depositary of the custodian company of Hong Kong Securities Clearing Company Limited or held in the name of individual shareholders.
Article 22 After the plan for issuing overseas listed shares and domestic shares has been approved by the securities regulatory authorities of the State Council, the board of directors of the Company may arrange for implementation of such plan by means of separate issuance. The Company's plan for separate issuance of overseas listed shares and domestic shares in accordance with the preceding paragraph may be implemented separately within 15 months upon the date of approval from the securities regulatory authorities of the State Council.	**Article 22** ~~After the plan for issuing overseas listed shares and domestic shares has been approved by the securities regulatory authorities of the State Council, the board of directors of the Company may arrange for implementation of such plan by means of separate issuance.~~ ~~The Company's plan for separate issuance of overseas listed shares and domestic shares in accordance with the preceding paragraph may be implemented separately within 15 months upon the date of approval from the securities regulatory authorities of the State Council.~~

Existing Article	Amended Article
Subject to approval by the securities regulatory authorities of the State Council, the shareholders who hold non-listed shares of the Company may transfer all or part of the shares to overseas investors and arrange for the listing and trading of its shares on stock exchange outside PRC; the shareholders who hold non-listed shares of the Company may convert all or part of the shares into overseas listed shares and arrange for the listing and trading of its shares on stock exchange outside PRC. Such transferred or converted shares listed and traded on overseas stock exchanges shall be subject to the regulatory procedures, rules and requirements of the foreign securities market. No approval of shareholders' general meeting or meeting of class shareholders is required for the listing and trading of the transferred shares on stock exchange outside the PRC, or all or part of the unlisted shares being converted into overseas listed shares and listed and traded on stock exchange outside the PRC. Where the Company's non-listed shares are approved to be listed and traded overseas, the class of shares shall be converted into overseas listed shares on the date of overseas listing and the same class shares as the original overseas listed shares.	~~Subject to approval by~~ Upon implementation of relevant procedures of the securities regulatory authorities of the State Council, the shareholders who hold non-listed shares of the Company may transfer all or part of the shares to overseas investors and arrange for the listing and trading of its shares on stock exchange outside PRC; the shareholders who hold non-listed shares of the Company may convert all or part of the shares into overseas listed shares and arrange for the listing and trading of its shares on stock exchange outside PRC. Such transferred or converted shares listed and traded on overseas stock exchanges shall be subject to the regulatory procedures, rules and requirements of the foreign securities market. No approval of shareholders' ~~general~~ meeting or meeting of class shareholders is required for the listing and trading of the transferred shares on stock exchange outside the PRC, or all or part of the unlisted shares being converted into overseas listed shares and listed and traded on stock exchange outside the PRC. Where the Company's non-listed shares are ~~approved to be~~ listed and traded overseas upon implementation of relevant procedures, the class of shares shall be converted into overseas listed shares on the date of overseas listing and the same class shares as the original overseas listed shares.
Article 23 If the Company issues overseas listed shares and domestic shares separately within the total number of shares specified in the issuance plan, such issuance shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for once due to special circumstances, the shares may, subject to the approval of the securities regulatory authorities of the State Council, be issued in several stages.	~~**Article 23** If the Company issues overseas listed shares and domestic shares separately within the total number of shares specified in the issuance plan, such issuance shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for once due to special circumstances, the shares may, subject to the approval of the securities regulatory authorities of the State Council, be issued in several stages.~~
/	**Article 23** The Company shall not provide gifts, loans, guarantees and other financial assistance to others to acquire shares of the Company or its parent company, save as otherwise stipulated in laws, administrative regulations or regulatory documents.

Existing Article	Amended Article
	In the interests of the Company, by resolution of the shareholders' meeting, or by resolution of the board of directors in accordance with these Articles or the authorization of the shareholders' meeting, the Company may provide financial assistance to others to acquire shares of the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total amount of the issued share capital. Resolutions made by the board of directors shall be passed by more than two-thirds of all directors.
Article 25 Upon the demands of operation and business development and in accordance with relevant laws and regulations and these Articles, the Company may, subject to resolutions of the shareholders' general meeting and approval from the relevant authorities of the State, increase its registered capital in the following ways: (1) offering Shares to specific investors; (2) offering Shares to the public; (3) placing Shares to existing Shareholders; (4) dispatching bonus Shares to existing Shareholders; (5) capitalization of capital reserve; (6) other methods provided by laws and regulations and approved by the relevant regulatory authorities. The increase in the share capital of the Company by issuing new shares shall be approved in accordance with these Articles and shall be conducted in accordance with the procedures specified under relevant laws, regulations and regulatory documents. The conversion of convertible bonds issued by the Company to shares will result in the increase in its registered capital, and such conversion shall be proceeded in accordance with the relevant laws, regulations, regulatory documents and relevant documents including the offering prospectus of convertible bonds.	**Article 25** Upon the demands of operation and business development and in accordance with relevant laws and regulations and these Articles, the Company may, subject to resolutions of the shareholders' ~~general~~ meeting and approval from the relevant authorities of the State in the industry and upon implementation of relevant procedures of the securities regulatory authority of the State Council or departments authorized by the State Council, increase its registered capital in the following ways: (1) offering Shares to non-specific ~~investors~~ targets; (2) offering Shares to ~~the public~~ specific targets; (3) placing Shares to existing Shareholders; (4) dispatching bonus Shares to existing Shareholders; (5) capitalization of capital reserve; (6) other methods provided by laws and regulations and approved by the relevant regulatory authorities. The increase in the share capital of the Company by issuing new shares shall be approved in accordance with these Articles and shall be conducted in accordance with the procedures specified under relevant national laws, regulations and regulatory documents. The conversion of convertible bonds issued by the Company to shares will result in the increase in its registered capital, and such conversion shall be proceeded in accordance with the relevant laws, regulations, regulatory documents and relevant documents including the offering prospectus of convertible bonds.

Existing Article	Amended Article
Article 27 The Company must prepare a balance sheet and an inventory of assets when it is to reduce its registered capital. The Company shall notify its creditors within 10 days from the date of adopting the resolution to reduce its registered capital and shall publish an announcement of the resolution in a newspaper at least three times within 30 days from the said date. Creditors shall, within 30 days of receiving the written notice or within 90 days since the date of the first announcement for those who have not received the written notice, be entitled to demand the Company to pay its debts in full or to provide a guarantee for repayment.	**Article 27** The Company ~~must~~ shall prepare a balance sheet and an inventory of assets when it is to reduce its registered capital. The Company shall notify its creditors within 10 days from the date of adopting the resolution of the shareholders' meeting to reduce its registered capital and shall publish an announcement of the resolution in a newspaper ~~at least three times~~ or the National Enterprise Credit Information Publicity System within 30 days from the said date. Creditors shall, within 30 days of receiving the ~~written~~ notice or within ~~90~~45 days since the date of the ~~first~~ announcement for those who have not received the ~~written~~ notice, be entitled to demand the Company to pay its debts in full or to provide a guarantee for repayment.
Article 28 The Company may repurchase its shares in the following circumstances in accordance with the laws, regulations and procedures provided by these Articles and subject to the approval of the relevant authorities of the State: (1) reducing its registered capital of the Company; (2) merging with any other companies holding the shares in the Company; (3) giving the shares for employee stock ownership plan or option incentive; (4) being requested to repurchase the shares of the Company by the shareholders who object to the resolutions adopted at the shareholders' general meeting concerning merger or division of the Company; (5) using the shares for conversion of corporate bonds issued by listing companies which are convertible into shares; (6) being necessary for listing companies to protect company value and the rights and interests of shareholders; or (7) other circumstances permitted by the laws and regulations.	**Article 28** The Company may repurchase its shares in the following circumstances in accordance with the laws, regulations and procedures provided by these Articles and subject to the approval of the relevant authorities of the State: (1) reducing its registered capital of the Company; (2) merging with any other companies holding the shares in the Company; ~~(3) giving the shares for employee stock ownership plan or option incentive;~~ (~~4~~3) being requested to repurchase the shares of the Company by the shareholders who object to the resolutions adopted at the shareholders' ~~general~~ meeting concerning merger or division of the Company; (~~5~~4) using the shares for conversion of corporate bonds issued by listing companies which are convertible into shares; (~~6~~5) being necessary for listing companies to protect company value and the rights and interests of shareholders; or (~~7~~6) other circumstances permitted by the laws and regulations.

Existing Article	Amended Article
Other than the abovementioned circumstances, the Company may not purchase or sell its own shares. Where the Company repurchases its shares under circumstances (1), (2) above, a resolution shall be passed by the shareholders' general meeting; where the Company repurchases its shares under circumstances (3), (5) and (6) above, a resolution shall be passed by a board meeting with more than two-thirds of the directors present, in accordance with the Articles of Association or mandate by the shareholders' general meeting. Where the Company repurchases its shares under circumstance (1), it shall cancel the shares within 10 days from the date of repurchase. Where the Company repurchases its shares under circumstances (2) and (4), the Company shall transfer or cancel the shares within six months; where the Company repurchases its shares under circumstances (3), (5) and (6), the aggregate shares of the Company held by the Company itself shall not exceed 10% of the total shares issued by the Company and shall be transferred or cancelled within three years. Where the Company repurchases its shares, it shall comply with the relevant requirements of the Securities Law and the Hong Kong Listing Rules.	Other than the abovementioned circumstances, the Company may not purchase or sell its own shares. Where the Company repurchases its shares under circumstances in items (1), (2) above, a resolution shall be passed by the shareholders' ~~general~~ meeting; where the Company repurchases its shares under circumstances in items ~~(3),~~ (~~5~~4) and (~~6~~5) above, a resolution shall be passed by a board meeting with more than two-thirds of the directors present, in accordance with the Articles of Association or mandate by the shareholders' ~~general~~ meeting. Where the Company repurchases its shares under circumstance in item (1), it shall cancel the shares within 10 days from the date of repurchase. Where the Company repurchases its shares under circumstances in items (2) and (~~4~~3), the Company shall transfer or cancel the shares within six months; where the Company repurchases its shares under circumstances in items ~~(3),~~ (~~5~~4) and (~~6~~5), the aggregate shares of the Company held by the Company itself shall not exceed 10% of the total shares issued by the Company and shall be transferred or cancelled within three years. Where the Company repurchases its shares, it shall comply with the relevant requirements of the Securities Law and the Hong Kong Listing Rules.
Article 30 The Company may repurchase its shares in any of the following ways after being approved by the relevant authorities of the State in accordance with the laws: (1) making a repurchase offer to all shareholders on a pro rata basis; (2) repurchasing by means of public dealing on a stock exchange; (3) repurchasing by an off-market agreement; or (4) other methods permitted by laws and regulations or by the relevant authorities.	**Article 30** The Company may acquire its own shares through open centralized trading or other methods recognized by laws, administrative regulations and the securities regulatory authority of the place where the shares of the Company are listed. ~~The Company may repurchase its shares in any of the following ways after being approved by the relevant authorities of the State in accordance with the laws:~~ ~~(1) making a repurchase offer to all shareholders on a pro rata basis;~~ ~~(2) repurchasing by means of public dealing on a stock exchange;~~ ~~(3) repurchasing by an off-market agreement; or~~ ~~(4) other methods permitted by laws and regulations or by the relevant authorities.~~

Existing Article	Amended Article
Where the Company repurchases its shares under circumstances (3), (5) and (6) in paragraph 1 under Article 28 of these Articles, the repurchase shall be carried out by public and centralized transactions.	~~Where the Company repurchases its shares under circumstances (3), (5) and (6) in paragraph 1 under Article 28 of these Articles, the repurchase shall be carried out by public and centralized transactions.~~
Article 35 Shares that are held by promoters shall not be transferred within one year from the date of establishment of the Company. Shares that have been issued before public offering of the Company shall not be transferred within one year from the date that the shares of the Company are listed on a stock exchange. Directors, supervisors and senior management members of the Company shall declare to the Company that their shareholdings in the Company and any alternation of such shareholdings. They shall not transfer more than 25% of all the shares held in the Company in any particular year during their tenure. They shall not transfer the shares held within one year from the date of the Company's listing on a stock exchange, or six months after they cease to hold their posts.	**Article 35** Shares that are held by promoters shall not be transferred within one year from the date of establishment of the Company. Shares that have been issued before public offering of the Company shall not be transferred within one year from the date that the shares of the Company are listed on a stock exchange. Where the laws, administrative regulations or the securities regulatory authorities of the State Council provide otherwise on the transfer of shares of the Company held by shareholders or de facto controllers of listed companies, such provisions shall prevail. Directors~~, supervisors~~ and senior management members of the Company shall declare to the Company that their shareholdings in the Company and any alternation of such shareholdings. They shall not transfer, upon determination when they take office, more than 25% of all the shares held in the Company in any particular year during their tenure. They shall not transfer the shares held within one year from the date of the Company's listing on a stock exchange, or six months after they cease to hold their posts.
CHAPTER 4 FINANCIAL ASSISTANCE FOR PURCHASE OF SHARES OF THE COMPANY	**~~CHAPTER 4 FINANCIAL ASSISTANCE FOR PURCHASE OF SHARES OF THE COMPANY~~ (delete the whole chapter)**
Article 40 Share certificates of the Company shall be in registered form and shall state clearly the following items: (1) name of the Company; (2) incorporation date of the Company; (3) class of share, par value and the number of shares so represented; (4) certificate number; and	**Article ~~40~~37** Share certificates of the Company shall be in registered form and shall state clearly the following items: (1) name of the Company; (2) incorporation date of the Company or the date of issuance of shares; (3) class of share, par value and the number of shares so represented; (4) certificate number if in paper form; and

Existing Article	Amended Article
(5) other items required by the Company Law and the stock exchange of the place where the shares of the Company are listed. Overseas listed shares of the Company may be issued in the form of depositary receipt or other derived forms of shares in accordance with the laws and practices on securities registration and depositary of the place where the shares of the Company are listed.	(5) other items required by the Company Law and the stock exchange of the place where the shares of the Company are listed. Overseas listed shares of the Company may be issued in the form of depositary receipt or other derived forms of shares in accordance with the laws and practices on securities registration and depositary of the place where the shares of the Company are listed.
Article 42 The Company shall maintain a register of members, and include the followings: (1) the name, 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 by each shareholder for the respective shares held; (4) the serial numbers of shares held by each shareholder; (5) the date when each shareholder is registered as a shareholder; and (6) the date when each shareholder ceases to be a shareholder. The register of members shall be the sufficient evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary. When the Company convenes a shareholders' general meeting, distributes dividends, enters into liquidation or engages in other activities for which it is necessary to ascertain the identity of shareholders, the Board of Directors or the convener of the shareholders' general meeting shall fix a record date and those shareholders appearing on the register of members as at the end of the record date shall be entitled to the relevant interests.	**Article ~~42~~39** The Company shall maintain a register of members, and include the followings: (1) the name~~, address~~ and ~~(~~domicile~~), occupation or nature~~ of each shareholder; (2) the class and number of shares ~~held~~ subscribed by each shareholder; (3) ~~the amount paid or payable by each shareholder for the respective shares held~~ the serial numbers of share certificates if in paper form; (4) the ~~serial numbers of shares held~~ date of acquisition of the shares by each shareholder~~:~~. ~~(5) the date when each shareholder is registered as a shareholder; and~~ ~~(6) the date when each shareholder ceases to be a shareholder.~~ The register of members shall be the sufficient evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary. When the Company convenes a shareholders' ~~general~~ meeting, distributes dividends, enters into liquidation or engages in other activities for which it is necessary to ascertain the identity of shareholders, the ~~Board of Directors~~ board of directors or the convener of the shareholders' ~~general~~ meeting shall fix a record date and those shareholders appearing on the register of members as at the end of the record date shall be entitled to the relevant interests.

Existing Article	Amended Article
Article 52 The Company shall establish the Party Committee, which shall consist of one secretary, one to two deputy secretaries and several committee members. The chairman of the board of directors shall concurrently serve as the secretary of the Party Committee. One deputy secretary shall assist the secretary in carrying out Party building works. Eligible members of the Party Committee may assume the position of directors, supervisors and the senior management of the Company through legal procedures, and eligible Party members who are directors, supervisors and senior management may join the Party Committee in accordance with relevant rules and procedures. Meanwhile, the Company shall establish the Discipline Inspection Commissions in accordance with relevant regulations.	**Article ~~52~~49** The Company shall establish the Party Committee of China CITIC Financial Asset Management Co., Ltd. (the "Party Committee"), which shall consist of one secretary, one to two deputy secretaries and several committee members. The chairman of the board of directors shall concurrently serve as the secretary of the Party Committee. One deputy secretary shall be determined to assist the secretary in carrying out Party building works. Eligible members of the Party Committee may assume the position of directors~~, supervisors~~ and the senior management of the Company through legal procedures, and eligible Party members who are directors~~, supervisors~~ and senior management may join the Party Committee in accordance with relevant rules and procedures. Meanwhile, the Company shall establish the Discipline Inspection Commission~~s~~ (the "Discipline Inspection Commission") in accordance with relevant regulations. The Company shall adhere to the coordination of strengthening the Party's leadership and improving the corporate governance, incorporate the Party's leadership into the procedures of corporate governance, so as to realize the organic integration, integrated promotion, coordinated linkage, and guide the high-quality development of the Company with high-quality Party building.
Article 53 The Party Committee of the Company shall perform the following duties in accordance with regulations of the Party including the Constitution of the Communist Party of China and Working Regulations of the Group of Communist Party of China (for Trial Implementation): (1) ensure and supervise the Company's implementation of the principles and guidelines of the Party and the State, and to implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations.	**Article ~~53~~0** The Party Committee of the Company shall perform the following duties in accordance with regulations of the Party including the Constitution of the Communist Party of China ~~and Working Regulations of the Group of Communist Party of China (for Trial Implementation)~~: (1) uphold the centralized and unified leadership of the Party Central Committee over the financial work, enhance the political building of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, as well as educate and guide all Party members to closely align with the Party Central Committee with Comrade Xi Jinping at its core in terms of the political stance, direction, principles and path.

Existing Article	Amended Article
(2) strengthen the leadership and gatekeeping role in the management of the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the officials with the function of the board of directors in the lawful selection of the senior management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the senior management. (3) research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and to provide comments and suggestions in this regard. To support the shareholders' general meeting, the board of directors, the board of supervisors and the senior management in performing their duties in accordance with laws; to support the Congress of Employees in carrying out its work. (4) assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Company's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Company and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, and support the Party discipline inspection commissions in earnestly performing its supervisory responsibilities. (5) strengthen the building of the Company' grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Company. (6) other material matters that fall within the duty of the Party Committee.	(2) thoroughly study and implement Xi Jinping Thought on Socialism with Chinese characteristics for a New Era, learn and propagate the Party's theory, thoroughly implement the Party's routes, principles and policies, as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee and the resolutions of the Party organization at higher levels in the Company. ~~(1) ensure and supervise the Company's implementation of the principles and guidelines of the Party and the State, and to implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations.~~ (~~2~~3) strengthen the leadership and gatekeeping role in the management of the process of selection and appointment of personnel, adhere to the standards of politically upright, professionally competent and strictly disciplined in conduct, and strive for the building of the leadership team, cadre team and talent team of the Company, focusing on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the officials with the function of the board of directors in the lawful selection of the senior management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the senior management, thereby forging a high-calibre, professional financial talents that is loyal, clean and responsible. (~~3~~4) research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and to provide comments and suggestions in this regard,~~. To~~ support the shareholders' ~~general~~ meeting, the board of directors~~;~~ ~~the board of supervisors~~ and the senior management in performing their duties in accordance with laws; ~~to~~ and support the Congress of Employees in carrying out its work.

Existing Article	Amended Article
	(~~4~~5) assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Company's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Company, ~~and~~ the Communist Youth League and Women's organization~~, lead the construction of the Party's working style and its clean and honest administration, and support the Party discipline inspection commissions in earnestly performing its supervisory responsibilities~~. (6) undertake the main responsibility of improving Party conduct and upholding integrity, lead and support Discipline Inspection Committee to fulfil its supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules, to promote Party self-governance in every aspect and with rigor into the grassroots level; (~~5~~7) strengthen the building of the Company' grassroots Party organizations and of its contingent of Party members, give full play to the role of grassroots Party ~~branches~~ organizations as strongholds and to the role of Party members as pioneers and fine examples, promote the deep integration of the Party building and operation and management, and unite and lead ~~officials and~~ employees ~~bank-wide~~ and the masses to devote themselves into the reform and development of the Company. (~~6~~8) other material matters that fall within the duty of the Party Committee.
Article 55 The holders of ordinary shares of the Company shall enjoy the following rights: (1) the right to dividends and other distributions in proportion to the number of shares held; (2) the right to attend or appoint a proxy to attend shareholders' general meetings; (3) the right to vote at shareholders' general meetings in proportion to the number of shares held;	**Article 5~~5~~2** The holders of ordinary shares of the Company shall enjoy the following rights: (1) the right to dividends and other distributions in proportion to the number of shares held; (2) the right to attend or appoint a proxy to attend shareholders' ~~general~~ meetings, and exercise the voting right;

Existing Article	Amended Article
(4) the right to supervise the operation of the Company, to raise proposals and enquires; (5) the right to transfer, bestow or pledge shares in accordance with laws, regulations, regulatory documents, requirements of the securities regulatory authorities of the place where the Company's shares are listed and these Articles; (6) the right to obtain information in accordance with the laws, regulations and these Articles, including: (i) the right to obtain a copy of these Articles, subject to payment of the cost; (ii) the right to inspect and, subject to payment of a reasonable charge, obtain copies of the following information in a specified place during the business hours of the Company: (a) the particulars of each of the Company's directors, supervisors and senior management; (b) minutes of shareholders' general meetings; (c) all registers of members; (d) a statement of the Company's share capital; (e) the latest audited financial statements, and the reports of the board of directors and the board of supervisors; (f) special resolutions of shareholders' general meetings; (g) reports showing the aggregate par value, quantity, and maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the previous accounting year and the total costs paid by the Company for such purpose; and	(3) the right to vote at shareholders' ~~general~~ meetings in proportion to the number of shares held; (4) the right to supervise the operation of the Company, to raise proposals and enquires; (5) the right to transfer, bestow or pledge shares in accordance with laws, regulations, regulatory documents, requirements of the securities regulatory authorities of the place where the Company's shares are listed and these Articles; (6) to inspect and copy these Articles, the register of shareholders, minutes of the shareholders' meetings, resolutions of the Board meetings and financial and accounting reports, and other materials that may be inspected or copied as stipulated by relevant laws and regulations, the securities regulatory authority of the place where the shares of the Company are listed or these Articles; ~~the right to obtain information in accordance with the laws, regulations and these Articles, including:~~ ~~(i) the right to obtain a copy of these Articles, subject to payment of the cost;~~ ~~(ii) the right to inspect and, subject to payment of a reasonable charge, obtain copies of the following information in a specified place during the business hours of the Company:~~ ~~(a) the particulars of each of the Company's directors, supervisors and senior management;~~ ~~(b) minutes of shareholders' general meetings;~~ ~~(c) all registers of members;~~ ~~(d) a statement of the Company's share capital;~~ ~~(e) the latest audited financial statements, and the reports of the board of directors and the board of supervisors;~~ ~~(f) special resolutions of shareholders' general meetings;~~

Existing Article	Amended Article
(h) other information available for inspection and duplication in accordance with laws, regulations, requirements of the securities regulatory authorities of the place where the Company's shares are listed and these Articles. If any shareholder requests a copy of the minutes of a shareholders' general meeting, the Company shall deliver such copy in seven days after the receipt of a reasonable cost. The Company may refuse any request of inspection or duplication if trade secrets and price sensitive information of the Company are involved. (7) the right to demand the Company to purchase the shares of the shareholder who raises objection to the resolution on merger or division at shareholders' general meeting; (8) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company based on the number of shares held; and (9) other rights conferred by the laws, regulations, regulatory documents and these Articles. A shareholder requiring to inspect or obtain information pursuant to item (6) in this Articles shall submit a written request to the Company together with written certification of the class and the number of shares held. The Company shall provide such information upon verification of the identification of such shareholder. If any person holding direct or indirect interest in shares exercises his rights on the shares of the Company without revealing such interest to the Company, the Company shall not compromise such person's rights on the shares of the Company by freezing such rights or otherwise.	~~(g) reports showing the aggregate par value, quantity, and maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the previous accounting year and the total costs paid by the Company for such purpose; and~~ ~~(h) other information available for inspection and duplication in accordance with laws, regulations, requirements of the securities regulatory authorities of the place where the Company's shares are listed and these Articles.~~ ~~If any shareholder requests a copy of the minutes of a shareholders' general meeting, the Company shall deliver such copy in seven days after the receipt of a reasonable cost.~~ ~~The Company may refuse any request of inspection or duplication if trade secrets and price sensitive information of the Company are involved.~~ (7) the right to demand the Company to purchase the shares of the shareholder who raises objection to the resolution on merger or division at shareholders' ~~general~~ meeting; (8) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company based on the number of shares held; and (9) other rights conferred by the laws, regulations, regulatory documents and these Articles. A shareholder requiring to inspect or ~~obtain~~ copy ~~information~~ relevant materials pursuant to item (6) in this Article~~s~~ shall abide by the provisions of the Company Law, the Securities Law and other laws, administrative regulations, submit a written request to the Company together with written certification of the class and the number of shares held. The Company shall provide such information upon verification of the identification of such shareholder.

Existing Article	Amended Article
Shareholders who were supposed to but haven't obtained approvals from or reported to the regulatory authorities shall not exercise rights such as rights to request to convene shareholders' general meetings, voting rights, rights of nomination, rights of proposal, rights of disposition. For shareholders who conducted false statements, abused rights of shareholders or otherwise damaged the interests of the Company, banking regulatory authority of the State Council or its agencies may restrict or prohibit the Company from related transactions with them, restrict their limits of the equity, equity pledge proportions of the Company they hold, as well as restrict their rights such as rights to request to convene shareholders' general meetings, voting rights, rights of nomination, rights of proposal, rights of disposition.	If any person holding direct or indirect interest in shares exercises his rights on the shares of the Company without revealing such interest to the Company, the Company shall not compromise such person's rights on the shares of the Company by freezing such rights or otherwise. Shareholders who were supposed to but haven't obtained approvals from or reported to the regulatory authorities shall not exercise rights such as rights to request to convene shareholders' ~~general~~ meetings, voting rights, rights of nomination, rights of proposal, rights of disposition. For shareholders who conducted false statements, abused rights of shareholders or otherwise damaged the interests of the Company, banking regulatory authority of the State Council or its agencies may restrict or prohibit the Company from related transactions with them, restrict their limits of the equity, equity pledge proportions of the Company they hold, as well as restrict their rights such as rights to request to convene shareholders' ~~general~~ meetings, voting rights, rights of nomination, rights of proposal, rights of disposition.
Article 56 If a resolution of a shareholders' general meeting of the Company or a board resolution violates the laws or administrative regulations, a shareholder may request a people's court to declare the same as invalid. If the procedure for convening a shareholders' general meeting or board meeting, or the method of voting thereat, violates the laws, administrative regulations or these Articles, or if a resolution violates these Articles, a shareholder may request a people's court to rescind such resolution within 60 days after adoption of such resolution. If shareholders initiate legal proceedings in accordance with the preceding paragraph, the Company may submit a request to the People's Court to demand the shareholder to provide guarantees.	**Article 5~~6~~3** If a resolution of a shareholders' ~~general~~ meeting of the Company or a ~~b~~Board resolution violates the laws or administrative regulations, a shareholder may request ~~a people's court~~ the People's Court to declare the same as invalid. If the procedure for convening a shareholders' ~~general~~ meeting or ~~b~~Board meeting, or the method of voting thereat, violates the laws, administrative regulations or these Articles, or if a resolution violates these Articles, a shareholder may request ~~a people's court~~ the People's Court to rescind such resolution within 60 days after adoption of such resolution, except where the procedure for convening or the method of voting of a shareholders' meeting or of a Board meeting have only minor defects that do not have a substantive impact on the resolution.

Existing Article	Amended Article
If the Company has completed the change of registration pursuant to a shareholders' resolution or a board resolution, the Company shall apply to the registration authority for cancelling the change of registration after a People's Court has declared that such resolution is invalid or has rescinded such resolution.	Shareholders who are not notified of the shareholders' meeting may request the People's Court to rescind the resolution within 60 days from the date they know or ought to have known that the resolution is made. If the right to rescind is not exercised within one year from the date the resolution was made, the right to rescind shall be extinguished. A resolution of the shareholders' meeting or of the Board meeting shall be deemed invalid under any of the following circumstances: (1) the resolution was made without convening a shareholders' meeting or a Board meeting; (2) the shareholders' meeting or Board meeting does not vote on the resolution matters; (3) the number of attendees or the voting rights held does not meet the requirements stipulated by the laws, administrative regulations and these Articles; (4) the number of votes in favour of the resolution matters does not meet the requirements stipulated by the laws, administrative regulations and these Articles. If shareholders initiate legal proceedings in accordance with the preceding paragraph, the Company may submit a request to the People's Court to demand the shareholder to provide guarantees. If the Company has completed the change of registration pursuant to a shareholders' resolution or a Board resolution, the Company shall apply to the registration authority for cancelling the change of registration after ~~a~~ the People's Court has declared that such resolution is invalid, ~~or~~ has been rescinded or confirmed to be invalid ~~such resolution~~.

Existing Article	Amended Article
Article 57 Shareholders individually or jointly holding 1% or more of the Company's shares for 180 consecutive days or more may request the supervisory committee in writing to bring a legal action in the People's Court against any director or senior management for losses of Company resulting from their violation of any laws, administrative regulations or these Articles in the course of performing their duties. Such shareholders may request the board of directors in writing to bring a legal action against any supervisor for losses of the Company resulting from violation of any laws, administrative regulations or these Articles by supervisors in the course of performing their duties. The shareholders as referred to in the preceding paragraph may bring legal action in the People's Court for the interest of the Company in the event that the supervisory committee or the board of directors refuses to initiate legal proceedings or fails to initiate such legal proceedings within thirty days after receipt of such request, or in case of emergency where failure to initiate such legal proceedings immediately will result in unrecoverable damages to the Company. Shareholders as referred to in the first paragraph of this Article may initiate legal proceedings in the People's Court if any third parties infringe on the lawful interests of the Company and cause damages to the Company.	**Article 5~~7~~4** Shareholders individually or jointly holding 1% or more of the Company's shares for 180 consecutive days or more may request the ~~supervisory committee~~ audit committee in writing to bring a legal action in the People's Court against any director or senior management other than member of the audit committee for losses of Company resulting from their violation of any laws, administrative regulations or these Articles in the course of performing their duties. Such shareholders may request the board of directors in writing to bring a legal action against any ~~supervisor~~ member of the audit committee for losses of the Company resulting from violation of any laws, administrative regulations or these Articles by ~~supervisors~~ any member of the audit committee in the course of performing their duties. The shareholders as referred to in the preceding paragraph may bring legal action in the People's Court for the interest of the Company in the event that the ~~supervisory committee~~ audit committee or the board of directors refuses to initiate legal proceedings or fails to initiate such legal proceedings within thirty days after receipt of such request, or in case of emergency where failure to initiate such legal proceedings immediately will result in unrecoverable damages to the Company. Shareholders as referred to in the first paragraph of this Article may initiate legal proceedings in the People's Court if any third parties infringe on the lawful interests of the Company and cause damages to the Company.
Article 59 Holders of ordinary shares of the Company shall have the following obligations: (1) to abide by the laws, regulations, rules, regulatory documents and these Articles; (2) to contribute share capital according to the number of shares subscribed and in the form as agreed, and perform their capital contribution obligations in strict compliance with the laws, regulations, and the requirements of the banking regulatory authority of the State Council. The contributed capital shall be from a legitimate source, and entrusted funds, debt funds or other non-own funds will not be accepted, unless otherwise specified by laws, regulations or regulatory systems;	**Article 5~~9~~6** Holders of ordinary shares of the Company shall have the following obligations: (1) to abide by the laws, regulations, rules, regulatory documents and these Articles; (2) to contribute share capital according to the number of shares subscribed and in the form as agreed, and perform their capital contribution obligations in strict compliance with the laws, regulations, and the requirements of the banking regulatory authority of the State Council. The contributed capital shall be from a legitimate source, and entrusted funds, debt funds or other non-own funds will not be accepted, unless otherwise specified by laws, regulations or regulatory systems;

Existing Article	Amended Article
(3) not to withdraw their contributed share capital unless in such circumstances as stipulated by the laws and regulations;	(3) not to withdraw their contributed share capital unless in such circumstances as stipulated by the laws and regulations;
(4) the shareholders and the controlling shareholder and de facto controller of the Company not to abuse rights of shareholder or to use their connected relationships to damage the legal interests of the Company, other shareholders and stakeholders, not to interfere with the decision-making rights and management rights entrusted to the board of directors and senior management under the Articles of Association, not to bypass the board of directors and senior management and directly intervene in the Company's operations and management;	(4) the shareholders and the controlling shareholder and de facto controller of the Company not to abuse rights of shareholder or to use their connected relationships to damage the legal interests of the Company, other shareholders and stakeholders, not to interfere with the decision-making rights and management rights entrusted to the board of directors and senior management under the Articles of Association, not to bypass the board of directors and senior management and directly intervene in the Company's operations and management;
(5) not to abuse the independent status of the Company as a legal person and the limited liability of shareholders to damage the interests of the creditors of the Company;	(5) not to abuse the independent status of the Company as a legal person and the limited liability of shareholders to damage the interests of the creditors of the Company;
(6) their shareholdings and the number of institutions holding shares shall comply with regulatory requirements, and not to entrust or accept the entrustment of others to hold the shares of the Company;	(6) their shareholdings and the number of institutions holding shares shall comply with regulatory requirements, and not to entrust or accept the entrustment of others to hold the shares of the Company;
(7) in accordance with laws, regulations and regulatory requirements, to truthfully advise the Company of their financial information, shareholding structure, source of contribution capital, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions and other information;	(7) in accordance with laws, regulations and regulatory requirements, to truthfully advise the Company of their financial information, shareholding structure, source of contribution capital, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions and other information;
(8) in accordance with laws, regulations and regulatory requirements, the relevant shareholders shall timely notify the Company in writing of the change in case of any change in their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries;	(8) in accordance with laws, regulations and regulatory requirements, the relevant shareholders shall timely notify the Company in writing of the change in case of any change in their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries;

Existing Article	Amended Article
(9) to timely inform the Company in writing in accordance with laws, regulations and regulatory requirements in case of merger or division, being ordered to suspend business for rectification, designated trusteeship, takeover, cancellation and other measures, or entering dissolution, liquidation and bankruptcy procedures, or changes in its legal representative, company name, business premises, business scope and other material matters;	(9) to timely inform the Company in writing in accordance with laws, regulations and regulatory requirements in case of merger or division, being ordered to suspend business for rectification, designated trusteeship, takeover, cancellation and other measures, or entering dissolution, liquidation and bankruptcy procedures, or changes in its legal representative, company name, business premises, business scope and other material matters;
(10) to timely inform the Company in writing in accordance with laws, regulations and regulatory requirements in case of the shares they hold in the Company being involved in litigation, arbitration, being taken coercive measures by legal authorities, being pledged or released pledge;	(10) to timely inform the Company in writing in accordance with laws, regulations and regulatory requirements in case of the shares they hold in the Company being involved in litigation, arbitration, being taken coercive measures by legal authorities, being pledged or released pledge;
(11) in accordance with laws, regulations and regulatory requirements, not to damage the interests of other shareholders and the Company in case of transferring or pledging the Company's shares held by them or conducting related party transactions with the company;	(11) in accordance with laws, regulations and regulatory requirements, not to damage the interests of other shareholders and the Company in case of transferring or pledging the Company's shares held by them or conducting related party transactions with the ~~c~~Company;
(12) the shareholders shall cooperate with the regulatory authorities in investigation and risk disposal in case of risk events or major violations of the Company;	(12) the shareholders shall cooperate with the regulatory authorities in investigation and risk disposal in case of risk events or major violations of the Company;
(13) other obligations imposed by the laws, regulations, regulatory documents and these Articles. Shareholders shall not be liable for additional contribution to share capital other than according to the terms as agreed by subscribers of shares at the time of subscription. Major shareholders shall not transfer the equity held within 5 years from the date of acquisition of the equity (except special circumstances such as risk disposal measures approved by the banking regulatory authority of the State Council, transfer ordered by the banking regulatory authority of the State Council, judicial enforcement or transfer of equity between different entities controlled by the same investor).	(13) major shareholders, except for the Ministry of Finance and those shareholder entities approved and exempted by the banking regulatory authority of the State Council shall, when necessary, replenish capital or give written undertakings to the Company; (14) other obligations imposed by the laws, regulations, regulatory documents and these Articles. Shareholders shall not be liable for additional contribution to share capital other than according to the terms as agreed by subscribers of shares at the time of subscription. The Company shall establish a loss-absorbing and risk defense mechanism in the event of significant risks according to the laws, regulations and regulatory provisions.

Existing Article	Amended Article
	Major shareholders shall not transfer the equity held within 5 years from the date of acquisition of the equity (except special circumstances such as risk disposal measures approved by the banking regulatory authority of the State Council, transfer ordered by the banking regulatory authority of the State Council, judicial enforcement or transfer of equity between different entities controlled by the same investor).
Article 60 Prior approval from the banking regulatory authority of the State Council is required for any entity or individual to purchase 5% or more of the total issued shares of the Company. Shareholders must immediately inform the Company in writing when their shareholdings increase to not less than 5% of the total shares of the Company for application of approval from the banking regulatory authority of the State Council by the Company in five days. If a shareholder owns 5% or more of the total shares of the Company without prior approval of the banking regulatory authority of the State Council, the exercise of rights of the shareholder under Article 55 in respect of the shares in excess of 5% of the total shares of the Company ("Excess Shares") shall be subject to restrictions until approval is obtained from the banking regulatory authority of the State Council. The restrictions include (without limitation): (1) the Excess Shares shall have no voting rights at shareholders' general meetings including class shareholders' meetings; and (2) the Excess Shares shall have no rights in respect of the nomination of directors and supervisors as provided in these Articles. Notwithstanding the foregoing, holders of Excess Shares shall not be subject to any restrictions in exercising other shareholders' rights pursuant to Article 55. If a shareholder fails to obtain approval from the banking regulatory authority of the State Council for the holding of Excess Shares, the shareholder shall dispose of the Excess Shares within a period prescribed by the banking regulatory authority of the State Council.	**Article ~~60~~57** Prior approval from the banking regulatory authority of the State Council is required for investors, their related parties and parties acting in concert, individually or collectively, who hold for the first time or accumulatively increase the shareholding to ~~any entity or individual to purchase~~ 5% or more of the total issued shares of the Company. ~~Shareholders must immediately inform the Company in writing when their shareholdings increase to not less than 5% of the total shares of the Company for application of approval from the banking regulatory authority of the State Council by the Company in five days.~~ Investors, their related parties and parties acting in concert, individually or collectively, who hold more than 1% but less than 5% of the total issued shares of the Company shall report through the Company to the banking regulatory authority of the State Council within 10 working days after acquiring the corresponding shareholding in the Company. ~~If a shareholder owns 5% or more of the total shares of the Company without prior approval of the banking regulatory authority of the State Council, the exercise of rights of the shareholder under Article 55 in respect of the shares in excess of 5% of the total shares of the Company ("Excess Shares") shall be subject to restrictions until approval is obtained from the banking regulatory authority of the State Council. The restrictions include (without limitation):~~ ~~(1) the Excess Shares shall have no voting rights at shareholders' general meetings including class shareholders' meetings; and~~ ~~(2) the Excess Shares shall have no rights in respect of the nomination of directors and supervisors as provided in these Articles.~~

Existing Article	Amended Article
	~~Notwithstanding the foregoing, holders of Excess Shares shall not be subject to any restrictions in exercising other shareholders' rights pursuant to Article 55. If a shareholder fails to obtain approval from the banking regulatory authority of the State Council for the holding of Excess Shares, the shareholder shall dispose of the Excess Shares within a period prescribed by the banking regulatory authority of the State Council.~~
Article 63 The controlling shareholders and de facto controllers shall have fiduciary duties to the Company. The controlling shareholder shall only participate in the policy making and legal operation of the Company in accordance with the laws, regulations and these Articles. They shall not seek improper interests, not impair the legal rights of the Company, other shareholders and stakeholders by making use of their controlling position. The controlling shareholder shall exercise his/her/its rights as an investor in strict compliance with the laws, regulations, regulatory documents and these Articles. Other than obligated by the laws, regulations, regulatory documents or the listing rules of the stock exchange where the Company's shares are listed, the controlling shareholder, when exercising his/her/its rights as a shareholder, shall not vote to bring about decisions that would impair the interests of all or part of the shareholders on the following matters: (1) to release the obligation of a director or supervisor to act honestly in the best interests of the Company; (2) to allow directors or supervisors to expropriate the Company's property, including (without limitation) opportunities advantageous to the Company, for the interest of themselves or others; and (3) to allow directors and supervisors to expropriate the rights of other shareholders, including (without limitation) rights to distributions and voting, excluding the restructuring of the Company submitted to shareholders' general meeting for approval in accordance with these Articles, for the interest of themselves or others.	**Article 6~~3~~0** The controlling shareholders and de facto controllers shall have fiduciary duties to the Company. The controlling shareholder shall only participate in the policy making and legal operation of the Company in accordance with the laws, regulations and these Articles. They shall not seek improper interests, not impair the legal rights of the Company, other shareholders and stakeholders by making use of their controlling position. The controlling shareholder shall exercise his/her/its rights as an investor in strict compliance with the laws, regulations, regulatory documents and these Articles. ~~Other than obligated by the laws, regulations, regulatory documents or the listing rules of the stock exchange where the Company's shares are listed, the controlling shareholder, when exercising his/her/its rights as a shareholder, shall not vote to bring about decisions that would impair the interests of all or part of the shareholders on the following matters:~~ ~~(1) to release the obligation of a director or supervisor to act honestly in the best interests of the Company;~~ ~~(2) to allow directors or supervisors to expropriate the Company's property, including (without limitation) opportunities advantageous to the Company, for the interest of themselves or others; and~~ ~~(3) to allow directors and supervisors to expropriate the rights of other shareholders, including (without limitation) rights to distributions and voting, excluding the restructuring of the Company submitted to shareholders' general meeting for approval in accordance with these Articles, for the interest of themselves or others.~~

Existing Article	Amended Article
Article 66 The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws:	**Article 6~~6~~3** The shareholders' ~~general~~ meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws:
(1) to decide the Company's operation policies and annual investment plans;	~~(1) to decide the Company's operation policies and annual investment plans;~~
(2) to elect and replace the directors and supervisors who are not representative of the employees of the Company, and to determine the emoluments of directors and supervisors;	(~~2~~1) to elect and replace the directors ~~and supervisors~~ who are not representative of the employees of the Company, and to determine the emoluments of directors~~ and supervisors~~;
(3) to consider and approve the reports of the board of directors;	(~~3~~2) to consider and approve the reports of the board of directors;
(4) to consider and approve the reports of the board of supervisors;	~~(4) to consider and approve the reports of the board of supervisors;~~
(5) to consider and approve the annual budget and final accounts of the Company;	(~~5~~3) to consider and approve the annual budget and final accounts of the Company;
(6) to consider and approve the Company's profit distribution plan and loss recovery plan;	(~~6~~4) to consider and approve the Company's profit distribution plan and loss recovery plan;
(7) to consider and approve any motion raised by shareholder(s) individually or jointly holding more than 3% of the issued shares of the Company with voting rights;	(~~7~~5) to consider and approve any motion raised by shareholder(s) individually or jointly holding more than ~~3~~1% of the issued shares of the Company with voting rights;
(8) to resolve on any increase or decrease in the Company's registered capital;	(~~8~~6) to resolve on any increase or decrease in the Company's registered capital;
(9) to resolve on the issuance of corporate bonds, any class of shares, warrants or other marketable securities of the Company and their listing;	(~~9~~7) to resolve on the issuance of corporate bonds, any class of shares, warrants or other marketable securities of the Company and their listing;
(10) to resolve on matters related to merger, division, dissolution, liquidation of the Company or change of organization of the Company;	(~~10~~8) to resolve on matters related to merger, division, dissolution, liquidation of the Company or change of organization of the Company;
(11) to amend these Articles, the rules of procedures of shareholders' general meeting, and meetings of the board of directors and the board of supervisors;	(~~11~~9) to amend these Articles, the rules of procedures of shareholders' ~~general~~ meeting, and meetings of the board of directors~~ and the board of supervisors~~;

Existing Article	Amended Article
(12) to decide the engagement, dismissal or replacement of accounting firms responsible for regular statutory audits of the financial reports of the Company;	(1~~2~~0) to decide the engagement, dismissal or replacement of accounting firms responsible for regular statutory audits of the financial reports of the Company;
(13) to resolve on matters related to repurchase of shares of the Company under circumstances (1), (2) in paragraph 1 under Article 28 of these Articles;	(1~~3~~1) to resolve on matters related to repurchase of shares of the Company under circumstances (1), (2) in paragraph 1 under Article 28 of these Articles;
(14) to consider and approve major investment and disposal of equity and debentures, financing, pledges, mortgage and guarantee of assets, purchase and disposal of fixed assets, disposal of debt-to-equity assets, write-off of assets, major decisions of legal corporations and donations of the Company;	(1~~4~~2) to consider and approve major investment and disposal of equity and debentures, financing, pledges, mortgage and guarantee of assets, purchase and disposal of fixed assets, disposal of debt-to-equity assets, write-off of assets, major decisions of legal corporations and donations of the Company;
(15) to consider and approve matters in relation to the change of use of funds raised;	(1~~5~~3) to consider and approve matters in relation to the change of use of funds raised;
(16) to consider and approve share incentive scheme;	~~(16) to consider and approve share incentive scheme;~~
(17) to consider and approve any purchase, disposal of major assets or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a period of a year;	(1~~7~~4) to consider and approve any purchase, disposal of major assets or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within ~~a period of~~ a year;
(18) to consider and approve related party transactions required to be approved by shareholders' general meeting under the law, regulations, regulatory documents, the securities regulatory authorities of the place where the Company's shares are listed and these Articles;	(1~~8~~5) to consider and approve related party transactions required to be approved by shareholders' ~~general~~ meeting under the law, regulations, regulatory documents, the securities regulatory authorities of the place where the Company's shares are listed and these Articles;
(19) to consider and approve the liability insurance of directors and supervisors;	(1~~9~~6) to consider and approve the liability insurance of directors~~ and supervisors~~;
(20) to consider and approve all other matters which are required to be determined by shareholders' general meeting under the laws, regulations, regulatory documents, applicable requirements of the securities regulatory authorities of the place where the Company's shares are listed and these Articles.	(~~20~~17) to consider and approve all other matters which are required to be determined by shareholders' ~~general~~ meeting under the laws, regulations, regulatory documents, applicable requirements of the securities regulatory authorities of the place where the Company's shares are listed and these Articles.

Existing Article	Amended Article
The above matters are in the scope of authority of the shareholders' general meeting and shall be considered and approved by the shareholders' general meetings. However, the shareholders' general meeting may delegate power to the board of directors to decide on such matters under necessary, reasonable and lawful circumstances. The delegation by the shareholders' general meeting to the board of directors shall be explicit and specific. If the matters subject to delegation shall be approved by shareholders' general meeting by ordinary resolution according to these Articles, the delegation shall be passed by more than half of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting. If the matters subject to delegation shall be approved by shareholders' general meeting by special resolutions according to these Articles, the delegation shall be passed by not less than two-thirds of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting.	The above matters are in the scope of authority of the shareholders' ~~general~~ meeting and shall be considered and approved by the shareholders' ~~general~~ meetings. However, the shareholders' ~~general~~ meeting may delegate power to the board of directors to decide on such matters under necessary, reasonable and lawful circumstances. The delegation by the shareholders' ~~general~~ meeting to the board of directors shall be explicit and specific. If the matters subject to delegation shall be approved by shareholders' ~~general~~ meeting by ordinary resolution according to these Articles, the delegation shall be passed by more than half of the voting rights held by the shareholders (including proxies) present at the shareholders' ~~general~~ meeting. If the matters subject to delegation shall be approved by shareholders' ~~general~~ meeting by special resolutions according to these Articles, the delegation shall be passed by not less than two-thirds of the voting rights held by the shareholders (including proxies) present at the shareholders' ~~general~~ meeting.
Article 69 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events: (1) the number of directors is less than two-thirds of the total number of directors determined by shareholders' general meeting or lower than a quorum; (2) the uncovered losses of the Company are equal to or more than one-third of the total share capital of the Company; (3) shareholder(s) individually or jointly holding more than 10% of the shares with voting rights of the Company demand to convene the meeting in writing; (4) the board of directors considers necessary to convene the meeting; (5) the board of supervisors proposes to convene the meeting; or	**Article ~~69~~96** An extraordinary ~~general~~ shareholders' meeting shall be convened within two months from the date of occurrence of any of the following events: (1) the number of directors is less than two-thirds of the total number of directors determined by shareholders' ~~general~~ meeting or lower than a quorum; (2) the uncovered losses of the Company are equal to or more than one-third of the total share capital of the Company; (3) shareholder(s) individually or jointly holding more than 10% of the shares with voting rights of the Company demand to convene the meeting in writing; (4) the board of directors considers necessary to convene the meeting; (5) the ~~board of supervisors~~ audit committee proposes to convene the meeting; or

Existing Article	Amended Article
(6) any other circumstances as stipulated by the laws, regulations, regulatory documents and these Articles. The shareholding mentioned in paragraph (3) above shall be determined as of the close of the date or, if it falls on a non-trading date, the last trading date, on which such shareholders demand to convene the meeting in writing.	(6) any other circumstances as stipulated by the laws, regulations, regulatory documents and these Articles. The shareholding mentioned in paragraph (3) above shall be determined as of the close of the date or, if it falls on a non-trading date, the ~~last~~ previous trading date, on which such shareholders demand to convene the meeting in writing.
Article 72 A shareholders' general meeting shall be convened by the board of directors. Under certain circumstances mentioned in this section, the board of supervisors or shareholders may also convene a shareholders' general meeting.	**Article ~~72~~69** A shareholders' ~~general~~ meeting shall be convened by the board of directors. Under certain circumstances mentioned in this section, the ~~board of supervisors~~ audit committee or shareholders may also convene a shareholders' ~~general~~ meeting.
Article 74 The board of supervisors may propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall reply in writing as to whether or not it agrees to convene such extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and provisions of these Articles. If the board of directors agrees to convene an extraordinary general meeting, a notice of such meeting shall be issued within five days after a relevant resolution of the board of directors is passed. Approval of the board of supervisors must be sought if the proposal in the notice is different from the original proposal. If the board of directors does not agree to convene an extraordinary general meeting, or fails to reply within 10 days upon receipt of the proposal, the board of directors shall be deemed to be unable, or to fail, to perform its duty to convene a shareholders' general meeting, and the board of supervisors may convene and preside over the shareholders' general meeting.	**Article 7~~4~~1** The ~~board of supervisors~~ audit committee may propose to the board of directors to convene an extraordinary ~~general~~ shareholders' meeting in writing. The board of directors shall reply in writing as to whether or not it agrees to convene such extraordinary ~~general~~ shareholders' meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and provisions of these Articles. If the board of directors agrees to convene an extraordinary ~~general~~ shareholders' meeting, a notice of such meeting shall be issued within five days after a relevant resolution of the board of directors is passed. Approval of the ~~board of supervisors~~ audit committee must be sought if the proposal in the notice is different from the original proposal. If the board of directors does not agree to convene an extraordinary ~~general~~ shareholders' meeting, or fails to reply within 10 days upon receipt of the proposal, the board of directors shall be deemed to be unable, or to fail, to perform its duty to convene a shareholders' ~~general~~ meeting, and the ~~board of supervisors~~ audit committee may convene and preside over the shareholders' ~~general~~ meeting.

Existing Article	Amended Article
Article 75 If shareholders holding individually or jointly more than 10% of the shares with voting rights of the Company (the "Proposing Shareholders") propose to convene an extraordinary general meeting or class meetings, the following provisions shall apply:	**Article 752** If shareholders holding individually or jointly more than 10% of the shares with voting rights of the Company (the "Proposing Shareholders") propose to convene an extraordinary ~~general~~ shareholders' meeting or class meetings, the following provisions shall apply:
(1) proposing Shareholders may propose to the board of directors to convene an extraordinary general meeting or class meeting by signing one written proposal or more than one in duplicate. The board of directors shall reply in writing as to whether or not it agrees to convene such extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, regulations, regulatory documents and these Articles.	(1) proposing Shareholders may propose to the board of directors to convene an extraordinary ~~general~~ shareholders' meeting or class meeting by signing one written proposal or more than one in duplicate. The board of directors shall reply in writing as to whether or not it agrees to convene such extraordinary ~~general~~ shareholders' meeting within 10 days upon receipt of the proposal in accordance with the laws, regulations, regulatory documents and these Articles~~.~~;
(2) if the board of directors agrees to convene an extraordinary general meeting or class meeting, a notice of such meeting shall be issued within five days after a relevant resolution of the board of directors is passed. Approval of the Proposing Shareholders must be sought if the proposal in the notice is different from the original proposal;	(2) if the board of directors agrees to convene an extraordinary ~~general~~ shareholders' meeting or class meeting, a notice of such meeting shall be issued within five days after a relevant resolution of the board of directors is passed. Approval of the Proposing Shareholders must be sought if the proposal in the notice is different from the original proposal;
(3) if the board of directors does not agree to convene an extraordinary general meeting or class meeting, or fails to reply within 10 days upon receipt of the proposal, the Proposing Shareholders may propose to the board of supervisors to convene an extraordinary general meeting in writing;	(3) if the board of directors does not agree to convene an extraordinary ~~general~~ shareholders' meeting or class meeting, or fails to reply within 10 days upon receipt of the proposal, the Proposing Shareholders may propose to the ~~board of supervisors~~ audit committee to convene an extraordinary ~~general~~ shareholders' meeting in writing;
(4) if the board of supervisors agrees to convene an extraordinary general meeting, a notice of such meeting shall be issued within 5 days upon receipt of the proposal. Approval of the Proposing Shareholders must be sought if the proposal in the notice is different from the original proposal;	(4) if the ~~board of supervisors~~ audit committee agrees to convene an extraordinary ~~general~~ shareholders' meeting, a notice of such meeting shall be issued within 5 days upon receipt of the proposal. Approval of the Proposing Shareholders must be sought if the proposal in the notice is different from the original proposal;

Existing Article	Amended Article
(5) if the board of supervisors does not issue the notice of such meeting within the prescribed period, it shall be deemed that the shareholders' general meeting will not be convened and presided over by the board of supervisors, and shareholders holding individually or jointly 10% or more of the Company's shares with voting rights for not less than 90 consecutive days (the "Convening Shareholders") may have the discretion to convene and preside over the meeting.	(5) if the ~~board of supervisors~~ audit committee does not issue the notice of such meeting within the prescribed period, it shall be deemed that the shareholders' ~~general~~ meeting will not be convened and presided over by the ~~board of supervisors~~ audit committee, and shareholders holding individually or jointly 10% or more of the Company's shares with voting rights for not less than 90 consecutive days (the "Convening Shareholders") may have the discretion to convene and preside over the meeting.
Article 76 The board of supervisors or the Convening Shareholders shall notify the board of directors in writing if they decide to convene the shareholders' general meeting. Where the Convening Shareholders convene the shareholders' general meeting, the shareholding of the Convening Shareholders prior to announcement of the resolution of the shareholders' general meeting shall not be less than 10% of the shares with voting rights of the Company.	**Article 7~~6~~3** The ~~board of supervisors~~ audit committee or the Convening Shareholders shall notify the board of directors in writing if they decide to convene the shareholders' ~~general~~ meeting. Where the Convening Shareholders convene the shareholders' ~~general~~ meeting, the shareholding of the Convening Shareholders prior to announcement of the resolution of the shareholders' ~~general~~ meeting shall not be less than 10% of the shares with voting rights of the Company.
Article 77 If the board of supervisors or the Convening Shareholders decide to convene the shareholders' general meeting, the board of directors and the board secretary shall cooperate and the board of directors shall provide the register of members as at the record date.	**Article 7~~7~~4** If the ~~board of supervisors~~ audit committee or the Convening Shareholders decide to convene the shareholders' ~~general~~ meeting, the board of directors and the board secretary shall cooperate and the board of directors shall provide the register of members as at the record date.
Article 78 Necessary costs incurred for the shareholders' general meetings convened by the board of supervisors or Convening Shareholders shall be borne by the Company.	**Article 7~~8~~5** Necessary costs incurred for the shareholders' ~~general~~ meetings convened by the ~~board of supervisors~~ audit committee or Convening Shareholders shall be borne by the Company.
Article 79 When the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors, more than half of the independent directors (at least two) and shareholders holding individually or jointly not less than 3% of the shares with voting rights of the Company shall have the right to submit proposals to the Company in writing. The Company shall include the proposals in the agenda of such meeting if the subject matters of the proposals are within the scope of authority of the shareholders' general meeting.	**Article 7~~9~~6** When the Company convenes a shareholders' ~~general~~ meeting, the board of directors, the ~~board of supervisors~~ audit committee, more than half of the independent directors (at least two) and shareholders holding individually or jointly not less than ~~3~~1% of the shares with voting rights of the Company shall have the right to submit proposals to the Company in writing. The Company shall include the proposals in the agenda of such meeting if the subject matters of the proposals are within the scope of authority of the shareholders' ~~general~~ meeting.

Existing Article	Amended Article
Article 80 Shareholders holding individually or jointly not less than 3% of the issued shares with voting rights of the Company shall have the right to submit additional proposals in writing ten days before the shareholders' general meeting to the convener of such meeting. The convener shall issue supplemental notice within two days upon receiving such proposals to notify shareholders of the additional proposals. Additional proposals for the shareholders' general meeting shall be within the scope of authority of the shareholders' general meeting and shall have specific topic for discussion and resolutions to be passed. Except for the circumstances prescribed in the preceding paragraph, the convener shall not change the proposals in the notice of the general meeting or add new proposals after sending the notice of the shareholders' general meeting.	**Article ~~80~~77** Shareholders holding individually or jointly not less than ~~3~~1% of the issued shares with voting rights of the Company shall have the right to submit additional proposals in writing ten days before the shareholders' ~~general~~ meeting to the convener of such meeting. The convener shall issue supplemental notice within two days upon receiving such proposals to notify shareholders of the additional proposals. Additional proposals for the shareholders' ~~general~~ meeting shall be within the scope of authority of the shareholders' ~~general~~ meeting and shall have specific topic for discussion and resolutions to be passed. However, this shall not apply if the additional proposals violates laws, administrative regulations, relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed, or the provisions of the Articles of Association, or if it falls outside the scope of authority of the shareholders' meeting. Except for the circumstances prescribed in the preceding paragraph, the convener shall not change the proposals in the notice of the shareholders' ~~general~~ meeting or add new proposals after sending the notice of the shareholders' ~~general~~ meeting.
Article 83 When the Company is to convene a shareholders' annual general meeting, all shareholders shall be notified of the time and place of the meeting and matters to be considered 20 working days before the meeting; when the Company is to convene an extraordinary general meeting, each shareholder shall be notified of the time and place of the meeting and the matters to be considered 10 working days or 15 days (whichever is longer) before the meeting.	**Article ~~83~~0** When the Company is to convene a shareholders' annual ~~general~~ meeting, all shareholders shall be notified of the time and place of the meeting and matters to be considered 20 ~~working~~ days before the meeting; when the Company is to convene an extraordinary shareholders' ~~general~~ meeting, each shareholder shall be notified of the time and place of the meeting and the matters to be considered ~~10 working days or~~ 15 days ~~(whichever is longer)~~ before the meeting. Where laws, regulations, or the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.
Article 86 A notice of shareholders' general meeting shall meet the following requirements: (1) it shall be in written form; (2) it shall specify the place, date and time of the meeting;	**Article ~~86~~3** A notice of shareholders' ~~general~~ meeting shall meet the following requirements: (1) it shall be in written form; (2) it shall specify the place, date and time of the meeting;

Existing Article	Amended Article
(3) it shall disclose the matters and all resolutions to be considered at the meeting. Proposed changes to any resolution passed at previous shareholders' general meeting shall be disclosed in full rather than disclosing the changes only;	(3) it shall disclose the matters and all resolutions to be considered at the meeting. Proposed changes to any resolution passed at previous shareholders' ~~general~~ meeting shall be disclosed in full rather than disclosing the changes only;
(4) it shall provide shareholders with all necessary information and explanation in connection with the matters to be discussed for them to make informed decisions. Such information and explanation shall include (but not be limited to) the conditions and contracts (if any) of the proposed transactions and the reasons and effects, if the Company proposes to merge, repurchase its shares, restructure share capital or undergo other reorganization;	~~(4) it shall provide shareholders with all necessary information and explanation in connection with the matters to be discussed for them to make informed decisions. Such information and explanation shall include (but not be limited to) the conditions and contracts (if any) of the proposed transactions and the reasons and effects, if the Company proposes to merge, repurchase its shares, restructure share capital or undergo other reorganization;~~
(5) if any director, supervisor, president and other senior management members have material interests in the matters to be discussed, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such director, supervisor, president and other senior management in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be disclosed;	~~(5) if any director, supervisor, president and other senior management members have material interests in the matters to be discussed, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such director, supervisor, president and other senior management in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be disclosed;~~
(6) it shall set out the full text of any special resolution proposed to be passed at the meeting;	~~(6) it shall set out the full text of any special resolution proposed to be passed at the meeting;~~
(7) it shall contain an explicit written statement that a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his/her/its behalf and that such proxy need not be shareholders of the Company;	(~~7~~4) it shall contain an explicit written statement that all ordinary shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend the meeting and participate in voting ~~a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his/her/its behalf~~ and that such proxy need not be a shareholder~~s~~ of the Company;
(8) it shall provide the name and telephone number of the contact person for enquiry of shareholders' meetings;	(~~8~~5) it shall provide the name and telephone number of the contact person for enquiry of shareholders' meetings;
(9) it shall specify the date and place for the delivery of the proxy forms for the meeting;	~~(9) it shall specify the date and place for the delivery of the proxy forms for the meeting;~~
(10) it shall specify the date of registration of shares for shareholders who are entitled to attend the general meeting;	

Existing Article	Amended Article
(11) it shall set out the time and procedure of voting through internet or by other means if the shareholders' general meeting is convened through internet or by other means.	(~~10~~6) it shall specify the date of registration of shares for shareholders who are entitled to attend the ~~general~~ meeting; (~~11~~7) it shall set out the time and procedure of voting through internet or by other means if the shareholders' ~~general~~ meeting is convened through internet or by other means; (8) other content required by laws, administrative regulations, and relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed.
Article 87 Notice of shareholders' general meeting shall be served to shareholders (whether or not entitled to vote at the shareholders' general meeting) by hand or by prepaid mail to their addresses as shown in the register of members. For holders of domestic shares of the Company, notice of the meeting may be issued by way of announcement. The announcement aforementioned in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. After the announcement, all holders of domestic shares of the Company shall be deemed to have received the notice of the shareholders' general meeting. For holders of overseas listed shares, subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed, the notice of a general meeting may be published on the websites of the Company and Hong Kong Stock Exchange instead of delivery by hand or prepaid mail. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.	**Article ~~87~~74** Subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed, n~~N~~otice of shareholders' ~~general~~ meeting shall be served to shareholders (whether or not entitled to vote at the shareholders' ~~general~~ meeting) by way of announcement or other methods specified in Article 270 of these Articles ~~by hand or by prepaid mail to their addresses as shown in the register of members. For holders of domestic shares of the Company, notice of the meeting may be issued by way of announcement~~. ~~The announcement aforementioned in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council.~~ After the announcement, all shareholders ~~holders of domestic shares~~ of the Company shall be deemed to have received the notice of the shareholders' ~~general~~ meeting. ~~For holders of overseas listed shares, subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed, the notice of a general meeting may be published on the websites of the Company and Hong Kong Stock Exchange instead of delivery by hand or prepaid mail.~~

Existing Article	Amended Article
	~~The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.~~
Article 95 Before voting, the chairman of the meeting shall announce the number of attending shareholders and proxies as well as the total number of shares with voting rights represented by them based on the records of the meeting.	**Article 95~~2~~2** Before voting, the chairman of the meeting shall announce the number of attending shareholders and proxies as well as the total number of shares with voting rights represented by them based on the records of the meeting.
Article 97 A shareholders' general meeting convened by the board of directors shall be presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or does not perform his/her duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or does not perform his/her duties, a director elected by more than half of the directors shall preside over the meeting. In case a meeting is convened by the board of supervisors, it shall be presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is incapable of performing or does not perform his/her duties, a supervisor elected by more than half of the supervisors shall preside over the meeting. A shareholders' general meeting convened by Convening Shareholders shall be presided over by a representative elected by the Convening Shareholders, or an attending shareholder (or its proxy) who holds the largest number of shares if the Convening Shareholders fails to elect a representative.	**Article 9~~7~~74** A shareholders' ~~general~~ meeting convened by the board of directors shall be presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or does not perform his/her duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or does not perform his/her duties, a director elected by more than half of the directors shall preside over the meeting. In case a meeting is convened by the ~~board of supervisors~~ audit committee, it shall be presided over by the chairman of the ~~board of supervisors~~ audit committee. If the chairman of the ~~board of supervisors~~ audit committee is incapable of performing or does not perform his/her duties, a ~~supervisor~~ member of the audit committee elected by more than half of ~~the supervisors~~ the members of the audit committee shall preside over the meeting. A shareholders' ~~general~~ meeting convened by Convening Shareholders shall be presided over by a representative elected by the Convening Shareholders, or an attending shareholder (or its proxy) who holds the largest number of shares if the Convening Shareholders fails to elect a representative.
Article 106 The following matters shall be adopted by shareholders' general meeting by special resolution: (1) increase or decrease of the Company's registered capital;	**Article 10~~6~~63** The following matters shall be adopted by shareholders' ~~general~~ meeting by special resolution: (1) increase or decrease of the Company's registered capital;

Existing Article	Amended Article
(2) merger, division, dissolution, liquidation and change of corporate form of the Company;	(2) merger, division, dissolution, liquidation and change of corporate form of the Company;
(3) issuance and listing of corporate bonds, any class of shares, warrants and other marketable securities;	(3) issuance and listing of corporate bonds, any class of shares, warrants and other marketable securities;
(4) repurchase of the shares of the Company under circumstances (1), (2) in clause 1 under Article 28 of these Articles;	(4) repurchase of the shares of the Company under circumstances (1), (2) in clause 1 under Article 28 of these Articles;
(5) amendments to these Articles;	(5) amendments to these Articles;
(6) share incentive scheme;	~~(6) share incentive scheme;~~
(7) purchase, disposal of major assets or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a year;	(~~7~~6) purchase, disposal of major assets or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a year;
(8) to consider and approve major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity assets, writing off of assets, major decisions of legal corporations and donations;	(~~8~~7) to consider and approve major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity assets, writing off of assets, major decisions of legal corporations and donations;
(9) alteration of profit distribution policy;	(~~9~~8) alteration of profit distribution policy;
(10) other matters which shall be adopted by special resolutions in accordance with the laws, administrative regulations, regulatory documents, the requirements of the securities regulatory authorities of the place where the Company's shares are listed or these Articles, and matters which are significant to the Company and are determined by ordinary resolution of shareholders' general meeting to be adopted by special resolutions.	(~~10~~9) other matters which shall be adopted by special resolutions in accordance with the laws, administrative regulations, regulatory documents, the requirements of the securities regulatory authorities of the place where the Company's shares are listed or these Articles, and matters which are significant to the Company and are determined by ordinary resolution of shareholders' ~~general~~ meeting to be adopted by special resolutions.
All other matters requiring adoption at shareholders' general meeting shall be adopted by ordinary resolutions.	All other matters requiring adoption at shareholders' ~~general~~ meeting shall be adopted by ordinary resolutions.

Existing Article	Amended Article
Article 107 Representatives of shareholders and supervisors shall be elected to participate in vote counting and scrutinizing for resolutions voted at a shareholders' general meeting. Any shareholder or supervisor who has interests in the matter under consideration shall not participate in vote counting or scrutinizing. Lawyers, representatives of shareholders and supervisors shall jointly count and scrutinize the votes at shareholders' general meeting. Voting results shall be announced immediately. Voting results shall be recorded in the minutes of the meeting.	**Article 10~~7~~4** Representatives of shareholders~~ and supervisors~~ shall be elected to participate in vote counting and scrutinizing for resolutions voted at a shareholders' ~~general~~ meeting. Any shareholder ~~or supervisor~~ who has interests in the matter under consideration shall not participate in vote counting or scrutinizing. Lawyers, representatives of shareholders~~ and supervisors~~ shall jointly count and scrutinize the votes at shareholders' ~~general~~ meeting. Voting results shall be announced immediately. Voting results shall be recorded in the minutes of the meeting.
Article 110 The nomination of directors and supervisors who are not representative of the employees of the Company shall be proposed to shareholders' general meeting for voting by resolutions.	**Article 1~~1~~007** The nomination of directors ~~and supervisors~~ who are not representative of the employees of the Company shall be proposed to shareholders' ~~general~~ meeting for voting by resolutions.
Article 113 A poll demanded on the election of chairman or adjournment of the meeting shall be taken immediately. A poll demanded on any other resolution shall be taken at such time as the chairman of the meeting decides and the meeting may proceed to discuss any other matters. The result of the poll shall be deemed as a resolution adopted at the meeting at which the poll is demanded.	~~**Article 113** A poll demanded on the election of chairman or adjournment of the meeting shall be taken immediately. A poll demanded on any other resolution shall be taken at such time as the chairman of the meeting decides and the meeting may proceed to discuss any other matters. The result of the poll shall be deemed as a resolution adopted at the meeting at which the poll is demanded.~~
Article 126 Class shareholders affected, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning items (2) to (8), (11) and (12) of Article 125, but interested shareholder(s) shall not be entitled to vote at class meetings. "Interested shareholder(s)" in prior provision shall have the following meaning: (1) if the Company has made a repurchase offer to all shareholders on pro rata basis or made a repurchase by means of public transaction at the stock exchange in accordance with Article 30 of these Articles, "interested shareholder(s)" shall refer to the controlling shareholders as defined in Article 341 of these Articles;	**Article 12~~6~~2** Class shareholders affected, whether or not otherwise having the right to vote at shareholders' ~~general~~ meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning items (2) to (8), (11) and (12) of Article 12~~5~~1, but interested shareholder(s) shall not be entitled to vote at class meetings. "Interested shareholder(s)" in prior provision shall have the following meaning: (1) if the Company has made a repurchase offer to all shareholders on pro rata basis or made a repurchase by means of public transaction at the stock exchange~~ in accordance with Article 30 of these Articles~~, "interested shareholder(s)" shall refer to the controlling shareholders as defined in Article ~~341~~278 of these Articles;

Existing Article	Amended Article
(2) if the Company has made a repurchase by means of agreement outside the stock exchange in accordance with Article 30 of these Articles, "interested shareholder(s)" shall refer to the shareholders who are parties to such agreements; or (3) in a restructuring plan of the Company, "interested shareholder(s)" refers to those shareholders who assume less responsibilities than other shareholders of the same class or those shareholders who enjoy interests different from other shareholders of the same class.	(2) if the Company has made a repurchase by means of agreement outside the stock exchange ~~in accordance with Article 30 of these Articles~~, "interested shareholder(s)" shall refer to the shareholders who are parties to such agreements; or (3) in a restructuring plan of the Company, "interested shareholder(s)" refers to those shareholders who assume less responsibilities than other shareholders of the same class or those shareholders who enjoy interests different from other shareholders of the same class.
Article 128 The Company shall give written notice 20 working days before the convening of the annual general meeting or 10 working days or 15 days (whichever is longer) before the convening of the extraordinary general meeting to notify all shareholders in the share register of such class of the matters to be considered, the date and the venue of the class meeting, depending on the defined notice period of the annual general meeting or the extraordinary general meeting involved in the class meeting.	**Article 12~~8~~4** The Company shall give written notice 20 ~~working~~ days before the convening of the shareholders' annual ~~general~~ meeting or ~~10 working days or~~ 15 days ~~(whichever is longer)~~ before the convening of the extraordinary ~~general~~ shareholders' meeting to notify all shareholders in the share register of such class of the matters to be considered, the date and the venue of the class meeting, depending on the defined notice period of the shareholders' annual ~~general~~ meeting or the extraordinary ~~general~~ shareholders' meeting involved in the class meeting. Where laws, regulations, or the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.
Article 133 Directors shall be elected at the shareholders' general meeting. The term of office of a director is three years commencing from the date of approval by the banking regulatory authority of the State Council. The director shall be eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected directors shall commence from the date of approval at the shareholders' general meeting.	**Article 13~~3~~29** ~~Directors shall be elected at the shareholders' general meeting.~~ The term of office of a director is three years commencing from the date of approval by the banking regulatory authority of the State Council. The director shall be eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected directors shall commence from the date of ~~approval at the shareholders' general meeting~~ election.

Existing Article	Amended Article
Article 137 The nomination and procedures of directors (other than independent directors) are set forth as follows: (1) Within the number of members of the board of directors as provided in these Articles, the candidates of directors shall be nominated by the nomination and remuneration committee of the board of directors or the shareholders individually or jointly holding 5% or more of the total number of the shares of the Company with voting rights by submitting to the board of directors in accordance with the number of persons proposed to be selected, attached with written materials including their basic information and biographies. The minimum period of notice to the board of directors of the Company regarding the proposal of director candidates is at least 7 days. The start date of the notice period should be no earlier than the day after the notice of the meeting designated for the election is issued, and the end date should be no later than 7 days before convening of the relevant shareholders' general meeting; (2) The nomination committee of the board of directors shall preliminarily examine the eligibility of the candidates of directors and the qualified candidates shall be considered by the board of directors. Upon the approval of the board of directors, the candidates of directors shall be nominated in the form of written proposal at the shareholders' general meeting; (3) a candidate of director shall, at least fourteen days prior to the convening of the shareholders' general meeting, give a written undertaking letter that he/she agrees to accept the nomination and that the personal information as publicly disclosed is true and complete, and warrants that he/she will duly perform his/her obligations as a director after he/she is elected. The minimum period of notice to the board of directors of the Company regarding the candidate's willingness to be elected is at least 7 days. The start date of the notice period should be no earlier than the day after the notice of the meeting designated for the election is issued, and the end date should be no later than 7 days before convening of the relevant shareholders' general meeting;	**Article 13~~7~~3** The nomination and procedures of directors (other than independent directors and employee directors) are set forth as follows: (1) ~~W~~within the number of members of the board of directors as provided in these Articles, the candidates of directors shall be nominated by the nomination and remuneration committee of the board of directors or the shareholders individually or jointly holding 5% or more of the total number of the shares of the Company with voting rights by submitting to the board of directors in accordance with the number of persons proposed to be selected, attached with written materials including their basic information and biographies~~. The minimum period of notice to the board of directors of the Company regarding the proposal of director candidates is at least 7 days. The start date of the notice period should be no earlier than the day after the notice of the meeting designated for the election is issued, and the end date should be no later than 7 days before convening of the relevant shareholders' general meeting~~; (2) ~~T~~the nomination and remuneration committee of the board of directors shall preliminarily examine the eligibility of the candidates of directors and the qualified candidates shall be considered by the board of directors. Upon the approval of the board of directors, the candidates of directors shall be nominated in the form of written proposal at the shareholders' ~~general~~ meeting; (3) a candidate of director shall, at least fourteen days prior to the convening of the shareholders' ~~general~~ meeting, give a written undertaking letter that he/she agrees to accept the nomination and that the personal information as publicly disclosed is true and complete, and warrants that he/she will duly perform his/her obligations as a director after he/she is elected~~. The minimum period of notice to the board of directors of the Company regarding the candidate's willingness to be elected is at least 7 days. The start date of the notice period should be no earlier than the day after the notice of the meeting designated for the election is issued, and the end date should be no later than 7 days before convening of the relevant shareholders' general meeting~~;

Existing Article	Amended Article
(4) the board of directors shall disclose the detailed information on the candidates of directors at least seven days before the convening of the shareholders' general meeting, to ensure shareholders to obtain adequate knowledge about the candidates when casting their votes;	~~(4)~~ the board of directors shall disclose the detailed information on the candidates of directors at least seven days before the convening of the shareholders' ~~general~~ meeting, to ensure shareholders to obtain adequate knowledge about the candidates when casting their votes;
(5) the shareholders' general meeting shall vote on the election of the candidates of directors one by one;	(~~5~~4) the shareholders' ~~general~~ meeting shall vote on the election of the candidates of directors one by one;
(6) In case of any casual vacancy of directors, candidates shall be nominated by the nomination committee of the board of directors or shareholders in compliance with the requirements of nomination. Upon the approval of the board of directors, the election or replacement shall be adopted at the shareholders' general meeting.	(~~6~~5) ~~I~~in case of any casual vacancy of directors, candidates shall be nominated by the nomination and remuneration committee of the board of directors or shareholders in compliance with the requirements of nomination. Upon the approval of the board of directors, the election or replacement shall be adopted at the shareholders' ~~general~~ meeting.
Article 139 Directors shall attend the board meeting in a serious and conscientious manner and give their explicit opinions on the matters concerned. Any director who cannot attend the board meeting in person shall authorize other directors of the same type in writing to vote on his/her behalf in accordance with the will of the entrusting person. The entrusting person shall independently assume legal responsibilities.	**Article 13~~9~~5** Directors shall attend the board meeting in a serious and conscientious manner and give their explicit opinions on the matters concerned. Any director who cannot attend the board meeting in person shall authorize other directors ~~of the same type~~ in writing to vote on his/her behalf in accordance with the will of the entrusting person. The entrusting person shall independently assume legal responsibilities.
Article 150 An independent director shall attain high professional level and have good reputation and shall satisfy the following criteria at the same time:	**Article 15~~0~~46** An independent director shall attain high professional level and have good reputation and shall satisfy the following criteria at the same time:
(1) being qualified to serve as a director of a listed company pursuant to the laws, regulations, regulatory documents and requirements of the securities regulatory authorities of the place where the shares of the Company are listed;	(1) being qualified to serve as a director of a listed company pursuant to the laws, regulations, regulatory documents and requirements of the securities regulatory authorities of the place where the shares of the Company are listed;
(2) having a degree of bachelor's level or above, or a senior title of a relevant profession;	(2) having a degree of bachelor's level or above, or a senior title of a relevant profession;
(3) being capable to fulfil his/her duties independently and not being affected by the Company's substantial shareholder, de facto controller or any other institution or individual who or which has a material interest in the Company;	(3) being capable to fulfil his/her duties independently and not being affected by the Company's substantial shareholder, de facto controller or any other institution or individual who or which has a material interest in the Company;

Existing Article	Amended Article
(4) having the basic knowledge in respect of the operation of a listed company and being familiar with the relevant laws, regulations, regulatory documents and rules; (5) having at least eight years of work experience in the areas of legal practice, economics, finance, accounting or any other experiences conducive for discharging the duties of an independent director; (6) being familiar with the laws and regulations governing the operation and management of financial enterprises; (7) being able to read, understand and analyze the business statistics statements and financial statements of financial asset management enterprises; and ensuring sufficient time and energy to effectively perform the duties and undertaking to duly perform the duty of good faith and diligence. At least one independent director of the Company shall have the proper professional qualification, or the accounting or financial management expertise that satisfies the regulatory requirements.	(4) having the basic knowledge in respect of the operation of a listed company and being familiar with the relevant laws, regulations, regulatory documents and rules; (5) ~~having at least eight years of work experience in the areas of legal practice, economics, finance, accounting or any other experiences conducive for discharging the duties of an independent director~~ having at least five years of relevant work experience in legal, accounting or economic fields necessary for fulfilling the duties of an independent director; (6) being familiar with the laws and regulations governing the operation and management of financial enterprises; (7) being able to read, understand and analyze the business statistics statements and financial statements of financial asset management enterprises; and ensuring sufficient time and energy to effectively perform the duties and undertaking to duly perform the duty of good faith and diligence~~.~~; (8) having good personal integrity and having no record of major dishonesty or other adverse conduct; (9) other conditions stipulated by laws, regulations, normative documents, the securities regulatory authority where the Company's shares are listed and these Articles. At least one independent director of the Company shall have the proper professional qualification, or the accounting or financial management expertise that satisfies the regulatory requirements.

Existing Article	Amended Article
Article 154 Independent directors shall be nominated by the board of directors, the board of supervisors or shareholders individually or jointly holding 1% or more of the shares with voting rights of the Company and shall be elected at the shareholders' general meeting. The term of independent directors shall be three years and the independent directors shall be eligible for re-election upon expiry of their terms of office, subject to a maximum of six years.	**Article 154~~0~~** Independent directors shall be nominated by the board of directors~~, the board of supervisors~~ or shareholders individually or jointly holding 1% or more of the shares with voting rights of the Company and shall be elected at the shareholders' ~~general~~ meeting. Shareholders who have already nominated the non-independent director and their affiliates shall not nominate independent director. The term of independent directors shall be three years and the independent directors shall be eligible for re-election upon expiry of their terms of office, subject to a maximum of six years.
Article 156 Independent directors shall exercise the following functions and powers other than those granted by the Company Law and other relevant laws, administrative regulations, rules and these Articles: (1) to approve material related party transactions prior to submission to the board of directors for discussion, before which independent directors may engage intermediaries to provide independent financial advisory reports for reference; (2) to propose to the board of directors to convene extraordinary general meetings; (3) to propose to convene board meetings; (4) to engage external auditors and consultants independently; (5) to propose to the board of directors to appoint or dismiss accounting firms; and (6) to make a public proxy solicitation before a general meeting is held. The exercise of any of the functions and powers above by any independent director shall be approved by at least half (or at least two) of all the independent directors.	**Article 156~~2~~** Independent directors shall exercise the following functions and powers other than those granted by the Company Law and other relevant laws, administrative regulations, rules and these Articles: (1) ~~to approve material related party transactions prior to submission to the board of directors for discussion, before which independent directors may engage intermediaries to provide independent financial advisory reports for reference~~ to independently engage intermediary agencies to audit, consult or verify specific matters of the Company; (2) to propose to the board of directors to convene extraordinary ~~general~~ shareholders' meetings; (3) to propose to convene board meetings; ~~(4) to engage external auditors and consultants independently;~~ ~~(5) to propose to the board of directors to appoint or dismiss accounting firms; and~~ (~~6~~4) to ~~make a public proxy solicitation~~ publicly solicit ~~before a general meeting is held~~ shareholder rights from shareholders in accordance with the law~~.~~; and

Existing Article	Amended Article
	(5) to express independent opinions on matters that may harm the interests of the Company or its minority shareholders. The exercise of any of the functions and powers set forth in items (1) to (3) above by any independent director shall be approved by at least half ~~(or at least two)~~ of all the independent directors.
Article 157 Independent directors shall provide objective, fair and independent opinions on the matters discussed at shareholders' general meetings and board meetings, in particular the following matters: (1) material related party transactions; (2) profit distribution plans; (3) appointment and dismissal of senior management members; (4) matters that may jeopardize the interests of minority shareholders in the opinion of independent directors; (5) matters that may cause significant loss to the Company in the opinion of independent directors; (6) appointment of external auditors; (7) nomination, appointment and removal of directors; (8) remuneration of directors and senior management members;	**Article 15~~7~~3** Independent directors shall provide objective, fair and independent opinions on the matters discussed at shareholders' ~~general~~ meetings and board meetings, in particular the following matters: (1) material related party transactions; (2) profit distribution plans; (3) appointment and dismissal of senior management members; (4) matters that may jeopardize the interests of minority shareholders in the opinion of independent directors; (5) matters that may cause significant loss to the Company in the opinion of independent directors; (6) ~~appointment of external auditors~~ appointment or dismission of the accounting firm conducting the regular statutory audit of the Company's financial reports; (7) nomination, appointment and removal of directors; (8) remuneration of directors and senior management members;

Existing Article	Amended Article
(9) any other matters stipulated by laws, regulations, regulatory documents, the requirements of securities regulatory authorities of the place where the shares of the Company are listed, or these Articles. Independent directors shall express their opinions regarding the aforementioned in the following ways: by giving consent; by giving qualified opinions and reasons; by giving opinions and reasons to disagree; by expressing their inability to give opinions and their impediments.	(9) any other matters stipulated by laws, regulations, regulatory documents, these Articles or the requirements of securities regulatory authorities of the place where the shares of the Company are listed~~, or these Articles~~. Independent directors shall express their opinions regarding the aforementioned in the following ways: by giving consent; by giving qualified opinions and reasons; by giving opinions and reasons to disagree; by expressing their inability to give opinions and their impediments.
Article 161 If the board of directors or the board of supervisors proposes the dismissal of an independent director at a shareholders' general meeting, it shall send a written notice to the independent director concerned one month prior to the convening of the shareholders' general meeting. The independent director shall have the right to give his/her representations orally or in writing before voting, and shall have the right to submit his/her representations to the banking regulatory authority of the State Council five days prior to the convening of the shareholders' general meeting. Shareholders shall vote at the general meeting after considering the representations of such independent director. Independent directors can explain the matter concerned to the board of supervisors, give representations and justify himself/herself before the dismissal is proposed.	**Article 16~~1~~57** If the board of directors~~ or the board of supervisors~~ proposes the dismissal of an independent director at a shareholders' ~~general~~ meeting, it shall send a written notice to the independent director concerned one month prior to the convening of the shareholders' ~~general~~ meeting. The independent director shall have the right to give his/her representations orally or in writing before voting, and shall have the right to submit his/her representations to the banking regulatory authority of the State Council five days prior to the convening of the shareholders' ~~general~~ meeting. Shareholders shall vote at the shareholders' ~~general~~ meeting after considering the representations of such independent director. ~~Independent directors can explain the matter concerned to the board of supervisors, give representations and justify himself/herself before the dismissal is proposed.~~
Article 165 The board of directors shall consist of 7 to 15 directors. The number of directors shall be determined by the shareholders' general meeting.	**Article 16~~5~~1** The board of directors shall consist of 7 to 15 directors. The number of directors shall be determined by the shareholders' ~~general~~ meeting. The board of directors shall include one employee director, who shall be democratically elected by the Company's employees through the employees' congress, employees' general meeting, or other forms.

Existing Article	Amended Article
Article 168 The board of directors shall perform the following duties:	**Article 168~~4~~** The board of directors shall perform the following duties:
(1) to convene and report its work to the shareholders' general meeting;	(1) to convene and report its work to the shareholders' ~~general~~ meeting;
(2) to implement the resolutions of the shareholders' general meeting;	(2) to implement the resolutions of the shareholders' ~~general~~ meeting;
(3) to determine and supervise the implementation of the operation plans, development strategies and investment proposals of the Company;	(3) to determine and supervise the implementation of the operation plans, development strategies and investment proposals of the Company;
(4) to formulate capital plans;	(4) to formulate capital plans;
(5) to formulate annual financial budget and final account statement of the Company;	(5) to formulate annual financial budget and final account statement of the Company;
(6) to formulate profit distribution plan and plan for recovery of losses of the Company;	(6) to formulate profit distribution plan and plan for recovery of losses of the Company;
(7) to formulate proposals for increases or reductions of the registered capital of the Company;	(7) to formulate proposals for increases or reductions of the registered capital of the Company;
(8) to formulate plans for the merger, separation, changes of the form and dissolution of the Company;	(8) to formulate plans for the merger, separation, changes of the form and dissolution of the Company;
(9) to formulate proposals for the issue of corporate bonds, any types of shares, warrants or other marketable securities by the Company and the listing of the Company;	(9) to formulate proposals for the issue of corporate bonds, any types of shares, warrants or other marketable securities by the Company and the listing of the Company;
(10) to formulate plans for the repurchase of shares of the Company under the circumstances (1), (2) of the first paragraph under Article 28 of these Articles;	(10) to formulate plans for the repurchase of shares of the Company under the circumstances (1), (2) of the first paragraph under Article 28 of these Articles;
(11) to resolve on repurchase of shares of the Company under the circumstances (3), (5), (6) of the first paragraph under Article 28 of these Articles;	(11) to resolve on repurchase of shares of the Company under the circumstances ~~(3), (5), (6)~~ (4), (5) of the first paragraph under Article 28 of these Articles;
(12) to formulate the amendments to these Articles, the rules of procedures of the shareholders' general meeting and the rules of procedures of the board of directors;	(12) to formulate the amendments to these Articles, the rules of procedures of the shareholders' ~~general~~ meeting and the rules of procedures of the board of directors;

Existing Article	Amended Article
(13) to consider and approve the terms of reference of the president;	(13) to consider and approve the terms of reference of the president;
(14) to appoint or remove the president of the Company and the secretary to the board of directors;	(14) to appoint or remove the president of the Company and the secretary to the board of directors;
(15) to appoint or remove vice president and other senior management members (excluding secretary to the board of directors) as nominated by the president;	(15) to appoint or remove vice president and other senior management members (excluding secretary to the board of directors) as nominated by the president;
(16) based on the proposal of shareholders individually or jointly holding 10% or above Shares with voting rights of the Company, chairman of the board of directors and more than one-third of directors, to elect the chairman and members of the nomination and remuneration committee; based on the nomination of the nomination and remuneration committee, to elect the chairman (other than the chairman of the strategy and development committee) and members of other special committee of the board of directors;	(16) based on the proposal of shareholders individually or jointly holding 10% or above Shares with voting rights of the Company, chairman of the board of directors and more than one-third of directors, to elect the chairman and members of the nomination and remuneration committee; based on the nomination of the nomination and remuneration committee, to elect the chairman (other than the chairman of the strategy and development committee) and members of other special committee of the board of directors;
(17) to propose the performance appraisal system and remuneration packages for directors to the shareholders' general meeting for approval;	(17) to propose the ~~performance appraisal system and~~ remuneration packages for directors to the shareholders' ~~general~~ meeting for approval;
(18) to determine the compensation, appraisal, incentive and punishment matters of the senior management members and director of the internal audit department of the Company;	(18) to determine the compensation, ~~appraisal,~~ incentive and punishment matters of the senior management members and director of the internal audit department of the Company;
(19) to formulate the basic management system of the Company; to determine the risk management, compliance and internal control policies of the Company and formulate systems in relation to the internal control and compliance management as well as internal audit of the Company;	(19) to formulate the basic management system of the Company; to determine the risk management, compliance and internal control policies of the Company and formulate systems in relation to the internal control and compliance management as well as internal audit of the Company; to review the remuneration system of the Company;
(20) to determine the structure of internal management departments of the Company;	(20) to determine the structure of internal management departments of the Company;
(21) to evaluate and improve the corporate governance of the Company on a regular basis;	(21) to evaluate and improve the corporate governance of the Company on a regular basis;

Existing Article	Amended Article
(22) to formulate equity incentive scheme;	~~(22) to formulate equity incentive scheme;~~
(23) to manage the matters in relation to the information disclosure and the management of investors' relations of the Company and assume the ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of accounting and financial reports of the Company;	(2~~3~~2) to manage the matters in relation to the information disclosure and the management of investors' relations of the Company and assume the ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of accounting and financial reports of the Company;
(24) to propose the appointment, removal or termination of appointment of accounting firm to the shareholders' general meeting;	(2~~4~~3) to propose the appointment, removal or termination of appointment of accounting firm to the shareholders' ~~general~~ meeting;
(25) to consider and approve, or authorize the connected transactions management committee of the board of directors to approve, connected party transactions, except for those which shall be considered and approved by the shareholders' general meeting;	(2~~5~~4) to consider and approve, or authorize the connected transactions management committee of the board of directors to approve, connected party transactions, except for those which shall be considered and approved by the shareholders' ~~general~~ meeting;
(26) within the scope of authorization of a shareholders' general meeting, to consider and approve the investment and disposal of equity interests, investment and disposal of debentures, financing, pledges and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity assets, writing off of assets, material decisions of legal corporations and external donations;	(2~~6~~5) within the scope of authorization of a shareholders' ~~general~~ meeting, to consider and approve the investment and disposal of equity interests, investment and disposal of debentures, financing, pledges and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity assets, writing off of assets, material decisions of legal corporations and external donations;
(27) to consider and approve the proposals of each special committee of the Board;	(2~~7~~6) to consider and approve the proposals of each special committee of the Board;
(28) to consider the work report of the president to ensure that each Director obtains the information related to the fulfillment of his/her duties in accordance with the relevant regulatory requirement in a timely manner; to review the work of senior management members to monitor and ensure their effective performance of management duty;	(2~~8~~7) to consider the work report of the president to ensure that each Director obtains the information related to the fulfillment of his/her duties in accordance with the relevant regulatory requirement in a timely manner; to review the work of senior management members to monitor and ensure their effective performance of management duty;
(29) to consider execution and rectification of the regulatory suggestions from the banking regulators of the State Council to the Company;	(2~~9~~8) to consider execution and rectification of the regulatory suggestions from the banking regulators of the State Council to the Company;

Existing Article	Amended Article
(30) to review the structure of the first class Company Branches of the Company inside and outside the PRC;	(~~30~~29) to review the structure of the first class Company Branches of the Company inside and outside the PRC;
(31) to consider the responsibilities and insurance matters of senior management;	(3~~1~~0) to consider the responsibilities and insurance matters of senior management;
(32) to approve the Company's internal audit regulations, medium-to-long term audit plan, annual working plan and audit budget; to decide on the establishment of internal audit system, compensation for internal audit personnel, and the appointment and removal of the chief internal auditor;	(3~~2~~1) to approve the Company's internal audit regulations, medium-to-long term audit plan, annual working plan and audit budget; to decide on the establishment of internal audit system~~, compensation for internal audit personnel,~~ and the appointment and removal of the chief internal auditor;
(33) to perform other duties as required by laws, regulations, regulatory documents, the requirements of the securities regulatory authority of the place where the shares of the Company are listed and these Articles, and other matters as authorized by the shareholders' general meeting.	(3~~3~~2) to perform other duties as required by laws, regulations, regulatory documents, the requirements of the securities regulatory authority of the place where the shares of the Company are listed and these Articles, and other matters as authorized by the shareholders' ~~general~~ meeting.
The above issues within the power of the board of directors shall be considered and decided by the board meetings but may be delegated to the chairman or the president for making decision thereon provided that it is necessary, reasonable and lawful. The matters for delegation shall be approved either by a majority or two-thirds of the directors if the matters are so provided under these Articles.	The above issues within the power of the board of directors shall be considered and decided by the board meetings but may be delegated to the chairman or the president for making decision thereon provided that it is necessary, reasonable and lawful. The matters for delegation shall be approved either by a majority or two-thirds of the directors if the matters are so provided under these Articles.
The content of the delegation by the board of directors shall be specific, and the terms and conditions of the delegation shall be determined in writing.	The content of the delegation by the board of directors shall be specific, and the terms and conditions of the delegation shall be determined in writing.
Article 172 Where the board of directors dismisses the president during his/her term of office, it shall promptly notify and give a written explanation to the board of supervisors.	~~**Article 172** Where the board of directors dismisses the president during his/her term of office, it shall promptly notify and give a written explanation to the board of supervisors.~~
Article 173 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 the functions and powers of the board of supervisors.	~~**Article 173** 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 the functions and powers of the board of supervisors.~~

Existing Article	Amended Article
Article 175 In the event that the chairman is unable or fails to perform his/her duties, the vice chairman shall perform his/her functions on his/her behalf. In the event that the vice chairman is unable or fails to perform his/her duties, a director shall be elected by more than half of the directors to perform the chairman's functions and powers.	**Article 1~~75~~69** In the event that the chairman is unable or fails to perform his/her duties, the vice chairman shall perform his/her functions on his/her behalf. In the event that the vice chairman is unable or fails to perform his/her duties, a director shall be elected by more than half of the directors to perform the chairman's functions and powers.
Article 176 Board meetings are divided into regular board meetings and extraordinary board meetings. The board of directors shall notify supervisors to sit at the board meetings.	**Article 176~~0~~** Board meetings are divided into regular board meetings and extraordinary board meetings. ~~The board of directors shall notify supervisors to sit at the board meetings.~~
Article 178 The chairman of the board of directors shall issue the notice of convening an extraordinary meeting of the board of directors within ten days from the date of the occurrence of the following circumstances: (1) request of the shareholders who individually or jointly hold 10% or more of the Shares with voting rights of the Company; (2) the chairman of the board of directors deems necessary; (3) request of more than one-third of directors; (4) request of the board of supervisors; (5) request of more than half of the independent directors (or at least two); (6) request of the president; (7) other circumstances as stated in laws, regulations, regulatory documents, the requirements of the securities regulatory authority of the place where the shares of the Company are listed and these Articles. To convene an extraordinary meeting of the board of directors, written notice, together with relevant meeting documents, shall be given to all directors seven days before the date of meeting. In case of emergency, the convening of an extraordinary meeting of the board of directors is not subject to the aforementioned notification time, but reasonable notice shall be given.	**Article 178~~2~~** The chairman of the board of directors shall issue the notice of convening an extraordinary meeting of the board of directors within ten days from the date of the occurrence of the following circumstances: (1) request of the shareholders who individually or jointly hold 10% or more of the Shares with voting rights of the Company; (2) the chairman of the board of directors deems necessary; (3) request of more than one-third of directors; (4) request of the ~~board of supervisors~~ audit committee; (5) request of more than half of the independent directors (or at least two); (6) request of the president; (7) other circumstances as stated in laws, regulations, regulatory documents, the requirements of the securities regulatory authority of the place where the shares of the Company are listed and these Articles. To convene an extraordinary meeting of the board of directors, written notice, together with relevant meeting documents, shall be given to all directors seven days before the date of meeting. In case of emergency, the convening of an extraordinary meeting of the board of directors is not subject to the aforementioned notification time, but reasonable notice shall be given.

Existing Article	Amended Article
Article 186 Directors shall attend board meetings in person. If a director is unable to attend a meeting for any reason, he/she may appoint another director of the same type in writing to attend the meeting on his/her behalf. A proxy form shall state the name of the proxy, the scope of authorization, the authority of the proxy and the period of validity, and also be signed or affixed by the principal and the proxy. The director attending the meeting on behalf of another director shall exercise his/her power within the scope of authorization. Any director who does not attend a board meeting either in person or by proxy shall be deemed to have waived his/her voting right at the meeting.	**Article 1860** Directors shall attend board meetings in person. If a director is unable to attend a meeting for any reason, he/she may appoint another director ~~of the same type~~ in writing to attend the meeting on his/her behalf, however, an independent director may not authorize a non-independent director to attend on his/her behalf. A proxy form shall state the name of the proxy, the scope of authorization, the authority of the proxy and the period of validity, as well as the principal's personal opinion on the proposed items and voting intentions, and also be signed or affixed by the principal and the proxy. In principle, a director may accept proxies from no more than two directors who are not personally attending the meeting. When considering on related-party transaction matters, non-related directors may not appoint related directors as proxies. The director attending the meeting on behalf of another director shall exercise his/her power within the scope of authorization. Any director who does not attend a board meeting either in person or by proxy shall be deemed to have waived his/her voting right at the meeting.
Article 191 The opinions of the Party Committee shall be heard before the board of directors decides on material matters of the Company.	**Article 19185** ~~The opinions of the Party Committee shall be heard before~~ When the board of directors or senior management decides on material operational and management matters of the Company, they shall follow the prior procedure of consideration by the Party Committee.
Article 196 The position of board secretary shall be held by a designated person. A director or a senior management member of the Company may hold the office of board secretary, provided he/she is competent and has enough time to perform the duties concurrently. None of the president, supervisors, chief financial officer and the accountant(s) of the accounting firm engaged by the Company and those who are prohibited by the laws, regulations, rules and other regulatory documents from acting as board secretary shall act as board secretary.	**Article 1960** The position of board secretary shall be held by a designated person. A director or a senior management member of the Company may hold the office of board secretary, provided he/she is competent and has enough time to perform the duties concurrently. ~~None of the president, supervisors, chief financial officer and the accountant(s) of the accounting firm engaged by the Company and those who are prohibited by the laws, regulations, rules and other regulatory documents from acting as board secretary shall act as board secretary.~~

Existing Article	Amended Article
Article 199 Each special committee shall consist of at least three members with professional knowledge and work experience appropriate to the duties of the special committee and all of its members shall be directors. The strategic development committee shall be chaired by the chairman of the board of directors. The audit committee and the nomination and remuneration committee shall be chaired by an independent director. The chairmen of the audit committee, related party transactions committee and risk management committee shall work for no less than 25 working days for the Company each year.	**Article 1993** Each special committee shall consist of at least three members with professional knowledge and work experience appropriate to the duties of the special committee and all of its members shall be directors. The strategic development committee shall be chaired by the chairman of the board of directors. The audit committee and the nomination and remuneration committee shall be chaired by an independent director. The chairperson of the audit committee shall be an independent director with accounting expertise. Employee director may serve as a member of the audit committee. The chairmen of the audit committee, related party transactions committee and risk management committee shall work for no less than 250 working days for the Company each year.
Article 201 The strategic development committee shall perform the following duties: (1) to review the operational target and general strategic development plan of the Company and make recommendations to the Board; to assess factors which may affect the development strategy of the Company and its implementation and make recommendations on adjustment of the strategy to the board of directors in a timely manner based on the economic and financial conditions and market trends in the PRC and overseas; (2) to review the annual financial budget and final accounts of the Company and make recommendations thereon to the board of directors according to the development strategy; (3) to assess the overall development status of various businesses and make suggestions on adjustments of the strategic development plan to the board of directors in a timely manner;	**Article ~~201~~195** The strategic development committee shall perform the following duties: (1) to review the operational target and general strategic development plan of the Company and make recommendations to the Board; to assess factors which may affect the development strategy of the Company and its implementation and make recommendations on adjustment of the strategy to the board of directors in a timely manner based on the economic and financial conditions and market trends in the PRC and overseas; (2) to review the annual financial budget and final accounts of the Company and make recommendations thereon to the board of directors according to the development strategy; (3) to assess the overall development status of various businesses and make suggestions on adjustments of the strategic development plan to the board of directors in a timely manner;

Existing Article	Amended Article
(4) to review the implementation of the business plan and investment plan of the Company and the strategic asset allocation and asset liability management objectives of the Company and make recommendations thereon to the board of directors;	(4) to review the implementation of the business plan and investment plan of the Company and the strategic asset allocation and asset liability management objectives of the Company and make recommendations thereon to the board of directors;
(5) to review major restructuring and adjustment proposals and make recommendations thereon to the board of directors;	(5) to review major restructuring and adjustment proposals and make recommendations thereon to the board of directors;
(6) to review material investment and financing plans and such other matters as the acquisition, disposal and write-off of assets and the provision of guarantees to external parties that are subject to the approval of the shareholders' general meeting and the board of directors, and make recommendations thereon to the board of directors;	(6) to review material investment and financing plans and such other matters as the acquisition, disposal and write-off of assets and the provision of guarantees to external parties that are subject to the approval of the shareholders' ~~general~~ meeting and the board of directors, and make recommendations thereon to the board of directors;
(7) to review those plans for the establishment of any legal entity and the merger with or acquisition of any entity which need to be approved by the shareholders' general meeting and the board of directors, and make recommendations thereon to the board of directors;	(7) to review those plans for the establishment of any legal entity and the merger with or acquisition of any entity which need to be approved by the shareholders' ~~general~~ meeting and the board of directors, and make recommendations thereon to the board of directors;
(8) to review the establishment and adjustment plan of the Company's internal functional departments and first level branch companies as well as other institutions directly under the control of the Company, and make recommendations thereon to the board of directors;	(8) to review the establishment and adjustment plan of the Company's internal functional departments and first level branch companies as well as other institutions directly under the control of the Company, and make recommendations thereon to the board of directors;
(9) to review information technology development and other special strategic development plans, and make recommendations thereon to the board of directors;	(9) to review information technology development and other special strategic development plans, and make recommendations thereon to the board of directors;

Existing Article	Amended Article
(10) to examine and assess corporate governance structure of the Company to ensure that the financial reports, risk management and internal controls are in compliance with corporate governance standards of the Company; (11) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of these Articles and other matters as authorized by the board of directors.	(10) to examine and assess corporate governance structure of the Company to ensure that the financial reports, risk management and internal controls are in compliance with corporate governance standards of the Company; (11) to review the Company's capital adequacy ratio management targets, and to examine and oversee the implementation of capital planning; (12) to study the Company's environmental, social, and governance-related policies, objectives, and significant matters; to review the Company's environmental, social, and governance-related disclosure items; and to make recommendations to the board of directors; (1~~1~~3) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of these Articles and other matters as authorized by the board of directors.
Article 202 The risk management committee shall perform the following principal duties and permissions: (1) to review the risk management framework system, the basic policies, procedures and management systems of risk management based on the overall strategy of the Company; to supervise the implementation and effectiveness of the risk strategy, risk management procedures and the internal control procedures, and make suggestions to the board of directors; (2) to supervise the structure, ways of organization, working procedures and effect of the risk management department, and make suggestions to the board of directors;	**Article ~~202~~196** The risk management committee shall perform the following principal duties and permissions: (1) to review the risk management framework system, the basic policies, procedures and management systems of risk management based on the overall strategy of the Company; to supervise the implementation and effectiveness of the risk strategy, risk management procedures and the internal control procedures, and make suggestions to the board of directors; (2) to supervise the structure, ways of organization, working procedures and effect of the risk management department, and make suggestions to the board of directors;

Existing Article	Amended Article
(3) to consider and discuss the risk capital distribution solution and the management target of capital adequacy ratios, review the clarification standards of assets and risks provision policies, and submit to the board of directors for consideration and approval; to review and supervise the implementation of the capital plan, making suggestions on the information disclosure of the capital adequacy ratios;	(3) to ~~consider and discuss the risk capital distribution solution and the management target of capital adequacy ratios,~~ review the clarification standards of assets and risks provision policies, and submit to the board of directors for consideration and approval; ~~to review and supervise the implementation of the capital plan, making suggestions on the information disclosure of the capital adequacy ratios;~~
(4) to consider and discuss the annual risk management target and the annual risk management plan submitted by the senior management, and implement the same after reporting to the board of directors and obtaining its approval, and also supervise its implementation; to review the duties, permissions and reporting systems of the senior management regarding risk and implement the same after reporting to the board of directors and obtaining its approval; to procure the senior management to take necessary steps to identify, assess, inspect and control risk; to monitor and assess the controlling situation of risk in relation to the credit, market and operation of senior management and their performance, and make suggestions to the board of directors;	(4) to consider and discuss the annual risk ~~management target and the annual risk management plan~~ appetite statement submitted by the senior management, and implement the same after reporting to the board of directors and obtaining its approval, and also supervise its implementation; to review the duties, permissions and reporting systems of the senior management regarding risk and implement the same after reporting to the board of directors and obtaining its approval; to procure the senior management to take necessary steps to identify, assess, inspect and control risk; to monitor and assess the controlling situation of risk in relation to the credit, market and operation of senior management and their performance, and make suggestions to the board of directors;
(5) to make suggestions regarding the perfection of the risk management and internal control of the Company from the perspective of the Company and an overall view;	(5) to make suggestions regarding the perfection of the risk management and internal control of the Company from the perspective of the Company and an overall view;
(6) to make assessment to the risk condition of the Company on a regular basis, and make suggestions to the board of directors;	(6) to make assessment to the risk condition of the Company on a regular basis, and make suggestions to the board of directors;
(7) to consider the material risk management matters or transaction projects that are out of the scope of authorization of the president and that are proposed by the president to this committee for consideration, and make suggestions to the board of directors;	(7) to consider the material risk management matters or transaction projects that are out of the scope of authorization of the president and that are proposed by the president to this committee for consideration, and make suggestions to the board of directors;
(8) to supervise the working condition of legal and compliance management; to consider the legal and compliance policies and relevant basic management system and make suggestions and submit the same to the board of directors for consideration and approval; to listen to and consider the implementation condition of the legal and compliance policies;	(8) to supervise the working condition of legal and compliance management; to consider the legal and compliance policies and relevant basic management system and make suggestions and submit the same to the board of directors for consideration and approval; to listen to and consider the implementation condition of the legal and compliance policies;

Existing Article	Amended Article
(9) to perform other duties as required by laws, regulations, regulatory documents, the requirements of the securities regulatory authority of the place where the shares of the Company are listed and these Articles, and other matters as authorized by the board of directors.	(9) to perform other duties as required by laws, regulations, regulatory documents, the requirements of the securities regulatory authority of the place where the shares of the Company are listed and these Articles, and other matters as authorized by the board of directors.
Article 204 All the members of the audit committee shall be non-executive directors. The majority of the audit committee shall be independent directors, at least one of which shall have the appropriate professional qualification or accounting or related financial management expertise. The audit committee shall perform the following major duties: (1) to supervise the internal control of the Company, the core business of the Company and the formulation and implementation of management procedures and systems of the Company, and to assess the compliance and validity of the Company's significant operating activities; (2) to supervise the financial information of the Company and its disclosure, the major financial policies of the Company and the implementation thereof, the financial operation of the Company, and to monitor the authenticity of financial reports and the effectiveness of the financial reporting procedures implemented by the management; (3) to review the basic audit management procedures and rules, medium-to-long-term audit plans, annual work plans, internal audit system design, and make recommendations to the Board; (4) to supervise and appraise the internal audit work of the Company, supervise the implementation of the Company's internal audit system, and appraise the working procedure and effectiveness of the internal audit department;	**Article ~~204~~198** All the members of the audit committee shall be non-executive directors. The majority of the audit committee shall be independent directors, at least one of which shall have the appropriate professional qualification or accounting or related financial management expertise. The audit committee shall perform the following major duties: (1) to supervise the internal control of the Company, the core business of the Company and the formulation and implementation of management procedures and systems of the Company, and to assess the compliance and validity of the Company's significant operating activities; (2) to inspect the Company's finances, to supervise the financial information of the Company and its disclosure, the major financial policies of the Company and the implementation thereof, the financial operation of the Company, and to monitor the authenticity of financial reports and the effectiveness of the financial reporting procedures implemented by the management; (3) to review the basic audit management procedures and rules, medium-to-long-term audit plans, annual work plans, internal audit system design, and make recommendations to the Board; (4) to supervise and appraise the internal audit work of the Company, supervise the implementation of the Company's internal audit system, and appraise the working procedure and effectiveness of the internal audit department;

Existing Article	Amended Article
(5) to propose the appointment or replacement of the external auditor to the Board for consideration and approval, take appropriate measures to supervise the work of the external auditor, review the external auditor's reports, and ensure the final responsibility of the external auditor to the board of directors and the audit committee; (6) to review annual audit reports and other specific opinions provided by the accounting firm, review audited financial and accounting reports, other financial and accounting reports and other disclosable financial information, to make judgments on the truthfulness, completeness and accuracy of the information contained in such audited financial reports and submit the same to the Board for consideration; (7) to coordinate communication between the internal audit department and the external auditor; and (8) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of these Articles and other matters as authorized by the board of directors.	(5) to propose the appointment, dismissal or replacement of the external auditor to the Board for consideration and approval, be responsible for the implementation of specific matters, take appropriate measures to supervise the work of the external auditor, review the external auditor's reports, and ensure the final responsibility of the external auditor to the board of directors and the audit committee; (6) to review annual audit reports and other specific opinions provided by the accounting firm, review audited financial and accounting reports, other financial and accounting reports and other disclosable financial information, to make judgments on the truthfulness, completeness and accuracy of the information contained in such audited financial reports and submit the same to the Board for consideration; (7) to coordinate communication between the internal audit department and the external auditor; ~~and~~ (8) to supervise the performance of duties by directors and senior management members, and to propose the removal of directors and senior management members who violate laws, administrative regulations, these Articles or resolutions of the shareholders' meeting; (9) when the actions of directors and senior management members harm the interests of the Company, to require such directors and senior management members to rectify their actions; (10) to propose the convening of an extraordinary shareholders' meeting, to convene and preside over the shareholders' meeting when the board of directors fails to fulfil its duties to convene and preside over the shareholders' meeting, and to submit proposals to the shareholders' meeting; (11) to initiate litigation against directors and senior management members in accordance with the relevant provisions of the Company Law; (12) to engage accounting firms, law firms, other intermediaries or professionals to assist in its work when deemed necessary;

Existing Article	Amended Article
	(13) to require directors and senior management members to submit reports on the performance of their duties; directors and senior management members shall faithfully furnish relevant information and materials to the committee, and shall not interfere with the committee in exercising its functions and powers; and (~~8~~14) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of these Articles and other matters as authorized by the board of directors.
Article 205 The majority of the nomination and remuneration committee shall be independent directors. The nomination and remuneration committee shall perform the following major duties: (1) to review the strategic development plan of human resources and make recommendations thereon to the board of directors; (2) to provide recommendations to the board of directors regarding the candidates for directors, president and secretary of the Board; (3) to formulate the procedures and criteria for the election and appointment of directors, chairmen and members of the board committees and senior management, and make recommendations thereon to the board of directors; (4) to conduct a preliminary review of the qualifications of candidates for directors and senior management, and make recommendations thereon to the board of directors; (5) to nominate candidates for chairmen and members of the board committees (other than the strategy and development committee);	**Article ~~205~~199** The majority of the nomination and remuneration committee shall be independent directors. The nomination and remuneration committee shall perform the following major duties: (1) to review the strategic development plan of human resources and make recommendations thereon to the board of directors; (2) to provide recommendations to the board of directors regarding the candidates for non-employee directors, president and secretary of the Board; (3) to formulate the procedures and criteria for the election and appointment of directors, chairmen and members of the board committees and senior management, and make recommendations thereon to the board of directors; (4) to conduct a preliminary review of the qualifications of candidates for directors and senior management, and make recommendations thereon to the board of directors; (5) to nominate candidates for chairmen and members of the board committees (other than the chairman of the strategy and development committee);

Existing Article	Amended Article
(6) to formulate the appraisal method and remuneration packages of directors and appraise the performance and behavior of directors, report the same to the board of directors, and upon consent of the board of directors, submit the same to the shareholders' general meeting for approval; (7) to formulate and review the appraisal method and remuneration packages of the senior management and the head of the internal audit department of the Company, appraise the performance and behavior of the senior management, and report the same to the board of directors for approval; (8) to review major human resources and remuneration policies and management systems submitted by the senior management to the board of directors or the shareholders' general meeting for approval and submit the same to the board of directors for approval, and to supervise the implementation thereof; and (9) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of these Articles and other matters as authorized by the Board.	(6) to formulate, review or amend the board diversity policy, and review the implementation and effectiveness of the board diversity policy; (7) to formulate the ~~appraisal method and~~ remuneration packages of directors ~~and appraise the performance and behavior of directors, report the same to the board of directors~~, and upon consent of the board of directors, submit the same to the shareholders' ~~general~~ meeting for approval; (~~7~~8) to formulate and review the ~~appraisal method and remuneration packages~~ remuneration and rewards and punishments of the senior management and the head of the internal audit department of the Company, ~~appraise the performance and behavior of the senior management,~~ and report the same to the board of directors for approval; (~~8~~9) to review major human resources and remuneration policies and management systems submitted by the senior management to the board of directors or the shareholders' ~~general~~ meeting for approval and submit the same to the board of directors for approval, and to supervise the implementation thereof; and (~~9~~10) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of these Articles and other matters as authorized by the Board.
Article 212 Senior management shall accurately, completely and timely report operating results, material contracts, financial position, risk position and operating prospects of the Company to the board of directors on a regular basis or as required by the board of directors. Senior management shall reply any enquiries from the board of directors or special committees of the board of directors.	**Article ~~212~~206** Senior management shall accurately, completely and timely report operating results, material contracts, financial position, risk position and operating prospects of the Company to the board of directors on a regular basis or as required by the board of directors. Senior management shall reply any enquiries from the board of directors or special committees of the board of directors.

Existing Article	Amended Article
Senior management shall submit themselves to the supervision of the board of supervisors and shall report operating results, material contracts, financial position, risk position and operating prospects of the Company to the board of supervisors. Senior management shall not hinder or obstruct any inspection and supervision conducted by the board of supervisors in accordance with its terms of reference.	Senior management shall submit themselves to the supervision of the ~~board of supervisors~~ audit committee and shall report operating results, material contracts, financial position, risk position and operating prospects of the Company to the ~~board of supervisors~~ audit committee. Senior management shall not hinder or obstruct any inspection and supervision conducted by the ~~board of supervisors~~ audit committee in accordance with its terms of reference.
CHAPTER 11 SUPERVISORS AND THE BOARD OF SUPERVISORS	**~~CHAPTER 11 SUPERVISORS AND THE BOARD OF SUPERVISORS~~ (delete the whole chapter)**
Article 266 A person may not serve as a director, supervisor or any senior management of the Company in any of the following circumstances: (1) a person without legal capacity or with restricted legal capacity; (2) a person who has been sentenced to criminal punishment for corruption, bribery, infringement of property, misappropriation of property or sabotaging social economic orders or who has been deprived of his/her political rights; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation due to poor management and he/she is personally liable for the insolvency of such company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to close down its business due to a violation of law and who had personal liability; (5) a person who has relatively large amount of debts due and outstanding; (6) a person who is subject to criminal investigation by the legal authority which is still pending;	**Article 26614** A person may not serve as a director~~,~~ ~~supervisor~~ or any senior management of the Company in any of the following circumstances: (1) a person without legal capacity or with restricted legal capacity; (2) a person who has been sentenced to criminal punishment for corruption, bribery, infringement of property, misappropriation of property or sabotaging social economic orders, or who has been deprived of his/her political rights due to criminal offense, where less than five years have elapsed since the sentence was served, and no more than two years have elapsed since the date of the expiration of the probation period if probation is announced; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation due to poor management and he/she is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to close down its business due to a violation of law and who had personal liability, where less than three years have elapsed since the date on which the company or enterprise had its business license revoked and was ordered to close down its business;

Existing Article	Amended Article
(7) a person who is removed from office by other institutions or organizations due to the failure of performance of fiduciary obligations; (8) a non-natural person; (9) a person who is convicted of contravention of relevant securities regulations provisions by the relevant regulatory authorities of the State, and such conviction involves a fraudulent act or dishonesty, where not more than five years have elapsed since the date of the conviction; or (10) a person who is deemed not appropriate to act as a director, supervisor or senior management by laws, regulations, department rules, regulatory documents, these Articles, the banking regulatory authority of the State Council and other regulatory bodies. The Company shall remove or dismiss a director, supervisor or senior management according to the procedures stipulated by these Articles if item (1) applies to him/her during his/her term of office.	(5) a person who has relatively large amount of debts due and outstanding and is listed as a dishonest person subject to enforcement by the people's court; (6) ~~a person who is subject to criminal investigation by the legal authority which is still pending;~~ ~~(7) a person who is removed from office by other institutions or organizations due to the failure of performance of fiduciary obligations;~~ ~~(8) a non-natural person;~~ ~~(9) a person who is convicted of contravention of relevant securities regulations provisions by the relevant regulatory authorities of the State, and such conviction involves a fraudulent act or dishonesty, where not more than five years have elapsed since the date of the conviction; or~~ ~~(10)~~ a person who is deemed not appropriate to act as a director~~, supervisor~~ or senior management by laws, regulations, department rules, regulatory documents, these Articles, the banking regulatory authority of the State Council and other regulatory bodies. The Company shall remove ~~or dismiss~~ a director~~, supervisor~~ or senior management ~~according to the procedures stipulated by these Articles~~ if item (1) applies to him/her during his/her term of office.
Article 267 The validity of an act of a director, president and other senior management on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any non-compliance in his/her office, election or his/her qualification.	~~**Article 267** The validity of an act of a director, president and other senior management on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any non-compliance in his/her office, election or his/her qualification.~~
Article 268 The directors, supervisors and senior management of the Company shall comply with the laws, regulations, department rules and these Articles and shall perform fiduciary duty for the interests of the Company and its shareholders.	**Article 26815** The directors~~, supervisors~~ and senior management of the Company shall comply with the laws, regulations, department rules and these Articles, ~~and~~ shall perform fiduciary duty for the interests of the Company and its shareholders, take measures to avoid conflicts between their own interests and the interests of the Company, and shall not make use of their positions to gain undue advantage.

Existing Article	Amended Article
In addition to the obligations imposed by laws, regulations and listing rules of the stock exchange on which the shares of the Company are listed, each of the directors, supervisors and senior management of the Company owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him/her: (1) not to cause the Company to exceed the scope of business stipulated in its business license; (2) to act honestly in the best interest of the Company; (3) not to expropriate in any guise the property of the Company, including (without limitation) usurpation of opportunity advantageous to the Company; and (4) not to expropriate the rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to the restructuring of the Company submitted to shareholders' general meeting for approval in accordance with these Articles.	The directors and senior management shall not: (1) expropriate the Company's property, or misappropriate the Company's funds; (2) open any account in their own names or in the name of any other individual for the deposit of the Company's funds; (3) exploit authority to bribe or accept other illegal income; (4) accept commissions for personal gain from individuals or entities conducting business with the Company; (5) disclose the Company's secrets without authorization; (6) the directors, the senior management and their close relatives, and enterprises directly or indirectly controlled by directors, the senior management and their close relatives shall not enter into any contract or deal with the Company in violation of the provisions of the Company Law and these Articles and without performing the reporting obligation to the board of directors or the shareholders' meeting, or without obtaining an approval by the resolution of the board of directors or the shareholders' meeting; (7) take the advantage of their positions to seek any business opportunity that shall have been available to the Company for themselves or any other person, except where they have reported to the board of directors or the shareholders' meeting and have obtained an approval by a resolution of the shareholders' meeting, or where the Company cannot make use of the business opportunity in accordance with the laws, administrative regulations or the provisions of these Articles;

Existing Article	Amended Article
	(8) operate the same kind of business as that of the Company for themselves or for others' benefit if failing to report to the board of directors or the shareholders' meeting and obtain an approval by a resolution of the board of directors or the shareholders' meeting; (9) use their affiliated relationship to damage the interests of the Company; (10) violate other loyalty obligations as required by laws, regulations, regulatory documents, the requirements of the securities regulatory authority of the place where the shares of the Company are listed and these Articles. ~~In addition to the obligations imposed by laws, regulations and listing rules of the stock exchange on which the shares of the Company are listed, each of the directors, supervisors and senior management of the Company owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him/her:~~ ~~(1) not to cause the Company to exceed the scope of business stipulated in its business license;~~ ~~(2) to act honestly in the best interest of the Company;~~ ~~(3) not to expropriate in any guise the property of the Company, including (without limitation) usurpation of opportunity advantageous to the Company; and~~ ~~(4) not to expropriate the rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to the restructuring of the Company submitted to shareholders' general meeting for approval in accordance with these Articles.~~

Existing Article	Amended Article
Article 269 Each of the directors, supervisors and senior management owes a duty, in the exercise of his/her powers or discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances.	**Article 269~~16~~** Each of the directors~~, supervisors~~ and senior management shall fulfill the diligence obligations to the Company, and shall exercise reasonable care that managers would ordinarily have for the best interests of the Company in the performance of their duties. ~~owes a duty, in the exercise of his/her powers or discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances.~~
Article 270 Each of the directors, supervisors and senior management shall perform his/her duties in accordance with the fiduciary principle and shall not put himself/herself in a position where his/her duties and interests may conflict. This principle includes (without limitation) discharging the following obligations: (1) to act honestly in the best interests of the Company; (2) to exercise powers within the scope of his/her powers; (3) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by laws, regulations or with the informed consent of shareholders given in shareholders' general meeting, not to delegate the exercise of his/her discretion; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (5) except in accordance with these Articles or with the informed consent of shareholders given in shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company;	~~**Article 270** Each of the directors, supervisors and senior management shall perform his/her duties in accordance with the fiduciary principle and shall not put himself/herself in a position where his/her duties and interests may conflict. This principle includes (without limitation) discharging the following obligations:~~ ~~(1) to act honestly in the best interests of the Company;~~ ~~(2) to exercise powers within the scope of his/her powers;~~ ~~(3) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by laws, regulations or with the informed consent of shareholders given in shareholders' general meeting, not to delegate the exercise of his/her discretion;~~ ~~(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;~~ ~~(5) except in accordance with these Articles or with the informed consent of shareholders given in shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company;~~

Existing Article	Amended Article
(6) without the informed consent of shareholders given in shareholders' general meeting, not to use the Company's property in any form for his/her own benefit;	~~(6) without the informed consent of shareholders given in shareholders' general meeting, not to use the Company's property in any form for his/her own benefit;~~
(7) not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company;	~~(7) not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company;~~
(8) without the informed consent of shareholders given in a general meeting, not to accept commissions in connection with the Company's transactions;	~~(8) without the informed consent of shareholders given in a general meeting, not to accept commissions in connection with the Company's transactions;~~
(9) to abide by these Articles, faithfully execute his/her official duties and protect the Company's interests, and not to exploit his/her position and power in the Company or insider information to advance his/her own private interests;	~~(9) to abide by these Articles, faithfully execute his/her official duties and protect the Company's interests, and not to exploit his/her position and power in the Company or insider information to advance his/her own private interests;~~
(10) not to compete with the Company in any form unless with the informed consent of shareholders given in shareholders' general meeting;	~~(10) not to compete with the Company in any form unless with the informed consent of shareholders given in shareholders' general meeting;~~
(11) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a guarantee for debts of any shareholder of the Company or any other person with the assets of the Company; and	~~(11) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a guarantee for debts of any shareholder of the Company or any other person with the assets of the Company; and~~
(12) unless with the informed consent of the shareholders given in shareholders' general meeting, to keep in confidence confidential information regarding the Company acquired by him/her in the course of and during his/her term and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to courts or other government authorities is permitted if:	~~(12) unless with the informed consent of the shareholders given in shareholders' general meeting, to keep in confidence confidential information regarding the Company acquired by him/her in the course of and during his/her term and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to courts or other government authorities is permitted if:~~
(i) disclosure is required by law; or	~~(i) disclosure is required by law; or~~
(ii) disclosure is required for public interest; or	~~(ii) disclosure is required for public interest; or~~
(iii) the interests of the relevant director, supervisor or senior management require disclosure.	~~(iii) the interests of the relevant director, supervisor or senior management require disclosure.~~

Existing Article	Amended Article
Article 271 Each director, supervisor or senior management of the Company shall not cause the following persons or institutions ("Associate(s)") to do what he/she is prohibited from doing: (1) the spouse or minor child of that director, supervisor or senior management member; (2) a person acting in the capacity of trustee of that director, supervisor or senior management or any person referred to in paragraph (1) above; (3) a person acting in the capacity of partner of that director, supervisor or senior management or any person referred to in paragraphs (1) and (2) above; (4) a company in which that director, supervisor or senior management, alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) above, or other directors, supervisors and senior management, have a de facto controlling interest; and (5) the directors, supervisors and senior management of the controlled company referred to in paragraph (4).	~~**Article 271** Each director, supervisor or senior management of the Company shall not cause the following persons or institutions ("Associate(s)") to do what he/she is prohibited from doing:~~ ~~(1) the spouse or minor child of that director, supervisor or senior management member;~~ ~~(2) a person acting in the capacity of trustee of that director, supervisor or senior management or any person referred to in paragraph (1) above;~~ ~~(3) a person acting in the capacity of partner of that director, supervisor or senior management or any person referred to in paragraphs (1) and (2) above;~~ ~~(4) a company in which that director, supervisor or senior management, alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) above, or other directors, supervisors and senior management, have a de facto controlling interest; and~~ ~~(5) the directors, supervisors and senior management of the controlled company referred to in paragraph (4).~~
Article 273 A director, supervisor or senior management of the Company may be relieved from liability for specific breaches of his duties by the informed consent of the shareholders' general meeting, unless otherwise provided for in Article 63 herein.	~~**Article 273** A director, supervisor or senior management of the Company may be relieved from liability for specific breaches of his duties by the informed consent of the shareholders' general meeting, unless otherwise provided for in Article 63 herein.~~
Article 274 Where a director, supervisor, or senior management of the Company is in any way, directly or indirectly, have a material interest in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the board of directors at the earliest opportunity, whether or not the relevant matters thereof is otherwise subject to the approval of the board of directors under normal circumstances.	~~**Article 274** Where a director, supervisor, or senior management of the Company is in any way, directly or indirectly, have a material interest in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the board of directors at the earliest opportunity, whether or not the relevant matters thereof is otherwise subject to the approval of the board of directors under normal circumstances.~~

Existing Article	Amended Article
Unless the interested director, supervisor or senior management discloses his/her interests in accordance with the above paragraph and the relevant matter is approved at a meeting of the board of directors in which such interested director, supervisor or senior management is not counted in the quorum and refrains from voting, a contract, transaction or arrangement is voidable by the Company, except against a bona fide party thereto acting without notice of the breach of duty by the relevant director, supervisor or senior management. A director, supervisor or senior management of the Company is deemed to have an interest in a contract, transaction or arrangement in which an Associate(s) of him/her has an interest.	~~Unless the interested director, supervisor or senior management discloses his/her interests in accordance with the above paragraph and the relevant matter is approved at a meeting of the board of directors in which such interested director, supervisor or senior management is not counted in the quorum and refrains from voting, a contract, transaction or arrangement is voidable by the Company, except against a bona fide party thereto acting without notice of the breach of duty by the relevant director, supervisor or senior management.~~ ~~A director, supervisor or senior management of the Company is deemed to have an interest in a contract, transaction or arrangement in which an Associate(s) of him/her has an interest.~~
Article 275 Where a director, supervisor or senior management of the Company gives to the board of directors a general notice in writing stating that, by reason of the facts specified in the notice, he/she has an interest in contracts, transactions and arrangements of any description which may subsequently be made by the Company, such notice shall be deemed to be a sufficient declaration of his/her interest, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.	~~**Article 275** Where a director, supervisor or senior management of the Company gives to the board of directors a general notice in writing stating that, by reason of the facts specified in the notice, he/she has an interest in contracts, transactions and arrangements of any description which may subsequently be made by the Company, such notice shall be deemed to be a sufficient declaration of his/her interest, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.~~
Article 277 The Company shall not pay taxes for its directors, supervisors or senior management by any means.	~~**Article 277** The Company shall not pay taxes for its directors, supervisors or senior management by any means.~~
Article 278 The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan to any of the directors, supervisors or senior management, or any of their respective Associates. However, the following transactions are not subject to such prohibition: (1) the provision by the Company of a loan or a guarantee of a loan to a subsidiary of the Company;	~~**Article 278** The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan to any of the directors, supervisors or senior management, or any of their respective Associates.~~ ~~However, the following transactions are not subject to such prohibition:~~ ~~(1) the provision by the Company of a loan or a guarantee of a loan to a subsidiary of the Company;~~

Existing Article	Amended Article
(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of the directors, supervisors and senior management to meet expenditure incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties, in accordance with the terms of an employment contract approved by shareholders' general meeting; and (3) the Company may provide a loan or a guarantee in connection with the provision of a loan to any of the directors, supervisors and senior management or their respective Associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes providing loans and guarantees.	~~(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of the directors, supervisors and senior management to meet expenditure incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties, in accordance with the terms of an employment contract approved by shareholders' general meeting; and~~ ~~(3) the Company may provide a loan or a guarantee in connection with the provision of a loan to any of the directors, supervisors and senior management or their respective Associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes providing loans and guarantees.~~
Article 279 A loan made by the Company in breach of the above provisions shall be immediately repaid by the recipient of the loan regardless of the terms of the loan. A guarantee provided by the Company in breach of clause (1) of the preceding Article shall be unenforceable against the Company, unless: (1) at the time when the loan was provided to an Associate of any of the directors, supervisors and senior management of the Company, the lender did not know the relevant circumstances; or (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.	~~**Article 279** A loan made by the Company in breach of the above provisions shall be immediately repaid by the recipient of the loan regardless of the terms of the loan.~~ ~~A guarantee provided by the Company in breach of clause (1) of the preceding Article shall be unenforceable against the Company, unless:~~ ~~(1) at the time when the loan was provided to an Associate of any of the directors, supervisors and senior management of the Company, the lender did not know the relevant circumstances; or~~ ~~(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.~~
Article 280 The aforesaid guarantee includes an undertaking or property provided to secure the performance of obligations by the obligor.	~~**Article 280** The aforesaid guarantee includes an undertaking or property provided to secure the performance of obligations by the obligor.~~

Existing Article	Amended Article
Article 283 With the prior approval at a shareholders' general meeting, the Company shall sign written contracts with its directors and supervisors concerning his/her emoluments. Such emoluments include:	~~**Article 283** With the prior approval at a shareholders' general meeting, the Company shall sign written contracts with its directors and supervisors concerning his/her emoluments. Such emoluments include:~~
(1) emoluments in respect of his/her service as a director, supervisor or senior management of the Company;	~~(1) emoluments in respect of his/her service as a director, supervisor or senior management of the Company;~~
(2) emoluments in respect of his/her service as a director, supervisor, or senior management of a subsidiary of the Company;	~~(2) emoluments in respect of his/her service as a director, supervisor, or senior management of a subsidiary of the Company;~~
(3) emoluments otherwise in connection with the provision of other management services to the Company or its subsidiary; and	~~(3) emoluments otherwise in connection with the provision of other management services to the Company or its subsidiary; and~~
(4) compensation for his/her loss of office or retirement as a director or supervisor.	~~(4) compensation for his/her loss of office or retirement as a director or supervisor.~~
A director or supervisor shall not file any lawsuit against the Company for the benefits they are entitled to for the foregoing matters other than pursuant to the aforesaid contracts.	~~A director or supervisor shall not file any lawsuit against the Company for the benefits they are entitled to for the foregoing matters other than pursuant to the aforesaid contracts.~~
Article 284 In the contract for emoluments entered into by the Company with a director or supervisor, it shall be provided that such director or supervisor has the right to receive, in connection with the takeover of the Company and subject to the prior approval of the shareholders' general meeting, compensation or other payments for loss of office or retirement from office. A takeover of the Company means any of the following circumstances:	~~**Article 284** In the contract for emoluments entered into by the Company with a director or supervisor, it shall be provided that such director or supervisor has the right to receive, in connection with the takeover of the Company and subject to the prior approval of the shareholders' general meeting, compensation or other payments for loss of office or retirement from office. A takeover of the Company means any of the following circumstances:~~
(1) an offer is made to all shareholders of the Company; or	~~(1) an offer is made to all shareholders of the Company; or~~
(2) an offer is made such that the offeror will become the controlling shareholder of the Company. The definition of the controlling shareholder has the same meaning as defined in Article 341 herein.	~~(2) an offer is made such that the offeror will become the controlling shareholder of the Company. The definition of the controlling shareholder has the same meaning as defined in Article 341 herein.~~

Existing Article	Amended Article
If any director or supervisor does not comply with the above requirements, any sum payable to them shall belong to those persons who have sold their shares as a result of the offer, and the expenses incurred for the pro rata distribution of the sum among those persons shall be borne by the relevant director and supervisor and shall not be deducted from the sum distributed.	~~If any director or supervisor does not comply with the above requirements, any sum payable to them shall belong to those persons who have sold their shares as a result of the offer, and the expenses incurred for the pro rata distribution of the sum among those persons shall be borne by the relevant director and supervisor and shall not be deducted from the sum distributed.~~
Article 287 The Company shall not keep any accounting book other than the statutory accounting books. The assets of the Company shall not be maintained under the name of any individual.	**Article ~~287~~23** The Company shall not keep any accounting book other than the statutory accounting books. The ~~assets of the~~ Company's funds shall not be maintained under the name of any individual.
Article 292 The after-tax profits of the Company shall be distributed in the following order: (1) offsetting the losses in previous years; (2) 10% contribution to statutory reserve; (3) contribution to general reserves; (4) contribution to discretionary reserve; (5) distribution of dividends to shareholders. No further contribution to the statutory reserves is required when the statutory reserve exceeds 50% of the registered capital of the Company. No contribution to statutory reserve shall be made unless the losses of previous years are made good by the profits of the year. After contributions to statutory reserve and general reserve, the Company may also make contribution to discretionary reserve from after-tax profits if so approved by shareholders at general meeting. Any remaining after-tax profits after the offset of retained losses and contributions to statutory reserve, general reserve and discretionary reserve may be distributed to shareholders in proportion to their respective shareholdings in accordance with the resolution of shareholders' general meeting.	**Article ~~292~~28** The after-tax profits of the Company shall be distributed in the following order: (1) offsetting the losses in previous years; (2) 10% contribution to statutory reserve; (3) contribution to general reserves; (4) contribution to discretionary reserve; (5) distribution of dividends to shareholders. No further contribution to the statutory reserves is required when the statutory reserve exceeds 50% of the registered capital of the Company. No contribution to statutory reserve shall be made unless the losses of previous years are made good by the profits of the year. After contributions to statutory reserve and general reserve, the Company may also make contribution to discretionary reserve from after-tax profits if so approved by shareholders at the shareholders' ~~general~~ meeting. Any remaining after-tax profits after the offset of retained losses and contributions to statutory reserve, general reserve and discretionary reserve may be distributed to shareholders in proportion to their respective shareholdings in accordance with the resolution of shareholders' ~~general~~ meeting.

Existing Article	Amended Article
Any distribution of the profits of the Company to any shareholders before offsetting losses or contributing to statutory reserves in violation of this Article shall be returned to the Company. The shares held by the Company shall not participate in the distribution of dividends. In the event of misappropriation of capital by shareholders, the Company shall deduct the cash dividends distributable to such shareholders to recover the misappropriated capital.	Any distribution of the profits of the Company to any shareholders before offsetting losses or contributing to statutory reserves in violation of ~~this Article~~ the preceding paragraph shall be returned to the Company. The shares held by the Company shall not participate in the distribution of dividends. In the event of misappropriation of capital by shareholders, the Company shall deduct the cash dividends distributable to such shareholders to recover the misappropriated capital.
Article 293 Capital reserve shall include: (1) the premium of the issue price of share over its nominal value; (2) other incomes of the Company which are required by the financial authority of the State Council to be allocated to the capital reserve.	**Article 29~~3~~29** Capital reserve shall include: (1) the premium of the issue price of share over its nominal value; (2) other incomes of the Company which are required by the financial authority of the State Council to be allocated to the capital reserve.
Article 294 The reserves of the Company shall be used to cover losses, to expand operation or to increase the capital of the Company. The capital reserve of the Company shall not be used to cover losses. Shares issued through capitalization of reserves pursuant to resolution of shareholders at general meeting shall be distributed to shareholders in proportion to their existing shareholdings. Remaining statutory reserves after capitalization shall be no less than 25% of the existing registered capital.	**Article 29~~4~~30** The reserves of the Company shall be used to cover losses, to expand operation or to increase the registered capital of the Company. ~~The capital reserve of the Company shall not be used to cover losses.~~ Where the reserves of the Company are used for making up losses, the discretionary reserve and statutory reserve shall be firstly used. If losses still cannot be made up, the capital reserve can be used according to relevant provisions. Shares issued through capitalization of reserves pursuant to resolution of shareholders at the shareholders' ~~general~~ meeting shall be distributed to shareholders in proportion to their existing shareholdings. Remaining statutory reserves after capitalization of statutory reserve to increase registered capital shall be no less than 25% of the existing registered capital.

Existing Article	Amended Article
Article 296 The Company may distribute annual and interim dividends in cash or in specie. The distribution of dividends shall provide reasonable returns to shareholders. The dividend policy of the Company shall be sustainable and steady. Shares with capital paid up on or before the payment date specified by the Company ("Payment Date") shall be entitled to distribution of dividends declared after the Payment Date. However, shareholders shall not be entitled to dividends declared before the Payment Date even if they have paid up the capital on or before the Payment Date.	**Article 29632** The Company may distribute annual and interim dividends in cash or in specie. The distribution of dividends shall provide reasonable returns to shareholders. When formulating the profit distribution plan, the Company shall comprehensively consider factors such as its operating conditions, risk status, capital level, market environment and regulatory requirements. The dividend policy of the Company shall be sustainable and steady. ~~Shares with capital paid up on or before the payment date specified by the Company ("Payment Date") shall be entitled to distribution of dividends declared after the Payment Date. However, shareholders shall not be entitled to dividends declared before the Payment Date even if they have paid up the capital on or before the Payment Date.~~
Article 297 The Company shall establish an internal audit system and have full-time audit professionals to conduct independent supervision, assessment and provide advice on the incomes and expenses, business activities, risk management and internal control of the Company, and provide advice on major issues of corporate governance to the board of directors or the audit committee of the board of directors. The board of directors of the Company shall consider and approve internal audit Articles, medium-to-long term audit plan, annual working plan and audit budget, the establishment of audit department, remuneration of staff and the appointment and removal of major officers of the audit department. The officer in charge of the audit department shall be appointed or removed by the board of directors and shall report to the board of directors.	**Article 29733** The Company shall establish an internal audit system and have full-time audit professionals to conduct independent supervision, assessment and provide advice on the incomes and expenses, business activities, risk management and internal control of the Company, and provide advice on major issues of corporate governance to the board of directors or the audit committee of the board of directors. The board of directors of the Company shall consider and approve internal audit Articles, medium-to-long term audit plan, annual working plan and audit budget, the establishment of internal audit department~~, remuneration of staff~~ and the appointment and removal of major officers~~ of the audit department~~. The officer in charge of the internal audit department shall be appointed or removed by the board of directors and shall report to the board of directors. The internal audit department, in carrying out supervision and inspection over the Company's business activities, risk management, internal control and financial information, shall be subject to the supervision and guidance of the audit committee. If the internal audit department discovers any significant issues or leads, it shall report directly and immediately to the audit committee.

Existing Article	Amended Article
Article 305 The appointment, dismissal and non-reappointment of an accounting firm by the Company shall be resolved at shareholders' general meeting and shall be filed with the relevant securities regulatory authorities of the State Council. The shareholders' general meeting shall abide by the following provisions when proposing to pass a resolution regarding the appointment of an accounting firm not currently serving the Company to fill the vacancy of an accounting firm, or the renewal of terms of service of an accounting firm appointed by the board of directors to fill a vacancy, or the dismissal of an accounting firm before the expiry of its term: (1) the proposal of appointment or dismissal shall be sent to the accounting firm to be appointed, to be or has been terminated prior to the issue of notice of shareholders' general meeting. The termination of an accounting firm includes dismissal, resignation and retirement. (2) if the accounting firm being terminated requires the Company to forward its written statement of shareholders, the Company shall take the following measures unless the written statement is not received in time: (i) to state on the notice issued for adoption of the resolution that an accounting firm about to leave its post has made a statement; and (ii) to deliver a copy of the statement to shareholders as an appendix to the notice to of meeting in accordance with these Articles.	**Article ~~305~~241** The appointment~~,~~ and dismissal ~~and non-reappointment~~ of an accounting firm by the Company shall be resolved at shareholders' ~~general~~ meeting ~~and shall be filed with the relevant securities regulatory authorities of the State Council~~. The shareholders' ~~general~~ meeting shall abide by the following provisions when proposing to pass a resolution regarding the appointment of an accounting firm not currently serving the Company to fill the vacancy of an accounting firm, or the renewal of terms of service of an accounting firm appointed by the board of directors to fill a vacancy, or the dismissal of an accounting firm before the expiry of its term: (1) the proposal of appointment or dismissal of an accounting firm shall be sent to the accounting firm to be appointed, to be or has been terminated during the relevant accounting year prior to the issue of notice of shareholders' ~~general~~ meeting. The termination of an accounting firm includes dismissal, resignation and retirement. (2) if the accounting firm being terminated requires the Company to forward its written statement of shareholders, the Company shall take the following measures unless the written statement is not received in time: (i) to state on the notice issued for adoption of the resolution that an accounting firm about to leave its post has made a statement; and (ii) to deliver a copy of the statement to shareholders as an appendix to the notice to of meeting in accordance with these Articles.

Existing Article	Amended Article
(3) if the statement of the accounting firm is not delivered in accordance with paragraph (2) above, the relevant accounting firm may request such statement to be read at the shareholders' general meeting and may make further appeals.	(3) if the statement of the accounting firm is not delivered in accordance with paragraph (2) above, the relevant accounting firm may request such statement to be read at the shareholders' ~~general~~ meeting and may make further appeals.
(4) the accounting firm leaving its post shall be entitled to attend the following meetings: (i) the shareholders' general meeting at which its term of service would otherwise have expired; (ii) the shareholders' general meeting for filling the vacancy caused by its dismissal; and (iii) the shareholders' general meeting convened as a result of its voluntary resignation.	(4) the accounting firm leaving its post shall be entitled to attend the following meetings: (i) the shareholders' ~~general~~ meeting at which its term of service would otherwise have expired; (ii) the shareholders' ~~general~~ meeting for filling the vacancy caused by its dismissal; and (iii) the shareholders' ~~general~~ meeting convened as a result of its voluntary resignation.
The accounting firm leaving its post shall be entitled to receive all notices of the aforementioned meetings and other information relating to such meetings and shall also be entitled to present its views at the meetings on matters in relation to its previous engagement as the accounting firm of the Company.	The accounting firm leaving its post shall be entitled to receive all notices of the aforementioned meetings and other information relating to such meetings and shall also be entitled to present its views at the meetings on matters in relation to its previous engagement as the accounting firm of the Company.
The Company shall notify the accounting firm in advance before the dismissal or non-reappointment of such accounting firm. The accounting firm shall be allowed to present its view at the shareholders' general meeting at which the dismissal is considered. Where the accounting firm resigns, it shall be requested by the Company to explain to the shareholders' general meeting whether there is any impropriety on the part of the Company.	The Company shall notify the accounting firm in advance before the dismissal or non-reappointment of such accounting firm. The accounting firm shall be allowed to present its view at the shareholders' ~~general~~ meeting at which the dismissal is considered. Where the accounting firm resigns, it shall be requested by the Company to explain to the shareholders' ~~general~~ meeting whether there is any impropriety on the part of the Company.

Existing Article	Amended Article
Any accounting firm may resign its office by depositing at the legal residence of the Company a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following: (1) a statement to the effect that there are no circumstances in relation to its resignation which should be brought to the notice of the shareholders or creditors of the Company; or (2) a statement of any relevant situations which needs to be brought to the notice. The Company shall send a copy of the notice to the relevant authorities of the State within 14 days upon receipt of the written notice. If the notice contains a statement under sub-paragraph (2) above, a copy of such statement shall be placed at the Company for shareholders' inspection. The copy of such statement shall also be sent by prepaid mail to holder of the overseas listed shares of the Company at the address as recorded in the register of member. Where the accounting firm's notice of resignation contains a statement of any circumstances which should be brought to the notice of the shareholders of the Company, the accounting firm may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.	Any accounting firm may resign its office by depositing at the legal residence of the Company a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following: (1) a statement to the effect that there are no circumstances in relation to its resignation which should be brought to the notice of the shareholders or creditors of the Company; or (2) a statement of any relevant situations which needs to be brought to the notice. The Company shall send a copy of the notice to the relevant authorities of the State within 14 days upon receipt of the written notice. If the notice contains a statement under sub-paragraph (2) above, a copy of such statement shall be placed at the Company for shareholders' inspection. The copy of such statement shall also be sent by prepaid mail to holder of the overseas listed shares of the Company at the address as recorded in the register of member. Where the accounting firm's notice of resignation contains a statement of any circumstances which should be brought to the notice of the shareholders of the Company, the accounting firm may require the board of directors to convene a shareholders' extraordinary ~~general~~ meeting for the purpose of giving an explanation of the circumstances connected with its resignation.

Existing Article	Amended Article
Article 318 Where the Company undertakes a merger, the relevant parties to the merger shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date on which the resolution is passed regarding the merger and shall publish an announcement in a newspaper at least three times within 30 days. The creditors are entitled to require the Company to repay the debts or provide corresponding guarantees within 30 days after the receipt of such notices or within 45 days if no such notice is received.	**Article ~~318~~254** Where the Company undertakes a merger, the relevant parties to the merger shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date on which the resolution is passed regarding the merger and shall publish an announcement in a newspaper or the National Enterprise Credit Information Publicity System ~~at least three times~~ within 30 days. The creditors are entitled to require the Company to repay the debts or provide corresponding guarantees within 30 days after the receipt of such notices or within 45 days if no such notice is received.
Article 320 Where the Company is divided, its property shall be divided correspondingly. Where the Company is divided, the parties to the division shall enter into a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date the resolution is passed regarding the division and publish an announcement in a newspaper within 30 days thrice.	**Article ~~320~~256** Where the Company is divided, its property shall be divided correspondingly. Where the Company is divided, the parties to the division shall enter into a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date the resolution is passed regarding the division and publish an announcement in a newspaper or the National Enterprise Credit Information Publicity System within 30 days ~~thrice~~.
Article 324 Where the Company is dissolved in accordance with item (1) or (5) of the preceding article, a liquidation committee shall be formed according to the laws within 15 days after obtaining the approval of the banking regulatory authority of the State Council. The members of the liquidation committee shall be determined by way of ordinary resolution at shareholders' general meeting. Where the Company is dissolved in accordance with item (3) of the preceding article, the banking regulatory authority of the State Council shall set up a liquidation committee consisting of shareholders, relevant institutions and relevant professionals to carry out the liquidation.	**Article ~~324~~260** When the Company is dissolved pursuant to item (1) of the preceding article and has not yet distributed its property to the shareholders, it may continue to exist by amending these Articles or through a resolution of the shareholders' meeting. Any amendment to these Articles in accordance with the preceding paragraph or through a resolution of the shareholders' meeting must be approved by at least two-thirds of the voting rights held by the shareholders present at the shareholders' meeting.

Existing Article	Amended Article
Where the Company is dissolved in accordance with item (4) of the preceding article, the people's court shall set up a liquidation committee consisting of shareholders, relevant institutions and relevant professionals according to the laws to carry out the liquidation.	The directors shall be the obligors for the Company's liquidation. Where the Company is dissolved in accordance with item (1) or (5) of the preceding article, a liquidation committee shall be formed according to the laws within 15 days after obtaining the approval of the banking regulatory authority of the State Council; where the Company is dissolved in accordance with item (3) or (4) of the preceding article, a liquidation committee shall be formed according to the laws within 15 days after the emergence of the cause for dissolution ~~The members of the liquidation committee shall be determined by way of ordinary resolution at shareholders' general meeting~~. Where the Company is dissolved in accordance with item (3) of the preceding article, ~~the banking regulatory authority of the State Council shall set up a liquidation committee consisting of shareholders, relevant institutions and relevant professionals to carry out the liquidation~~ the department or company registration authority that makes the decision to revoke the business license, order closure or revoke, may apply to the people's court to specifically assign relevant party to form a liquidation committee to carry out liquidation. ~~Where the Company is dissolved in accordance with item (4) of the preceding article, the people's court shall set up a liquidation committee consisting of shareholders, relevant institutions and relevant professionals according to the laws to carry out the liquidation.~~
Article 326 The liquidation committee shall exercise the following functions and powers during the liquidation: (1) to sort out the property of the Company and prepare a balance sheet and an inventory of assets respectively; (2) to give notices or publish announcements to the creditors; (3) to deal with and liquidate any unsettled business of the Company;	**Article ~~326~~262** The liquidation committee shall exercise the following functions and powers during the liquidation: (1) to sort out the property of the Company and prepare a balance sheet and an inventory of assets respectively; (2) to give notices or publish announcements to the creditors; (3) to deal with and liquidate any unsettled business of the Company;

Existing Article	Amended Article
(4) to settle due taxes and taxes accrued during the liquidation; (5) to settle claims and debts; (6) to deal with the remaining assets of the Company after the Company's debts have been repaid; and (7) to participate in civil litigations on behalf of the Company.	(4) to settle due taxes and taxes accrued during the liquidation; (5) to settle claims and debts; (6) to ~~deal with~~ distribute the remaining assets of the Company after the Company's debts have been repaid; and (7) to participate in civil litigations on behalf of the Company.
Article 327 The liquidation committee shall give notices to the creditors within 10 days after its establishment and issue announcements for at least three times in the newspaper within 60 days after its establishment. The creditors shall report claims to the liquidation committee within 30 days after the date of the receipt of such notices or within 45 days after the date of the first announcement if no notice is received. When reporting claims, a creditor shall explain the relevant particulars of the claims and provide supporting materials. The liquidation team shall register the claims. In the period of reporting claims, the liquidation committee should not make any debt repayment to the creditors.	**Article ~~327~~263** The liquidation committee shall give notices to the creditors within 10 days after its establishment and issue announcements ~~for at least three times~~ in the newspaper or the National Enterprise Credit Information Publicity System within 60 days after its establishment. The creditors shall report claims to the liquidation committee within 30 days after the date of the receipt of such notices or within 45 days after the date of the ~~first~~ announcement if no notice is received. When reporting claims, a creditor shall explain the relevant particulars of the claims and provide supporting materials. The liquidation team shall register the claims. In the period of reporting claims, the liquidation committee should not make any debt repayment to the creditors.
Article 329 After the liquidation committee has sorted out the property of the Company and prepared a balance sheet and an inventory of assets, in the event that the property of the Company is insufficient to repay the debts, the liquidation committee shall apply to the people's court for declaration of bankruptcy. After the people's court declares bankruptcy of the Company, the liquidation committee shall hand over the liquidation matters to the people's court.	**Article ~~329~~265** After the liquidation committee has sorted out the property of the Company and prepared a balance sheet and an inventory of assets, in the event that the property of the Company is insufficient to repay the debts, the liquidation committee shall apply to the people's court for ~~declaration of~~ bankruptcy and liquidation. After the people's court ~~declares bankruptcy of the Company~~ accepts the bankruptcy application, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the people's court.

Existing Article	Amended Article
Article 331 Members of the liquidation committee shall be dedicated to their duties and carry out the liquidation work in accordance with the laws. Members of the liquidation committee shall not abuse their powers to receive bribes or other illegal income and shall not misappropriate the property of the Company. Any member of the liquidation committee shall be liable for any loss caused to the Company or creditors due to his intentional misconduct or gross negligence.	**Article ~~331~~267** Members of the liquidation committee, in performing their liquidation duties, shall owe duties of loyalty and diligence ~~shall be dedicated to their duties and carry out the liquidation work in accordance with the laws~~. ~~Members of the liquidation committee shall not abuse their powers to receive bribes or other illegal income and shall not misappropriate the property of the Company.~~ If a ~~Any~~ member of the liquidation committee fails to perform his/her liquidation duties and causes loss to the Company, he/she shall be liable for compensation; ~~shall be liable for any~~ if loss is caused to the Company or creditors due to his/her intentional misconduct or gross negligence, he/she shall also be liable for compensation.
/	**Article 268** Upon the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report for submission to the shareholders' meeting or the people's court for confirmation and to the company registration authorities, and shall apply for the cancellation of the registration of the Company.

Note 1: Due to the addition or deletion of articles, the serial numbers involved in the relevant articles and cross-references of the Articles of Association are also adjusted accordingly, and will not be explained separately.

Note 2: As the shareholders' general meeting (股東大會) is renamed as the shareholders' meeting (股東會), the chairman of the meeting (大會主席) is renamed as the chairman of the meeting (會議主席), and the audit committee of the board of directors shall perform the functions and powers of the board of supervisors, the relevant expressions involved are also adjusted accordingly, and will not be explained separately.

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING

Existing Article	Amended Article
Rules of Procedures of Shareholders' General Meeting of China CITIC Financial Asset Management Co., Ltd.	Rules of Procedures of the Shareholders' ~~General~~ Meeting of China CITIC Financial Asset Management Co., Ltd.
Article 1 To safeguard our Shareholders' legitimate rights to the exercise of power, to ensure the efficient and standard operations and scientific decision-making of the shareholders' general meetings and to perfect our corporate governance structure, the Company has formulated these rules in accordance with the Company Law of the People's Republic of China (the "Company Law"), the State Council's Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Regulations on Financial Asset Management Companies, the Measures for Regulation of Financial Asset Management Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and relevant laws, regulations and regulatory documents as well as the Articles of Association of China CITIC Financial Asset Management Co., Ltd. (the "Articles of Association") and based on our actual situations.	**Article 1** To safeguard our Shareholders' legitimate rights to the exercise of power, to ensure the efficient and standard operations and scientific decision-making of the shareholders' ~~general~~ meetings and to perfect our corporate governance structure, the Company has formulated these rules in accordance with the Company Law of the People's Republic of China (the "Company Law"), ~~the State Council's Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas,~~ the Regulations on Financial Asset Management Companies, the Measures for Regulation of Financial Asset Management Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and relevant laws, regulations and regulatory documents as well as the Articles of Association of China CITIC Financial Asset Management Co., Ltd. (the "Articles of Association") and based on our actual situations.
Article 2 These rules shall apply to the shareholders' general meeting of the Company and shall be binding on the Company, all shareholders, proxy(ies) of shareholders, directors, supervisors, senior management members and other relevant personnel attending the shareholders' general meeting.	**Article 2** These rules shall apply to the shareholders' ~~general~~ meeting of the Company and shall be binding on the Company, all shareholders, proxy(ies) of shareholders, directors, ~~supervisors,~~ senior management members and other relevant personnel attending the shareholders' ~~general~~ meeting.
Article 7 The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws: (1) to decide the Company's operation policies and annual investment plans;	**Article 7** The shareholders' ~~general~~ meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws: ~~(1) to decide the Company's operation policies and annual investment plans;~~

Existing Article	Amended Article
(2) to elect and replace the directors and supervisors who are not representative of the employees of the Company, and to determine the emoluments of directors and supervisors;	(~~2~~1) to elect and replace the directors ~~and supervisors~~ who are not representative of the employees of the Company, and to determine the emoluments of directors ~~and supervisors~~;
(3) to consider and approve the reports of the board of directors;	(~~3~~2) to consider and approve the reports of the board of directors;
(4) to consider and approve the reports of the board of supervisors;	~~(4) to consider and approve the reports of the board of supervisors;~~
(5) to consider and approve the annual budget and final accounts of the Company;	(~~5~~3) to consider and approve the annual budget and final accounts of the Company;
(6) to consider and approve the Company's profit distribution plan and loss recovery plan;	(~~6~~4) to consider and approve the Company's profit distribution plan and loss recovery plan;
(7) to consider and approve any motion raised by shareholder(s) individually or jointly holding more than 3% of the issued shares of the Company with voting rights (the "Proposing Shareholders");	(~~7~~5) to consider and approve any motion raised by shareholder(s) individually or jointly holding more than ~~3~~1% of the issued shares of the Company with voting rights (the "Proposing Shareholders");
(8) to resolve on any increase or decrease in the Company's registered capital;	(~~8~~6) to resolve on any increase or decrease in the Company's registered capital;
(9) to resolve on the issuance of corporate bonds, any class of shares, warrants or other marketable securities of the Company and their listing;	(~~9~~7) to resolve on the issuance of corporate bonds, any class of shares, warrants or other marketable securities of the Company and their listing;
(10) to resolve on matters related to merger, division, dissolution, liquidation of the Company or change of organization of the Company;	(~~10~~8) to resolve on matters related to merger, division, dissolution, liquidation of the Company or change of organization of the Company;
(11) to amend the Articles of Association, the rules of procedures of shareholders' general meeting, and meetings of the board of directors and the board of supervisors;	(~~11~~9) to amend the Articles of Association, the rules of procedures of shareholders' ~~general~~ meeting, and meetings of the board of directors ~~and the board of supervisors~~;
(12) to decide the engagement, dismissal or replacement of accounting firms responsible for regular statutory audits of the financial reports of the Company;	(1~~2~~0) to decide the engagement, dismissal or replacement of accounting firms responsible for regular statutory audits of the financial reports of the Company;

Existing Article	Amended Article
(13) to resolve on matters related to repurchase of shares of the Company under circumstances (1), (2) in paragraph 1 under Article 28 of the Articles of Association;	(13~~1~~) to resolve on matters related to repurchase of shares of the Company under circumstances (1), (2) in paragraph 1 under Article 28 of the Articles of Association;
(14) to consider and approve major investment and disposal of equity and debentures, financing, pledges, mortgage and guarantee of assets, purchase and disposal of fixed assets, disposal of debt-to-equity assets, write-off of assets, major decisions of legal corporations and donations of the Company;	(14~~2~~) to consider and approve major investment and disposal of equity and debentures, financing, pledges, mortgage and guarantee of assets, purchase and disposal of fixed assets, disposal of debt-to-equity assets, write-off of assets, major decisions of legal corporations and donations of the Company;
(15) to consider and approve matters in relation to the change of use of funds raised;	(15~~3~~) to consider and approve matters in relation to the change of use of funds raised;
(16) to consider and approve share incentive scheme;	~~(16) to consider and approve share incentive scheme;~~
(17) to consider and approve any purchase, disposal of major assets or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a period of a year;	(17~~4~~) to consider and approve any purchase, disposal of major assets or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within ~~a period of~~ a year;
(18) to consider and approve related party transactions required to be approved by shareholders' general meeting under the law, regulations, regulatory documents, the securities regulatory authorities of the place where the Company's shares are listed and the Articles of Association;	(18~~5~~) to consider and approve related party transactions required to be approved by shareholders' ~~general~~ meeting under the law, regulations, regulatory documents, the securities regulatory authorities of the place where the Company's shares are listed and the Articles of Association;
(19) to consider and approve the liability insurance of directors and supervisors;	(19~~6~~) to consider and approve the liability insurance of directors~~ and supervisors~~;
(20) to consider and approve all other matters which are required to be determined by shareholders' general meeting under the laws, regulations, regulatory documents, applicable requirements of the securities regulatory authorities of the place where the Company's shares are listed and the Articles of Association.	(~~20~~17) to consider and approve all other matters which are required to be determined by shareholders' ~~general~~ meeting under the laws, regulations, regulatory documents, applicable requirements of the securities regulatory authorities of the place where the Company's shares are listed and the Articles of Association.

Existing Article	Amended Article
The above matters are in the scope of authority of the shareholders' general meeting and shall be considered and approved by the shareholders' general meetings. However, the shareholders' general meeting may delegate power to the board of directors to decide on such matters under necessary, reasonable and lawful circumstances.	The above matters are in the scope of authority of the shareholders' ~~general~~ meeting and shall be considered and approved by the shareholders' ~~general~~ meetings. However, the shareholders' ~~general~~ meeting may delegate power to the board of directors to decide on such matters under necessary, reasonable and lawful circumstances.
Article 11 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events: (1) the number of directors is less than two-thirds of the total number of directors determined by shareholders' general meeting or lower than a quorum; (2) the uncovered losses of the Company are equal to or more than one-third of the total share capital of the Company; (3) shareholder(s) individually or jointly holding more than 10% of the shares with voting rights of the Company (the "Requisitioning Shareholders") demand to convene the meeting in writing; (4) the board of directors considers necessary to convene the meeting; (5) the board of supervisors proposes to convene the meeting; (6) any other circumstances as stipulated by the laws, regulations, regulatory documents, the Articles of Association and these rules. The shareholding mentioned in item (3) above shall be determined as of the close of the date or, if it falls on a non-trading date, the previous trading date, on which such shareholders demand to convene the meeting in writing.	**Article 11** An extraordinary ~~general~~ shareholders' meeting shall be convened within two months from the date of occurrence of any of the following events: (1) the number of directors is less than two-thirds of the total number of directors determined by shareholders' ~~general~~ meeting or lower than a quorum; (2) the uncovered losses of the Company are equal to or more than one-third of the total share capital of the Company; (3) shareholder(s) individually or jointly holding more than 10% of the shares with voting rights of the Company (the "Requisitioning Shareholders") demand to convene the meeting in writing; (4) the board of directors considers necessary to convene the meeting; (5) the ~~board of supervisors~~ audit committee proposes to convene the meeting; (6) any other circumstances as stipulated by the laws, regulations, regulatory documents, the Articles of Association and these rules. The shareholding mentioned in item (3) above shall be determined as of the close of the date or, if it falls on a non-trading date, the previous trading date, on which such shareholders demand to convene the meeting in writing.

Existing Article	Amended Article
Article 13 The annual general meeting and the extraordinary general meeting at the request of the shareholders or the board of supervisors shall be held on site; the extraordinary general meeting shall be held on site when considering the matters specified in items (2), (6) to (17) of Article 7 of these rules. Except for the aforementioned circumstances requiring onsite meetings, the extraordinary general meeting may be held on off site. For meeting held in written form, proposals may be resolved through submitting for consideration or circulation for consideration, shareholders shall write down their opinions of consent, dissent, or abstention on the resolution.	**Article 13** The annual ~~general~~ shareholders' meeting and the extraordinary ~~general~~ shareholders' meeting at the request of the shareholders or the ~~board of supervisors~~ audit committee shall be held by on site; the extraordinary ~~general~~ shareholders' meeting shall be held by onsite meeting when considering the matters specified in items (~~2~~1), (~~6~~4) to (1~~7~~4) of Article 7 of these rules. Except for the aforementioned circumstances requiring onsite meetings, the extraordinary ~~general~~ shareholders' meeting may be held on off site. For meeting held in written form, proposals may be resolved through submitting for consideration or circulation for consideration, shareholders shall write down their opinions of consent, dissent, or abstention on the resolution.
Article 14 When the Company convenes a shareholders' general meeting, the Proposing Shareholders, the board of directors, the board of supervisors, more than half of the independent directors (at least two) shall have the right to submit proposals to the Company in writing. The Company shall include the proposals in the agenda of such meeting if the subject matters of the proposals are within the scope of authority of the shareholders' general meeting.	**Article 14** When the Company convenes a shareholders' ~~general~~ meeting, the Proposing Shareholders, the board of directors, the ~~board of supervisors~~ audit committee, more than half of the independent directors (at least two) shall have the right to submit proposals to the Company in writing. The Company shall include the proposals in the agenda of such meeting if the subject matters of the proposals are within the scope of authority of the shareholders' ~~general~~ meeting.
Article 15 Proposing Shareholders shall have the right to submit additional proposals in writing ten days before the shareholders' general meeting to the convener of such meeting. The convener shall issue supplemental notice within two days upon receiving such proposals to notify shareholders of the additional proposals. Unless otherwise stipulated in the Articles of Association and these rules, the board of directors shall incorporate the matters falling within the scope of authority of the shareholders' general meeting into the agenda of such meeting for the consideration.	**Article 15** Proposing Shareholders shall have the right to submit additional proposals in writing ten days before the shareholders' ~~general~~ meeting to the convener of such meeting. The convener shall issue supplemental notice within two days upon receiving such proposals to notify shareholders of the additional proposals. Unless otherwise stipulated in the Articles of Association and these rules, the board of directors shall incorporate the matters falling within the scope of authority of the shareholders' ~~general~~ meeting into the agenda of such meeting for the consideration. However, this shall not apply if the additional proposals violate laws, administrative regulations, relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed, or the provisions of the Articles of Association, or if it falls beyond the scope of authority of the shareholders' meeting.

Existing Article	Amended Article
Except for the circumstances prescribed in the preceding paragraph, the convener shall not change the proposals in the notice of the general meeting or add new proposals after sending the notice of the shareholders' general meeting. If the proposal is not included in the notice of the shareholders' general meeting or supplemental notice or does not comply with the provisions of Articles 14, 15 and 17 of these rules, the shareholders' general meeting shall not vote and make a resolution therefor. Proposing Shareholders shall have the right to make inquiries to the shareholders' general meeting, and the board of directors and the board of supervisors shall assign relevant directors, supervisors or senior management members of the Company to attend the shareholders' general meeting to accept the inquisition as required by the shareholders.	Except for the circumstances prescribed in the preceding paragraph, the convener shall not change the proposals in the notice of the ~~general~~ shareholders' meeting or add new proposals after sending the notice of the shareholders' ~~general~~ meeting. If the proposal is not included in the notice of the shareholders' ~~general~~ meeting or supplemental notice or does not comply with the provisions of Articles 14, 15 and 17 of these rules, the shareholders' ~~general~~ meeting shall not vote and make a resolution therefor. Proposing Shareholders shall have the right to make inquiries to the shareholders' ~~general~~ meeting, and the board of directors ~~and the board of supervisors~~ shall assign relevant directors, ~~supervisors~~ or senior management members of the Company to attend the shareholders' ~~general~~ meeting to accept the inquisition as required by the shareholders.
Article 18 A shareholders' general meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. Where the chairman is unable or fails to his/her duties, the vice chairman shall preside over the meeting. Where the vice chairman is unable or fails to perform his/her duties, one director jointly nominated by a majority of the directors shall preside over the meeting. Where the board of directors is unable or fails to perform its duty to convene a shareholders' general meeting, the board of supervisors shall convene and preside over the meeting in a timely manner. Where the board of supervisors fails to convene and preside over the meeting, the shareholders who individually or collectively hold more than 10% of the Company's shares with voting rights for not less than 90 consecutive days (the "Convening Shareholders") may convene and preside over the meeting.	**Article 18** A shareholders' ~~general~~ meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. Where the chairman is unable or fails to his/her duties, the vice chairman shall preside over the meeting. Where the vice chairman is unable or fails to perform his/her duties, one director jointly nominated by ~~a majority~~ more than half of the directors shall preside over the meeting. Where the board of directors is unable or fails to perform its duty to convene a shareholders' ~~general~~ meeting, the ~~board of supervisors~~ audit committee shall convene and preside over the meeting in a timely manner. Where the ~~board of supervisors~~ audit committee fails to convene and preside over the meeting, the shareholders who individually or collectively hold more than 10% of the Company's shares with voting rights for not less than 90 consecutive days (the "Convening Shareholders") may convene and preside over the meeting.

Existing Article	Amended Article
Article 19 The board of supervisors may propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall reply in writing as to whether or not it agrees to convene such extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and provisions of the Articles of Association. If the board of directors agrees to convene an extraordinary general meeting, a notice of such meeting shall be issued within five days after a relevant resolution of the board of directors is passed. Approval of the board of supervisors shall be sought if the proposal in the notice is different from the original proposal. If the board of directors does not agree to convene an extraordinary general meeting, or fails to reply within 10 days upon receipt of the proposal, the board of directors shall be deemed to be unable, or to fail, to perform its duty to convene a shareholders' general meeting, and the board of supervisors may convene and preside over the shareholders' general meeting. In case a meeting is convened by the board of supervisors, it shall be 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 a majority of the supervisors shall preside over the meeting.	**Article 19** The ~~board of supervisors~~ audit committee may propose to the board of directors to convene an extraordinary ~~general~~ shareholders' meeting in writing. The board of directors shall reply in writing as to whether or not it agrees to convene such extraordinary ~~general~~ shareholders' meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and provisions of the Articles of Association. If the board of directors agrees to convene an extraordinary ~~general~~ shareholders' meeting, a notice of such meeting shall be issued within five days after a relevant resolution of the board of directors is passed. Approval of the ~~board of supervisors~~ audit committee shall be sought if the proposal in the notice is different from the original proposal. If the board of directors does not agree to convene an extraordinary ~~general~~ shareholders' meeting, or fails to reply within 10 days upon receipt of the proposal, the board of directors shall be deemed to be unable, or to fail, to perform its duty to convene a shareholders' ~~general~~ meeting, and the ~~board of supervisors~~ audit committee may convene and preside over the shareholders' ~~general~~ meeting. In case a meeting is convened by the ~~board of supervisors~~ audit committee, it shall be presided over by the chairman of the ~~board of supervisors~~ audit committee. If the chairman of the ~~board of supervisors~~ audit committee is unable or fails to perform his/her duties, a ~~supervisor~~ member of the audit committee elected by more than half ~~a majority~~ of the ~~supervisors~~ members of the audit committee shall preside over the meeting.

Existing Article	Amended Article
Article 21 If the Proposing Shareholders propose to convene an extraordinary general meeting or class meetings, the following provisions shall apply: (1) Proposing Shareholders may propose to the board of directors to convene an extraordinary general meeting or class meeting by signing one written proposal or more than one in duplicate. The board of directors shall reply in writing as to whether or not it agrees to convene such extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, regulations and the Articles of Association. (2) If the board of directors agrees to convene an extraordinary general meeting or class meeting, a notice of such meeting shall be issued within five days after a relevant resolution of the board of directors is passed. Approval of the Proposing Shareholders must be sought if the proposal in the notice is different from the original proposal. (3) If the board of directors does not agree to convene an extraordinary general meeting or class meeting, or fails to reply within 10 days upon receipt of the proposal, the Proposing Shareholders may propose to the board of supervisors to convene an extraordinary general meeting in writing. (4) If the board of supervisors agrees to convene an extraordinary general meeting, a notice of such meeting shall be issued within 5 days upon receipt of the proposal. Approval of the Proposing Shareholders must be sought if the proposal in the notice is different from the original proposal.	**Article 21** If the Proposing Shareholders propose to convene an extraordinary ~~general~~ shareholders' meeting or class meetings, the following provisions shall apply: (1) Proposing Shareholders may propose to the board of directors to convene an extraordinary ~~general~~ shareholders' meeting or class meeting by signing one written proposal or more than one in duplicate. The board of directors shall reply in writing as to whether or not it agrees to convene such extraordinary ~~general~~ shareholders' meeting within 10 days upon receipt of the proposal in accordance with the laws, regulations and the Articles of Association. (2) If the board of directors agrees to convene an extraordinary ~~general~~ shareholders' meeting or class meeting, a notice of such meeting shall be issued within five days after a relevant resolution of the board of directors is passed. Approval of the Proposing Shareholders must be sought if the proposal in the notice is different from the original proposal. (3) If the board of directors does not agree to convene an extraordinary ~~general~~ shareholders' meeting or class meeting, or fails to reply within 10 days upon receipt of the proposal, the Proposing Shareholders may propose to the ~~board of supervisors~~ audit committee to convene an extraordinary ~~general~~ shareholders' meeting in writing. (4) If the ~~board of supervisors~~ audit committee agrees to convene an extraordinary ~~general~~ shareholders' meeting, a notice of such meeting shall be issued within 5 days upon receipt of the proposal. Approval of the Proposing Shareholders must be sought if the proposal in the notice is different from the original proposal.

Existing Article	Amended Article
(5) If the board of supervisors does not issue the notice of such meeting within the prescribed period, it shall be deemed that the shareholders' general meeting will not be convened and presided over by the board of supervisors, and the Convening Shareholders may have the discretion to convene and preside over the meeting.	(5) If the ~~board of supervisors~~ audit committee does not issue the notice of such meeting within the prescribed period, it shall be deemed that the shareholders' ~~general~~ meeting will not be convened and presided over by the ~~board of supervisors~~ audit committee, and the Convening Shareholders may have the discretion to convene and preside over the meeting.
Article 22 The board of supervisors or the Convening Shareholders shall notify the board of directors in writing if they decide to convene the shareholders' general meeting. Where the Convening Shareholders convene the shareholders' general meeting, the shareholding of the Convening Shareholders prior to announcement of the resolution of the shareholders' general meeting shall not be less than 10% of the shares with voting rights of the Company.	**Article 22** The ~~board of supervisors~~ audit committee or the Convening Shareholders shall notify the board of directors in writing if they decide to convene the shareholders' ~~general~~ meeting. Where the Convening Shareholders convene the shareholders' ~~general~~ meeting, the shareholding of the Convening Shareholders prior to announcement of the resolution of the shareholders' ~~general~~ meeting shall not be less than 10% of the shares with voting rights of the Company.
Article 23 If the board of supervisors or the Convening Shareholders decide to convene the shareholders' general meeting, the board of directors and the board secretary shall cooperate and the board of directors shall provide the register of members as at the record date.	**Article 23** If the ~~board of supervisors~~ audit committee or the Convening Shareholders decide to convene the shareholders' ~~general~~ meeting, the board of directors and the board secretary shall cooperate and the board of directors shall provide the register of members as at the record date.
Article 24 Necessary costs incurred for the shareholders' general meetings convened by the board of supervisors or Convening Shareholders shall be borne by the Company.	**Article 24** Necessary costs incurred for the shareholders' ~~general~~ meetings convened by the ~~board of supervisors~~ audit committee or Convening Shareholders shall be borne by the Company.
Article 25 When the Company is to convene a shareholders' annual general meeting, all shareholders shall be notified of the time and place of the meeting and matters to be considered 20 working days before the meeting; when the Company is to convene an extraordinary general meeting, each shareholder shall be notified of the time and place of the meeting and the matters to be considered 10 working days or 15 days (whichever is longer) before the meeting.	**Article 25** When the Company is to convene a shareholders' annual ~~general~~ meeting, all shareholders shall be notified of the time and place of the meeting and matters to be considered 20 ~~working~~ days before the meeting; when the Company is to convene an extraordinary ~~general~~ shareholders' meeting, each shareholder shall be notified of the time and place of the meeting and the matters to be considered ~~10 working days or~~ 15 days ~~(whichever is longer)~~ before the meeting. Where laws, regulations, or the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Existing Article	Amended Article
Article 28 A notice of shareholders' general meeting shall meet the following requirements:	**Article 28** A notice of shareholders' ~~general~~ meeting shall meet the following requirements:
(1) it shall be in written form;	(1) it shall be in written form;
(2) it shall specify the place, date and time of the meeting;	(2) it shall specify the place, date and time of the meeting;
(3) it shall disclose the matters and all resolutions to be considered at the meeting. Proposed changes to any resolution passed at previous shareholders' general meeting shall be disclosed in full rather than disclosing the changes only;	(3) it shall disclose the matters and all resolutions to be considered at the meeting. Proposed changes to any resolution passed at previous shareholders' ~~general~~ meeting shall be disclosed in full rather than disclosing the changes only;
(4) it shall provide shareholders with all necessary information and explanation in connection with the matters to be discussed for them to make informed decisions. Such information and explanation shall include (but not be limited to) the conditions and contracts (if any) of the proposed transactions and the reasons and effects, if the Company proposes to merge, repurchase its shares, restructure share capital or undergo other reorganization;	~~(4) it shall provide shareholders with all necessary information and explanation in connection with the matters to be discussed for them to make informed decisions. Such information and explanation shall include (but not be limited to) the conditions and contracts (if any) of the proposed transactions and the reasons and effects, if the Company proposes to merge, repurchase its shares, restructure share capital or undergo other reorganization;~~
(5) if any director, supervisor, president and other senior management members have material interests in the matters to be discussed, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such director, supervisor, president and other senior management in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be disclosed;	~~(5) if any director, supervisor, president and other senior management members have material interests in the matters to be discussed, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such director, supervisor, president and other senior management in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be disclosed;~~
(6) it shall set out the full text of any special resolution proposed to be passed at the meeting;	~~(6) it shall set out the full text of any special resolution proposed to be passed at the meeting;~~

Existing Article	Amended Article
(7) it shall contain an explicit written statement that a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his/her/its behalf and that such proxies need not be shareholders of the Company; (8) it shall provide the name and telephone number of the contact person for enquiry of shareholders' meetings; (9) it shall specify the date and place for the delivery of the proxy forms for the meeting; (10) it shall specify the date of registration of shares for shareholders who are entitled to attend the general meeting; (11) it shall set out the time and procedure of voting through internet or by other means if the shareholders' general meeting is convened through internet or by other means.	(~~7~~4) it shall contain an explicit written statement that all ordinary shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend the meeting and participate in voting ~~a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his/her/its behalf~~ and that such proxy need not be a shareholder~~s~~ of the Company; (~~8~~5) it shall provide the name and telephone number of the contact person for enquiry of shareholders' meetings; ~~(9) it shall specify the date and place for the delivery of the proxy forms for the meeting;~~ (~~10~~6) it shall specify the date of registration of shares for shareholders who are entitled to attend the shareholders' ~~general~~ meeting; (~~11~~7) it shall set out the time and procedure of voting through internet or by other means if the shareholders' ~~general~~ meeting is convened through internet or by other means; (8) other content required by laws, administrative regulations, and relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed.
Article 29 Notice of shareholders' general meeting shall be served to shareholders (whether or not entitled to vote at the shareholders' general meeting) by hand or by prepaid mail to their addresses as shown in the register of members. For holders of domestic shares of the Company, notice of the meeting may be issued by way of announcement.	**Article 29** Subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed, n~~N~~otice of shareholders' ~~general~~ meeting shall be served to shareholders (whether or not entitled to vote at the shareholders' ~~general~~ meeting) by way of announcement or other methods specified in Article 270 of the Articles of Association ~~by hand or by prepaid mail to their addresses as shown in the register of members. For holders of domestic shares of the Company, notice of the meeting may be issued by way of announcement~~.

Existing Article	Amended Article
The announcement aforementioned in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. After the announcement, the holders of domestic shares of the Company shall be deemed to have received the notice of the shareholders' general meeting. For holders of overseas listed shares, subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed, the notice of a general meeting may be published on the websites of the Company and The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") instead of delivery by hand or prepaid mail. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.	~~The announcement aforementioned in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council.~~ After the announcement, all shareholders ~~holders of domestic shares~~ of the Company shall be deemed to have received the notice of the shareholders' ~~general~~ meeting. ~~For holders of overseas listed shares, subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed, the notice of a general meeting may be published on the websites of the Company and Hong Kong Stock Exchange instead of delivery by hand or prepaid mail.~~ ~~The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.~~
Article 41 A shareholders' general meeting convened by the board of directors shall be presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or does not perform his/her duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or does not perform his/her duties, a director jointly elected by more than half of the directors shall preside over the meeting. In case a meeting is convened by the board of supervisors, it shall be presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is incapable of performing or does not perform his/her duties, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.	**Article 41** A shareholders' ~~general~~ meeting convened by the board of directors shall be presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or does not perform his/her duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or does not perform his/her duties, a director jointly elected by more than half of the directors shall preside over the meeting. In case a meeting is convened by the ~~board of supervisors~~ audit committee, it shall be presided over by the chairman of the ~~board of supervisors~~ audit committee. If the chairman of the ~~board of supervisors~~ audit committee is incapable of performing or does not perform his/her duties, a ~~supervisor~~ member of the audit committee jointly elected by more than half of the ~~supervisors~~ members of the audit committee shall preside over the meeting.

Existing Article	Amended Article
A shareholders' general meeting convened by shareholders shall be presided over by a chairman elected by the Convening Shareholders, or an attending shareholder (or its proxy) who holds the largest number of shares if the Convening Shareholders fail to elect a chairman. In a shareholders' general meeting, where the chairman of the meeting violates the rules of procedures of the meeting such that the meeting cannot continue, a chairman may be elected by more than half of the attending shareholders to continue the shareholders' general meeting.	A shareholders' ~~general~~ meeting convened by shareholders shall be presided over by a chairman elected by the Convening Shareholders, or an attending shareholder (or its proxy) who holds the largest number of shares if the Convening Shareholders fail to elect a chairman. In a shareholders' ~~general~~ meeting, where the chairman of the meeting violates the rules of procedures of the meeting such that the meeting cannot continue, a chairman may be elected by more than half of the attending shareholders to continue the shareholders' ~~general~~ meeting.
Article 49 The nomination of directors and supervisors who are not representative of the employees shall be proposed to the shareholders' general meeting for voting by resolutions. 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.	**Article 49** The nomination of directors ~~and supervisors~~ who are not representative of the employees shall be proposed to the shareholders' ~~general~~ meeting for voting by resolutions. 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.
Article 50 Resolutions of shareholders' general meeting shall include ordinary resolutions and special resolutions. An ordinary resolution shall be passed by more than half of the voting rights held by the shareholders (including their proxies) present at the meeting. A special resolution shall be passed by not less than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting. The following matters shall be adopted by shareholders' general meeting by special resolution: (1) increase or decrease of the Company's registered capital; (2) merger, division, dissolution, liquidation or change of corporate form of the Company; (3) issuance and listing of corporate bonds, any class of shares, warrants or other marketable securities;	**Article 50** Resolutions of shareholders' ~~general~~ meeting shall include ordinary resolutions and special resolutions. An ordinary resolution shall be passed by more than half of the voting rights held by the shareholders (including their proxies) present at the meeting. A special resolution shall be passed by not less than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting. The following matters shall be adopted by shareholders' ~~general~~ meeting by special resolution: (1) increase or decrease of the Company's registered capital; (2) merger, division, dissolution, liquidation or change of corporate form of the Company; (3) issuance and listing of corporate bonds, any class of shares, warrants or other marketable securities;

Existing Article	Amended Article
(4) repurchase of the shares of the Company under circumstances (1), (2) in clause 1 under Article 28 of the Articles of Association; (5) amendments to the Articles of Association; (6) share incentive scheme; (7) purchase, disposal of major assets or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a year; (8) to consider and approve major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity assets, writing off of assets, major decisions of legal corporations and donations; (9) alteration of profit distribution policy; (10) other matters which shall be adopted by special resolutions in accordance with the laws, regulations, regulatory documents, the requirements of the securities regulatory authorities of the place where the Company's shares are listed or the Articles of Association, and matters which are significant to the Company and are determined by ordinary resolution of shareholders' general meeting to be adopted by special resolutions. All other matters requiring adoption at shareholders' general meeting shall be adopted by ordinary resolutions.	(4) repurchase of the shares of the Company under circumstances (1), (2) in clause 1 under Article 28 of the Articles of Association; (5) amendments to the Articles of Association; ~~(6) share incentive scheme;~~ (~~7~~6) purchase, disposal of major assets or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a year; (~~8~~7) to consider and approve major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity assets, writing off of assets, major decisions of legal corporations and donations; (~~9~~8) alteration of profit distribution policy; (~~10~~9) other matters which shall be adopted by special resolutions in accordance with the laws, regulations, regulatory documents, the requirements of the securities regulatory authorities of the place where the Company's shares are listed or the Articles of Association, and matters which are significant to the Company and are determined by ordinary resolution of shareholders' ~~general~~ meeting to be adopted by special resolutions. All other matters requiring adoption at shareholders' ~~general~~ meeting shall be adopted by ordinary resolutions.
Article 52 Before voting is conducted on a proposal at a shareholders' general meeting, the Company shall appoint the following persons to participate in counting the votes and supervising the counting process: (1) two shareholder representatives;	**Article 52** Before voting is conducted on a proposal at a shareholders' ~~general~~ meeting, the Company shall appoint the following persons to participate in counting the votes and supervising the counting process: (1) two shareholder representatives;

Existing Article	Amended Article
(2) one supervisor; (3) one or more of the Company's auditors, the share registration institution of the overseas listed shares listed in Hong Kong, or external accountants qualified to serve as the Company's auditor. Where the matters for consideration are associated with shareholders and supervisors, the relevant shareholders and supervisors shall not participate in counting the votes and supervising the counting process. When voting is conducted on a proposal at a shareholders' general meeting, the persons appointed in the first paragraph of this Article and lawyers shall jointly be responsible for counting the votes and supervising the counting process and shall announce the voting results on the spot. The voting results shall be recorded in the meeting minutes.	~~(2) one supervisor;~~ (~~3~~2) one or more of the Company's auditors, the share registration institution of the overseas listed shares listed in Hong Kong, or external accountants qualified to serve as the Company's auditor. Where the matters for consideration are associated with shareholders~~ and supervisors~~, the relevant shareholders ~~and supervisors~~ shall not participate in counting the votes and supervising the counting process. When voting is conducted on a proposal at a shareholders' ~~general~~ meeting, the persons appointed in the first paragraph of this Article and lawyers shall jointly be responsible for counting the votes and supervising the counting process and shall announce the voting results on the spot. The voting results shall be recorded in the meeting minutes.
Article 67 Class shareholders affected, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning items (2) to (8), (11) to (12) of Article 66, but interested shareholder(s) shall not be entitled to vote at class meetings. "Interested shareholder(s)" in prior provision shall have the following meaning: (1) if the Company has made a repurchase offer to all shareholders on pro rata basis or made a repurchase by means of public transaction at the stock exchange in accordance with Article 30 of the Articles of Association, "interested shareholder(s)" shall refer to the controlling shareholders as defined in Article 341 of the Articles of Association;	**Article 67** Class shareholders affected, whether or not otherwise having the right to vote at shareholders' ~~general~~ meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning items (2) to (8), (11) to (12) of Article 66, but interested shareholder(s) shall not be entitled to vote at class meetings. "Interested shareholder(s)" in prior provision shall have the following meaning: (1) if the Company has made a repurchase offer to all shareholders on pro rata basis or made a repurchase by means of public transaction at the stock exchange ~~in accordance with Article 30 of the Articles of Association~~, "interested shareholder(s)" shall refer to the controlling shareholders as defined in Article ~~341~~278 of the Articles of Association;

Existing Article	Amended Article
(2) if the Company has made a repurchase by means of agreement outside the stock exchange in accordance with Article 30 of the Articles of Association, "interested shareholder(s)" shall refer to the shareholders who are parties to such agreements; (3) in a restructuring plan of the Company, "interested shareholder(s)" refers to those shareholders who assume less responsibilities than other shareholders of the same class or those shareholders who enjoy interests different from other shareholders of the same class.	(2) if the Company has made a repurchase by means of agreement outside the stock exchange ~~in accordance with Article 30 of the Articles of Association~~, "interested shareholder(s)" shall refer to the shareholders who are parties to such agreements; (3) in a restructuring plan of the Company, "interested shareholder(s)" refers to those shareholders who assume less responsibilities than other shareholders of the same class or those shareholders who enjoy interests different from other shareholders of the same class.
Article 69 The Company shall give written notice 20 working days before the convening of the annual general meeting or 10 working days or 15 days (whichever is longer) before the convening of the extraordinary general meeting to notify all shareholders in the share register of such class of the matters to be considered, the date and the venue of the class meeting, depending on the defined notice period of the annual general meeting or the extraordinary general meeting involved in the class meeting.	**Article 69** The Company shall give written notice 20 ~~working~~ days before the convening of the annual ~~general~~ shareholders' meeting or ~~10 working days or~~ 15 days ~~(whichever is longer)~~ before the convening of the extraordinary ~~general~~ shareholders' meeting to notify all shareholders in the share register of such class of the matters to be considered, the date and the venue of the class meeting, depending on the defined notice period of the annual ~~general~~ shareholders' meeting or the extraordinary ~~general~~ shareholders' meeting involved in the class meeting. Where laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.
Article 75 The board of directors shall be responsible for organizing the implementation of the resolutions passed by the shareholders' general meeting, and shall assign the president to carry out the specific implementation according to the content of the resolutions and the division of responsibilities. Matters required to be implemented by the board of supervisors in the resolutions of the shareholders' general meeting shall be directly subject to implementation organized by the chairman of the board of supervisors.	**Article 75** The board of directors shall be responsible for organizing the implementation of the resolutions passed by the shareholders' ~~general~~ meeting, and shall assign the president to carry out the specific implementation according to the content of the resolutions and the division of responsibilities. ~~Matters required to be implemented by the board of supervisors in the resolutions of the shareholders' general meeting shall be directly subject to implementation organized by the chairman of the board of supervisors.~~

Existing Article	Amended Article
Article 76 The implementation of the resolutions shall be reported by the president to the board of directors, and subsequently by the board of directors to the shareholders' general meeting. For matters to be implemented by the board of supervisors, the board of supervisors shall report to the shareholders' general meeting, and may also inform the board of directors in advance when the board of supervisors deems necessary.	**Article 76** The implementation of the resolutions shall be reported by the president to the board of directors, and subsequently by the board of directors to the shareholders' ~~general~~ meeting. ~~For matters to be implemented by the board of supervisors, the board of supervisors shall report to the shareholders' general meeting, and may also inform the board of directors in advance when the board of supervisors deems necessary.~~

Note 1: As the shareholders' general meeting (股東大會) is renamed as the shareholders' meeting (股東會), the chairman of the meeting (大會主席) is renamed as the chairman of the meeting (會議主席), and the audit committee of the board of directors shall perform the functions and powers of the board of supervisors, the relevant expressions involved are also adjusted accordingly, and will not be explained separately.

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS

Existing Article	Amended Article
Article 1 To ensure that the board of directors exercises its powers in an independent, standardized and efficient manner in compliance with law, guarantee the efficient and standard operations and scientific decision-making of the board of directors, enhance the Company's governance structure, the Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the State Council's Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Regulations on Financial Asset Management Companies, the Measures for Regulation of Financial Asset Management Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and relevant laws, regulations and regulatory documents as well as the Articles of Association of China CITIC Financial Asset Management Co., Ltd. (the "Articles of Association") and based on our actual situations.	**Article 1** To ensure that the board of directors exercises its powers in an independent, standardized and efficient manner in compliance with law, guarantee the efficient and standard operations and scientific decision-making of the board of directors, enhance the Company's governance structure, the Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), ~~the State Council's Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas,~~ the Regulations on Financial Asset Management Companies, the Measures for Regulation of Financial Asset Management Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and relevant laws, regulations and regulatory documents as well as the Articles of Association of China CITIC Financial Asset Management Co., Ltd. (the "Articles of Association") and based on our actual situations.
Article 2 The board of directors established by the Company shall be accountable to the shareholders' general meeting. Board meetings are the primary form of deliberation for the board of directors. Attending board meetings in accordance with the Rules is the fundamental way in which directors discharge their duties.	**Article 2** The board of directors established by the Company shall be accountable to the shareholders' ~~general~~ meeting. Board meetings are the primary form of deliberation for the board of directors. Attending board meetings in accordance with the Rules is the fundamental way in which directors discharge their duties.

Existing Article	Amended Article
Article 3 The board of directors shall consist of seven to fifteen directors that can be divided into executive directors and non-executive directors. Executive directors refer to directors who take other senior management positions in the Company other than that of directors. Non-executive directors refer to directors who do not hold any position other than a position of director in the Company, and do not assume the duties of senior management. Non-executive directors include independent directors. One-third or more (and at least three) members of the board of directors shall be independent directors. The number of directors shall be determined by the shareholders' general meeting.	**Article 3** The board of directors shall consist of seven to fifteen directors that can be divided into executive directors and non-executive directors. Executive directors refer to directors who take other senior management positions in the Company other than that of directors. Non-executive directors refer to directors who do not hold any position other than a position of director in the Company, and do not assume the duties of senior management. Non-executive directors include independent directors. One-third or more (and at least three) members of the board of directors shall be independent directors. The number of directors shall be determined by the shareholders' ~~general~~ meeting. The board of directors shall include one employee director, who shall be democratically elected by the Company's employees through the employee representative congress, the employee general meeting, or other forms.
Article 4 Directors shall be elected at the shareholders' general meeting. The term of office of a director is three years commencing from the date of taking office in accordance with the requirements of the Articles of Association to the expiration of the current session of the board of directors or the date to convene the annual general meeting of the final year of the term of his/her office. The director shall be eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected directors shall commence from the date of approval at the shareholders' general meeting. If the shareholders' general meeting failed to elect and generate a new session of the board of directors before the current session of the board of directors, the original directors shall continue to perform his/her duties as a director in accordance with the laws, regulations, regulatory documents and the Articles of Association.	**Article 4** ~~Directors shall be elected at the shareholders' general meeting.~~ The term of office of a director is three years commencing from the date of taking office in accordance with the requirements of the Articles of Association ~~to the expiration of the current session of the board of directors or the date to convene the annual general meeting of the final year of the term of his/her office~~. The director shall be eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected directors shall commence from the date of approval ~~at the shareholders' general meeting of the election~~. ~~If the shareholders' general meeting failed to elect and generate a new session of the board of directors before the current session of the board of directors, the original directors shall continue to perform his/her duties as a director in accordance with the laws, regulations, regulatory documents and the Articles of Association.~~

Existing Article	Amended Article
Article 8 Special committees including the strategic development committee, risk management committee, related party transactions committee, audit committee and nomination and remuneration committee are set up under the board of directors. The board of directors may set up other special committees and restructure the existing committees as necessary. Each special committee shall be accountable to the board of directors, provide professional opinions to the board of directors or make decisions on professional matters as authorized by the board of directors, and assist the board of directors to perform their duties. Each special committee shall consist of at least three members and all of its members shall be directors. The audit committee and the nomination and remuneration committee shall be chaired by an independent director. The strategic development committee shall be chaired by the chairman of the board of directors. The audit committee and the nomination and remuneration committee shall be chaired by an independent director. The chairmen of the audit committee, related party transactions committee and risk management committee shall work for no less than 25 working days for the Company each year.	**Article 8** Special committees including the strategic development committee, risk management committee, related party transactions committee, audit committee and nomination and remuneration committee are set up under the board of directors. The board of directors may set up other special committees and restructure the existing committees as necessary. Each special committee shall be accountable to the board of directors, provide professional opinions to the board of directors or make decisions on professional matters as authorized by the board of directors, and assist the board of directors to perform their duties. Each special committee shall consist of at least three members and all of its members shall be directors. ~~The audit committee and the nomination and remuneration committee shall be chaired by an independent director.~~ The strategic development committee shall be chaired by the chairman of the board of directors. The audit committee and the nomination and remuneration committee shall be chaired by an independent director. The chairman of the audit committee shall be served by a independent director who is also an accounting professional. The employee director may serve as a member of the audit committee. The chairmen of the audit committee, related party transactions committee and risk management committee shall work for no less than 2~~5~~0 working days for the Company each year.
Article 10 The board of directors shall perform the following duties: (1) to convene and report its work to the shareholders' general meeting; (2) to implement the resolutions of the shareholders' general meeting; (3) to determine and supervise the implementation of the operation plans, development strategies and investment proposals of the Company;	**Article 10** The board of directors shall perform the following duties: (1) to convene and report its work to the shareholders' ~~general~~ meeting; (2) to implement the resolutions of the shareholders' ~~general~~ meeting; (3) to determine and supervise the implementation of the operation plans, development strategies and investment proposals of the Company;

Existing Article	Amended Article
(4) to formulate capital plans;	(4) to formulate capital plans;
(5) to formulate annual financial budget and final account statement of the Company;	(5) to formulate annual financial budget and final account statement of the Company;
(6) to formulate profit distribution plan and plan for recovery of losses of the Company;	(6) to formulate profit distribution plan and plan for recovery of losses of the Company;
(7) to formulate proposals for increases or reductions of the registered capital of the Company;	(7) to formulate proposals for increases or reductions of the registered capital of the Company;
(8) to formulate plans for the merger, separation, changes of the form and dissolution of the Company;	(8) to formulate plans for the merger, separation, changes of the form and dissolution of the Company;
(9) to formulate proposals for the issue of corporate bonds, any types of shares, warrants or other marketable securities by the Company and the listing of the Company;	(9) to formulate proposals for the issue of corporate bonds, any types of shares, warrants or other marketable securities by the Company and the listing of the Company;
(10) to formulate plans for the repurchase of shares of the Company under the circumstances (1), (2) of the first paragraph under Article 28 of the Articles of Association;	(10) to formulate plans for the repurchase of shares of the Company under the circumstances (1), (2) of the first paragraph under Article 28 of the Articles of Association;
(11) to resolve on repurchase of shares of the Company under the circumstances (3), (5), (6) of the first paragraph under Article 28 of the Articles of Association;	(11) to resolve on repurchase of shares of the Company under the circumstances ~~(3), (5), (6)~~ (4) and (5) of the first paragraph under Article 28 of the Articles of Association;
(12) to formulate the amendments to the Articles of Association, the rules of procedures of the shareholders' general meeting and the rules of procedures of the board of directors;	(12) to formulate the amendments to the Articles of Association, the rules of procedures of the shareholders' ~~general~~ meeting and the rules of procedures of the board of directors;
(13) to consider and approve the terms of reference of the president;	(13) to consider and approve the terms of reference of the president;
(14) to appoint or remove the president of the Company and the secretary to the board of directors;	(14) to appoint or remove the president of the Company and the secretary to the board of directors;
(15) to appoint or remove vice president and other senior management members (excluding secretary to the board of directors) as nominated by the president;	(15) to appoint or remove vice president and other senior management members (excluding secretary to the board of directors) as nominated by the president;

Existing Article	Amended Article
(16) based on the proposal of shareholders individually or jointly holding 10% or above shares with voting rights of the Company, chairman of the board of directors and more than one-third of directors, to elect the chairman and members of the nomination and remuneration committee; based on the nomination of the nomination and remuneration committee, to elect the chairman (other than the chairman of the strategy and development committee) and members of other special committee of the board of directors;	(16) based on the proposal of shareholders individually or jointly holding 10% or above shares with voting rights of the Company, chairman of the board of directors and more than one-third of directors, to elect the chairman and members of the nomination and remuneration committee; based on the nomination of the nomination and remuneration committee, to elect the chairman (other than the chairman of the strategy and development committee) and members of other special committee of the board of directors;
(17) to propose the performance appraisal system and remuneration packages for directors to the shareholders' general meeting for approval;	(17) to propose the ~~performance appraisal system and~~ remuneration packages for directors to the shareholders' ~~general~~ meeting for approval;
(18) to determine the compensation, appraisal, incentive and punishment matters of the senior management members and director of the internal audit department of the Company;	(18) to determine the compensation, ~~appraisal,~~ incentive and punishment matters of the senior management members and director of the internal audit department of the Company;
(19) to formulate the basic management system of the Company; to determine the compliance and internal control policies of the Company and formulate systems in relation to the internal control and compliance management as well as internal audit of the Company;	(19) to formulate the basic management system of the Company; to determine the compliance and internal control policies of the Company and formulate systems in relation to the internal control and compliance management as well as internal audit of the Company; to review the remuneration system of the Company;
(20) to determine the structure of internal management departments of the Company;	(20) to determine the structure of internal management departments of the Company;
(21) to evaluate and improve the corporate governance of the Company on a regular basis;	(21) to evaluate and improve the corporate governance of the Company on a regular basis;
(22) to formulate equity incentive scheme;	~~(22) to formulate equity incentive scheme;~~

Existing Article	Amended Article
(23) to manage the matters in relation to the information disclosure and the management of investors' relations of the Company, including reviewing the Company's compliance with the Code of Corporate Governance of Appendix XIV to the Hong Kong Listing Rules and the disclosure in the Corporate Governance Report, and assume the ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of accounting and financial reports of the Company;	(2~~3~~2) to manage the matters in relation to the information disclosure and the management of investors' relations of the Company, including reviewing the Company's compliance with the Code of Corporate Governance of Appendix ~~XIV~~ C1 to the Hong Kong Listing Rules and the disclosure in the Corporate Governance Report, and assume the ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of accounting and financial reports of the Company;
(24) to propose the appointment, removal or termination of appointment of accounting firm to the shareholders' general meeting;	(2~~4~~3) to propose the appointment, removal or termination of appointment of accounting firm to the shareholders' ~~general~~ meeting;
(25) to consider and approve, or authorize the related party transactions management committee of the board of directors to approve, related party transactions, except for those which shall be considered and approved by the shareholders' general meeting in accordance with the laws;	(2~~5~~4) to consider and approve, or authorize the related party transactions ~~management~~ committee of the board of directors to approve, related party transactions, except for those which shall be considered and approved by the shareholders' ~~general~~ meeting in accordance with the laws;
(26) within the scope of authorization of a shareholders' general meeting, to consider and approve the investment and disposal of equity interests, investment and disposal of debentures, financing, pledges, mortgage and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity assets, writing off of assets, material decisions of legal corporations and external donations;	(2~~6~~5) within the scope of authorization of a shareholders' ~~general~~ meeting, to consider and approve the investment and disposal of equity interests, investment and disposal of debentures, financing, pledges, mortgage and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity assets, writing off of assets, material decisions of legal corporations and external donations;
(27) to consider and approve the proposals of each special committee of the Board;	(2~~7~~6) to consider and approve the proposals of each special committee of the Board;
(28) to consider the work report of the president to ensure that each Director obtains the information related to the fulfillment of his/her duties in accordance with the relevant regulatory requirement in a timely manner; to review the work of senior management members to monitor and ensure their effective performance of management duty;	(2~~8~~7) to consider the work report of the president to ensure that each Director obtains the information related to the fulfillment of his/her duties in accordance with the relevant regulatory requirement in a timely manner; to review the work of senior management members to monitor and ensure their effective performance of management duty;

Existing Article	Amended Article
(29) to consider execution and rectification of the regulatory suggestions from the banking regulators of the State Council to the Company;	(2~~9~~8) to consider execution and rectification of the regulatory suggestions from the banking regulators of the State Council to the Company;
(30) to review the structure of the first class Company Branches of the Company inside and outside the PRC;	(~~30~~29) to review the structure of the first class Company Branches of the Company inside and outside the PRC;
(31) to consider the responsibilities and insurance matters of senior management;	(3~~1~~0) to consider the responsibilities and insurance matters of senior management;
(32) to approve the Company's internal audit regulations, medium-to-long term audit plan, annual working plan and audit budget; to decide on the establishment of internal audit system, compensation for internal audit personnel, and the appointment and removal of the chief internal auditor;	(3~~2~~1) to approve the Company's internal audit regulations, medium-to-long term audit plan, annual working plan and audit budget; to decide on the establishment of internal audit system, ~~compensation for internal audit personnel,~~ and the appointment and removal of the chief internal auditor;
(33) to perform other duties as required by laws, regulations, regulatory documents, the requirements of the securities regulatory authority of the place where the shares of the Company are listed and the Articles of Association, and other matters as authorized by the shareholders' general meeting.	(3~~3~~2) to perform other duties as required by laws, regulations, regulatory documents, the requirements of the securities regulatory authority of the place where the shares of the Company are listed and the Articles of Association, and other matters as authorized by the shareholders' ~~general~~ meeting.
The above issues within the power of the board of directors shall be considered and decided by the board meetings but may be delegated to the chairman or the president for making decision thereon provided that it is necessary, reasonable and lawful. The matters for delegation shall be approved either by a majority or two-thirds of the directors if the matters are so provided under the Articles of Association.	The above issues within the power of the board of directors shall be considered and decided by the board meetings but may be delegated to the chairman or the president for making decision thereon provided that it is necessary, reasonable and lawful. The matters for delegation shall be approved either by a majority or two-thirds of the directors if the matters are so provided under the Articles of Association.
The content of the delegation by the board of directors shall be specific, and the terms and conditions of the delegation shall be determined in writing.	The content of the delegation by the board of directors shall be specific, and the terms and conditions of the delegation shall be determined in writing.

Existing Article	Amended Article
Article 14 Where the board of directors dismisses the president during his/her term of office, it shall promptly notify and give a written explanation to the board of supervisors.	~~**Article 14** Where the board of directors dismisses the president during his/her term of office, it shall promptly notify and give a written explanation to the board of supervisors.~~
Article 15 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 the functions and powers of the board of supervisors. The Company shall take measures to protect the directors' right to know, and ensure the information provided is adequate in a timely manner. In respect of any matters subject to the decisions of the board of directors, the Company shall notify all directors and provide relevant information in accordance with the requirements of the Rules. The Company shall also take measures to safeguard the right of directors to attend board meetings and provide directors with necessary support for the performance of their duties. The relevant personnel of the Company shall actively, and shall not reject to, cooperate with the directors in performing their duties, and shall not obstruct or interfere with the exercise of powers by directors or concealing information from directors.	**Article 15**~~4~~ ~~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 the functions and powers of the board of supervisors.~~ The Company shall take measures to protect the directors' right to know, and ensure the information provided is adequate in a timely manner. In respect of any matters subject to the decisions of the board of directors, the Company shall notify all directors and provide relevant information in accordance with the requirements of the Rules. The Company shall also take measures to safeguard the right of directors to attend board meetings and provide directors with necessary support for the performance of their duties. The relevant personnel of the Company shall actively, and shall not reject to, cooperate with the directors in performing their duties, and shall not obstruct or interfere with the exercise of powers by directors or concealing information from directors.
Article 22 Independent directors shall exercise the following functions and powers other than those granted by the Company Law and other relevant laws, administrative regulations, rules and the Articles of Association: (1) to approve material related party transactions prior to submission to the board of directors for discussion, before which independent directors may engage intermediaries to provide independent financial advisory reports for reference; (2) to propose to the board of directors to convene extraordinary general meetings;	**Article 2**~~2~~**1** Independent directors shall exercise the following functions and powers other than those granted by the Company Law and other relevant laws, administrative regulations, rules and the Articles of Association: (1) to independently engage an intermediary agency to conduct audits, provide consultations, or perform verifications on specific matters concerning the Company ~~approve material related party transactions prior to submission to the board of directors for discussion, before which independent directors may engage intermediaries to provide independent financial advisory reports for reference~~; (2) to propose to the board of directors to convene extraordinary ~~general~~ shareholders' meetings;

Existing Article	Amended Article
(3) to propose to convene board meetings; (4) to engage external auditors and consultants independently; (5) to propose to the board of directors to appoint or dismiss accounting firms; (6) to make a public proxy solicitation before a general meeting is held. The exercise of any of the functions and powers above by any independent director shall be approved by at least half (or at least two) of all the independent directors.	(3) to propose to convene board meetings; ~~(4) to engage external auditors and consultants independently;~~ ~~(5) to propose to the board of directors to appoint or dismiss accounting firms;~~ (~~6~~4) to make a public ~~proxy~~ solicitation ~~before a general meeting is held~~ for shareholder rights from shareholders in accordance with the laws; (5) to express independent opinions on matters that may harm the interests of the Company or its minority shareholders. The exercise of any of the functions and powers specified in items (1) to (3) above by any independent director shall be approved by at least half ~~(or at least two)~~ of all the independent directors.
Article 17 An independent director shall attain high professional level and have good reputation and shall satisfy the following criteria at the same time: (1) being qualified to serve as a director of a listed company pursuant to the laws, regulations, regulatory documents and requirements of the securities regulatory authorities of the place where the shares of the Company are listed; (2) having a degree of bachelor's level or above, or a senior title of a relevant profession; (3) being capable to fulfil his/her duties independently and not being affected by the Company's substantial shareholder, de facto controller or any other institution or individual who or which has a material interest in the Company; (4) having the basic knowledge in respect of the operation of a listed company and being familiar with the relevant laws, regulations, regulatory documents and rules;	**Article 1~~7~~6** An independent director shall attain high professional level and have good reputation and shall satisfy the following criteria at the same time: (1) being qualified to serve as a director of a listed company pursuant to the laws, regulations, regulatory documents and requirements of the securities regulatory authorities of the place where the shares of the Company are listed; (2) having a degree of bachelor's level or above, or a senior title of a relevant profession; (3) being capable to fulfil his/her duties independently and not being affected by the Company's substantial shareholder, de facto controller or any other institution or individual who or which has a material interest in the Company; (4) having the basic knowledge in respect of the operation of a listed company and being familiar with the relevant laws, regulations, regulatory documents and rules;

Existing Article	Amended Article
(5) having at least eight years of work experience in the areas of legal practice, economics, finance, accounting or any other experiences conducive for discharging the duties of an independent director; (6) being familiar with the laws and regulations governing the operation and management of financial enterprises; (7) being able to read, understand and analyze the business statistics statements and financial statements of financial asset management enterprises; (8) ensuring sufficient time and energy to effectively perform the duties and undertaking to duly perform the duty of good faith and diligence. At least one independent director of the Company shall have the proper professional qualification, or the accounting or financial management expertise that satisfies the regulatory requirements.	(5) ~~having at least eight years of work experience in the areas of legal practice, economics, finance, accounting or any other experiences conducive for discharging the duties of an independent director~~ having at least five years of relevant work experience in legal, accounting or economic fields necessary for fulfilling the duties of an independent director; (6) being familiar with the laws and regulations governing the operation and management of financial enterprises; (7) being able to read, understand and analyze the business statistics statements and financial statements of financial asset management enterprises; (8) ensuring sufficient time and energy to effectively perform the duties and undertaking to duly perform the duty of good faith and diligence~~.~~; (9) having good personal integrity and having no record of major dishonesty or other adverse conduct; (10) other conditions stipulated by laws, regulations, normative documents, the securities regulatory authority where the Company's shares are listed and the Articles of Association. At least one independent director of the Company shall have the proper professional qualification, or the accounting or financial management expertise that satisfies the regulatory requirements.
Article 23 Independent directors shall provide objective, fair and independent opinions on the matters discussed at board meetings or shareholders' general meetings, in particular the following matters: (1) material related party transactions; (2) profit distribution plans; (3) appointment and dismissal of senior management members;	**Article 23~~2~~2** Independent directors shall provide objective, fair and independent opinions on the matters discussed at board meetings or shareholders' ~~general~~ meetings, in particular the following matters: (1) material related party transactions; (2) profit distribution plans; (3) appointment and dismissal of senior management members;

Existing Article	Amended Article
(4) matters that may jeopardize the interests of minority shareholders in the opinion of independent directors; (5) matters that may cause significant loss to the Company in the opinion of independent directors; (6) appointment of external auditors; (7) nomination, appointment and removal of directors; (8) remuneration of directors and senior management members; (9) any other matters stipulated by laws, regulations, regulatory documents, the Articles of Association, the Rules, and the requirements of securities regulatory authorities of the place where the shares of the Company are listed. Independent directors shall explicitly state one of the following opinions regarding the aforementioned matters: (1) agree; (2) qualified opinion and its rationale; (3) dissenting opinion and its rationale; (4) inability to express an opinion and the obstacles involved.	(4) matters that may jeopardize the interests of minority shareholders in the opinion of independent directors; (5) matters that may cause significant loss to the Company in the opinion of independent directors; (6) ~~appointment of external auditors~~ appointment or dismissal of the accounting firm responsible for conducting the regular statutory audit of the Company's financial reports; (7) nomination, appointment and removal of directors; (8) remuneration of directors and senior management members; (9) any other matters stipulated by laws, regulations, regulatory documents, the Articles of Association, the Rules, and the requirements of securities regulatory authorities of the place where the shares of the Company are listed. Independent directors shall explicitly state one of the following opinions regarding the aforementioned matters: (1) agree; (2) qualified opinion and its rationale; (3) dissenting opinion and its rationale; (4) inability to express an opinion and the obstacles involved.

Existing Article	Amended Article
Article 28 If the board of directors or the board of supervisors proposes the dismissal of an independent director at a shareholders' general meeting, it shall send a written notice to the independent director concerned one month prior to the convening of the shareholders' general meeting. The independent director shall have the right to give his/her representations orally or in writing before voting, and shall have the right to submit his/her representations to the banking regulatory authority of the State Council five days prior to the convening of the shareholders' general meeting. Shareholders shall vote at the general meeting after considering the representations of such independent director. A proposal by the board of supervisors to remove an independent director shall be approved by a vote of more than two-thirds of all supervisors before it may be submitted to the shareholders' general meeting for consideration. Independent directors can explain the matter concerned to the board of supervisors, give representations and justify himself/herself before the dismissal is proposed.	**Article 2~~8~~7** If the board of directors ~~or the board of supervisors~~ proposes the dismissal of an independent director at a shareholders' ~~general~~ meeting, it shall send a written notice to the independent director concerned one month prior to the convening of the shareholders' ~~general~~ meeting. The independent director shall have the right to give his/her representations orally or in writing before voting, and shall have the right to submit his/her representations to the banking regulatory authority of the State Council five days prior to the convening of the shareholders' ~~general~~ meeting. Shareholders shall vote at the shareholders' ~~general~~ meeting after considering the representations of such independent director. ~~A proposal by the board of supervisors to remove an independent director shall be approved by a vote of more than two-thirds of all supervisors before it may be submitted to the shareholders' general meeting for consideration. Independent directors can explain the matter concerned to the board of supervisors, give representations and justify himself/herself before the dismissal is proposed.~~
Article 32 The chairman of the board of directors shall perform the following duties: …… The vice chairman assists the chairman in performing his/her duties. In the event that the chairman is unable to or fails to perform his/her duties, the vice chairman shall perform the duties. In the event that the vice chairman is unable to or fails to perform his/her duties, a director shall be elected by a majority of the directors to perform the duties.	**Article 3~~2~~1** The chairman of the board of directors shall perform the following duties: …… The vice chairman assists the chairman in performing his/her duties. In the event that the chairman is unable to or fails to perform his/her duties, the vice chairman shall perform the duties. In the event that the vice chairman is unable to or fails to perform his/her duties, a director shall be elected by ~~a majority~~ more than half of the directors to perform the duties.

Existing Article	Amended Article
Article 34 The strategic development committee shall perform the following duties:	**Article 3~~4~~3** The strategic development committee shall perform the following duties:
(1) to review the operational target and general strategic development plan of the Company and make recommendations to the Board; to assess factors which may affect the development strategy of the Company and its implementation and make recommendations on adjustment of the strategy to the board of directors in a timely manner based on the economic and financial conditions and market trends in the PRC and overseas;	(1) to review the operational target and general strategic development plan of the Company and make recommendations to the Board; to assess factors which may affect the development strategy of the Company and its implementation and make recommendations on adjustment of the strategy to the board of directors in a timely manner based on the economic and financial conditions and market trends in the PRC and overseas;
(2) to review the annual financial budget and final accounts of the Company and make recommendations thereon to the board of directors according to the development strategy;	(2) to review the annual financial budget and final accounts of the Company and make recommendations thereon to the board of directors according to the development strategy;
(3) to assess the overall development status of various businesses and make suggestions on adjustments of the strategic development plan to the board of directors in a timely manner;	(3) to assess the overall development status of various businesses and make suggestions on adjustments of the strategic development plan to the board of directors in a timely manner;
(4) to review the implementation of the business plan and investment plan of the Company and the strategic asset allocation and asset liability management objectives of the Company and make recommendations thereon to the board of directors;	(4) to review the implementation of the business plan and investment plan of the Company and the strategic asset allocation and asset liability management objectives of the Company and make recommendations thereon to the board of directors;
(5) to review major restructuring and adjustment proposals and make recommendations thereon to the board of directors;	(5) to review major restructuring and adjustment proposals and make recommendations thereon to the board of directors;
(6) to review material investment and financing plans and such other matters as the acquisition, disposal and write-off of assets and the provision of guarantees to external parties that are subject to the approval of the shareholders' general meeting and the board of directors, and make recommendations thereon to the board of directors;	(6) to review material investment and financing plans and such other matters as the acquisition, disposal and write-off of assets and the provision of guarantees to external parties that are subject to the approval of the shareholders' ~~general~~ meeting and the board of directors, and make recommendations thereon to the board of directors;

Existing Article	Amended Article
(7) to review those plans for the establishment of any legal entity and the merger with or acquisition of any entity which need to be approved by the shareholders' general meeting and the board of directors, and make recommendations thereon to the board of directors;	(7) to review those plans for the establishment of any legal entity and the merger with or acquisition of any entity which need to be approved by the shareholders' ~~general~~ meeting and the board of directors, and make recommendations thereon to the board of directors;
(8) to review the establishment and adjustment plan of the Company's internal functional departments and first level branch companies as well as other institutions directly under the control of the Company, and make recommendations thereon to the board of directors;	(8) to review the establishment and adjustment plan of the Company's internal functional departments and first level branch companies as well as other institutions directly under the control of the Company, and make recommendations thereon to the board of directors;
(9) to review information technology development and other special strategic development plans, and make recommendations thereon to the board of directors;	(9) to review information technology development and other special strategic development plans, and make recommendations thereon to the board of directors;
(10) to examine and assess corporate governance structure of the Company to ensure that the financial reports, risk management and internal controls are in compliance with corporate governance standards of the Company;	(10) to examine and assess corporate governance structure of the Company to ensure that the financial reports, risk management and internal controls are in compliance with corporate governance standards of the Company;
(11) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of the Articles of Association and other matters as authorized by the board of directors.	(11) to review the Company's capital adequacy management targets; to examine and oversee the implementation of capital planning; (12) to research the Company's policies, objectives, and significant matters regarding environment, society and governance; to review the Company's disclosures regarding environmental, social and governance; and make recommendations to the board of directors; (13) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of the Articles of Association and other matters as authorized by the board of directors.

Existing Article	Amended Article
Article 35 The risk management committee shall perform the following principal duties and permissions:	**Article 3~~5~~4** The risk management committee shall perform the following principal duties and permissions:
(1) to review the risk management framework system, the basic policies, procedures and management systems of risk management based on the overall strategy of the Company; to supervise the implementation and effectiveness of the risk strategy, risk management procedures and the internal control procedures, and make suggestions to the board of directors;	(1) to review the risk management framework system, the basic policies, procedures and management systems of risk management based on the overall strategy of the Company; to supervise the implementation and effectiveness of the risk strategy, risk management procedures and the internal control procedures, and make suggestions to the board of directors;
(2) to supervise the structure, ways of organization, working procedures and effect of the risk management department, and make suggestions to the board of directors;	(2) to supervise the structure, ways of organization, working procedures and effect of the risk management department, and make suggestions to the board of directors;
(3) to consider and discuss the risk capital distribution solution and the management target of capital adequacy ratios, review the clarification standards of assets and risks provision policies, and submit to the board of directors for consideration and approval; to review and supervise the implementation of the capital plan, making suggestions on the information disclosure of the capital adequacy ratios;	(3) to ~~consider and discuss the risk capital distribution solution and the management target of capital adequacy ratios,~~ review the clarification standards of assets and risks provision policies, and submit to the board of directors for consideration and approval; ~~to review and supervise the implementation of the capital plan, making suggestions on the information disclosure of the capital adequacy ratios;~~
(4) to consider and discuss the annual risk management target and the annual risk management plan submitted by the senior management, and implement the same after reporting to the board of directors and obtaining its approval, and also supervise its implementation; to review the duties, permissions and reporting systems of the senior management regarding risk and implement the same after reporting to the board of directors and obtaining its approval; to procure the senior management to take necessary steps to identify, assess, inspect and control risk; to monitor and assess the controlling situation of risk in relation to the credit, market and operation of senior management and their performance, and make suggestions to the board of directors;	(4) to consider and discuss the annual risk appetite statement ~~management target and the annual risk management plan~~ submitted by the senior management, and implement the same after reporting to the board of directors and obtaining its approval, and also supervise its implementation; to review the duties, permissions and reporting systems of the senior management regarding risk and implement the same after reporting to the board of directors and obtaining its approval; to procure the senior management to take necessary steps to identify, assess, inspect and control risk; to monitor and assess the controlling situation of risk in relation to the credit, market and operation of senior management and their performance, and make suggestions to the board of directors;

Existing Article	Amended Article
(5) to make suggestions regarding the perfection of the risk management and internal control of the Company from the perspective of the Company and an overall view; (6) to make assessment to the risk condition of the Company on a regular basis, and make suggestions to the board of directors; (7) to consider the material risk management matters or transaction projects that are out of the scope of authorization of the president and that are proposed by the president to this committee for consideration, and make suggestions to the board of directors; (8) to supervise the working condition of legal and compliance management; to consider the legal and compliance policies and relevant basic management system and make suggestions and submit the same to the board of directors for consideration and approval; to listen to and consider the implementation condition of the legal and compliance policies; (9) to perform other duties as required by laws, regulations, regulatory documents, the requirements of the securities regulatory authority of the place where the shares of the Company are listed and the Articles of Association, and other matters as authorized by the board of directors.	(5) to make suggestions regarding the perfection of the risk management and internal control of the Company from the perspective of the Company and an overall view; (6) to make assessment to the risk condition of the Company on a regular basis, and make suggestions to the board of directors; (7) to consider the material risk management matters or transaction projects that are out of the scope of authorization of the president and that are proposed by the president to this committee for consideration, and make suggestions to the board of directors; (8) to supervise the working condition of legal and compliance management; to consider the legal and compliance policies and relevant basic management system and make suggestions and submit the same to the board of directors for consideration and approval; to listen to and consider the implementation condition of the legal and compliance policies; (9) to perform other duties as required by laws, regulations, regulatory documents, the requirements of the securities regulatory authority of the place where the shares of the Company are listed and the Articles of Association, and other matters as authorized by the board of directors.
Article 37 All the members of the audit committee shall be non-executive directors. The majority of the audit committee shall be independent directors, at least one of which shall have the appropriate professional qualification or accounting or related financial management expertise. The audit committee shall perform the following major duties:	**Article 3~~7~~6** All the members of the audit committee shall be non-executive directors. The majority of the audit committee shall be independent directors, at least one of which shall have the appropriate professional qualification or accounting or related financial management expertise. The audit committee shall perform the following major duties:

Existing Article	Amended Article
(1) to supervise the internal control of the Company, the core business of the Company and the formulation and implementation of management procedures and systems of the Company, and to assess the compliance and validity of the Company's significant operating activities;	(1) to supervise the internal control of the Company, the core business of the Company and the formulation and implementation of management procedures and systems of the Company, and to assess the compliance and validity of the Company's significant operating activities;
(2) to supervise the financial information of the Company and its disclosure, the major financial policies of the Company and the implementation thereof, the financial operation of the Company, and to monitor the authenticity of financial reports and the effectiveness of the financial reporting procedures implemented by the management;	(2) to examine the Company's finances and supervise the financial information of the Company and its disclosure, the major financial policies of the Company and the implementation thereof, the financial operation of the Company, and to monitor the authenticity of financial reports and the effectiveness of the financial reporting procedures implemented by the management;
(3) to review the basic audit management procedures and rules, medium-to-long-term audit plans, annual work plans, internal audit system design, and make recommendations to the Board;	(3) to review the basic audit management procedures and rules, medium-to-long-term audit plans, annual work plans, internal audit system design, and make recommendations to the Board;
(4) to supervise and appraise the internal audit work of the Company, supervise the implementation of the Company's internal audit system, and appraise the working procedure and effectiveness of the internal audit department;	(4) to supervise and appraise the internal audit work of the Company, supervise the implementation of the Company's internal audit system, and appraise the working procedure and effectiveness of the internal audit department;
(5) to propose the appointment or replacement of the external auditor to the Board for consideration and approval, take appropriate measures to supervise the work of the external auditor, review the external auditor's reports, and ensure the final responsibility of the external auditor to the board of directors and the audit committee;	(5) to propose the appointment, dismissal or replacement of the external auditor to the Board for consideration and approval, be responsible for the implementation of specific matters, take appropriate measures to supervise the work of the external auditor, review the external auditor's reports, and ensure the final responsibility of the external auditor to the board of directors and the audit committee;
(6) to review annual audit reports and other specific opinions provided by the accounting firm, review audited financial and accounting reports, other financial and accounting reports and other disclosable financial information, to make judgments on the truthfulness, completeness and accuracy of the information contained in such audited financial reports and submit the same to the Board for consideration;	(6) to review annual audit reports and other specific opinions provided by the accounting firm, review audited financial and accounting reports, other financial and accounting reports and other disclosable financial information, to make judgments on the truthfulness, completeness and accuracy of the information contained in such audited financial reports and submit the same to the Board for consideration;

Existing Article	Amended Article
(7) to coordinate communication between the internal audit department and the external auditor; and (8) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of the Articles of Association and other matters as authorized by the board of directors.	(7) to coordinate communication between the internal audit department and the external auditor; and (8) to supervise the conduct of directors and senior management in the performance of their duties; to propose the removal of directors or senior management who violate laws, administrative regulations, the Articles of Association, or resolutions of the shareholders' meeting; (9) to require directors or senior management to rectify their conduct when such conduct harms the interests of the Company; (10) to propose convening extraordinary shareholders' meetings; to convene and preside over shareholders' meetings when the board of directors fails to fulfill its duties to convene and preside over such meetings; to submit proposals to shareholders' meetings; (11) to initiate legal proceedings against directors or senior management in accordance with relevant provisions of the Company Law; (12) to engage accounting firms, law firms, other intermediary institutions or professionals to assist in its work when deemed necessary; (13) to request directors or senior management to submit reports on the performance of their duties. Directors and senior management shall truthfully provide relevant information and materials to the committee and shall not obstruct the committee in exercising its powers; (14) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of the Articles of Association and other matters as authorized by the board of directors.

Existing Article	Amended Article
Article 38 The majority of the nomination and remuneration committee shall be independent directors. The nomination and remuneration committee shall perform the following major duties and permissions:	**Article 3~~8~~7** The majority of the nomination and remuneration committee shall be independent directors. The nomination and remuneration committee shall perform the following major duties and permissions:
(1) to review the strategic development plan of human resources and make recommendations thereon to the board of directors;	(1) to review the strategic development plan of human resources and make recommendations thereon to the board of directors;
(2) to provide recommendations to the board of directors regarding the candidates for directors, president and board secretary;	(2) to provide recommendations to the board of directors regarding the candidates for non-employee directors, president and board secretary;
(3) to formulate the procedures and criteria for the election and appointment of directors, chairmen and members of the board committees and senior management, and make recommendations thereon to the board of directors;	(3) to formulate the procedures and criteria for the election and appointment of directors, chairmen and members of the board committees and senior management, and make recommendations thereon to the board of directors;
(4) to conduct a preliminary review of the qualifications of candidates for directors and senior management, and make recommendations thereon to the board of directors;	(4) to conduct a preliminary review of the qualifications of candidates for directors and senior management, and make recommendations thereon to the board of directors;
(5) to nominate candidates for chairmen and members of the board committees (other than the chairman of the strategy and development committee);	(5) to nominate candidates for chairmen and members of the board committees (other than the chairman of the strategy and development committee);
(6) to formulate the appraisal method and remuneration packages of directors and appraise the performance and behavior of directors, report the same to the board of directors, and upon consent of the board of directors, submit the same to the shareholders' general meeting for approval;	(6) to formulate, review or amend the board diversity policy, and review the implementation and effectiveness of the board diversity policy;
(7) to formulate and review the appraisal method and remuneration packages of the senior management and the head of the internal audit department of the Company, appraise the performance and behavior of the senior management, and report the same to the board of directors for approval;	(7) to formulate the ~~appraisal method and~~ remuneration packages of directors ~~and appraise the performance and behavior of directors~~, report the same to the board of directors, and upon consent of the board of directors, submit the same to the shareholders' ~~general~~ meeting for approval;

Existing Article	Amended Article
(8) to review major human resources and remuneration policies and management systems submitted by the senior management to the board of directors or the shareholders' general meeting for approval and submit the same to the board of directors for approval, and to supervise the implementation thereof; and (9) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of the Articles of Association and other matters as authorized by the board of directors.	(~~7~~8) to formulate and review the ~~appraisal method and remuneration packages~~ remuneration, award and punishment of the senior management and the head of the internal audit department of the Company~~;~~ ~~appraise the performance and behavior of the senior management~~, and report the same to the board of directors for approval; (~~8~~9) to review major human resources and remuneration policies and management systems submitted by the senior management to the board of directors or the shareholders' ~~general~~ meeting for approval and submit the same to the board of directors for approval, and to supervise the implementation thereof; and (~~9~~10) to perform such other duties as are stipulated by laws, regulations, regulatory documents, administrative regulations of the securities regulatory authorities of the place(s) where the shares of the Company are listed and the requirements of the Articles of Association and other matters as authorized by the board of directors.
Article 43 The position of board secretary shall be held by a designated person. A director or a senior management member of the Company may hold the office of board secretary, provided he/she is competent and has enough time to perform the duties concurrently. None of the president, supervisors, chief financial officer and the accountant(s) of the accounting firm engaged by the Company and those who are prohibited by the laws, regulations, rules and other regulatory documents from acting as board secretary shall act as board secretary.	**Article 4~~3~~2** The position of board secretary shall be held by a designated person. A director or a senior management member of the Company may hold the office of board secretary, provided he/she is competent and has enough time to perform the duties concurrently. ~~None of the president, supervisors, chief financial officer and the accountant(s) of the accounting firm engaged by the Company and those who are prohibited by the laws, regulations, rules and other regulatory documents from acting as board secretary shall act as board secretary.~~
Article 45 Board meetings are divided into regular board meetings and extraordinary board meetings. The board of directors shall notify supervisors to sit at the board meetings.	**Article 4~~5~~4** Board meetings are divided into regular board meetings and extraordinary board meetings. ~~The board of directors shall notify supervisors to sit at the board meetings.~~

Existing Article	Amended Article
Article 47 The chairman of the board of directors shall issue the notice of convening an extraordinary meeting of the board of directors within ten working days from the date of the occurrence of the following circumstances: (1) request of the shareholders who individually or jointly hold 10% or more of the total shares with voting rights of the Company; (2) the chairman of the board of directors deems necessary; (3) request of more than one-third of directors; (4) request of the board of supervisors; (5) request of more than half of the independent directors (at least two); (6) request of the president; (7) other circumstances as stated in laws, regulations, regulatory documents, the requirements of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles of Association. To convene an extraordinary meeting of the board of directors, written notice, together with relevant meeting documents, shall be given to all directors seven days before the date of meeting. In case of emergency, the convening of an extraordinary meeting of the board of directors is not subject to the aforementioned notification time, but reasonable notice shall be given.	**Article 4~~7~~6** The chairman of the board of directors shall issue the notice of convening an extraordinary meeting of the board of directors within ten working days from the date of the occurrence of the following circumstances: (1) request of the shareholders who individually or jointly hold 10% or more of the total shares with voting rights of the Company; (2) the chairman of the board of directors deems necessary; (3) request of more than one-third of directors; (4) request of the ~~board of supervisors~~ audit committee; (5) request of more than half of the independent directors (at least two); (6) request of the president; (7) other circumstances as stated in laws, regulations, regulatory documents, the requirements of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles of Association. To convene an extraordinary meeting of the board of directors, written notice, together with relevant meeting documents, shall be given to all directors seven days before the date of meeting. In case of emergency, the convening of an extraordinary meeting of the board of directors is not subject to the aforementioned notification time, but reasonable notice shall be given.
Article 51 The following persons or institutions may put forward proposals to the board of directors: (1) shareholders individually or jointly holding more than ten percent of the total shares with voting rights of the Company;	**Article 5~~1~~0** The following persons or institutions may put forward proposals to the board of directors: (1) shareholders individually or jointly holding more than ten percent of the total shares with voting rights of the Company;

Existing Article	Amended Article
(2) chairman of the board of directors; (3) more than one-third of directors; (4) more than half of the independent directors (at least two); (5) special committees under the board of directors; (6) president; (7) board of supervisors.	(2) chairman of the board of directors; (3) more than one-third of directors; (4) more than half of the independent directors (at least two); (5) special committees under the board of directors; (6) president~~;~~ ~~(7) board of supervisors~~.
Article 53 The board meetings shall be convened by the chairman of the board of directors. If the chairman of the board of directors is unable to perform his/her duties of convening a board meeting for certain reasons, the vice chairman of the board of directors shall convene the meeting. If the vice chairman of the board of directors is also unable to convene the meeting, a director shall be elected by more than half of the directors to convene the meeting. Upon the expiry of the term of office of the directors and the re-election of the new directors at the general meeting, the director who obtains the greatest number of votes at such re-election (if more than one, one shall be chosen amongst them) shall preside over the meeting of the board of directors, at which the chairman of the current board of directors shall be elected.	**Article 5~~3~~2** The board meetings shall be convened by the chairman of the board of directors. If the chairman of the board of directors is unable to perform his/her duties of convening a board meeting for certain reasons, the vice chairman of the board of directors shall convene the meeting. If the vice chairman of the board of directors is also unable to convene the meeting, a director shall be elected by more than half of the directors to convene the meeting. ~~Upon the expiry of the term of office of the directors and the re-election of the new directors at the general meeting, the director who obtains the greatest number of votes at such re-election (if more than one, one shall be chosen amongst them) shall preside over the meeting of the board of directors, at which the chairman of the current board of directors shall be elected.~~

Existing Article	Amended Article
Article 60 A director shall attend the board meetings in person. If a director is not able to attend the meeting for any reason, he/she may appoint in writing other directors of the same class to attend the meeting on his/her behalf. The director attending the meeting on other's behalf shall only exercise the rights of director within the scope of authorization. If a director fails to attend a board meeting or appoint another director to attend on his/her behalf, such director shall be deemed to have waived his/her right to vote at such meeting.	**Article ~~60~~59** A director shall attend the board meetings in person. If a director is not able to attend the meeting for any reason, he/she may appoint in writing other directors ~~of the same class~~ to attend the meeting on his/her behalf. However, independent directors may not appoint non-independent directors to attend on their behalf. The director attending the meeting on other's behalf shall only exercise the rights of director within the scope of authorization. If a director fails to attend a board meeting or appoint another director to attend on his/her behalf, such director shall be deemed to have waived his/her right to vote at such meeting.
Article 65 When the board of directors convenes a board meeting, it shall notify the board of supervisors to send members to be present at the meeting.	~~**Article 65** When the board of directors convenes a board meeting, it shall notify the board of supervisors to send members to be present at the meeting.~~

Note 1: Due to the addition or deletion of articles, the serial numbers involved in the relevant articles and cross-references of these Rules are also adjusted accordingly, and will not be explained separately.

Note 2: As the shareholders' general meeting (股東大會) is renamed as the shareholders' meeting (股東會), and the audit committee of the board of directors shall perform the functions and powers of the board of supervisors, the relevant expressions involved are also adjusted accordingly, and will not be explained separately.



中国中信金融资产
China CITIC Financial AMC

中國中信金融資產管理股份有限公司
China CITIC Financial Asset Management Co., Ltd.

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

(Stock Code: 2799)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of Shareholders for 2025 (the "**EGM**") of China CITIC Financial Asset Management Co., Ltd. (the "**Company**") will be held at 10:00 a.m. on Thursday, 27 November 2025 at Conference Room 1221, No. 8 Financial Street, Xicheng District, Beijing, the PRC, for considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the amendments to the Articles of Association

2. To consider and approve the dissolution of the Board of Supervisors

ORDINARY RESOLUTIONS

3. To consider and approve the amendments to the Rules of Procedures of the Shareholders' General Meeting

4. To consider and approve the amendments to the Rules of Procedures of the Board of Directors

5. To consider and approve the election of Mr. Xiang Xianchun as a non-executive Director

Closure of Register of Members

The H Share register of members of the Company will be closed from Monday, 24 November 2025 to Thursday, 27 November 2025 (both days inclusive), during which no transfer of H Shares will be registered. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, 21 November 2025 will be entitled to attend and vote at the EGM. Any holder of H Shares who wishes to attend the EGM shall deposit the share certificates together with the transfer documents to the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited before 4:30 p.m. on Friday, 21 November 2025.

The address of the H Share Registrar of the Company is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre, 183 Queen's Road East
Wanchai, Hong Kong

Details of the above resolutions are set out in the circular for the EGM published by the Company on 7 November 2025. Unless otherwise stated, terms used in this notice shall have the same meaning as those defined in the circular.

By order of the Board
China CITIC Financial Asset Management Co., Ltd.
LIU Zhengjun
Chairman

Beijing, the PRC
7 November 2025

As at the date of this notice, the Board comprises Mr. LIU Zhengjun and Mr. LI Zimin as executive Directors; Ms. ZHAO Jiangping, Ms. YUAN Xin, Mr. XU Wei and Mr. TANG Hongtao as non-executive Directors; Mr. SHAO Jingchun, Mr. ZHU Ning, Ms. CHEN Yuanling and Mr. LO Mun Lam, Raymond as independent non-executive Directors.

Notes:

1. The register of members of the Company will be closed from Monday, 24 November 2025 to Thursday, 27 November 2025 (both days inclusive). Holders of H Shares and Domestic Shares of the Company whose names appear on the register of members of the Company at the close of business on Friday, 21 November 2025 shall be entitled to attend and vote at the EGM. Holders of H Shares who wish to attend and vote at the EGM shall lodge all transfer documents accompanied by the relevant share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, 21 November 2025.

2. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder, but he/she must attend the EGM in person to represent the relevant Shareholder.

3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.

4. In order to be valid, the proxy form, the notarized power of attorney or other authorization document (if any) must be delivered to the Board office of the Company at No. 8 Financial Street, Xicheng District, Beijing, the PRC for holders of Domestic Shares and to the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time appointed for the holding of the EGM (i.e. before 10:00 a.m. on Wednesday, 26 November 2025) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes.

5. Pursuant to the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. As such, all resolutions set out in the notice of the EGM will be voted on by poll. On-site voting will be adopted as the voting method for attendees at the EGM.

6. The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.

7. In the case of joint Shareholders, the vote of the senior who tenders a vote, either 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 on the register of members in respect of the relevant joint holders.

8. According to the Articles of Association, where the number of equity interests of the Company pledged by a Shareholder reaches or exceeds 50% of the equity interests held by such Shareholder in the Company, no voting right in respect of the pledged equity interests shall be exercised at the general meeting of Shareholders. Upon the registration of pledge of equity interests, such Shareholder shall provide the Company with the relevant information of the pledged equity interests in a timely manner.