THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.

Distribution of this circular into jurisdictions other than Hong Kong may be restricted by laws. Persons to whom this circular is distributed should inform themselves of and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Neither this circular nor any copies thereof may be released into or distributed in the United States or any other jurisdiction where such release or distribution might be unlawful. The offshore preference shares and the H shares issuable upon conversion of the offshore preference shares have not been and will not be registered under the U.S. Securities Act of 1933 (the "**U.S. Securities Act**") or the securities laws of any state of the United States or other jurisdiction, and the offshore preference shares may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state or local securities laws. There is no intention to register any portion of any securities described herein in the United States or to conduct a public offering of securities in the United States.

广州农商银行
GUANGZHOU RURAL COMMERCIAL BANK

Guangzhou Rural Commercial Bank Co., Ltd.*
廣州農村商業銀行股份有限公司*

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

(Stock code: 1551)

(1) 2025 WORK REPORT OF THE BOARD OF DIRECTORS
(2) 2025 WORK REPORT OF THE BOARD OF SUPERVISORS
(3) 2025 ANNUAL REPORT
(4) 2025 FINANCIAL STATEMENTS
(5) 2025 PROFIT DISTRIBUTION PLAN
(6) 2026 FINANCIAL BUDGET
(7) 2025 REPORT ON SANNONG FINANCIAL SERVICES
(8) ESTIMATED ANNUAL CAPS FOR MATERIAL RELATED PARTY TRANSACTIONS INVOLVING MAJOR SHAREHOLDERS AND THEIR CONTROLLING SHAREHOLDERS, DE FACTO CONTROLLERS IN 2026
(9) APPOINTMENT OF AUDITORS
(10) BY-ELECTION OF DIRECTOR OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS
(11) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(12) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETINGS
(13) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS
(14) PROPOSED DISSOLUTION OF THE BOARD OF SUPERVISORS
(15) NOTICE OF 2025 AGM
AND
(16) NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING OF 2026

The Letter from the Board is set out on pages 3 to 12 of this circular.

Guangzhou Rural Commercial Bank Co., Ltd. (the "**Bank**") will convene the 2025 annual general meeting (the "**AGM**") at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 9:30 a.m. on Friday, 29 May 2026, the first domestic shareholders class meeting of 2026 (the "**Domestic Shareholders Class Meeting**") in the morning on the same day or immediately after the conclusion of the AGM (whichever is later), and the first H shareholders class meeting of 2026 (the "**H Shareholders Class Meeting**", together with the Domestic Shareholders Class Meeting, collectively referred to as the "**Class Meetings**") in the morning on the same day or immediately after the conclusion of the AGM and the Domestic Shareholders Class Meeting (whichever is later).

Whether or not you are able to attend and vote at the AGM and/or the H Shareholders Class Meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening the AGM and/or the H Shareholders Class Meeting or any adjournment thereof (as the case may be) to the H Share Registrar.

Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and/or the H Shareholders Class Meeting or any adjournment thereof should you so wish.

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

8 May 2026

CONTENTS

DEFINITIONS		1
LETTER FROM THE BOARD		3
APPENDIX I	**ESTIMATED ANNUAL CAPS FOR MATERIAL RELATED PARTY TRANSACTIONS INVOLVING MAJOR SHAREHOLDERS AND THEIR CONTROLLING SHAREHOLDERS, DE FACTO CONTROLLERS IN 2026**	13
APPENDIX II	**COMPARATIVE TABLE OF AMENDMENTS TO ARTICLES OF ASSOCIATION OF GUANGZHOU RURAL COMMERCIAL BANK CO., LTD. (AMENDED IN 2026)**	24
APPENDIX III	**COMPARATIVE TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETING OF GUANGZHOU RURAL COMMERCIAL BANK CO., LTD. (AMENDED IN 2026)**	214
APPENDIX IV	**COMPARATIVE TABLE OF AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS OF GUANGZHOU RURAL COMMERCIAL BANK CO., LTD. (AMENDED IN 2026)**	250
NOTICE OF 2025 AGM		284
NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING OF 2026		287

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

"2025 Annual Report"	the annual report of the Bank for the year ended 31 December 2025, which is available for inspection on the website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Bank (www.grcbank.com)
"AGM"	the 2025 annual general meeting of the Bank to be held at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 9:30 a.m. on Friday, 29 May 2026
"Articles of Association"	the articles of association of Guangzhou Rural Commercial Bank Co., Ltd.*
"Bank"	Guangzhou Rural Commercial Bank Co., Ltd.*, a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Main Board of the Hong Kong Stock Exchange
"Board of Supervisors"	the board of Supervisors of the Bank
"Board" or "Board of Directors"	the board of Directors of the Bank
"Class Meetings"	Domestic Shareholders Class Meeting and H Shareholders Class Meeting
"Company Law"	the Company Law of the People's Republic of China
"Director(s)"	the director(s) of the Bank
"Domestic Share(s)"	the ordinary shares with a nominal value of RMB1.00 each issued by the Bank within the PRC
"Domestic Shareholder(s)"	holder(s) of Domestic Shares
"Domestic Shareholders Class Meeting"	the first domestic shareholders class meeting of 2026 of the Bank to be held on 29 May 2026
"H Share Registrar"	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank

"H Share(s)"	the foreign shares issued by the Bank which are registered in Chinese Mainland and listed in Hong Kong
"H Shareholder(s)"	holder(s) of H Shares
"H Shareholders Class Meeting"	the first H shareholders class meeting of 2026 of the Bank to be held on 29 May 2026
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	4 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC" or "China"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shareholder(s)"	holder(s) of the Shares
"Share(s)"	the Domestic Share(s) and H Share(s)
"Supervisor(s)"	the supervisor(s) of the Bank
"%"	per cent

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

Guangzhou Rural Commercial Bank Co., Ltd.*
廣州農村商業銀行股份有限公司*

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

(Stock code: 1551)

Executive Directors:
Mr. Cai Jian
Ms. Deng Xiaoyun
Mr. Tan Bo

Non-executive Directors:
Mr. Ni Kai
Mr. Wang Xiaobin
Mr. Zuo Liang
Mr. Zhang Yan
Ms. Xing Qiuyu
Mr. Hu Geyou
Mr. Feng Yaoliang

Independent Non-executive Directors:
Mr. Liao Wenyi
Mr. Du Jinmin
Mr. Zhu Guilong
Mr. Zhang Hua
Mr. Ma Hok Ming

Registered office in the PRC:
No. 9, Yingri Road
Huangpu District
Guangzhou
the PRC

Principal place of business in Hong Kong:
40/F, Dah Sing Financial Center
No. 248 Queen's Road East
Wanchai
Hong Kong

Guangzhou, the PRC, 8 May 2026

Dear Sir or Madam,

(1) 2025 WORK REPORT OF THE BOARD OF DIRECTORS
(2) 2025 WORK REPORT OF THE BOARD OF SUPERVISORS
(3) 2025 ANNUAL REPORT
(4) 2025 FINANCIAL STATEMENTS
(5) 2025 PROFIT DISTRIBUTION PLAN
(6) 2026 FINANCIAL BUDGET
(7) 2025 REPORT ON SANNONG FINANCIAL SERVICES
(8) ESTIMATED ANNUAL CAPS FOR MATERIAL RELATED PARTY TRANSACTIONS INVOLVING MAJOR SHAREHOLDERS AND THEIR CONTROLLING SHAREHOLDERS, DE FACTO CONTROLLERS IN 2026
(9) APPOINTMENT OF AUDITORS
(10) BY-ELECTION OF DIRECTOR OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS
(11) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(12) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETINGS
(13) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS
(14) PROPOSED DISSOLUTION OF THE BOARD OF SUPERVISORS
(15) NOTICE OF 2025 AGM
AND
(16) NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING OF 2026

I. INTRODUCTION

The purpose of this circular is to set out and provide you with information necessary to enable you to make an informed decision on whether to vote for, against or abstain from voting on the resolutions to be proposed for consideration at the AGM and the Class Meetings.

II. MAJOR PROPOSALS AT THE AGM

(1) Summary of 2025 Financial Statements

As at the end of 2025, the Group recorded total assets of RMB1,380.0 billion, representing an increase of RMB17.6 billion or 1.3% compared with the end of the previous year. The total liabilities of the Group amounted to RMB1,278.9 billion, representing an increase of RMB19.4 billion or 1.5% compared with the beginning of the year. The Group achieved operating income of RMB15.390 billion, and net profit of RMB2.46 billion, representing an increase of RMB0.05 billion or 2.0% year on year. The capital adequacy ratio of the Group was 13.98%, with Tier 1 capital adequacy ratio of 11.15%, core Tier 1 capital adequacy ratio of 9.61%, provision coverage ratio of 161.9%, and allowance to total loans of 3.0%, all of which exceeded the regulatory requirements.

For details of 2025 financial statements of the Group, please refer to the 2025 Annual Report of the Bank and the financial statements disclosed therein.

(2) 2025 Profit Distribution Plan

In accordance with the provisions of relevant laws and regulations, the annual profit distribution plan for the year ended 31 December 2025 proposed by the Board for consideration and approval at the AGM is as follows:

1. RMB0.180 billion is to be appropriated from the 2025 net profit to the statutory surplus reserve;

2. The balance of the general risk reserve satisfies the requirement of being no less than 1.5% of the balance of risk assets; accordingly, no additional provision shall be made for 2025; and

3. Cash dividends of approximately RMB0.663 billion (inclusive of tax) in aggregate, or RMB0.46 (inclusive of tax) per 10 Shares will be distributed to all Shareholders.

If this proposal is approved at the AGM, the Bank will distribute dividends to the holders of Domestic Shares and H Shares whose names appear on the register of members of the Bank on Tuesday, 9 June 2026. The register of members of the Bank will be closed from Thursday, 4 June 2026 to Tuesday, 9 June 2026 (both days inclusive), during which no transfer of H Shares will be effected.

In order to be entitled to the final dividends, holders of H Shares who have not registered their transfer documents are required to deposit such documents together with the relevant share certificates and other appropriate documents at the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on Wednesday, 3 June 2026.

Such cash dividends are expected to be distributed to Shareholders on Wednesday, 15 July 2026.

The proposed dividends are denominated in RMB. Dividends payable to the holders of Domestic Shares will be paid in RMB, while dividends payable to the holders of H Shares will be paid in Hong Kong dollars. The actual distribution amount in Hong Kong dollars will be calculated based on the average middle exchange rate of RMB to Hong Kong dollars of the five business days prior to the AGM (including the date of the AGM) announced by the People's Bank of China.

Matters concerning tax on dividends

According to the applicable provisions of the "Enterprise Income Tax Law of the People's Republic of China" and the "Individual Income Tax Law of the People's Republic of China" and its implementation rules, for the non-overseas listed shares and the holding of the Bank's shares via Hong Kong Stock Connect, the Bank shall withhold and pay the individual income tax at the rate of 20% according to the national tax law for the dividends of individual shareholders, while corporate shareholders shall make its own declaration in accordance with the requirements of the national tax law.

Taxes on dividends of H Shares are subject to the Hong Kong tax law.

According to the Enterprise Income Tax Law and its implementation rules, both effective on 1 January 2008, and Guo Shui Han [2008] No. 897, the Bank shall withhold and pay 10% enterprise income tax when distributing the dividends to non-resident enterprise shareholders of overseas H shares (including HKSCC Nominees Limited, other corporate nominees or trustees, and other entities or organisations) whose names appear on the Bank's register of members for H Shares.

According to the Notice on Issues Concerning Taxation and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348), the Bank shall withhold and pay individual income tax for individual holders of H Shares.

If the individual holders of H Shares are Hong Kong or Macau residents or residents of the countries or regions which have an agreed tax rate of 10% under the relevant tax treaties with the PRC, the Bank will withhold and pay individual income tax at the rate of 10% on behalf of such shareholders.

If the individual holders of H Shares are residents of the countries or regions that have a tax rate lower than 10% under the tax treaties with the PRC, the Bank will withhold and pay individual income tax at the rate of 10% on behalf of such shareholders. If such shareholders claim refund of the amount in excess of the individual income tax payable under the tax treaties, the Bank can apply on behalf of such shareholders according to the relevant tax treaties for the relevant agreed preferential tax treatment, provided that the relevant shareholders submit the relevant documents in a timely manner required by the Administrative Rules on Enjoying Treatment under Taxation Treaties by Non-resident Taxpayers (State Administration of Taxation Announcement, 2019, No. 35) and the provisions of the relevant tax treaties. The Bank will assist with the tax refund subject to approval of the competent tax authority.

If the individual holders of H Shares are residents of the countries or regions that have a tax rate higher than 10% but lower than 20% under the tax treaties with the PRC, the Bank will withhold and pay individual income tax at the applicable tax rates stated in such tax treaties on behalf of such shareholders.

If the individual holders of H shares are residents of the countries or regions that have a tax rate of 20% under the tax treaties with the PRC, or that have not entered into any tax treaties with the PRC, or otherwise, the Bank will withhold and pay individual income tax at the rate of 20% on behalf of such shareholders.

(3) Summary of 2026 Financial Budget

To promote the steady development of the Group, and on the basis of a comprehensive analysis of the internal and external business environment, the Group plans to arrange a capital expenditure of RMB710 million for 2026, representing the Group's continued resource allocation to technology infrastructure, premises renovation and security engineering, equipment procurement and other related areas.

(4) Estimated Annual Caps for Material Related Party Transactions Involving Major Shareholders and Their Controlling Shareholders, De Facto Controllers in 2026

In accordance with the Notice of the Rural Banking Department of CBIRC on Strengthening Supervision over Related Party Transactions of Small and Medium Banking Institutions (《中國銀保監會農村銀行部關於加強中小銀行機構關聯交易監管的通知》) as well as the Bank's measures for managing related party transactions, the Bank has made reasonable estimates on the estimated annual caps for material related party transactions involving major shareholders and their controlling shareholders, de facto controllers in 2026 with reference to related party transactions conducted in 2025, changes in related parties and the actual needs of business development.

The estimated annual caps for material related party transactions involving major shareholders and their controlling shareholders, de facto controllers in 2026 shall be valid from the date on which this resolution is approved at the AGM to the date on which the resolution on estimated annual caps for material related party transactions with major shareholders and their controlling shareholders, de facto controllers is approved at the next annual general meeting of the Bank.

The details of the estimated annual caps for material related party transactions involving major shareholders and their controlling shareholders, de facto controllers in 2026 are set out in the Appendix I.

(5) Proposed Appointment of Auditors

The Board of the Bank proposes to appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu to provide the Bank with 2026 annual audit service under PRC principles and 2026 annual audit and interim review service under international standards, each for a term of engagement until the conclusion of the Bank's 2026 annual general meeting, and recommends that the AGM authorize the Board to determine their service fees.

(6) By-election of Director of the Fourth Session of the Board of Directors

Reference is made to the announcement dated 27 March 2026 of the Bank, on 27 March 2026, the Board of the Bank considered and approved the resolution on the proposed appointment of Mr. Lin Jianhao (林建浩) ("**Mr. Lin**") as the independent non-executive Director of the fourth session of the Board of the Bank. Upon the approval of Mr. Lin's appointment by the AGM of the Bank, his term of office shall take effect from the date of the approval of his qualification of appointment by the Guangdong Bureau of National Financial Regulatory Administration until the expiry of the term of the fourth session of the Board, and he shall be eligible for re-election upon the expiry of his term of office.

The biographical details of Mr. Lin are set out below:

Mr. Lin Jianhao, born in 1984, a member of the Communist Party of China and a postgraduate, graduated from Sun Yat-Sen University with a doctorate degree in finance. He is a professor, doctoral supervisor and dean of Lingnan College of Sun Yat-Sen University, and was selected into the national talent program and the macro research talent pool of the Ministry of Finance. He concurrently serves as the director of the Greater Bay Area Laboratory for Digital Economy and Data Science, Sun Yat-Sen University, dean of the Institute of Digital Economy and Policy of Sun Yat-Sen University, and deputy dean of the Joint Institute of Digital Humanities of Sun Yat-Sen University. He serves as a member of the China National Committee for Graduate Education of Digital Economy, deputy editor-in-chief of Quarterly Journal of Finance, editorial board member of Statistical Research, editorial board member of China Journal of Econometrics, executive director of the Chinese Association of Quantitative Economics, executive vice president of Guangdong Economic Society, vice president of

Guangdong Digital Economy Association, member of the expert committee of Guangdong Artificial Intelligence and Robotics Industry Alliance, and member of the expert committee of Digital Guangdong Construction.

As of the Latest Practicable Date, save as disclosed in this circular, Mr. Lin confirms that he did not hold any directorship, supervisorship in other listed companies in the past three years or any major appointment or professional qualification, or any other position with the Bank or its subsidiaries. Mr. Lin did not have other relationships with any other Directors, Supervisors, senior management or substantial Shareholders of the Bank, nor did he have any interests in Shares of the Bank within the meaning of Part XV of the SFO. Mr. Lin had also not been punished and disciplined by relevant regulatory authorities.

Regarding the proposed nomination of Mr. Lin as a candidate for independent non-executive Director of the fourth session of the Board of Directors of the Bank, the Nomination and Remuneration Committee of the Bank and the Board have complied with the Bank's nomination procedures for director candidates and have taken into account the actual circumstances of the Bank. Based on the criteria of professional experience, skills and knowledge, the possibility of the proposed independent non-executive director candidate to enhance the operational efficiency of the Board, and the time that the proposed independent non-executive director candidate can devote to the Bank, the Nomination and Remuneration Committee of the Bank recommends the nomination of Mr. Lin as a candidate for independent non-executive Director. The aforesaid candidate for independent non-executive Director has been reviewed and approved by the Board, and it is proposed that the appointment of Mr. Lin as an independent non-executive Director of the fourth session of the Board of the Bank shall be submitted to the 2025 AGM for deliberation.

Save as disclosed in this circular, there are no other matters relating to Mr. Lin's appointment that need to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Lin has further confirmed that (i) he meets each of the relevant independent criteria as set out in Rule 3.13 (1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Bank or its subsidiaries, and does not have any connection with any of the Bank's core connected persons (as defined under the Listing Rules); and (iii) there are no other factors that may affect his independence at the time of his nomination. The Board also considers that he meets the independence guideline under Rule 3.13 of the Listing Rules and are independent under the terms of the guideline.

If appointed, the Bank will enter into a service contract with him. During the term of office, he will be remunerated in accordance with the Implementation Measures for the Remuneration Standards of Directors and Supervisors of Guangzhou Rural Commercial Bank Co., Ltd.* (《廣州農村商業銀行股份有限公司董事、監事薪酬標準實施辦法》) approved by the annual general meeting in 2014, which mainly consists of basic remuneration and

allowances. The annual basic remuneration is relatively fixed and the allowances are determined based on factors such as the meeting attendance and the service time in the Bank. The Bank will disclose the remuneration or allowance of Directors in the annual report every year.

(7) Proposed Amendments to the Articles of Association

As a part of strict implementation of the Company Law of the People's Republic of China and the latest regulatory requirements of the National Financial Regulatory Administration and other regulatory authorities, the Bank proposes to amend certain provisions of the Articles of Association in accordance with the principles of prioritizing enforcement of statutory and mandatory provisions, aligning with regulatory requirements and the principle of enhancing governance effectiveness, after taking into account the actual development of the Bank, for the purposes of further improving the corporate governance system of the Bank, clarifying the boundaries of authority and responsibilities of each governance body, and ensuring the sound operation and high-quality development of the Bank.

The proposed amendments to the Articles of Association are subject to approval by the AGM and the Class Meetings, and shall take effect from the date of approval by the Guangdong Bureau of National Financial Regulatory Administration.

Details of the proposed amendments to the Articles of Association are set out in Appendix II to this circular for reference.

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

As a part of strict implementation of the Company Law of the People's Republic of China and the latest regulatory requirements of the National Financial Regulatory Administration and other regulatory authorities, the Bank proposes to make corresponding amendments to the Rules of Procedure for Shareholders' General Meetings in light of the relevant amendments to the Articles of Association, for the purposes of continuously improving the corporate governance system of the Bank and effectively enhancing corporate governance effectiveness. The proposed amendments to the Rules of Procedure for Shareholders' General Meetings are subject to approval by the AGM, and shall take effect from the date on which the Guangdong Bureau of National Financial Regulatory Administration approves the relevant proposed amendments to the Articles of Association. Prior to the approval by the AGM and the Class Meetings and the approval by the Guangdong Bureau of National Financial Regulatory Administration for the relevant amendments to the Articles of Association, the current Rules of Procedure for Shareholders' General Meetings shall remain in full force and effect.

The comparison table of the amendments to the Rules of Procedure for Shareholders' General Meetings is set out in Appendix III for reference.

(9) Proposed Amendments to the Rules of Procedure for the Board of Directors

As a part of strict implementation of the Company Law of the People's Republic of China and the latest regulatory requirements of the National Financial Regulatory Administration and other regulatory authorities, the Bank proposes to make corresponding amendments to the Rules of Procedure for the Board of Directors in light of the relevant amendments to the Articles of Association, for the purposes of continuously improving the corporate governance system of the Bank and effectively enhancing corporate governance effectiveness. The proposed amendments to the Rules of Procedure for the Board of Directors are subject to approval by the AGM, and shall take effect from the date on which the Guangdong Bureau of National Financial Regulatory Administration approves the relevant proposed amendments to the Articles of Association. Prior to the approval by the AGM and the Class Meetings and the approval by the Guangdong Bureau of National Financial Regulatory Administration for the relevant amendments to the Articles of Association, the current Rules of Procedure for the Board of Directors shall remain in full force and effect.

The comparison table of the amendments to the Rules of Procedure for the Board of Directors is set out in Appendix IV for reference.

(10) Proposed Dissolution of the Board of Supervisors

In accordance with the requirements of the Company Law of the People's Republic of China and other laws, regulations, regulatory provisions and relevant documents, and for the purposes of further optimising the corporate governance structure and enhancing the operational efficiency of corporate governance, the Bank proposes to dissolve the Board of Supervisors and its sub-committees in accordance with the relevant requirements and guidelines of the financial department and financial regulatory authorities regarding the establishment of board of supervisors by enterprises, and to merge the functions and powers of the Board of Supervisors into the Audit Committee established under the Board of Directors, with the Audit Committee exercising the functions and powers of the Board of Supervisors as prescribed by the Company Law and other laws and regulatory regulations. Upon the dissolution of the Board of Supervisors, the Rules of Procedure for the Board of Supervisors of Guangzhou Rural Commercial Bank Co., Ltd. and other relevant institutional documents of the Board of Supervisors shall be correspondingly repealed.

The proposed dissolution of the Board of Supervisors shall take effect from the date on which the Guangdong Bureau of National Financial Regulatory Administration approves the proposed amendments to the Articles of Association. Prior thereto, the Board of Supervisors and the Supervisors of the Bank shall continue to perform their duties.

III. OTHERS

For further information on the other resolutions to be proposed at the AGM, please refer to the 2025 annual report published by the Bank.

IV. THE AGM AND THE CLASS MEETINGS

The Bank will convene the 2025 AGM at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 9:30 a.m. on Friday, 29 May 2026, the first Domestic Shareholders Class Meeting of 2026 in the morning on the same day or immediately after the conclusion of the AGM (whichever is later), and the first H Shareholders Class Meeting of 2026 in the morning on the same day or immediately after the conclusion of the AGM and the Domestic Shareholders Class Meeting (whichever is later).

Whether or not you intend to attend and/or vote at the AGM and the H Shareholders Class Meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon.

Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and/or the H Shareholders Class Meeting or at any adjournment thereof (as the case may be) should you so wish.

V. METHODS OF VOTING AT THE AGM AND THE CLASS MEETINGS

Pursuant to the requirements of Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the AGM and the Class Meetings shall be taken by the way of poll.

Please be advised that pursuant to the Articles of Association, where a Shareholder has failed to repay a loan from the Bank or pledged 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholder at the general meetings shall be subject to restrictions.

VI. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM AND THE H SHAREHOLDERS CLASS MEETING

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected or registered.

In order to qualify for attending and voting at the AGM and the H Shareholders Class Meeting, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on Friday, 22 May 2026.

The notice of the Domestic Shareholders Class Meeting will be published by the Bank separately.

Shareholders whose names appear on the register of members of the Bank at the close of business on Friday, 22 May 2026 are entitled to attend and vote at the AGM and the Class Meetings.

VII. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the ordinary resolutions and special resolution to be proposed at the AGM and the Class Meetings are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all resolutions to be proposed at the AGM and the Class Meetings.

By Order of the Board
Guangzhou Rural Commercial Bank Co., Ltd.*
Cai Jian
Chairman

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

In accordance with the Notice of the Rural Banking Department of CBIRC on Strengthening Supervision over Related Party Transactions of Small and Medium Banking Institutions (Yinbaojian Nongyinfa [2019] No. 43) (《中國銀保監會農村銀行部關於加強農村中小銀行機構關聯交易監管的通知》(銀保監農銀發[2019]43號)), in relation to the requirement that "material related party transactions involving major shareholders and their controlling shareholders, de facto controllers shall, in principle, be reviewed by the Board and submitted to the general meeting for approval", the Bank annually collects and summarizes the estimated annual caps for material related party transactions with the related parties and submits them to the general meeting for approval. Upon approval by the general meeting, the business under the estimated annual caps will be carried out in accordance with the relevant regulations of the Bank. The details are as follows:

I. SCOPE OF RELATED PARTIES INVOLVED IN THE ESTIMATED ANNUAL CAPS

According to the relevant provisions of the Interim Measures for Equity Management of Commercial Banks (CBRC 2018 No. 1) (《商業銀行股權管理暫行辦法》(銀監會2018年第1號令)), a major shareholder of a commercial bank refers to a shareholder who holds or controls more than 5% of the shares or voting rights of a commercial bank, or a shareholder who holds less than 5% of the total capital or total shares but has a material influence on the operation and management of the commercial bank. Among them, "material influence" includes, but is not limited to, delegating directors, supervisors or senior management to commercial banks, influencing the financial and operational management decisions of commercial banks through agreements or other means, and other circumstances recognized by the CBRC or its dispatching agencies.

In accordance with the above regulatory requirements, the 15 shareholders listed in the table below are major shareholders of the Bank, details of which are as follows:

Table 1: List of Major Shareholders of the Bank

No.	Major shareholders	Percentage of shareholding	Reasons for being a major shareholder
1	Guangzhou Finance Holdings Group Co., Ltd.	8.29%	Holding 5% or more of the shares and delegating director to the Bank
2	Guangzhou Metro Group Co., Ltd.	5.02%	Holding 5% or more of the shares and delegating director to the Bank
3	Guangzhou City Renewal Group Co., Ltd.	4.83%	Delegating director to the Bank

No.	Major shareholders	Percentage of shareholding	Reasons for being a major shareholder
4	Guangzhou Digital Technology Group Co., Ltd.	4.21%	Delegating supervisor to the Bank
5	AEON Life Insurance Company Limited	2.51%	Delegating director to the Bank
6	Guangzhou Lingnan Business Travel Investment Group Co., Ltd.	2.11%	Delegating director to the Bank
7	Longdong Economic Development Company, Tianhe District, Guangzhou City	0.84%	Delegating supervisor to the Bank
8	Foshan Dongjian Group Co., Ltd.	0.72%	Delegating supervisor to the Bank
9	Guangzhou Huaxin Group Co., Ltd.	0.69%	Delegating director to the Bank
10	Guangzhou Gongkong Capital Management Co., Ltd.	0.31%	Delegating director to the Bank
11	Guangdong Zhujiang Roads & Bridges Investment Co., Ltd.	1.11%	Proposed joint delegation of director to the Bank[1]
12	Guangdong Yingxin Information Investment Co., Ltd.	0.07%	
13	Fengchi Investment Co., Ltd.	0.87%	
14	Shanghai Dazhan Investment Management Co., Ltd.	1.73%	
15	Zhongxian International Holdings Co., Ltd.	0.69%	

II. APPLICATION OF ESTIMATED ANNUAL CAPS IN 2026

The estimated annual caps for material related party transactions involving major shareholders and their controlling shareholders, de facto controllers submitted for 2026 amount to RMB231.3 billion in total, which include credit granting of RMB43.8 billion, deposit and other types of RMB176.5 billion, reserved aggregate service type of RMB1 billion and reserved aggregate asset transfer type of RMB10 billion.

[1] The proposed joint delegation of director has been considered and approved by the general meeting, and is pending qualification approval by the regulatory authority.

The details of credit granting, deposits and other types are set out in the table below:

Table 2: Application of Estimated Annual Caps for 2026

Unit: RMB in 100 million

No.	Major shareholders of the Bank and their controlling shareholders and de facto controllers	Credit granting	Deposits and other types
1	Major shareholder: Guangzhou Finance Holdings Group Co., Ltd.	47	100
	Controlling shareholder and de facto controller: Guangzhou Municipal People's Government	–	–
2	Major shareholder: Guangzhou Metro Group Co., Ltd.	74	500
	Controlling shareholder and de facto controller: Guangzhou Municipal People's Government	–	–
3	Major shareholder: Guangzhou City Renewal Group Co., Ltd.	37	100
	Controlling shareholder: Guangzhou Pearl River Enterprises Group Co., Ltd.	50	500
	De facto controller: Guangzhou Municipal People's Government	–	–
4	Major shareholder: Guangzhou Digital Technology Group Co., Ltd.	37	50
	Controlling shareholder and de facto controller: Guangzhou Municipal People's Government	–	–
5	Major shareholder: AEON Life Insurance Company Limited	50	100
	Controlling shareholder and de facto controller: None	–	–
6	Major shareholder: Guangzhou Lingnan Business Travel Investment Group Co., Ltd.	37	50
	Controlling shareholder and de facto controller: Guangzhou Municipal People's Government	–	–
7	Major shareholder: Longdong Economic Development Company, Tianhe District, Guangzhou City	–	10
	Controlling shareholder and de facto controller: Longdong Stock Cooperative Economic Association, Longdong Street, Tianhe District, Guangzhou	–	10

No.	Major shareholders of the Bank and their controlling shareholders and de facto controllers	Credit granting	Deposits and other types
8	Major shareholder: Foshan Dongjian Group Co., Ltd.	12	15
	Controlling shareholder and de facto controller: Zhong Liuhan	–	–
9	Major shareholder: Guangzhou Huaxin Group Co., Ltd.	10	30
	Controlling shareholder and de facto controller: Feng Yaoliang	–	–
10	Major shareholder: Guangzhou Gongkong Capital Management Co., Ltd.	37	30
	Controlling shareholder: Guangzhou Industrial Investment Holding Group Co., Ltd.	37	200
	De facto controller: Guangzhou Municipal People's Government	–	–
11	Major shareholder: Guangdong Zhujiang Roads & Bridges Investment Co., Ltd.	–	10
	Controlling shareholder: Guangdong Pearl River Investment Management Group Co., Ltd.	10	20
	De facto controller: Zhu Yihang	–	–
12	Major shareholder: Guangdong Yingxin Information Investment Co., Ltd.	–	10
	Controlling shareholder: Guangdong Zhicheng Weiye Investment Limited	–	–
	De facto controller: Xue Dingxi	–	–
13	Major shareholder: Fengchi Investment Co., Ltd.	–	10
	Controlling shareholder: Linzhi Depeng Investment Co., Ltd.	–	–
	De facto controller: Zhu Weihang	–	–
14	Major shareholder: Shanghai Dazhan Investment Management Co., Ltd.	–	10
	Controlling shareholder: Shanghai Hechuang Real Estate Co., Ltd.	–	–
	De facto controller: Chu Mang Yee	–	–
15	Major shareholder: Zhongxian International Holdings Co., Ltd.	–	10
	Controlling shareholder: Shanghai Hechuang Real Estate Co., Ltd.	–	–
	De facto controller: Chu Mang Yee	–	–
Subtotal		438	1,765

III. OTHER EXPLANATORY NOTES

(I) The estimated annual caps for related party transactions do not constitute the Bank's credit and transaction commitments to customers. When material related party transactions within such estimated annual caps actually occur, such transactions must simultaneously satisfy the management requirements of regulatory authorities and the Bank in respect of business risks, which cover risk limits, loan concentration levels, among others. Upon approval of this proposal by the general meeting, material related party transactions of the credit granting and asset transfer types that actually occur within the estimated annual caps shall be submitted for approval in accordance with the relevant regulations of the Bank. Upon approval of this proposal by the general meeting, material related party transactions of the deposit, service and other types that actually occur within the estimated annual caps shall not require further approval by the Board or the Related Party Transactions and Risk Management Committee under the Board, and shall be executed in accordance with the Bank's relevant business management regulations.

(II) The credit balance of any of the above related parties at any given time shall not exceed the aforesaid estimated annual caps, and shall simultaneously satisfy the requirements that the credit balance of a single related party shall not exceed 10% of the Bank's net capital at the end of the preceding quarter, and the aggregate credit balance of a group client to which a single related corporate entity or unincorporated organisation belongs shall not exceed 15% of the Bank's net capital at the end of the preceding quarter.

(III) The related party transactions projected herein constitute material related party transactions of the Bank's major shareholders and their controlling shareholders, de facto controllers. Should related party transactions with the aforesaid related parties actually occur beyond the scope of the estimated annual caps, such transactions shall be strictly submitted for approval in accordance with the applicable regulations.

(IV) In the event of any adjustment to the list of the Bank's major shareholders, the relevant transactions with customers that are no longer major corporate shareholders of the Bank shall not be subject to this proposal.

(V) Any adjustment to the content of this proposal shall be submitted to the Board and the general meeting for approval in accordance with the relevant regulations.

(VI) The validity period of the estimated annual caps set forth herein shall commence from the date of approval by the general meeting and expire on the date when the general meeting approves the estimated annual caps for the upcoming financial year.

Annex

IV. BASIC INFORMATION OF MAJOR SHAREHOLDERS

(I) Guangzhou Finance Holdings Group Co., Ltd.

Guangzhou Finance Holdings Group Co., Ltd. holds 1,194,271,140 shares of the Bank, accounting for 8.29%, and has delegated Mr. Ni Kai, a director, to the Bank, as a major shareholder of the Bank.

Guangzhou Finance Holdings Group Co., Ltd. was established on 15 December 2006, with the registered address at Room 2601–2624, 26/F, Block B, Sinopec Building, No. 191 Tiyu Xi Road, Tianhe District, Guangzhou, and registered capital of RMB10,179,786,472. The scope of business includes: investment activities with own funds; financial advisory services; corporate headquarters management; non-residential property leasing.

(II) Guangzhou Metro Group Co., Ltd.

Guangzhou Metro Group Co., Ltd. holds 722,950,000 shares of the Bank, accounting for 5.02%, and has delegated Mr. Wang Xiaobin, a director, to the Bank, as a major shareholder of the Bank.

Guangzhou Metro Group Co., Ltd. was established on 21 November 1992, with the registered address at Building A, Wansheng Plaza, No. 1238 Xingangdong Road, Haizhu District, Guangzhou, and registered capital of RMB58,425,396,737. The scope of business includes: construction of landscape and greening works; general cargo storage services (excluding items requiring permit approval such as dangerous chemicals); advertising (non-radio, television and newspaper publishing units); railway transport auxiliary activities; metalworking machinery manufacturing, etc.

(III) Guangzhou City Renewal Group Co., Ltd.

Guangzhou City Renewal Group Co., Ltd. holds 696,288,999 shares of the Bank, accounting for 4.83%, and has delegated Mr. Zhang Yan, a director, to the Bank, as a major shareholder of the Bank.

Guangzhou City Renewal Group Co., Ltd. was established on 5 April 1985, with the registered address at 3/F, 9F, 10/F, 11/F, No. 668 Renmin Road North, Yue Xiu District, Guangzhou, and registered capital of RMB6,000 million. The scope of business includes: park management services; hotel management; business management; housing demolition services; corporate headquarters management; investment activities with own funds; non-residential real estate leasing; residential leasing; real estate consultancy; external contracting works; floral and greenery leasing and delegate management; public utility management services; elderly care services; land remediation services; real estate development and operation; residential interior decoration and renovation.

(IV) Guangzhou Digital Technology Group Co., Ltd.

Guangzhou Digital Technology Group Co., Ltd. (formerly known as Guangzhou Radio Group Co., Ltd., renamed on 6 February 2024) holds 606,266,479 shares of the Bank, accounting for 4.21%, and has delegated Ms. Yu Qing, a supervisor, to the Bank, as a major shareholder of the Bank.

Guangzhou Digital Technology Group Co., Ltd. was established on 2 February 1981, with the registered address at No. 163 Pingyun Road, Huangpu Avenue West, Tianhe District, Guangzhou, and registered capital of RMB1,000 million. The scope of business includes: technology services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; investment activities with own funds; non-residential real estate leasing; housing rental, etc.

(V) AEON Life Insurance Company Limited

AEON Life Insurance Company Limited holds 362,266,000 shares of the Bank, accounting for 2.51%, and has delegated Mr. Hu Geyou, a director, to the Bank, as a major shareholder of the Bank.

AEON Life Insurance Company Limited was established on 1 June 2009, with the registered address at 21/F, 22/F, 23/F, Nuode Building, No. 22 Titan Road, Shahekou District, Dalian, Liaoning, and registered capital of RMB7,904.8 million. The scope of business includes: life insurance, health insurance, accident insurance and other types of personal insurance business; reinsurance business for the above businesses; insurance capital business as permitted by national laws and regulations; other businesses approved by the China Insurance Regulatory Commission (Items subject to approval in accordance with the law may commence business activities upon approval by the relevant authorities).

(VI) Guangzhou Lingnan Business Travel Investment Group Co., Ltd.

Guangzhou Lingnan Business Travel Investment Group Co., Ltd. holds 303,442,825 shares of the Bank, accounting for 2.11%, and has delegated Ms. Xing Qiuyu, a director, to the Bank, as a major shareholder of the Bank.

Guangzhou Lingnan Business Travel Investment Group Co., Ltd. was established on 10 June 1996, with the registered address at Room C413-14 and D4, D5, D6, C8, 9/F, Self-numbered Building 1-4, China Hotel Commercial Building, No. 122 Liuhua Road, Yuexiu District, Guangzhou, and registered capital of RMB723.66 million. The scope of business includes: corporate headquarters management; corporate management; investment activities with own funds; supply chain management services; corporate management consulting; corporate image planning; project planning and public relation services, etc.

(VII) Longdong Economic Development Company, Tianhe District, Guangzhou City

Longdong Economic Development Company, Tianhe District, Guangzhou City holds 121,010,000 shares of the Bank, accounting for 0.84%, and has delegated Mr. Liang Bingtian, a supervisor, to the Bank, as a major shareholder of the Bank.

Longdong Economic Development Company, Tianhe District, Guangzhou City was established on 16 September 1987, with the registered address at 2/F, Longyandong Trading Center, Guangshan Highway, Longdong Village Entrance, Tianhe District, Guangzhou (Longdong Agricultural Market, Tianhe, Guangzhou), and registered capital of RMB100 million. The scope of business includes: leasing of premises (excluding warehousing); property management; market management, stall rental; own real estate activities; warehousing agency services; housing rental; professional car parking services.

(VIII) Foshan Dongjian Group Co., Ltd.

Foshan Dongjian Group Co., Ltd. holds 104,000,000 shares of the Bank, accounting for 0.72%, has delegated Mr. Li Zhiquan, a supervisor, to the Bank, as a major shareholder of the Bank.

Foshan Dongjian Group Co., Ltd. was established on 6 February 1988, with the registered address at 33/F, Dongjian Mansion, No. 121 Fenjiang Zhong Road, Chancheng District, Foshan City, and registered capital of RMB120 million. The scope of business includes: licensed items: real estate development and operation; construction engineering design; residential interior decoration and renovation; execution of construction projects. (For items subject to approval in accordance with the law, operations may only commence upon approval by the relevant authorities; specific business items shall be subject to the approval documents or permits issued by the relevant authorities.) General items: building demolition services; property management; sale of construction materials; land remediation services. (Except for items subject to approval in accordance with the law, independent business operations may be carried out pursuant to the business license).

(IX) Guangzhou Huaxin Group Co., Ltd.

Guangzhou Huaxin Group Co., Ltd. holds 100,010,000 shares of the Bank, accounting for 0.69%, and has delegated Mr. Feng Yaoliang, a director, to the Bank, as a major shareholder of the Bank.

Guangzhou Huaxin Group Co., Ltd. was established on 27 May 2002, with the registered office at Room 4001, No. 68 Pazhou Avenue, Haizhu District, Guangzhou (Portion: Self-numbered A), and registered capital of RMB1,500 million. The scope of business includes: marketing strategic planning; project planning and public relations services; consulting and planning services; information technology consulting services; leasing services (excluding licensed leasing services); land use rights leasing; housing rental, etc.

(X) Guangzhou Gongkong Capital Management Co., Ltd.

Guangzhou Gongkong Capital Management Co., Ltd. holds 45,312,844 shares of the Bank, accounting for 0.31%, and has delegated Mr. Zuo Liang, a director, to the Bank, as a major shareholder of the Bank.

Guangzhou Gongkong Capital Management Co., Ltd. was established on 22 August 2000, with the registered address at Unit B, 12/F, No. 171 Haibin Road, Nansha District, Guangzhou, and registered capital of RMB3,663.657 million. The scope of business includes: asset management (excluding licensed items); investment of own funds; investment advisory services; business management advisory services; wholesale trading of goods (except licensed goods).

(XI) Guangdong Zhujiang Roads & Bridges Investment Co., Ltd.

Guangdong Zhujiang Roads & Bridges Investment Co., Ltd. holds 160,020,000 shares of the Bank, accounting for 1.11%, and had delegated Mr. Zhang Junzhou, a director, to the Bank, as a major shareholder of the Bank. On 6 November 2024, Mr. Zhang Junzhou ceased to serve as a director of the Bank and Guangdong Zhujiang Roads & Bridges Investment Co., Ltd. proposed to cooperate with Guangdong Yingxin Information Investment Co., Ltd., Fengchi Investment Co., Ltd., Shanghai Dazhan Investment Management Co., Ltd. and Zhongxian International Holdings Co., Ltd. to delegate a new director to the Bank.

Guangdong Zhujiang Roads & Bridges Investment Co., Ltd. was established on 14 October 1999, with the registered address at Room 4702, the Third of No. 222 Xingmin Road, Tianhe District, Guangzhou, and registered capital of RMB4,000 million. The scope of business includes: investment, management and consultation in the construction of highways, roads, bridges, tunnels and various municipal public projects; sales of: construction materials, construction machinery and equipment; investment and construction, economic information, business, financial and market information advisory services; marketing planning services.

(XII) Guangdong Yingxin Information Investment Co., Ltd.

Guangdong Yingxin Information Investment Co., Ltd. holds 10,000,000 shares of the Bank, accounting for 0.07%, and had delegated Mr. Zhang Junzhou, a director, to the Bank, as a major shareholder of the Bank. On 6 November 2024, Mr. Zhang Junzhou ceased to serve as a director of the Bank and Guangdong Yingxin Information Investment Co., Ltd. proposed to cooperate with Guangdong Zhujiang Roads & Bridges Investment Co., Ltd., Fengchi Investment Co., Ltd., Shanghai Dazhan Investment Management Co., Ltd. and Zhongxian International Holdings Co., Ltd. to delegate a new director to the Bank.

Guangdong Yingxin Information Investment Co., Ltd. was established on 26 January 2000, with the registered address at Room 301-5, Main Building, No. 111 Kexue Avenue, Huangpu District, Guangzhou, and registered capital of RMB554 million. The scope of business includes: retailing of daily household appliances; retailing of arts and crafts and collectibles (except ivory and its products); retailing of computer software and hardware and ancillary equipment; sale of network equipment; sale of lighting equipment, etc.

(XIII) Fengchi Investment Co., Ltd.

Fengchi Investment Co., Ltd. holds 125,010,000 shares of the Bank, accounting for 0.87% and being entitled to delegate a member, Mr. Zhang Junzhou, to serve on the Board, and had delegated Mr. Zhang Junzhou, a director, to the Bank, as a major shareholder of the Bank. On 6 November 2024, Mr. Zhang Junzhou ceased to serve as a director of the Bank and Fengchi Investment Co., Ltd. proposed to cooperate with Guangdong Zhujiang Roads & Bridges Investment Co., Ltd., Guangdong Yingxin Information Investment Co., Ltd., Shanghai Dazhan Investment Management Co., Ltd. and Zhongxian International Holdings Co., Ltd. to delegate a new director to the Bank.

Fengchi Investment Co., Ltd. was established on 18 May 2007, with the registered address at No. 264 Fuqing Road, Bayi Town, Bayi District, Nyingchi City, Xizang Autonomous Region, and registered capital of RMB1,300 million. The scope of business includes: investment and asset management; investment advisory; investment consultancy services. (For items subject to approval in accordance with the law, operations may only commence upon approval by the relevant authorities)

(XIV) Shanghai Dazhan Investment Management Co., Ltd.

Shanghai Dazhan Investment Management Co., Ltd., which was previously recognised as a major shareholder of the Bank by the regulatory authority, holds 250,000,000 shares of the Bank, accounting for 1.73%. Shanghai Dazhan Investment Management Co., Ltd. proposed to cooperate with Guangdong Zhujiang Roads & Bridges Investment Co., Ltd., Guangdong Yingxin Information Investment Co., Ltd., Fengchi Investment Co., Ltd. and Zhongxian International Holdings Co., Ltd. to delegate a new director to the Bank.

Shanghai Dazhan Investment Management Co., Ltd. was established on 21 May 2007, with the registered address at B1_B2, 1F_5F, No. 2218 Huangxing Road, Yangpu District, Shanghai, and registered capital of RMB3,050 million. The scope of business includes: licensed items: real estate development and operation; construction engineering design. (For items subject to approval in accordance with the law, operations may only commence upon approval by the relevant authorities; specific business items shall be subject to the approval documents or permits issued by the relevant authorities). General items: industrial investment, investment management, business information consulting, property management, hotel management, department stores, jewellery and gold and silver

jewellery sales, car park operation, conference and exhibition services, exhibition display services, advertising (non-radio, television, newspaper and publication units). (Except for items subject to approval in accordance with the law, independent business operations may be carried out pursuant to the business license)

(XV) Zhongxian International Holdings Co., Ltd.

Zhongxian International Holdings Co., Ltd., which was previously recognised as a major shareholder of the Bank by the regulatory authority, holds 100,000,000 shares of the Bank, accounting for 0.69%. Zhongxian International Holdings Co., Ltd. proposed to cooperate with Guangdong Zhujiang Roads & Bridges Investment Co., Ltd., Guangdong Yingxin Information Investment Co., Ltd., Fengchi Investment Co., Ltd. and Shanghai Dazhan Investment Management Co., Ltd. to delegate a new director to the Bank.

Zhongxian International Holdings Co., Ltd. was established on 18 September 2003, with the registered address at B1_B2 & 1F_7F, No. 1099 Xiangyin Road, Yangpu District, Shanghai, and registered capital of RMB2,250 million. The scope of business includes: licensed items: high-risk sports (swimming); real estate development and operation; import and export of goods; import and export of technology. (For items subject to approval in accordance with the law, operations may only commence upon approval by the relevant authorities; specific business items shall be subject to the approval documents or permits issued by the relevant authorities) General items: marketing planning; ticketing agency services; e-commerce (financial business prohibited), etc.

Notes:

1. For the following content, "~~shares~~" shall mean deletion, whole "**share**" shall mean new content;

2. In addition to the amendments listed in this comparison table, the current revision of the Articles of Association also includes the following adjustments:

   (1) Terminology unification: The term "Shareholders' general meeting" has been uniformly revised to "general meeting" throughout the document;

   (2) Format optimization: The layout and formatting of certain articles have been adjusted to enhance textual standardization;

   (3) Numbering updates: Due to the addition, deletion, or modification of certain articles, the numbering of some articles has been correspondingly updated;

   The aforementioned changes are all non-substantive amendments. To maintain the conciseness of the document, the specific details of each amendment were not listed exhaustively.

Comparative Table of Amendments to the Articles of Association of Guangzhou Rural Commercial Bank Co., Ltd. (Amended in 2026)

NO.	Original Articles	Amended Articles
1	CHAPTER 1 GENERAL PROVISIONS **Article 1** For the purpose of protecting the legitimate rights and interests of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as the "Bank"), its shareholders and creditors, and of regulating the structure and acts of the Bank, the Articles of Association of the Bank (hereinafter referred to as the "Articles") are hereby formulated in accordance with the Constitution of the Communist Party of China, the Working Rules of Primary-level Party Organizations of Stateowned Enterprises (for trial implementation), the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Bank Law of the People's Republic of China (hereinafter referred to as the "Commercial Bank Law"), the Banking Supervisory and Administrative Law of the People's Republic of China (hereinafter referred to as the "Banking Supervisory and Administrative Law"), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), "the State Council Guiding Opinions on the Experimental Development of Preference Shares", "The Trial Administrative Measures on Preference Shares", "the Guiding Opinions on Commercial Banks Offering Preferred Shares to Replenish Tier 1 Capital (2019 Revision)", "Corporate Governance Guidelines for Banking and Insurance Institutions", "the Interim Measures for Equity Management of Commercial Banks" as well as other relevant laws and regulations, departmental rules and regulatory documents.	CHAPTER 1 GENERAL PROVISIONS **Article 1** For the purpose of ~~protecting the legitimate rights and interests~~ **regulating the organization and activities** of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as the "Bank"), **comprehensively implement the important requirements of the "two consistent principles", upholding and strengthening the overall leadership of the Party, improving the corporate governance structure, establishing a modern enterprise system with Chinese characteristics, safeguard the legitimate rights and interests of the Bank**, its shareholders**, employees** and creditors, and of regulating the structure and acts of the Bank, the Articles of Association of the Bank (hereinafter referred to as the "Articles") are hereby formulated in accordance with the Constitution of the Communist Party of China, the Working Rules of Primary-level Party Organizations of Stateowned Enterprises (for trial implementation), the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Bank Law of the People's Republic of China (hereinafter referred to as the "Commercial Bank Law"), the Banking Supervisory and Administrative Law of the People's Republic of China (hereinafter referred to as the "Banking Supervisory and Administrative Law"), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), "the State Council Guiding Opinions on the Experimental Development of Preference Shares", "The Trial Administrative Measures on Preference Shares", "the Guiding Opinions on Commercial Banks Offering Preferred Shares to Replenish Tier 1 Capital (2019 Revision)", "Corporate Governance Guidelines for Banking and Insurance Institutions", "the Interim Measures for Equity Management of Commercial Banks" as well as other relevant laws and regulations, departmental rules and regulatory documents.

NO.	Original Articles	Amended Articles
2	**Article 4** Domicile of the Bank: No. 9 Yingri Road, Huangpu District, Guangzhou City Postal code: 510663 Telephone number: 020 – 22389298 Facsimile number: 020 – 22389266	**Article 4** Domicile of the Bank: No. 9 Yingri Road, Huangpu District, Guangzhou City**.**, Postal code: 510663**.** ~~Telephone number: 020 – 22389298~~ ~~Facsimile number: 020 – 22389266~~
3	**Article 6** The legal representative of the Bank shall be the chairman of its board of directors (the "Board of Directors").	**Article 6** The legal representative of the Bank shall be ~~the chairman of its board of directors (the "Board of Directors")~~ **assumed by a director who executes the affairs of the Bank on behalf of the Bank or the president, as determined by resolution of the Board of Directors. Where a director or the president serving as the legal representative resigns, it shall be deemed a simultaneous resignation from the position of legal representative. Upon the resignation of the legal representative of the Bank, the Bank shall designate a new legal representative within 30 days from the date of such resignation.** **The legal consequences of civil activities conducted by the legal representative of the Bank in the name of the Bank shall be borne by the Bank. Restrictions on the power of the legal representative imposed by the Articles of Association or the general meeting shall not be asserted against a bona fide counterparty. Where the legal representative causes damage to others in performing his/her duties, the Bank shall bear the civil liability. After the Bank assumes civil liability, it may, in accordance with the law or the provisions of the Articles of Association, seek recourse against the legal representative who is at fault.**
4	**Article 7** The Bank is an independent corporate legal person and is entitled to all the legal person properties contributed by shareholder investors. The Bank shall have civil rights and separately assume civil liabilities for all its legal person properties in accordance with the laws. The properties, lawful rights and interests and the legally-compliant operations of the Bank are under protection of the relevant PRC laws and regulations and shall not be infringed upon or interfered with by any entities or individuals in breach of the laws. Shareholders of the Bank shall be entitled to various rights including receipt of the returns on assets, participation in major decisions and selection of managers in accordance with the laws. They shall be accountable to the Bank to the extent of their subscribed shares.	**Article 7** The Bank is an independent corporate legal person and is entitled to ~~all~~ the legal person properties ~~contributed by shareholder investors. The Bank shall have civil rights~~ and separately assume civil liabilities for all its legal person ~~properties~~**assets** in accordance with the laws. The ~~properties,~~ lawful rights ~~and interests and the legally-compliant operations~~ of the Bank are under protection of the relevant PRC laws ~~and regulations and shall not be infringed upon or interfered with by any entities or individuals in breach of the laws~~. Shareholders of the Bank shall be entitled to various rights **of the Bank** including receipt of the returns on assets, participation in major decisions and selection of managers in accordance with the laws. They shall be accountable to the Bank to the extent of their subscribed shares.

NO.	Original Articles	Amended Articles
5	**Article 9** In accordance with the relevant regulations of the Constitution of the Communist Party of China, the Working Rules of Primary-level Party Organizations of State-owned Enterprises (for trial implementation) and the Company Law, establish the Committee of the Communist Party of China of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter the "Party Committee of the Bank"). The Party Committee of the Bank has established Party Committee Office, Party-Mass Relationship Work Department, Party Committee Organization Department, Party Committee Propaganda Department and other working organizations equipped with a certain number of full-time staff to deal with Party affairs and guarantee the working expense. In accordance with the requirements for the reform of the discipline inspection and supervision system of municipal financial enterprises, the Municipal Commission for Discipline Inspection has dispatched a discipline inspection and supervision team to Guangzhou Rural Commercial Bank to perform its supervisory responsibilities on the Bank. In accordance with the Party constitution and the decision of the Party Committee of the Bank, special discipline inspectors are dispatched to all operating institutions of the Bank to perform the functions of supervision within the Party. In accordance with the relevant provisions of the Constitution of the Communist Youth League of China and the Working Rules of Primary-level Party Organizations of State-Owned Enterprises of the Communist Youth League of China (for trial implementation)", the Committee of the Communist Youth League of China of the Guangzhou Rural Commercial Bank Co., Ltd. was established, equipped with the cadres as required, guaranteed funding for the work of the League organization, and carried out a variety of Youth League activities.	**Article 9** In accordance with the relevant regulations of the Constitution of the Communist Party of China, the Working Rules of Primary-level Party Organizations of State-owned Enterprises (for trial implementation) and the Company Law, establish the Committee of the Communist Party of China of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter the "Party Committee of the Bank")**, carry out Party activities**. The Bank **shall provide necessary conditions for the Party activities,** the Party Committee of the Bank has established Party Committee Office, Party-Mass Relationship Work Department, Party Committee Organization Department, Party Committee Propaganda Department and other working organizations equipped with a certain number of full-time staff to deal with Party affairs and guarantee the working expense. In accordance with the requirements for the reform of the discipline inspection and supervision system of municipal financial enterprises, the Municipal Commission for Discipline Inspection has dispatched a discipline inspection and supervision team to Guangzhou Rural Commercial Bank to perform its supervisory responsibilities on the Bank. In accordance with the Party constitution and the decision of the Party Committee of the Bank, special discipline inspectors are dispatched to all operating institutions of the Bank to perform the functions of supervision within the Party. In accordance with the relevant provisions of the Constitution of the Communist Youth League of China and the Working Rules of Primary-level Party Organizations of State-Owned Enterprises of the Communist Youth League of China (for trial implementation)", the Committee of the Communist Youth League of China of the Guangzhou Rural Commercial Bank Co., Ltd. was established, equipped with the cadres as required, guaranteed funding for the work of the League organization, and carried out a variety of Youth League activities.

NO.	Original Articles	Amended Articles
6	Newly added article	**Article 10 The Bank shall, in accordance with relevant laws and regulations, establish and improve a democratic management system with the employee representative congress as the primary form, and ensure the implementation of the employees' rights to information, participation, expression, and supervision. When the Bank deliberates and decides on major issues concerning restructuring, dissolution, bankruptcy applications, and operational matters, or when it formulates important rules and regulations, it shall seek the opinions of its employees; major issues involving the vital interests of employees must be submitted to the employee representative congress for deliberation. The Bank shall uphold and improve the employee director system to ensure that employee representatives have the right to participate in the Bank's corporate governance in an orderly manner.** **The employees of the Bank shall organize a labor union in accordance with the Labor Union Law of the PRC to perform union activities and safeguard legitimate interests of the employee. The Bank shall provide the labor union with necessary conditions to perform activities. Labor union of the Bank enters into a collective agreement relevant to labor remuneration, working hours, holidays and vacations, labor safety and health and insurance benefits with the Bank in accordance with the law on behalf of the employees.** **The Bank shall comply with national laws and administrative regulations concerning labor protection and work safety, implement relevant national policies, safeguard the legitimate rights and interests of workers, enter into employment contracts with employees in accordance with the law, participate in social insurance schemes, strengthen labor protection, and achieve safe production. The Bank shall adopt various forms to enhance vocational education and on-the-job training for its employees to improve their competency. In light of its actual circumstances, the Bank shall establish a market-oriented talent selection and recruitment mechanism, including open recruitment of employees, competitive selection and appointment of management personnel, reappointment for poor performance, and termination for incompetence. At the same time, the Bank shall establish a compensation distribution system for key core talent that is competitive in the market, and optimize and effectively utilize medium-to-long-term incentive policies.**

NO.	Original Articles	Amended Articles
		In conducting its business operations, the Bank shall give full consideration to the interests of stakeholders such as its employees and consumers, as well as the public interest, including the protection of the ecological environment, and fulfill its social responsibilities.
7	**Article 10** The Articles of Association shall be legally binding on the Bank, its shareholders, directors, supervisors, and members of senior management. The aforementioned personnel are entitled to make claims on matters relating to the Bank in accordance with the Articles. Pursuant to the Articles of Association, the shareholders may initiate legal proceedings against other shareholders, the directors, supervisors, presidents, other senior management of the Bank and the Bank itself. The Bank may initiate legal proceedings against the shareholders, directors, supervisors, presidents and other senior management of the Bank. The lawsuits referred to in the preceding paragraph shall include legal proceedings initiated at the people's courts or the application to arbitration institutions for arbitration.	**Article 11** The Articles of Association shall be legally binding on the Bank, its shareholders, **the members of the Party Committee,** directors~~, supervisors,~~ and members of senior management. The aforementioned personnel are entitled to make claims on matters relating to the Bank in accordance with the Articles. Pursuant to the Articles of Association, the shareholders may initiate legal proceedings against other shareholders, the directors, ~~supervisors, presidents, other~~ senior management of the Bank and the Bank itself. The Bank may initiate legal proceedings against the shareholders, directors,~~ supervisors, presidents and other~~ senior management of the Bank. The lawsuits referred to in the preceding paragraph shall include legal proceedings initiated at the people's courts or the application to arbitration institutions for arbitration.
8	**Article 11** The senior management referred to in the Articles of Association shall mean the personnel who work at the head office of the Bank within the scope of the qualification supervision system for senior management of banking insurance institutions, including but not limited to the presidents, vice presidents, assistants to presidents, secretary to the Board of Directors, business directors, general legal advisors, officer responsible for auditing and other personnel as designated by the Board of Directors or recognized by the regulatory authority. The chairman and vice chairman of the Board of Directors, directors, presidents and vice presidents, assistants to presidents, secretary to the Board of Directors and other personnel whose qualifications are subject to the approval of relevant regulatory departments including the banking regulatory authority of the State Council shall have the qualifications as required by such regulatory departments. Their qualifications shall be approved by or filed with such regulatory departments.	**Article 12** The senior management referred to in the Articles of Association shall mean the personnel who work at the head office of the Bank within the scope of the qualification supervision system for senior management of banking insurance institutions, including but not limited to the presidents, vice presidents, assistants to presidents, secretary to the Board of Directors, business directors, **chief information officer, chief compliance officer** (general legal advisors), officer responsible for auditing and other personnel as designated by the Board of Directors or recognized by the regulatory authority. The chairman and vice chairman of the Board of Directors, directors, presidents and vice presidents, assistants to presidents, secretary to the Board of Directors and other personnel whose qualifications are subject to the approval of relevant regulatory departments including the banking regulatory authority of the State Council shall have the qualifications as required by such regulatory departments. Their qualifications shall be approved by or filed with such regulatory departments.

NO.	Original Articles	Amended Articles
9	**Article 12** The Bank may invest in other limited liability companies and joint stock limited companies in accordance with laws and shall assume responsibilities for any such invested enterprises to the extent of its capital contribution. The Bank adopts a tiered management system under a first-level legal person. Branches and subsidiary entities of the Bank shall not have the legal person qualification and shall carry out their operations in accordance with the laws within the powers delegated to them by the head office, which shall bear the civil liability of such branches and subsidiary entities. The head office exercises central leadership and administration over the major personnel appointment and removal, business policies, comprehensive planning, basic rules and regulations and external affairs of branches and subsidiary entities. The financial system of branches and subsidiary entities shall adopt unified auditing, unified transfer of capital and tiered management.	**Article 13** The Bank may invest in other **enterprises**~~limited liability companies and joint stock limited companies~~ in accordance with laws and ~~shall assume responsibilities for any such invested enterprises to the extent of its capital contribution.~~ **where the provision of laws specifies that the Bank shall not be an investor bearing joint liability for the debts of its invested enterprises, such provision shall prevail.** The Bank adopts a tiered management system under a first-level legal person. Branches and subsidiary entities of the Bank shall not have the legal person qualification and shall carry out their operations in accordance with the laws within the powers delegated to them by the head office, which shall bear the civil liability of such branches and subsidiary entities. The head office exercises central leadership and administration over the major personnel appointment and removal, business policies, comprehensive planning, basic rules and regulations and external affairs of branches and subsidiary entities. The financial system of branches and subsidiary entities shall adopt unified auditing, unified transfer of capital and tiered management.
10	**Article 13** The Bank implements relevant PRC laws and regulations and adheres to the financial principles and policies of the Chinese government. The Bank is under the supervision and management of the banking regulatory authority of the State Council in accordance with the laws.	**Article 14** The Bank implements relevant PRC laws and regulations and adheres to the financial principles and policies of the Chinese government. The Bank is under the supervision and management of the banking regulatory authority of the State Council in accordance with the laws~~.~~**, and adheres to managing enterprise in accordance with laws, and strives to build a law-abiding company with sound governance, operational compliance, standardized management and integrity.**
11	**Article 17** Based on the economic development in Guangzhou, the shareholders' general meeting shall determine the proportion of loans to farmers when extending additional loans and shall file with the banking regulatory authority of the State Council.	~~**Article 17** Based on the economic development in Guangzhou, the shareholders' general meeting shall determine the proportion of loans to farmers when extending additional loans and shall file with the banking regulatory authority of the State Council.~~

NO.	Original Articles	Amended Articles
12	**Article 18** Upon approval by the banking regulatory authority of the State Council and other regulatory authorities, and through registration pursuant to the laws, the business scope of the Bank includes: (I) taking deposits from the public (including domestic and foreign currency); (II) extending short-term, medium-term and long-term loans (including domestic and foreign currency); (III) effecting domestic and overseas payment settlements; (IV) accepting and discounting instruments; (V) acting as the issuing agent, payment agent and underwriter of government bonds; (VI) trading government bonds, trading and issuing financial bonds; (VII) interbank placements (including domestic and foreign currency); (VIII) bank cards (including debit cards and credit cards) business; (IX) collecting and making payment as agents and acting as insurance agents; (X) providing deposit box service; (XI) foreign currency remittance and foreign currency exchange; (XII) foreign exchange purchases and sales against Renminbi; (XIII) foreign credit investigations, advisory and attestation service; (XIV) securities investment fund custodian and insurance asset custodian; (XV) wealth management business; (XVI) sales of securities investment funds; (XVII) electronic banking business; (XVIII) credit asset securitization business; other businesses approved by the banking regulatory authority of the State Council and other relevant regulatory authorities.	**Article 18** Upon approval by the banking regulatory authority of the State Council and other regulatory authorities, and through registration pursuant to the laws, the business scope of the Bank includes: (I) taking deposits from the public (including domestic and foreign currency); (II) extending short-term, medium-term and long-term loans (including domestic and foreign currency); (III) effecting domestic and overseas payment settlements; (IV) accepting and discounting instruments; (V) acting as the issuing agent, payment agent and underwriter of government bonds; (VI) trading government bonds, trading and issuing financial bonds; (VII) interbank placements (including domestic and foreign currency); (VIII) bank cards (including debit cards and credit cards) business; (IX) collecting and making payment as agents and acting as insurance agents; (X) providing deposit box service; (XI) foreign currency remittance and foreign currency exchange; (XII) foreign exchange purchases and sales against Renminbi; (XIII) foreign credit investigations, advisory and attestation service; (XIV) securities investment fund custodian and insurance asset custodian; (XV) wealth management business; (XVI) sales of securities investment funds; (XVII) electronic banking business; (XVIII) credit asset securitization business; other businesses approved by the banking regulatory authority of the State Council and other relevant regulatory authorities. **The scope of business shall be subject to that approved by the market supervision and administration authority.**

NO.	Original Articles	Amended Articles
13	CHAPTER 3 SHARES AND REGISTERED CAPITAL Section 1 Issuance of Shares **Article 19** The shares of the Bank shall be in the form of stocks. The Bank shall have ordinary shares at all times. The Bank may issue other classes of shares such as preference shares according to its needs and upon the approval from the applicable authorities of the State Council. In the Articles of Association, preference shares refer to the other classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Holders of preference shares shall participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank are restricted. A share certificate issued by the Bank is a certificate certifying the ownership of shares in the Bank by its shareholders. Unless otherwise specified, share(s) (including H Shares) and share certificate(s) in Chapters 3 to 17 of the Articles of Association shall refer to ordinary share(s) and ordinary share certificate(s) and shareholders in Chapters 3 to 17 of the Articles of Association shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in Chapter 18 of the Articles of Association.	CHAPTER 3 SHARES AND REGISTERED CAPITAL Section 1 Issuance of Shares **Article 19** The shares of the Bank shall be in the form of stocks. The Bank shall have ordinary shares at all times. The Bank may issue other classes of shares such as preference shares according to its needs ~~and upon the approval from the applicable authorities of the State Council~~. In the Articles of Association, preference shares refer to the other classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Holders of preference shares shall participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank are restricted. A share certificate issued by the Bank is a certificate certifying the ownership of shares in the Bank by its shareholders. Unless otherwise specified, share(s) (including H Shares) and share certificate(s) in Chapters 3 to ~~17~~**16** of the Articles of Association shall refer to ordinary share(s) and ordinary share certificate(s) and shareholders in Chapters 3 to 17 of the Articles of Association shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in ~~Chapter 18~~**Chapter 17** of the Articles of Association.
14	**Article 20** The issuance of shares in the Bank shall be conducted in a fair and equitable manner. The same class of shares must carry equal rights. Shares issued at the same time and within the same class must be issued on the same conditions and at the same price. The same price per share shall be paid by any share subscriber (whether an entity or an individual).	**Article 20** The issuance of shares in the Bank shall be conducted in a**n open,** fair and equitable manner. The same class of shares must carry equal rights. Shares issued at the same time and within the same class must be issued on the same conditions and at the same price. The same price per share shall be paid by any share subscriber ~~(whether an entity or an individual)~~.

NO.	Original Articles	Amended Articles
15	**Article 22** The Bank may issue shares to investors both within and outside the PRC upon approval from the banking regulatory authority of the State Council or the competent securities regulatory authorities of the State Council. For the purposes of the preceding paragraph, the term "investors outside the PRC" refers to investors who are located overseas or in the Hong Kong Special Administrative Region, the Macau Special Administrative Region or Taiwan who subscribe for shares issued by the Bank. The term "investors within the PRC" refers to investors who are located within the People's Republic of China (the "PRC") (excluding the aforementioned regions) who subscribe for the shares issued by the Bank.	**Article 22** The Bank may issue shares to investors both within and outside the PRC upon ~~approval from~~ **filing with or approval by** the banking regulatory authority of the State Council or the competent securities regulatory authorities of the State Council. For the purposes of the preceding paragraph, the term "investors outside the PRC" refers to investors who are located overseas or in the Hong Kong Special Administrative Region **of the PRC**, the Macau Special Administrative Region **of the PRC** or Taiwan**, China** who subscribe for shares issued by the Bank. The term "investors within the PRC" refers to investors who are located within the People's Republic of China (the "PRC") (excluding the aforementioned regions) who subscribe for the shares issued by the Bank.
16	**Article 23** Shares issued by the Bank to investors within the PRC and subscribed for in RMB shall be referred to as "domestic shares". Shares issued by the Bank to investors outside the PRC and subscribed for in foreign currency shall be referred to as "foreign shares". Foreign investment shares listed outside the PRC shall be referred to as "overseas listed foreign shares". Overseas listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") are referred to as H shares. H shares refer to the ordinary shares listed on the Hong Kong Stock Exchange with par value denominated in RMB and subscribed for and traded in Hong Kong dollars. For the purposes of the preceding paragraph, the term "Foreign currencies" refers to the lawful currencies of other countries or regions other than RMB, which are recognised by the State Administration of Foreign Exchange for payment of share subscription to the Bank. Subject to the applicable laws, regulations and regulatory requirements, shareholders of the Bank may trade their unlisted shares in overseas stock exchanges upon approval from the relevant regulatory authorities, such as the banking regulatory authority of the State Council and the securities regulatory authority of the State Council. The listing and trading of the aforementioned shares in overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of overseas stock exchanges.	**Article 23** Shares issued by the Bank to investors within the PRC and subscribed for in RMB shall be referred to as "domestic shares". Shares issued by the Bank to investors outside the PRC and subscribed for in foreign currency shall be referred to as "foreign shares". Foreign investment shares listed outside the PRC shall be referred to as "overseas listed foreign shares". **The ordinary o**~~O~~verseas listed ~~foreign~~ shares issued by the Bank and listed **and traded** on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") are referred to as H shares. H shares refer to the ordinary shares listed on the Hong Kong Stock Exchange with par value denominated in RMB and subscribed for and traded in Hong Kong dollars. For the purposes of the preceding paragraph, the term "Foreign currencies" refers to the lawful currencies of other countries or regions other than RMB, which are recognised by the State Administration of Foreign Exchange for payment of share subscription to the Bank. Subject to the applicable laws, regulations and regulatory requirements, shareholders of the Bank may trade their unlisted shares in overseas stock exchanges upon approval from the relevant regulatory authorities, such as the banking regulatory authority of the State Council and the securities regulatory authority of the State Council. The listing and trading of the aforementioned shares in overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of overseas stock exchanges.

NO.	Original Articles	Amended Articles
17	**Article 26** As approved by the approval department authorized by the State Council, the Bank may issue a total of 14,409,789,327.00 ordinary shares. Upon its establishment, the Bank issued 6,873,418,539.00 ordinary shares to its promoters, of which 4,023,418,539.00 shares were subscribed for by the members of the former Guangzhou Rural Credit Cooperative by way of share exchange, and 2,850,000,000.00 shares were subscribed for by the promoters in monetary capital. The Bank issued 2,674,925,000.00 overseas listed foreign shares (H shares) upon approval by the approval departments as authorized by the State Council. The Bank's ordinary share capital consists of 14,409,789,327.00 ordinary shares, among which 11,734,864,327.00 are domestic shares, representing 81.44% of the total issuable ordinary shares of the Bank; and 2,674,925,000.00 H shares, representing 18.56% of the total issuable ordinary shares of the Bank. The Bank issued 71,500,000 overseas preference shares.	**Article 26** As approved by the approval department authorized by the State Council, the Bank may issue a total of 14,409,789,327.00 ordinary shares. Upon its establishment, the Bank issued 6,873,418,539.00 ordinary shares to its promoters, of which 4,023,418,539.00 shares were subscribed for by the members of the former Guangzhou Rural Credit Cooperative by way of share exchange, and 2,850,000,000.00 shares were subscribed for by the promoters in monetary capital. The Bank issued 2,674,925,000.00 ~~overseas listed foreign shares (~~H shares~~)~~ upon approval by the approval departments as authorized by the State Council. The Bank's ordinary share capital consists of 14,409,789,327.00 ordinary shares, among which 11,734,864,327.00 are domestic shares, representing 81.44% of the total issuable ordinary shares of the Bank; and 2,674,925,000.00 H shares, representing 18.56% of the total issuable ordinary shares of the Bank. ~~The Bank issued 71,500,000 overseas preference shares.~~
18	**Article 27** Subject to approval of the Bank's plan to issue overseas listed foreign shares and domestic shares by the securities regulatory authority of the State Council, the Board of Directors may implement arrangements regarding the issuance of the shares respectively. The Bank may separately implement its plan to issue overseas listed foreign shares and domestic shares pursuant to the preceding paragraphs within fifteen months from the date of approval by the securities regulatory authority of the State Council.	~~**Article 27** Subject to approval of the Bank's plan to issue overseas listed foreign shares and domestic shares by the securities regulatory authority of the State Council, the Board of Directors may implement arrangements regarding the issuance of the shares respectively.~~ ~~The Bank may separately implement its plan to issue overseas listed foreign shares and domestic shares pursuant to the preceding paragraphs within fifteen months from the date of approval by the securities regulatory authority of the State Council.~~

NO.	Original Articles	Amended Articles
19	**Article 28** In the event that there are overseas listed foreign shares and domestic shares included in the total number of shares stated in the said plan, such shares shall be fully subscribed for at their respective offerings. If these shares cannot be fully subscribed due to special circumstances, such shares may be issued in separate tranches subject to the approval by the securities regulatory authority of the State Council.	~~**Article 28** In the event that there are overseas listed foreign shares and domestic shares included in the total number of shares stated in the said plan, such shares shall be fully subscribed for at their respective offerings. If these shares cannot be fully subscribed due to special circumstances, such shares may be issued in separate tranches subject to the approval by the securities regulatory authority of the State Council.~~
20	Section 2 Increase and Reduction of Share Capital and Share Repurchase **Article 30** Based on the requirements for operation and development and in accordance with laws and regulations and the Articles, after the shareholders' general meeting has made its resolution and the approval has been obtained from the banking regulatory authorities of the State Council, the Bank may increase its registered capital in the following ways: (1) offering new shares to non-specific investors; (2) issuing new shares to specific investors; (3) allotting new shares to existing shareholders; (4) distributing new shares to existing shareholders; (5) converting capital reserve into share capital; (6) any other methods approved by the laws, administrative regulations and relevant departments. Upon approval according to the provisions of the Articles of Association, the Bank shall increase its capital by issuing new shares in accordance with such procedures as provided for in the relevant PRC laws, regulations and regulatory provisions.	Section 2 Increase and Reduction of Share Capital and Share Repurchase **Article 28** Based on the requirements for operation and development and in accordance with laws and regulations and the Articles, after the ~~shareholders'~~ general meeting has made its resolution and the approval has been obtained from the banking regulatory authorities of the State Council, the Bank may increase its registered capital in the following ways: ~~(1) offering new shares to non-specific investors;~~ ~~(2) issuing new shares to specific investors;~~ ~~(3) allotting new shares to existing shareholders;~~ **(1) Issuing shares to non-specific parties;** **(2) Issuing shares to specific parties;** ~~(4)~~ **(3)** distributing ~~new~~**bonus** shares to existing shareholders; ~~(5)~~ **(4)** converting capital reserve into share capital; ~~(6)~~ **(5)** any other methods **prescribed**~~approved~~ **by the laws, administrative regulations, the regulations of the securities regulatory authorities of the State Council and the listing rules of the place where the shares of the Bank are listed**~~regulations and relevant departments~~**.** Upon approval according to the provisions of the Articles of Association, the Bank shall increase its capital by issuing new shares in accordance with such procedures as provided for in the relevant PRC laws, regulations and regulatory provisions.

NO.	Original Articles	Amended Articles
21	**Article 32** When the Bank reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.	**Article 30** When the Bank reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.
22	**Article 33** The Bank shall notify its creditors within 10 days from the date on which the resolution for the reduction of registered capital has been passed and shall publish a notice in a newspaper within thirty days thereof. The creditors who have received such notice shall, within thirty days thereafter, and those creditors who have not received such notice shall, within forty-five days from the date on which the notice is first published, be entitled to require the Bank to repay the debt or to provide appropriate alternative guarantees for the debt. The registered capital of the Bank after the reduction of capital shall not fall below the minimum amount required by relevant laws.	**Article 31** The Bank shall notify its creditors within 10 days from the date on which the resolution for the reduction of registered capital has been passed and shall publish a notice in a newspaper **or the National Enterprise Credit Information Publicity System** within thirty days thereof. The creditors who have received such notice shall, within thirty days thereafter, and those creditors who have not received such notice shall, within forty-five days from the date on which the notice is ~~first~~ published, be entitled to require the Bank to repay the debt or to provide appropriate alternative guarantees for the debt. **The Bank reduces its**~~The~~ registered capital ~~of the Bank after the reduction of capital shall not fall below the minimum amount required by relevant laws~~**by reducing the amount of capital contribution or shares in accordance with the proportion of shares held by shareholders, except as otherwise provided by the laws, regulations or the Articles of Association.**

NO.	Original Articles	Amended Articles
23	**Article 34** The Bank may, subject to the approval of the relevant regulatory authorities of the State Council through the procedures as set out in the Articles of Association, repurchase its issued and outstanding Shares for the purpose of: (1) cancelling Shares for reducing the registered capital of the Bank; (2) merging with other companies holding Shares in the Bank; (3) granting Shares to employees of the Bank as a reward; (4) any requests for the Bank to repurchase Shares from the Shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank; (5) any such other circumstances as permitted by the laws and administrative regulations. Where the laws, administrative regulations, departmental rules, the Articles of Association or the preference shares issuance plan of the Bank in relation to the repurchase of preference shares by the Bank provides otherwise, such provisions shall prevail. Except for the purpose as set out above, the Bank shall not be engaged in any activities of buying and selling its own Shares.	**Article 32** ~~The Bank may, subject to the approval of the relevant regulatory authorities of the State Council through the procedures as set out in the Articles of Association, repurchase its issued and outstanding Shares for the purpose of:~~ **The Bank shall not acquire its shares, unless in any of the following circumstances:** (1) ~~cancelling Shares for reducing the registered capital of the Bank~~ **reducing the registered capital of the Bank**; (2) merging with other companies holding Shares in the Bank; (3) **using**~~granting~~ Shares ~~to employees of the Bank as a reward~~**for employee stock ownership plans or as equity incentives**; (4) any requests for the Bank to repurchase Shares from the Shareholders who voted against the resolutions adopted at a ~~shareholders'~~ general meeting to merge or divide the Bank; **(5) using shares for conversion of convertible corporate bonds issued by the Bank;** **(6) protecting the Bank's corporate value and the rights and interests of its shareholders where necessary;** ~~(5)~~**(7)** any such other circumstances as permitted by the laws and administrative regulations. Where the laws, administrative regulations, departmental rules, the Articles of Association or the preference shares issuance plan of the Bank in relation to the repurchase of preference shares by the Bank provides otherwise, such provisions shall prevail. Except for the purpose as set out above, the Bank shall not be engaged in any activities of buying and selling its own Shares.

NO.	Original Articles	Amended Articles
24	**Article 35** Purchase of the shares of the Bank for the sake of the reasons provided in Article 34 (1) to (3) shall be permitted by resolution at the shareholders' general meeting. Shares repurchased by the Bank in accordance with the provision in (1) of Article 34 shall be cancelled within ten days from the date of repurchase, and shares repurchased by the Bank in accordance with the provision in (2) and (4) of Article 34 shall be transferred or cancelled within six months. The number of shares in the Bank to be purchased under the circumstance set out in Article 34 (3) shall not exceed five percent of total issued shares of the Bank. The purchase of such shares shall be funded using after-tax profits of the Bank and the shares so purchased shall be transferred to the employees within one year.	**Article 33** Purchase of the shares of the Bank for the sake of the reasons provided in ~~Article 34~~**Article 32** (1) **and**~~to (3)~~ **(2)** shall be permitted by resolution at the ~~shareholders'~~ general meeting. **Where the Bank acquires its shares for the reasons set out in Article 32 (3), (5) and (6) of the Articles of Association, such acquisition shall be implemented upon the passing of a resolution at a meeting of the Board of Directors attended by at least two-thirds of the directors.** Shares repurchased by the Bank in accordance with the provision in (1) of ~~Article 34~~ **Article 32** shall be cancelled within ten days from the date of repurchase, and shares repurchased by the Bank in accordance with the provision in (2) and (4) of ~~Article 34~~ **Article 32** shall be transferred or cancelled within six months; **shares repurchased by the Bank in accordance with the provision in (3), (5) and (6) of Article 32, the total shares of the Bank held by the Bank shall not exceed 10% of the total shares that have been issued by the Bank, and shall be transferred or canceled within three years.** The number of shares in the Bank to be purchased under the circumstance set out in ~~Article 34~~ **Article 32** (3) shall not exceed five percent of total issued shares of the Bank. The purchase of such shares shall be funded using after-tax profits of the Bank and the shares so purchased shall be transferred to the employees within one year. **Shares repurchased by the Bank may be retained as treasury shares, but shall be transferred or cancelled in a timely manner in accordance with the provisions of the Company Law and the Articles of Association.**

NO.	Original Articles	Amended Articles
25	**Article 36** With the approval of competent state authorities for repurchasing its shares, the Bank may conduct the repurchase in one of the following manners: (1) to make an offer of repurchase to all of its shareholders in the same proportion; (2) to repurchase shares through open trading on a stock exchange; (3) to repurchase through an off-market agreement outside of the stock exchange; (4) by other means as permitted by the laws, administrative regulations, and relevant competent authorities. After its own shares have been repurchased according to the law, the Bank shall cancel such portion of shares and apply to the original registration authorities for registration of changes in registered capital after canceling the shares within the period of time as provided for in the laws, regulations and regulatory provisions. The aggregate par value of the shares so canceled shall be deducted from the registered capital of the Bank.	**Article 34** With the approval of competent state authorities for repurchasing its shares, the Bank may conduct the repurchase in one of the following manners: (1) to make an offer of repurchase to all of its shareholders in the same proportion; (2) to repurchase shares through open trading on a stock exchange; (3) to repurchase through an off-market agreement outside of the stock exchange; (4) by other means as permitted by the laws, administrative regulations, and relevant competent authorities. After its own shares have been repurchased according to the law, the Bank shall cancel **transfer, or hold** such portion of shares **as treasury shares** and apply to the original registration authorities for registration of changes in registered capital ~~after canceling the shares~~ within the period of time as provided for in the laws, regulations and regulatory provisions **(if any)**. **The Bank shall be registered as a shareholder in the register of members in respect of any shares it holds as treasury shares and shall become a shareholder of the Bank, subject to full compliance with all applicable laws and regulations and the provisions of the listing rules of the place where the Bank's shares are listed, and for the avoidance of doubt, except as expressly provided by law, the Bank shall not exercise any rights, nor shall it enjoy or participate in any rights attached to such shares. Subject to the provisions of applicable laws and regulations, the Articles of Association and the listing rules of the place where the Bank's shares are listed, any shares held by the Bank as treasury shares shall be dealt with by the Board of Directors, which may hold all or any of such shares, sell or transfer all or any of such shares for cash or other consideration, or cancel all or any of such shares.** The aggregate par value of the shares so canceled shall be deducted from the registered capital of the Bank.

NO.	Original Articles	Amended Articles
26	**Article 37** A prior approval shall be obtained from a shareholders' general meeting in respect of any share repurchase by the Bank through an offmarket agreement in accordance with the provisions of the Articles of Association. With the prior approval by the shareholders' general meeting in the same way, the Bank may rescind or alter any contracts entered into in the said manner or waive any rights under such contracts. For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but not limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchased shares. The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein. Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, a proposal of tenders shall be made available to all shareholders in the same manner.	**Article 35** A prior approval shall be obtained from a ~~shareholders'~~ general meeting in respect of any share repurchase by the Bank through an offmarket agreement in accordance with the provisions of the Articles of Association. With the prior approval by the ~~shareholders'~~ general meeting in the same way, the Bank may rescind or alter any contracts entered into in the said manner or waive any rights under such contracts. For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but not limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchased shares. The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein. Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, a proposal of tenders shall be made available to all shareholders in the same manner.

NO.	Original Articles	Amended Articles
27	**Article 38** Unless the Bank is in liquidation, the Bank shall comply with the following requirements in respect of its repurchase of any of its issued and outstanding shares: (1) where the Bank repurchases its shares at par value, the payments shall be subtracted from the book balance of the distributable profits of the Bank or from the proceeds of a new issuance of shares for that purpose; (2) where the Bank repurchases its shares at a premium, payments up to the par value shall be made from the book balance of the distributable profits of the Bank or from the proceeds of a new issuance of shares for that purpose; payment of the portion in excess of the par value shall be made as follows: (i) if the shares repurchased are issued at par value, payment shall be made from the book balance of the distributable profits of the Bank; (ii) if the shares repurchased are issued at a premium, payment shall be made from the book balance of the distributable profits of the Bank or from the proceeds of a new issuance of shares for that purpose; however, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the premium account (or the capital reserve account) of the Bank during the repurchase (including the premium of issuance of new shares); (3) The Bank shall make the following payments from the distributable profits of the Bank: (i) the payments for any acquisition of the rights to repurchase the shares of the Bank; (ii) the payments for any variation of any contracts to repurchase the shares of the Bank; (iii) the payments for the release from the obligations of the Bank under any repurchase contracts. (4) After the aggregate par value of the shares canceled is deducted from the registered capital of the Bank according to the relevant regulations, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the premium account or the capital reserve account of the Bank.	~~**Article 38** Unless the Bank is in liquidation, the Bank shall comply with the following requirements in respect of its repurchase of any of its issued and outstanding shares:~~ ~~(1) where the Bank repurchases its shares at par value, the payments shall be subtracted from the book balance of the distributable profits of the Bank or from the proceeds of a new issuance of shares for that purpose;~~ ~~(2) where the Bank repurchases its shares at a premium, payments up to the par value shall be made from the book balance of the distributable profits of the Bank or from the proceeds of a new issuance of shares for that purpose; payment of the portion in excess of the par value shall be made as follows:~~ ~~(i) if the shares repurchased are issued at par value, payment shall be made from the book balance of the distributable profits of the Bank;~~ ~~(ii) if the shares repurchased are issued at a premium, payment shall be made from the book balance of the distributable profits of the Bank or from the proceeds of a new issuance of shares for that purpose; however, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the premium account (or the capital reserve account) of the Bank during the repurchase (including the premium of issuance of new shares);~~ ~~(3) The Bank shall make the following payments from the distributable profits of the Bank:~~ ~~(i) the payments for any acquisition of the rights to repurchase the shares of the Bank;~~ ~~(ii) the payments for any variation of any contracts to repurchase the shares of the Bank;~~ ~~(iii) the payments for the release from the obligations of the Bank under any repurchase contracts.~~ ~~(4) After the aggregate par value of the shares canceled is deducted from the registered capital of the Bank according to the relevant regulations, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the premium account or the capital reserve account of the Bank.~~

NO.	Original Articles	Amended Articles
28	Section 3 Transfer and Pledge of Shares **Article 39** Except as otherwise provided for in the laws, regulations and the requirement of the securities regulatory authority in the place where the shares of the Bank are listed, fully paid shares of the Bank may be transferred freely and shall be free from any liens. Any transfer of the shares of the Bank shall be registered with the share registry authorized by the Bank. Any transfer of the shares of the Bank shall comply with the relevant regulations of the relevant regulators, including the banking regulatory authority of the State Council.	Section 3 Transfer and Pledge of Shares **Article 36** Except as otherwise provided for in the laws, regulations and the requirement of the securities regulatory authority in the place where the shares of the Bank are listed, fully paid shares of the Bank may be transferred freely and shall be free from any liens. Any transfer of the shares of the Bank shall be registered with the share registry authorized by the Bank. Any transfer of the shares of the Bank shall comply with the relevant regulations of the relevant regulators, including the banking regulatory authority of the State Council **and the securities regulatory authority of the State Council, the requirements of the securities regulatory authority of the place where the securities are listed, and the Bank's equity management system**.
29	**Article 40** All fully paid overseas listed foreign shares listed on the Hong Kong Stock Exchange may be freely transferred in accordance with the Articles of Association; however, unless the following conditions are met, the Board of Directors may refuse to recognize any transfer documents without any reason: (1) documents related to or affecting the title or the transfer of the title of any shares have been registered, and the Bank has been paid all fees as stipulated in the Hong Kong Listing Rules, which shall not exceed the maximum fees required in the Hong Kong Listing Rules as may be amended from time to time; (2) the transfer documents are only in relation to overseas listed foreign shares listed on the Hong Kong Stock Exchange; (3) the stamp duties required by the laws of Hong Kong to be payable for the transfer documents have been paid; (4) the relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided; (5) where the shares are intended to be transferred to joint holders, the number of such joint holders is no more than four; (6) the shares are free and clear of any liens of the Bank. If the Board of Directors refuses to register the share transfer, the Bank shall issue a notice of refusal to the transferor and the transferee within two months since the date of application for share transfer.	**Article 37** All fully paid ~~overseas listed foreign~~**H** shares listed on the Hong Kong Stock Exchange may be freely transferred in accordance with the Articles of Association; however, unless the following conditions are met, the Board of Directors may refuse to recognize any transfer documents without any reason: (1) documents related to or affecting the title or the transfer of the title of any shares have been registered, and the Bank has been paid all fees as stipulated in the Hong Kong Listing Rules, which shall not exceed the maximum fees required in the Hong Kong Listing Rules as may be amended from time to time; (2) the transfer documents are only in relation to ~~overseas listed foreign shares~~ **H Shares** listed on the Hong Kong Stock Exchange; (3) the stamp duties required by the laws of Hong Kong to be payable for the transfer documents have been paid; (4) the relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided; (5) where the shares are intended to be transferred to joint holders, the number of such joint holders is no more than four; (6) the shares are free and clear of any liens of the Bank. If the Board of Directors refuses to register the share transfer, the Bank shall issue a notice of refusal to the transferor and the transferee within two months since the date of application for share transfer.

NO.	Original Articles	Amended Articles
30	**Article 41** All transfers of overseas listed foreign shares listed in Hong Kong shall adopt written instruments of transfer in an ordinary or usual form or in any other form acceptable to the Board of Directors (including standard transfer form or other form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). Such written instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) sealed with the company's seal. Where the transferor or transferee is a recognized clearing house as defined by relevant regulations in accordance with the Law of Hong Kong from time to time (hereinafter referred to as the "recognized clearing house") or its proxy, the instruments of transfer may be signed by hand or in a machine-imprinted format. All instruments of transfer shall be kept at the legal address of the Bank or the addresses designated by the Board of Directors from time to time.	**Article 38** All transfers of ~~overseas listed foreign~~**H** shares listed in Hong Kong shall adopt written instruments of transfer in an ordinary or usual form or in any other form acceptable to the Board of Directors (including standard transfer form or other form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). Such written instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) sealed with the company's seal. Where the transferor or transferee is a recognized clearing house as defined by relevant regulations in accordance with the Law of Hong Kong from time to time (hereinafter referred to as the "recognized clearing house") or its proxy, the instruments of transfer may be signed by hand or in a machine-imprinted format. All instruments of transfer shall be kept at the legal address of the Bank or the addresses designated by the Board of Directors from time to time.
31	**Article 42** The shares held by the shareholders of the Bank shall not be withdrawn, but may be transferred, inherited and gifted in accordance with the relevant management rules of the Bank. The shareholding qualification and percentage of the holders (transferee) of the transferred shares of the Bank shall comply with the requirements on the investment in rural commercial banks of the banking regulatory authorities of the State Council, and the total shares held by them and the percentage and manner of their shareholding must comply with the relevant provisions of the Articles of Association. Shareholders intending to transfer their equities besides stock exchange shall report to the Board of Directors or the equity management institution for approval beforehand, and the approval matters shall be approved by the regulatory authorities before formalizing with the transferee. The matter should be reported to the regulatory authorities in accordance with relevant requirements.	**Article 39** The shares held by the shareholders of the Bank shall not ~~be withdrawn~~**withdraw their share capital**, but may be transferred, inherited and gifted in accordance with the relevant management rules of the Bank. The shareholding qualification and percentage of the holders (transferee) of the transferred shares of the Bank shall comply with the requirements on the investment in rural commercial banks of the banking regulatory authorities of the State Council, and the total shares held by them and the percentage and manner of their shareholding must comply with the relevant provisions of the Articles of Association. Shareholders intending to transfer their equities besides stock exchange shall report to the Board of Directors or the equity management institution for approval beforehand, and the approval matters shall be approved by the regulatory authorities before formalizing with the transferee. The matter should be reported to the regulatory authorities in accordance with relevant requirements.

NO.	Original Articles	Amended Articles
32	**Article 43** The Bank shall not allow its shares to become pledged. (1) If shareholders use their equity interests in the Bank to provide guarantees for themselves or others, they shall strictly comply with the requirements of laws, regulations and regulatory authorities and give a prior notice to the Board of Directors. The Office of the Board of Directors or other departments designated by the Board of Directors shall be responsible for the daily collection, preparation and reporting of information regarding the equity pledge of the Bank; Where a shareholder who is director or supervisor of the Bank, or directly, indirectly or jointly holds or controls no less than two percent of the shares or voting rights of the Bank pledges his/her shares of the Bank, he/she shall make filing to the Board of Directors in advance, which shall state the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledge. Where the Board of Directors considers the pledge to have material adverse impact on the stability of the control of the Bank over its shareholdings, corporate governance, risks and related-party transactions, no filing shall be made. Directors nominated by a shareholder who proposes to pledge his/her shares of the Bank shall abstain from voting at the Board of Directors meeting at which such proposal is considered; (2) Upon the completion of registration of the pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to facilitate the risk management and information disclosure compliance of the Bank; (3) Shareholders shall not pledge the shares of the Bank if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net equity value held by them in the Bank in the previous year; (4) Where a shareholder pledges fifty percent or more of his/her equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meetings and the directors appointed by him/her at the meeting of the Board of Directors shall be subject to restrictions.	**Article 40** The Bank shall not allow its shares to become pledged. (1) If shareholders use their equity interests in the Bank to provide guarantees for themselves or others, they shall strictly comply with the requirements of laws, regulations and regulatory authorities and give a prior notice to the Board of Directors. The Office of the Board of Directors or other departments designated by the Board of Directors shall be responsible for the daily collection, preparation and reporting of information regarding the equity pledge of the Bank; Where a shareholder who is director ~~or supervisor~~ of the Bank, or directly, indirectly or jointly holds or controls no less than two percent of the shares or voting rights of the Bank pledges his/her shares of the Bank, he/she shall make filing to the Board of Directors in advance, which shall state the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledge. Where the Board of Directors considers the pledge to have material adverse impact on the stability of the control of the Bank over its shareholdings, corporate governance, risks and related-party transactions, no filing shall be made. Directors nominated by a shareholder who proposes to pledge his/her shares of the Bank shall abstain from voting at the Board of Directors meeting at which such proposal is considered; (2) Upon the completion of registration of the pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to facilitate the risk management and information disclosure compliance of the Bank; (3) Shareholders shall not pledge the shares of the Bank if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net equity value held by them in the Bank in the previous year; (4) Where a shareholder pledges fifty percent or more of his/her equity interests in the Bank, the voting rights of such shareholder at the ~~shareholders'~~ general meetings and the directors appointed by him/her at the meeting of the Board of Directors shall be subject to restrictions.

NO.	Original Articles	Amended Articles
33	**Article 44** The transfer of Shares of the Bank held by the promoter shall comply with the laws, regulations and regulatory requirements. Substantial shareholders shall not transfer the shares held by them within five years from the date of acquisition of equity interests. Directors, supervisors and senior management of the Bank shall declare to the Bank their shareholdings in the Bank (including preference shares) and any changes in such shareholdings. The aforesaid personnel shall not transfer the shares held in the Bank during their tenure and within six months upon the termination of their employment, and shall not pledge the shares held in the Bank during their tenure. If the laws, regulations and rules of the securities regulatory authorities of the place where the shares of the Bank are listed provide otherwise, such laws, regulations and rules shall prevail.	**Article 41** The transfer of Shares of the Bank held by the promoter shall comply with the laws, regulations and regulatory requirements. Substantial shareholders shall not transfer the shares held by them within five years from the date of acquisition of equity interests. Directors~~, supervisors~~ and senior management of the Bank shall declare to the Bank their shareholdings in the Bank (including preference shares) and any changes in such shareholdings. The aforesaid personnel shall not transfer the shares held in the Bank during their tenure **as determined at the time of appointment** and within six months upon the termination of their employment, and shall not pledge the shares held in the Bank during their tenure. If the laws, regulations and rules of the securities regulatory authorities of the place where the shares of the Bank are listed provide otherwise, such laws, regulations and rules shall prevail.
34	CHAPTER 4 FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES IN THE BANK **Article 46** The Bank (including our branches and sub-branches) or the subsidiaries shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers of the shares of the Bank. The purchasers of the shares of the Bank as mentioned above shall include the persons who have directly or indirectly assumed obligations as a result of the purchase of the shares of the Bank. The Bank (including our branches and sub-branches) or the subsidiaries shall not offer any financial assistance at any time and by any means in order to reduce or relieve the obligations of the aforesaid persons. This Article does not apply to the circumstances set out in Article 48 of the Chapter.	CHAPTER 4 FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES IN THE BANK ~~**Article 46** The Bank (including our branches and sub-branches) or the subsidiaries shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers of the shares of the Bank. The purchasers of the shares of the Bank as mentioned above shall include the persons who have directly or indirectly assumed obligations as a result of the purchase of the shares of the Bank.~~ ~~The Bank (including our branches and sub-branches) or the subsidiaries shall not offer any financial assistance at any time and by any means in order to reduce or relieve the obligations of the aforesaid persons.~~ ~~This Article does not apply to the circumstances set out in Article 48 of the Chapter.~~

NO.	Original Articles	Amended Articles
35	**Article 47** The financial assistance stated in the Chapter shall include, but not be limited to: (1) gifts; (2) guarantees (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensations (other than compensation given for acts where the Bank is at fault) or the release or waiver of any rights; (3) the provision of loans or the entering into of any agreement under which the obligations of the Bank are to be fulfilled before the obligations of another party, and a change in the parties to, or the novation of, or the assignment of rights arising under such loans or agreement; (4) any other form of financial assistance given by the Bank when the Bank is insolvent, has no net assets, or when the net assets of the Bank would be reduced to a material extent as a result of such financial assistance. The obligations referred to in the Chapter shall include the obligations of an obligator which have arisen by entering into a contract or making of an arrangement (regardless of whether such contract or arrangement is enforceable, or whether such obligations are assumed by the obligator individually or jointly with any other person) or any obligations that arise out of any changes made in any other way to the obligator's financial condition.	~~**Article 47** The financial assistance stated in the Chapter shall include, but not be limited to:~~ ~~(1) gifts;~~ ~~(2) guarantees (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensations (other than compensation given for acts where the Bank is at fault) or the release or waiver of any rights;~~ ~~(3) the provision of loans or the entering into of any agreement under which the obligations of the Bank are to be fulfilled before the obligations of another party, and a change in the parties to, or the novation of, or the assignment of rights arising under such loans or agreement;~~ ~~(4) any other form of financial assistance given by the Bank when the Bank is insolvent, has no net assets, or when the net assets of the Bank would be reduced to a material extent as a result of such financial assistance.~~ ~~The obligations referred to in the Chapter shall include the obligations of an obligator which have arisen by entering into a contract or making of an arrangement (regardless of whether such contract or arrangement is enforceable, or whether such obligations are assumed by the obligator individually or jointly with any other person) or any obligations that arise out of any changes made in any other way to the obligator's financial condition.~~

NO.	Original Articles	Amended Articles
36	**Article 48** The acts listed below shall not be prohibited by Article 46 of the Chapter: (1) the financial assistance provided by the Bank is genuinely for the interests of the Bank and the main purpose of the financial assistance is not to purchase shares of the Bank, or the financial assistance is an incidental part of the Bank's overall plans; (2) any lawful distribution of the assets of the Bank in the form of dividends; (3) distribution of dividends in the form of shares; (4) reduction of registered capital, repurchase of shares, shareholding restructuring, etc., in accordance with the Chapter; (5) provision of loans by the Bank within its scope of business and in the ordinary course of business (provided that the provision does not lead to a reduction in the net assets of the Bank or that if this causes a reduction, the financial assistance is taken from the distributable profits of the Bank); (6) provision of any funds by the Bank for an employee stock ownership plan (provided that this does not lead to a reduction in the net assets of the Bank or that if there causes a reduction, the financial assistance is taken from the distributable profits of the Bank).	~~**Article 48** The acts listed below shall not be prohibited by Article 46 of the Chapter:~~ ~~(1) the financial assistance provided by the Bank is genuinely for the interests of the Bank and the main purpose of the financial assistance is not to purchase shares of the Bank, or the financial assistance is an incidental part of the Bank's overall plans;~~ ~~(2) any lawful distribution of the assets of the Bank in the form of dividends;~~ ~~(3) distribution of dividends in the form of shares;~~ ~~(4) reduction of registered capital, repurchase of shares, shareholding restructuring, etc., in accordance with the Chapter;~~ ~~(5) provision of loans by the Bank within its scope of business and in the ordinary course of business (provided that the provision does not lead to a reduction in the net assets of the Bank or that if this causes a reduction, the financial assistance is taken from the distributable profits of the Bank);~~ ~~(6) provision of any funds by the Bank for an employee stock ownership plan (provided that this does not lead to a reduction in the net assets of the Bank or that if there causes a reduction, the financial assistance is taken from the distributable profits of the Bank).~~
37	Newly added article	**Article 43 Except as otherwise provided by laws, regulations, the banking regulatory authority of the State Council, the securities regulatory authority of the State Council, the regulatory authorities of the place where the Bank's securities are listed and the stock exchange, the Bank or its subsidiaries shall not provide any financial assistance in the form of a gift, advance, guarantee, loan or otherwise to any person for the purpose of acquiring of the shares of the Bank. Any director or senior management member who violates the preceding paragraph and causes loss to the Bank shall be liable for compensation.**

NO.	Original Articles	Amended Articles
38	CHAPTER 5 SHARES CERTIFICATE AND SHARE REGISTER **Article 49** Share certificates of the Bank shall be in registered form. Share certificates of the Bank must specify the following details: (1) the name of the Bank; (2) the incorporation date of the Bank; (3) the class, par value and number of shares that each share certificate represents; (4) the serial number of the share certificates; (5) other matters that must be specified according to the Company Law and the requirements of the securities regulatory authorities and the stock exchange of the place where the shares of the Bank are listed; (6) if shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" in their title; (7) if shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase "restricted voting rights" or "limited voting rights" in their titles. The overseas listed foreign shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing in the jurisdiction the shares of the Bank are listed in.	CHAPTER 5 SHARES CERTIFICATE AND SHARE REGISTER **Article 44** Share certificates of the Bank shall be in registered form. Share certificates of the Bank must specify the following details: (1) the name of the Bank; (2) the incorporation date of the Bank **or the time of the issuance of the share certificates**; (3) the class, par value and number of shares that each share certificate represents; (4) the serial number of the share certificates; (5) other matters that ~~must~~**shall** be specified according to the Company Law and the requirements of the securities regulatory authorities and the stock exchange of the place where the shares of the Bank are listed; ~~(6) if shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" in their title;~~ ~~(7) if shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase "restricted voting rights" or "limited voting rights" in their titles.~~ The ~~overseas listed foreign~~**H** shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing in the jurisdiction the shares of the Bank are listed in.

NO.	Original Articles	Amended Articles
39	**Article 50** The share certificates of the Bank shall be signed by the Chairman of the Board of Directors. Where the stock exchange in the jurisdiction in which the shares of the Bank are listed requires the senior management of the Bank to sign the share certificates, the share certificates shall be signed by the president or other relevant members of senior management. The share certificates shall become effective after a seal of the Bank is affixed or imprinted thereon. The affixation and imprint of the Bank's seal on the share certificates shall be subject to the authorization of the Board of Directors. The signatures of the chairman of the Board of Directors, the president or other relevant members of senior management of the Bank on the share certificates can be provided in printed form. When scripless shares of the Bank are issued and traded, the applicable provisions of the securities regulatory authorities and the stock exchange in the place where the shares of the Bank are listed shall be followed.	**Article 45** The share certificates of the Bank shall be signed by the ~~Chairman of the Board of Directors~~**legal representative**. Where the stock exchange in the jurisdiction in which the shares of the Bank are listed requires the senior management of the Bank to sign the share certificates, the share certificates shall be signed by the president or other relevant members of senior management. The share certificates shall become effective after a seal of the Bank is affixed or imprinted thereon. ~~The affixation and imprint of the Bank's seal on the share certificates shall be subject to the authorization of the Board of Directors.~~ The signatures of the chairman of the Board of Directors, the president or other relevant members of senior management of the Bank on the share certificates can be provided in printed form. When scripless shares of the Bank are issued and traded, the applicable provisions of the securities regulatory authorities and the stock exchange in the place where the shares of the Bank are listed shall be followed.

NO.	Original Articles	Amended Articles
40	**Article 51** The Bank shall maintain register of members to state the following matters: (1) the name (description), address (domicile), occupation or nature of each shareholder; (2) the class and number of shares held by each shareholder; (3) the amount paid or payable for the shares held by each shareholder; (4) the serial number of the share certificates held by each shareholder; (5) the date on which each shareholder is registered as a shareholder; (6) the date on which each shareholder ceases to be a shareholder. Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' respective shareholdings in the Bank.	**Article 46** The Bank shall maintain register of members to state the following matters: (1) the name (description), ~~address (~~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 for the shares held by each shareholder;~~ ~~(4) the serial number of the share certificates held by each shareholder;~~ ~~(5) the date on which each shareholder is registered as a shareholder;~~ ~~(6) the date on which each shareholder ceases to be a shareholder.~~ **(3) Where shares are issued in paper form, the serial number of the share certificates;** **(4) The date on which each shareholder acquired the shares.** Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' respective shareholdings in the Bank.
41	**Article 52** Pursuant to an understanding and agreement reached between the securities regulatory authority and overseas securities regulatory authority, the Bank may keep its register of members of overseas listed foreign shares outside the PRC and appoint an overseas agent to manage these registers. The original of its H share (only ordinary shares) register shall be kept in Hong Kong. The Bank shall keep at its domicile duplicates of the register of members of overseas listed foreign shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times. In the event that there is any inconsistency between the originals and the duplicates of the register of members of overseas listed foreign shares, the originals shall prevail.	**Article 47** Pursuant to an understanding and agreement reached between the securities regulatory authority and overseas securities regulatory authority, the Bank may keep its register of members of ~~overseas listed foreign~~**H** shares outside the PRC and appoint an overseas agent to manage these registers. The original of its H share (only ordinary shares) register shall be kept in Hong Kong. The Bank shall keep at its domicile duplicates of the register of members of ~~overseas listed foreign~~**H** shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times. In the event that there is any inconsistency between the originals and the duplicates of the register of members of ~~overseas listed foreign~~**H** shares, the originals shall prevail.

NO.	Original Articles	Amended Articles
42	**Article 53** The Bank shall keep a complete register of members and make it available for inspection by its shareholders. The register of members shall comprise the following parts: (1) the register kept at the Bank's domicile, apart from those mentioned under items (2) and (3); (2) the registers of members of the overseas listed foreign shares (excluding preference shares) of the Bank kept at the location(s) of the overseas stock exchange(s) on which the shares are listed; (3) any other register of members kept at such other places as the Board of Directors deems necessary for the purpose of listing the shares (including ordinary shares and preference shares) of the Bank.	**Article 48** The Bank shall keep a complete register of members and make it available for inspection by its shareholders. The register of members shall comprise the following parts: (1) the register kept at the Bank's domicile, apart from those mentioned under items (2) and (3); (2) the registers of members of the ~~overseas listed foreign~~**H** shares (excluding preference shares) of the Bank kept at the location(s) of the overseas stock exchange(s) on which the shares are listed; (3) any other register of members kept at such other places as the Board of Directors deems necessary for the purpose of listing the shares (including ordinary shares and preference shares) of the Bank.
43	**Article 55** If the laws, administrative regulations, departmental rules, normative documents, the requirements of the stock exchange where securities of the Bank are listed and the relevant regulatory authorities have provisions regarding the book closure period of share transfer registration before the Shareholders' general meeting or the base date on which the Bank decides to distribute dividends (including but not limited to section 632 of the Hong Kong Companies Ordinance, etc.), the provisions shall prevail.	**Article 50** If the laws, administrative regulations, departmental rules, normative documents, the requirements of the stock exchange where securities of the Bank are listed and the relevant regulatory authorities have provisions regarding the book closure period of share transfer registration before the ~~Shareholders'~~ general meeting or the base date on which the Bank decides to distribute dividends (including but not limited to section 632 of the Hong Kong Companies Ordinance, etc.), the provisions shall prevail.
44	**Article 56** When the Bank convenes a shareholders' general meeting to distribute dividends, undergo liquidation or engage in any other act requiring the confirmation of shareholders' identities, the Board of Directors or the convener of the shareholders' general meeting shall stipulate a date for shareholding registration. The shareholders whose names appear on the register of members at the close of shareholding registration date shall be entitled to the relevant rights.	**Article 51** When the Bank convenes a ~~shareholders'~~ general meeting to distribute dividends, undergo liquidation or engage in any other act requiring the confirmation of **shareholders' identities**, the Board of Directors or the convener of the ~~shareholders'~~ general meeting shall stipulate a date for shareholding registration. The shareholders whose names appear on the register of members at the close of shareholding registration date shall be entitled to the relevant rights.

NO.	Original Articles	Amended Articles
45	**Article 58** If the share certificates (i.e. the "Original Share Certificates") of any shareholders registered in the register of members or any persons who request that their names (description) be registered in the register of members are lost, these shareholders or persons may apply to the Bank for replacement certificates in respect of such shares (i.e. the "Relevant Shares"). Holders of domestic shares who apply for the replacement of share certificates shall comply with the relevant provisions of the Company Law. Holders of overseas listed foreign shares who apply for the replacement share certificates shall comply with the laws, the rules of the stock exchange and other relevant regulations of the jurisdiction in which the original register of members of overseas listed foreign shares is kept. If the share certificates held by holders of overseas listed foreign shares are lost, the replacement application shall comply with the following requirements: (1) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request registration as a shareholder in respect of the Relevant Shares. (2) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates.	**Article 53** If the share certificates (i.e. the "Original Share Certificates") of any shareholders registered in the register of members or any persons who request that their names (description) be registered in the register of members are lost, these shareholders or persons may apply to the Bank for replacement certificates in respect of such shares (i.e. the "Relevant Shares"). Holders of domestic shares who apply for the replacement of share certificates shall comply with the relevant provisions of the Company Law. Holders of ~~overseas listed foreign~~**H** shares who apply for the replacement share certificates shall comply with the laws, the rules of the stock exchange and other relevant regulations of the jurisdiction in which the original register of members of ~~overseas listed foreign~~**H** shares is kept. If the share certificates held by holders of ~~overseas listed foreign~~**H** shares are lost, the replacement application shall comply with the following requirements: (1) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request registration as a shareholder in respect of the Relevant Shares. (2) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates.

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

NO.	Original Articles	Amended Articles
46	CHAPTER 6 SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS Section 1 Shareholders **Article 61** A shareholder of the Bank is a person who lawfully holds shares of the Bank and whose name (description) is recorded in the register of members. A shareholder of the Bank shall be qualified for share subscription as required by the banking regulatory authority of the State Council. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders who hold shares of the same class will have the same rights and obligations. To the extent permitted by the laws, regulations and regulatory requirements, where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such share, provided that they are subject to the following constraints: (1) the Bank shall not register more than four persons as the joint holders of any share(s); (2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s); (3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Company, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death (in a manner deemed appropriate by the Board of Directors) for the purpose of changing the register of shareholders; and (4) as far as all joint shareholders of any shares are concerned, only the joint shareholder whose name appears first on the register of members has the right to receive the share certificate of the relevant shares and notices of the Bank; and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares.	CHAPTER 6 SHAREHOLDERS AND ~~SHAREHOLDERS'~~ GENERAL MEETINGS Section 1 Shareholders **Article 56** A shareholder of the Bank is a person who lawfully holds shares of the Bank and whose name (description) is recorded in the register of members. A shareholder of the Bank shall be qualified for share subscription as required by the banking regulatory authority of the State Council. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders who hold shares of the same class will have the same rights and obligations. To the extent permitted by the laws, regulations and regulatory requirements, where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such share, provided that they are subject to the following constraints: (1) the Bank shall not register more than four persons as the joint holders of any share(s); (2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s); (3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Company, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death (in a manner deemed appropriate by the Board of Directors) for the purpose of changing the register of shareholders; and (4) as far as all joint shareholders of any shares are concerned, only the joint shareholder whose name appears first on the register of members has the right to receive the share certificate of the relevant shares and notices of the Bank; and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares.

NO.	Original Articles	Amended Articles
	Any joint shareholder may sign the proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding. Any receipts issued to the Bank by one of the joint shareholders for any dividend, bonus issue or return on capital payable to such joint shareholders shall be treated as a valid receipt that has been issued by all the joint shareholders to the Bank.	Any joint shareholder may sign the proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding. Any receipts issued to the Bank by one of the joint shareholders for any dividend, bonus issue or return on capital payable to such joint shareholders shall be treated as a valid receipt that has been issued by all the joint shareholders to the Bank.
47	**Article 62** A common shareholder of the Bank shall enjoy the following rights: (1) to receive dividends and other kinds of distributions as determined by the number of shares held by them; (2) to request for convention, convene, preside over, attend in person or by a proxy general meeting, speak at the shareholders' general meeting and exercise voting rights based on the number of the shares held by him/her in accordance with the law (unless individual shareholders are required to abstain from voting to approve the matter under consideration in accordance with applicable Rules Governing the Listing of Securities as amended from time to time); (3) to supervise the business operation of the Bank, and to make suggestions and enquiries accordingly; (4) to transfer, bestow or pledge shares held by him/her in accordance with the laws, regulations, regulatory provisions and the provisions of the Articles of Association; (5) to obtain relevant information in accordance with the laws, regulations, regulatory provisions and the provisions of the Articles of Association, including: 1) to obtain a copy of the Articles of Association after its cost has been paid;	**Article 57** A common shareholder of the Bank shall enjoy the following rights: (1) to receive dividends and other kinds of distributions as determined by the number of shares held by them; (2) to request for convention, convene, preside over, attend in person or by a proxy general meeting, speak at the ~~shareholders'~~ general meeting and exercise voting rights based on the number of the shares held by him/her in accordance with the law (unless individual shareholders are required to abstain from voting to approve the matter under consideration in accordance with applicable Rules Governing the Listing of Securities as amended from time to time); (3) to supervise the business operation of the Bank, and to make suggestions and enquiries accordingly; (4) to transfer, bestow or pledge shares held by him/her in accordance with the laws, regulations, regulatory provisions and the provisions of the Articles of Association; (5) ~~to obtain relevant information in accordance with the laws, regulations, regulatory provisions and the provisions of the Articles of Association, including:~~ ~~1) to obtain a copy of the Articles of Association after its cost has been paid;~~

NO.	Original Articles	Amended Articles
	2) to inspect and copy the following documents after a reasonable fee has been paid: (i) all parts of the register of members; (ii) the personal information of directors, supervisors, and senior management of the Bank, including: (1) present and former names and alias; (2) main address (domicile); (3) nationality; (4) professional job and other part-time occupation and position; (5) identification documents and its number. (iii) status of the share capital of the Bank; (iv) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expense paid by the Bank in relation to such repurchases; (v) minutes of the general meetings; (vi) the latest audited financial statements and the reports of the Board of Directors, auditors and the Board of Supervisors; (vii) special resolutions; (viii) the copy of the latest corporate annual report submitted to the administrative authorities for industry and commerce or other competent authorities for filing; (ix) counterfoil of bonds, minutes of the meetings of the Board of Directors, and minutes of the meetings of the Board of Supervisors, and financial and accounting reports of the Bank; Except for the documents mentioned in item (2) above, the Bank shall maintain all documents set out in items (1) to (8) above at its domicile in Hong Kong according to the Hong Kong Listing Rules to make them available for free inspection by the public and shareholders of its overseas listed shares. Documents mentioned in item (5) shall only be available for the shareholders with voting rights at relevant shareholder's general meetings.	~~2) to inspect and copy the following documents after a reasonable fee has been paid:~~ ~~(i) all parts of the register of members;~~ ~~(ii) the personal information of directors, supervisors, and senior management of the Bank, including:~~ ~~(1) present and former names and alias;~~ ~~(2) main address (domicile);~~ ~~(3) nationality;~~ ~~(4) professional job and other part-time occupation and position;~~ ~~(5) identification documents and its number.~~ ~~(iii) status of the share capital of the Bank;~~ ~~(iv) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expense paid by the Bank in relation to such repurchases;~~ ~~(v) minutes of the general meetings;~~ ~~(vi) the latest audited financial statements and the reports of the Board of Directors, auditors and the Board of Supervisors;~~ ~~(vii) special resolutions;~~ ~~(viii) the copy of the latest corporate annual report submitted to the administrative authorities for industry and commerce or other competent authorities for filing;~~ ~~(ix) counterfoil of bonds, minutes of the meetings of the Board of Directors, and minutes of the meetings of the Board of Supervisors, and financial and accounting reports of the Bank;~~ ~~Except for the documents mentioned in item (2) above, the Bank shall maintain all documents set out in items (1) to (8) above at its domicile in Hong Kong according to the Hong Kong Listing Rules to make them available for free inspection by the public and shareholders of its overseas listed shares. Documents mentioned in item (5) shall only be available for the shareholders with voting rights at relevant shareholder's general meetings.~~

NO.	Original Articles	Amended Articles
	Copies of minutes of the shareholders' meetings are available for shareholders' inspection free of charge during working hours of the Bank. Upon request of any shareholder obtaining the copies of the relevant meeting minutes, the Bank shall dispatch the relevant copies within seven days after receipt of a reasonable fee. (6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the dissolution or liquidation of the Bank; (7) to request the Bank to repurchase shares from such shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank; (8) to have other rights conferred in accordance with the laws, administrative regulations and the Articles of Association. Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.; For a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of a commercial bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit connected transactions between the commercial bank and the shareholder, restrict the limit of equity held in the commercial bank, and equity pledge ratio, etc., and restrict its right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.; If any person who has direct or indirect interest of the Bank does not disclose such interest to the Bank and exercises the rights of shares, the Bank shall not damage his/her rights based on shares of the Bank in freezing or other ways.	~~Copies of minutes of the shareholders' meetings are available for shareholders' inspection free of charge during working hours of the Bank. Upon request of any shareholder obtaining the copies of the relevant meeting minutes, the Bank shall dispatch the relevant copies within seven days after receipt of a reasonable fee.~~ **To inspect and copy the Articles of Association, the register of members, minutes of general meetings, resolutions of the Board of Directors, and financial and accounting reports; shareholders who meet the requirements prescribed by the Company Law may inspect the accounting books and accounting vouchers of the Bank;** ~~(1)~~**(6)** to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the dissolution or liquidation of the Bank; ~~(2)~~**(7)** to request the Bank to repurchase shares from such shareholders who voted against the resolutions adopted at a ~~shareholders'~~ general meeting to merge or divide the Bank; ~~(3)~~**(8)** to have other rights conferred in accordance with the laws, administrative regulations and the Articles of Association. Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a ~~shareholders'~~ general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.; For a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of a commercial bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit connected transactions between the commercial bank and the shareholder, restrict the limit of equity held in the commercial bank, and equity pledge ratio, etc., and restrict its right to request convening of a ~~shareholders'~~ general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.; If any person who has direct or indirect interest of the Bank does not disclose such interest to the Bank and exercises the rights of shares, the Bank shall not damage his/her rights based on shares of the Bank in freezing or other ways.

NO.	Original Articles	Amended Articles
48	**Article 63** Where a shareholder requests the inspection of or access to the relevant information as set forth in Article 62(5), such shareholder shall provide the Bank with written documents evidencing the class and number of shares held by such shareholder in the Bank and the Bank shall provide the above information at the request of such shareholder upon verification of the shareholder's identity. Shareholders shall fulfil their confidentiality obligation to the Bank while exercising the aforesaid right to know and use the information of the Bank in a reasonable manner. Shareholders who violate the obligation of confidentiality and thereby cause damage to the Bank shall be liable for compensation.	**Article 58** Where a shareholder requests the inspection of or access to the relevant information as set forth in ~~Article 62~~ **Article 57** (5), such shareholder shall provide the Bank with written documents evidencing the class and number of shares held by such shareholder in the Bank and the Bank shall provide the above information at the request of such shareholder upon verification of the shareholder's identity. **Where a shareholder of the Bank requests to inspect the accounting books and accounting vouchers of the Bank, such request shall comply with the provisions of the Company Law and other laws and administrative regulations, and shall be submitted to the Bank in writing, stating the purpose thereof. Where the Bank has reasonable grounds to believe that the shareholder's request for inspection of accounting books and accounting vouchers is for an improper purpose and may harm the legitimate interests of the Bank, it may refuse the request and shall provide a written reply to the shareholder with reasons within fifteen days from the date of the written request. If the Bank refuses to provide such inspection, the shareholder may file a lawsuit with the People's Court. Shareholders may engage accounting firms, law firms or other intermediary institutions to inspect the materials specified herein. Shareholders and the accounting firms, law firms or other intermediary institutions engaged by them shall abide by the provisions of laws and administrative regulations concerning the protection of state secrets, trade secrets, personal privacy and personal information when inspecting and copying the relevant materials.** Shareholders shall fulfil their confidentiality obligation to the Bank while exercising the aforesaid right to know and use the information of the Bank in a reasonable manner. Shareholders who violate the obligation of confidentiality and thereby cause damage to the Bank shall be liable for compensation. **Where a shareholder requests to inspect and copy materials related to the Bank's wholly-owned subsidiaries, the provisions of the preceding two paragraphs shall apply.**

NO.	Original Articles	Amended Articles
49	**Article 64** If a resolution of a shareholders' general meeting or a Board of Directors resolution of the Bank violates the laws and administrative regulations, a shareholder shall have the right to request the people's court to determine the resolution as invalid. If the procedure of convening a shareholders' general meeting or meeting of Board of Directors, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles of Association, or the contents of a resolution violates the Articles of Association, a shareholder shall have the right to request the people's court to rescind the resolution within sixty days from the date on which the resolution is adopted.	**Article 59** If a resolution of a ~~shareholders'~~ general meeting or a Board of Directors resolution of the Bank violates the laws and administrative regulations, a shareholder shall have the right to request the people's court to determine the resolution as invalid. If the procedure of convening a ~~shareholders'~~ general meeting or meeting of Board of Directors, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles of Association, or the contents of a resolution violates the Articles of Association, a shareholder shall have the right to request the people's court to rescind the resolution within sixty days from the date on which the resolution is adopted. **However, this shall not apply where there is only a minor defect in the procedures for convening the general meeting or meetings of the Board of Directors or the method of voting, which has not had a material effect on the resolution.** **A shareholder who was not notified of a general meeting may request the People's Court to revoke the resolution of the general meeting within sixty days from the date on which the shareholder knew or should have known about the passing of such resolution; the right to request revocation shall be extinguished if it is not exercised within one year from the date on which the resolution was passed.**
		Article 60 A resolution of the general meeting or the Board of Directors of the Bank shall be non-existent under any of the following circumstances: **(1) no general meeting or meeting of Board of Directors was held to pass the resolution;** **(2) the general meeting or meeting of Board of Directors did not conduct a vote on the matters to be resolved;** **(3) the number of attendees or the number of voting rights represented at the meeting failed to reach the threshold required by the Company Law or the Articles of Association;** **(4) the number of persons or the number of voting rights in favor of the resolution failed to reach the threshold required by the Company Law or the Articles of Association.**

NO.	Original Articles	Amended Articles
50	**Article 65** If any director or member of senior management has violated the laws, administrative regulations or provisions of the Articles of Association in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than one percent or more shares in the Bank for no less than one hundred and eighty consecutive days may make a written request to the Board of Supervisors to initiate legal proceedings at the people's court. If any supervisor has violated laws, administrative regulations or provisions of the Articles of Association in performing its duties and therefore has caused loss to the Bank, the aforesaid shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court. If the Board of Supervisors or the Board of Directors rejects or fails to initiate legal proceedings within thirty days from the date of receipt of the request as specified in the preceding paragraph, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at the people's court in their own names for the benefit of the Bank. If any other person infringes the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.	**Article 61** If any director or member of senior management **other than a member of the Audit Committee** has violated the laws, administrative regulations or provisions of the Articles of Association in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than one percent or more shares in the Bank for no less than one hundred and eighty consecutive days may make a written request to the ~~Board of Supervisors~~**Audit Committee** to initiate legal proceedings at the people's court. If any ~~supervisor~~**member of the Audit Committee** has violated laws, administrative regulations or provisions of the Articles of Association in performing its duties and therefore has caused loss to the Bank, the aforesaid shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court. If the ~~Board of Supervisors~~**Audit Committee** or the Board of Directors rejects or fails to initiate legal proceedings within thirty days from the date of receipt of the request as specified in the preceding paragraph, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at the people's court in their own names for the benefit of the Bank. If any other person infringes the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.

NO.	Original Articles	Amended Articles
51	**Article 67** A shareholder of the Bank shall have the following obligations (where the Articles of Association provide otherwise in relation to the obligations of holders of preference shares, such provisions shall prevail): (1) to abide by the laws, administrative regulations, regulatory requirements and the Articles of Association; (2) to pay the share capital as determined by the number of shares subscribed for and by the prescribed method of capital contribution; to use self-owned funds with legal sources to invest in the share capital of the Bank instead of non-self-owned funds such as entrusted funds, debt funds, etc., unless otherwise provided by laws, regulations or regulatory systems; (3) not to return the shares to the Bank except for the purpose of abiding the requirements of the laws, regulations or regulatory provisions; (4) to maintain the interests and reputation of the Bank and support the Bank to carry out various business activities according to the laws; (5) shareholders (especially substantial shareholders and their controlling shareholders), and de facto controller not to injure the legitimate interest of the Bank, its shareholders and stakeholders by abusing its rights as a shareholder or using related relationships, and otherwise shall bear the liability for compensation for losses caused to the Bank, its shareholders and stakeholders in accordance with the laws; not to injure the interests of the creditors by abusing the independence status of the corporate juridical person and limited liabilities of shareholders of the Bank, where the Bank's shareholders abuse the independent status of the corporate juridical person or limited liabilities of shareholders to avoid debts, or cause a serious damage to the interests of the Bank's creditors, they shall be jointly and severally liable for the Bank's debts;	**Article 63** A shareholder of the Bank shall have the following obligations (where the Articles of Association provide otherwise in relation to the obligations of holders of preference shares, such provisions shall prevail): (1) to abide by the laws, administrative regulations, regulatory requirements and the Articles of Association; (2) to pay the share capital as determined by the number of shares subscribed for and by the prescribed method of capital contribution; to use self-owned funds with legal sources to invest in the share capital of the Bank instead of non-self-owned funds such as entrusted funds, debt funds, etc., unless otherwise provided by laws, regulations or regulatory systems; (3) not to ~~return the shares~~**withdraw its share capital**~~to the Bank~~ except for the purpose of abiding the requirements of the laws, regulations or regulatory provisions; (4) to maintain the interests and reputation of the Bank and support the Bank to carry out various business activities according to the laws; (5) shareholders (especially substantial shareholders and their controlling shareholders), and de facto controller not to injure the legitimate interest of the Bank, its shareholders and stakeholders by abusing its rights as a shareholder or using related relationships, and otherwise shall bear the liability for compensation for losses caused to the Bank, its shareholders and stakeholders in accordance with the laws; not to injure the interests of the creditors by abusing the independence status of the corporate juridical person and limited liabilities of shareholders of the Bank, where the Bank's shareholders abuse the independent status of the corporate juridical person or limited liabilities of shareholders to avoid debts, or cause a serious damage to the interests of the Bank's creditors, they shall be jointly and severally liable for the Bank's debts;

NO.	Original Articles	Amended Articles
	(6) shareholders, especially the substantial shareholders should exercise their rights as capital contributors in strict accordance with laws, regulations and these Articles of Association and shall not seek improper benefits; shareholders (especially substantial shareholders) and their controlling shareholders, and de facto controller shall not interference with the decision-making power and the rights of management enjoyed by the Board of Directors and the senior management under these Articles of Association, and interference with the Bank's operation management directly without the approval of the Board of Directors and the senior management; (7) in the case of the capital adequacy ratio is lower than the legal requirements or the lowest standard as required by the banking regulatory and administrative authorities under the State Council, shall support the measures of increasing the capital adequacy ratio which shall be proposed by the Board of Directors. Shareholders, especially the substantial shareholders, shall support any reasonable capital planning made by the Board of Directors of the Bank so as to make the capital of the Bank meet the regulatory requirements on an ongoing basis. When the capital of the Bank fails to meet any regulatory requirements, a capital replenishment plan shall be made to meet the regulatory requirements on capital adequacy ratio within specified period of time and to replenish capital by way of adding core capital. Substantial shareholders shall not prevent other shareholders from replenishing the capital of the Bank or new qualified shareholders from entering into the Bank. Substantial shareholders shall make a long-term commitment to the Bank in writing in respect of making any capital replenishment to the Bank when necessary, which shall act as a part of the Bank's capital planning;	(6) shareholders, especially the substantial shareholders should exercise their rights as capital contributors in strict accordance with laws, regulations and these Articles of Association and shall not seek improper benefits; shareholders (especially substantial shareholders) and their controlling shareholders, and de facto controller shall not interference with the decision-making power and the rights of management enjoyed by the Board of Directors and the senior management under these Articles of Association, and interference with the Bank's operation management directly without the approval of the Board of Directors and the senior management; (7) in the case of the capital adequacy ratio is lower than the legal requirements or the lowest standard as required by the banking regulatory and administrative authorities under the State Council, shall support the measures of increasing the capital adequacy ratio which shall be proposed by the Board of Directors. Shareholders, especially the substantial shareholders, shall support any reasonable capital planning made by the Board of Directors of the Bank so as to make the capital of the Bank meet the regulatory requirements on an ongoing basis. When the capital of the Bank fails to meet any regulatory requirements, a capital replenishment plan shall be made to meet the regulatory requirements on capital adequacy ratio within specified period of time and to replenish capital by way of adding core capital. Substantial shareholders shall not prevent other shareholders from replenishing the capital of the Bank or new qualified shareholders from entering into the Bank. Substantial shareholders shall make a long-term commitment to the Bank in writing in respect of making any capital replenishment to the Bank when necessary, which shall act as a part of the Bank's capital planning;

NO.	Original Articles	Amended Articles
	(8) to comply with the regulatory requirements on shareholding ratio and the number of shareholding institutions, and not to entrust or accept entrustment by others to hold shares of the Bank; (9) to truthfully inform the Bank of financial information, shareholding structure, source of capital for equity investment, controlling shareholders, de facto controller, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions and other information in accordance with laws, regulations and regulatory requirements; (10) where there are any changes to the controlling shareholders, de facto controller, related parties, persons acting in concert and ultimate beneficiaries of shareholders, the relevant shareholders shall promptly notify the Bank of the changes in writing in accordance with laws, regulations and regulatory provisions; (11) where shareholders conduct mergers or divisions, are ordered to suspend business for rectification, be under designated custody, taken over, subject to revoke, etc., or enter in the process of dissolution, liquidation, bankruptcy procedures, or changes occur to their legal representative, company name, business location, business scope, and other major matters, they shall promptly notify the Bank of the relevant information in writing in accordance with laws, regulations and regulatory requirements; (12) where the shares of the Bank held by the shareholders are involved in litigation, arbitration, legal enforcement measures taken by judiciary authorities, pledges or release of pledges, shareholders shall promptly notify the Bank of the relevant information in writing in accordance with laws, regulations and regulatory requirements;	(8) to comply with the regulatory requirements on shareholding ratio and the number of shareholding institutions, and not to entrust or accept entrustment by others to hold shares of the Bank; (9) to truthfully inform the Bank of financial information, shareholding structure, source of capital for equity investment, controlling shareholders, de facto controller, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions and other information in accordance with laws, regulations and regulatory requirements; (10) where there are any changes to the controlling shareholders, de facto controller, related parties, persons acting in concert and ultimate beneficiaries of shareholders, the relevant shareholders shall promptly notify the Bank of the changes in writing in accordance with laws, regulations and regulatory provisions; (11) where shareholders conduct mergers or divisions, are ordered to suspend business for rectification, be under designated custody, taken over, subject to revoke, etc., or enter in the process of dissolution, liquidation, bankruptcy procedures, or changes occur to their legal representative, company name, business location, business scope, and other major matters, they shall promptly notify the Bank of the relevant information in writing in accordance with laws, regulations and regulatory requirements; (12) where the shares of the Bank held by the shareholders are involved in litigation, arbitration, legal enforcement measures taken by judiciary authorities, pledges or release of pledges, shareholders shall promptly notify the Bank of the relevant information in writing in accordance with laws, regulations and regulatory requirements;

NO.	Original Articles	Amended Articles
	(13) where a shareholder transfers, pledges its shares in the Bank, or conducts related transactions with the Bank, it shall abide by laws, regulations and regulatory requirements, without causing damage to the interests of other shareholders and the Bank; (14) where the Bank experiences a major risk incident or commits a serious violation of regulations and is subsequently subject to risk disposal or takeover or other measures by the CBIRC or its dispatched institutions, shareholders shall cooperate with the regulatory authorities in conducting investigation and risk disposal, strictly implement relevant regulatory measures and requirements, take the initiative to maintain the stable operations of the Bank, and assume the responsibilities and obligations of shareholder in accordance with the law; Where the Bank experiences a major risk incident, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations and the recovery and disposal plan formulated by the Bank, and the shareholders shall actively support it; (15) shareholders shall perform the fiduciary duty to the Bank according to law and ensure shareholders' qualification data provided are true, complete and valid; substantial shareholders shall report to the Board of Directors the information of their related parties in a true, accurate and complete manner, and undertake that they will report to the Board of Directors any change of the related party relationship in a timely manner; (16) shareholders shall make a service commitment in writing to the Bank in support of agriculture and small businesses; (17) other obligations of the shareholders as required by the laws, regulations, regulatory provisions and the Articles of Association. Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.	(13) where a shareholder transfers, pledges its shares in the Bank, or conducts related transactions with the Bank, it shall abide by laws, regulations and regulatory requirements, without causing damage to the interests of other shareholders and the Bank; (14) where the Bank experiences a major risk incident or commits a serious violation of regulations and is subsequently subject to risk disposal or takeover or other measures by the ~~CBIRC or its dispatched institutions~~**banking regulatory authority of the State Council**, shareholders shall cooperate with the regulatory authorities in conducting investigation and risk disposal, strictly implement relevant regulatory measures and requirements, take the initiative to maintain the stable operations of the Bank, and assume the responsibilities and obligations of shareholder in accordance with the law; Where the Bank experiences a major risk incident, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations and the recovery and disposal plan formulated by the Bank, and the shareholders shall actively support it; (15) shareholders shall perform the fiduciary duty to the Bank according to law and ensure shareholders' qualification data provided are true, complete and valid; substantial shareholders shall report to the Board of Directors the information of their related parties in a true, accurate and complete manner, and undertake that they will report to the Board of Directors any change of the related party relationship in a timely manner; (16) shareholders shall make a service commitment in writing to the Bank in support of agriculture and small businesses; (17) other obligations of the shareholders as required by the laws, regulations, regulatory provisions and the Articles of Association. Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.

NO.	Original Articles	Amended Articles
52	**Article 69** A Controlling Shareholder or De facto Controller of the Bank shall owe the fiduciary duties to both the Bank and public shareholders. The Controlling Shareholders shall be in strict compliance with the law while they exercise their rights as investors, and shall not impair the legal interests of the Bank or public shareholders by taking advantage of profits distribution, assets reorganization, foreign investment, capital appropriation and loan guarantee or in any other way, nor shall they impair the legal interests of the Bank or public shareholders by taking advantage of their privileged positions as Controlling Shareholders: (1) Controlling shareholders shall nominate candidates for directors and supervisors of the Bank in strict compliance with applicable laws, regulations as well as the conditions and procedures stipulated in the Articles of Association. Controlling shareholders shall have no rights to approve any resolutions on the election of members of shareholders' meetings and any appointment of members of the Board of Directors, or appoint or remove any members of the senior management of the Bank without approval at the shareholders' general meeting and the Board of Directors; (2) Controlling shareholders shall not directly or indirectly interfere with the decision-making or lawful operating activities of the Bank, and shall not impair the rights and interests of the Bank and other shareholders; (3) Controlling shareholders and the Bank shall be independent of each other in respect of staff, asset, finance, institutions and business and shall have separate accounting and assumption of liabilities and risks; (4) Members of the Bank shall be independent of Controlling Shareholders. No senior management of the Bank shall hold any position at any entity of the Controlling Shareholders other than the post of directorship;	**Article 65** A Controlling Shareholder or De facto Controller of the Bank shall owe the fiduciary duties to both the Bank and public shareholders. The Controlling Shareholders shall be in strict compliance with the law while they exercise their rights as investors, and shall not impair the legal interests of the Bank or public shareholders by taking advantage of profits distribution, assets reorganization, foreign investment, capital appropriation and loan guarantee or in any other way, nor shall they impair the legal interests of the Bank or public shareholders by taking advantage of their privileged positions as Controlling Shareholders: (1) Controlling shareholders shall nominate candidates for directors ~~and supervisors~~ of the Bank in strict compliance with applicable laws, regulations as well as the conditions and procedures stipulated in the Articles of Association. Controlling shareholders shall have no rights to approve any resolutions on the election of members of ~~shareholders'~~ general meetings and any appointment of members of the Board of Directors, or appoint or remove any members of the senior management of the Bank without approval at the ~~shareholders'~~ general meeting and the Board of Directors; (2) Controlling shareholders shall not directly or indirectly interfere with the decision-making or lawful operating activities of the Bank, and shall not impair the rights and interests of the Bank and other shareholders; (3) Controlling shareholders and the Bank shall be independent of each other in respect of staff, asset, finance, institutions and business and shall have separate accounting and assumption of liabilities and risks; (4) Members of the Bank shall be independent of Controlling Shareholders. No senior management of the Bank shall hold any position at any entity of the Controlling Shareholders other than the post of directorship;

NO.	Original Articles	Amended Articles
	(5) Any assets contributed by a Controlling Shareholder in the Bank shall be independent and in its entirety, and with ownership unencumbered. The Controlling Shareholder shall not use or dispose of the assets of the Bank, or interfere with the operation and management of such assets of the Bank; (6) Controlling shareholders shall respect the financial independence of the Bank and shall not interfere with the financial and accounting activities of the Bank; (7) The Board of Directors, the Board of Supervisors and other internal institutions of the Bank shall separately operate. Controlling shareholders and their subordinate institutions shall not make any plans or instructions with regard to the businesses of the Bank, or affect its independent business management in any manner. In addition to the obligations required under the laws, regulations, regulatory provisions or the listing rules of the place where the Bank's securities are listed, when exercising his rights as a shareholder, a Controlling Shareholder shall not exercise his voting rights and make decisions on the following issues which are detrimental to the interests of all or some of the shareholders: (1) Relieving a director or a supervisor of his responsibility to act in good faith and in the best interests of the Bank; (2) Approving a director or a supervisor (for his/her own or for the benefit of others) in depriving the Bank of its assets in any form, including but not limited to any business opportunities advantageous to the Bank; (3) Approving a director or a supervisor (for his/her own or for the benefit of others) in depriving other shareholder of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to the restructuring of the Bank submitted to and adopted at the general meeting in accordance with the Articles of Association.	(5) Any assets contributed by a Controlling Shareholder in the Bank shall be independent and in its entirety, and with ownership unencumbered. The Controlling Shareholder shall not use or dispose of the assets of the Bank, or interfere with the operation and management of such assets of the Bank; (6) Controlling shareholders shall respect the financial independence of the Bank and shall not interfere with the financial and accounting activities of the Bank; (7) The Board of Directors~~, the Board of Supervisors~~ and other internal institutions of the Bank shall separately operate. Controlling shareholders and their subordinate institutions shall not make any plans or instructions with regard to the businesses of the Bank, or affect its independent business management in any manner. In addition to the obligations required under the laws, regulations, regulatory provisions or the listing rules of the place where the Bank's securities are listed, when exercising his rights as a shareholder, a Controlling Shareholder shall not exercise his voting rights and make decisions on the following issues which are detrimental to the interests of all or some of the shareholders: (1) Relieving a director ~~or a supervisor~~ of his responsibility to act in good faith and in the best interests of the Bank; (2) Approving a director ~~or a supervisor~~ (for his/her own or for the benefit of others) in depriving the Bank of its assets in any form, including but not limited to any business opportunities advantageous to the Bank; (3) Approving a director ~~or a supervisor~~ (for his/her own or for the benefit of others) in depriving other shareholder of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to the restructuring of the Bank submitted to and adopted at the general meeting in accordance with the Articles of Association.

NO.	Original Articles	Amended Articles
53	**Article 70** The shareholding, governance, trading, responsibilities and obligations of major shareholders of the Bank shall be carried out in accordance with Measures for the Supervision of the Behavior of Major Shareholders of Banking Insurance Institutions (Trial). (1) major shareholders shall be adequately aware of the nature, risk characteristics and prudent operation rules of the banking industry, as well as the rights and duties of major shareholders, proactively maintain a sound operation of the Bank and a stable financial market, protect consumers' rights and interests, and support the Bank to better serve the real economy and prevent and control financial risks; (2) major shareholders shall strengthen the capital binding, maintain an appropriate level of leverage, scientifically lay out the investments in the Bank to ensure that the behavior of investments commensurate with its own capital scale, capability of capital contribution on an ongoing basis, and management level, and the amount of investments in the Bank meets relevant regulatory requirements; (3) when major shareholders acquired equity interests and submitted to CBIRC and its dispatched institutions for consideration and approval, they shall explicit the capital source, cooperate positively with CBIRC and its dispatched institutions as well as the Bank in examining the capital source; (4) major shareholders shall explicit their shareholding structure in each level up to the de facto controller and ultimate beneficiary, as well as their related relationship or concerted action with other shareholders, so as to ensure that the shareholding relationship is true and transparent, and illegal acts such as concealing the de facto controller, concealing related relationship, shareholding on behalf of others and private agreements are strictly prohibited; (5) no direct or indirect cross-shareholding is allowed between major shareholders and the Bank, except as otherwise provided by the State Council;	**Article 66** The shareholding, governance, trading, responsibilities and obligations of major shareholders of the Bank shall be carried out in accordance with Measures for the Supervision of the Behavior of Major Shareholders of Banking Insurance Institutions (Trial). (1) major shareholders shall be adequately aware of the nature, risk characteristics and prudent operation rules of the banking industry, as well as the rights and duties of major shareholders, proactively maintain a sound operation of the Bank and a stable financial market, protect consumers' rights and interests, and support the Bank to better serve the real economy and prevent and control financial risks; (2) major shareholders shall strengthen the capital binding, maintain an appropriate level of leverage, scientifically lay out the investments in the Bank to ensure that the behavior of investments commensurate with its own capital scale, capability of capital contribution on an ongoing basis, and management level, and the amount of investments in the Bank meets relevant regulatory requirements; (3) when major shareholders acquired equity interests and submitted to ~~CBIRC and its dispatched institutions~~**banking regulatory authority of the State Council** for consideration and approval, they shall explicit the capital source, cooperate positively with ~~CBIRC and its dispatched institutions~~**banking regulatory authority of the State Council** as well as the Bank in examining the capital source; (4) major shareholders shall explicit their shareholding structure in each level up to the de facto controller and ultimate beneficiary, as well as their related relationship or concerted action with other shareholders, so as to ensure that the shareholding relationship is true and transparent, and illegal acts such as concealing the de facto controller, concealing related relationship, shareholding on behalf of others and private agreements are strictly prohibited;

NO.	Original Articles	Amended Articles
	(6) major shareholders shall not provide guarantee in favour of debts of other than themselves and their related parties by their equities in the Bank, hold equities in the Bank on behalf of others or through illegal related-party shareholding, or disguise transfer of equity by means of equity pledge. Major shareholders shall inform the Bank any pledge or release of pledge of their equity and allow the Bank to disclose such information in the annual report of the Bank; (7) major shareholders shall focus on long-term investments and value investments, and shall not aim at the purpose of speculative cashing out; shall safeguard the relative stability of the Bank's shareholding structures, and shall not transfer or transfer in any disguised form their equity interests in the Bank within the period of restricted transfer of equity, except as otherwise transfer in accordance with judicial rulings, administrative transfers, or orders from the CBIRC and its dispatched institutions; (8) major shareholders shall perform their duties and responsibilities diligently in accordance with laws and regulations, regulatory requirements and the Articles of Association, participate in corporate governance lawfully and effectively, and be strictly prohibited from the abuse of shareholder's rights; support the Bank in establishing an independent, sound and well-balanced corporate governance structure, and encourage and support the Bank to organically integrate the leadership of the Party with corporate governance;	(5) no direct or indirect cross-shareholding is allowed between major shareholders and the Bank, except as otherwise provided by the State Council; (6) major shareholders shall not provide guarantee in favour of debts of other than themselves and their related parties by their equities in the Bank, hold equities in the Bank on behalf of others or through illegal related-party shareholding, or disguise transfer of equity by means of equity pledge. Major shareholders shall inform the Bank any pledge or release of pledge of their equity and allow the Bank to disclose such information in the annual report of the Bank; (7) major shareholders shall focus on long-term investments and value investments, and shall not aim at the purpose of speculative cashing out; shall safeguard the relative stability of the Bank's shareholding structures, and shall not transfer or transfer in any disguised form their equity interests in the Bank within the period of restricted transfer of equity, except as otherwise transfer in accordance with judicial rulings, administrative transfers, or orders from the ~~CBIRC and its dispatched institutions~~**banking regulatory authority of the State Council**; (8) major shareholders shall perform their duties and responsibilities diligently in accordance with laws and regulations, regulatory requirements and the Articles of Association, participate in corporate governance lawfully and effectively, and be strictly prohibited from the abuse of shareholder's rights; support the Bank in establishing an independent, sound and well-balanced corporate governance structure, and encourage and support the Bank to organically integrate the leadership of the Party with corporate governance;

NO.	Original Articles	Amended Articles
	(9) major shareholders shall properly exercise their shareholder's rights under corporate governance procedures, safeguard the independent operation of the Bank, and be prohibited from improperly interfering with or restricting the Bank in any of the following ways, except as otherwise provided by laws and regulations or recognized by the CBIRC: establishing pre-approval procedures for the resolutions of general meetings and board meetings; interfering with the normal procedures for the selection and appointment of staffs of the Bank, or directly appointing and removing staffs of the Bank without approval at the shareholders' general meeting and the Board of Directors; interfering with the Bank's performance appraisal of directors, supervisors and other staff; interfering with the Bank's normal operational and decision-making process; interfering with the Bank's financial and accounting activities such as financial accounting, capital deployment, asset management and expense management; ordering any operational plans or instructions to the Bank; requesting the Bank to grant loans or provide guarantees; interfering with the Bank's independent operation by other means; (10) major shareholders may appoint proxies to attend general meetings, but proxies shall not be the shareholders themselves, or their related parties, persons acting in concert, nominated directors and supervisors. Major shareholders shall not accept the appointment of proxies from unrelated parties or persons acting in concert to attend general meetings; (11) if the major shareholders are institutional investors such as equity investment fund, disclosure shall be made to the ultimate beneficiaries of their equities and the Bank regarding their corporate governance and voting policies with respect to the Bank, including the relevant procedures for the determination of the use of voting rights;	(9) major shareholders shall properly exercise their shareholder's rights under corporate governance procedures, safeguard the independent operation of the Bank, and be prohibited from improperly interfering with or restricting the Bank in any of the following ways, except as otherwise provided by laws and regulations or recognized by the ~~CBIRC~~**banking regulatory authority of the State Council**: establishing pre-approval procedures for the resolutions of general meetings and board meetings; interfering with the normal procedures for the selection and appointment of staffs of the Bank, or directly appointing and removing staffs of the Bank without approval at the ~~shareholders'~~ general meeting and the Board of Directors; interfering with the Bank's performance appraisal of directors~~, supervisors~~ and other staff; interfering with the Bank's normal operational and decision-making process; interfering with the Bank's financial and accounting activities such as financial accounting, capital deployment, asset management and expense management; ordering any operational plans or instructions to the Bank; requesting the Bank to grant loans or provide guarantees; interfering with the Bank's independent operation by other means; (10) major shareholders may appoint proxies to attend general meetings, but proxies shall not be the shareholders themselves, or their related parties, persons acting in concert, nominated directors~~ and supervisors~~. Major shareholders shall not accept the appointment of proxies from unrelated parties or persons acting in concert to attend general meetings; (11) if the major shareholders are institutional investors such as equity investment fund, disclosure shall be made to the ultimate beneficiaries of their equities and the Bank regarding their corporate governance and voting policies with respect to the Bank, including the relevant procedures for the determination of the use of voting rights;

NO.	Original Articles	Amended Articles
	(12) major shareholders shall exercise the right to nominate Directors of the Bank in a prudent manner and ensure that nominees meet the relevant regulatory requirements. Major shareholders are encouraged to elect and appoint the candidates to be nominated as Directors through a marketbased approach to continuously improve the professional standards of Directors. The Directors nominated by major shareholders shall perform their duties independently based on their professional judgments, treat all shareholders impartially, make independent, professional and objective decisions in the best interests of the Bank as a whole, and hold accountable for their decisions in accordance with the laws, and shall not compromise the legitimate interests of the Bank and other stakeholders; Major shareholders shall reinforce their supervision of the performance of the Directors and supervisors nominated by them in accordance with the laws, and make timely adjustments to those who are unable to perform their duties effectively in accordance with the laws and regulations, the provisions of the Articles of Association and regulatory requirements; (13) major shareholders shall properly assess the necessity and reasonableness of entering into related party transactions with the Bank, and are strictly prohibited from circumventing the scrutiny of related party transactions by covering up related relationships, splitting transactions or nesting transactions to prolong the financing chain. Major shareholders are encouraged to narrow the number and scale of related transactions with the Bank to enhance the independence of the Bank and its competitiveness in the market;	(12) major shareholders shall exercise the right to nominate Directors of the Bank in a prudent manner and ensure that nominees meet the relevant regulatory requirements. Major shareholders are encouraged to elect and appoint the candidates to be nominated as Directors through a marketbased approach to continuously improve the professional standards of Directors. The Directors nominated by major shareholders shall perform their duties independently based on their professional judgments, treat all shareholders impartially, make independent, professional and objective decisions in the best interests of the Bank as a whole, and hold accountable for their decisions in accordance with the laws, and shall not compromise the legitimate interests of the Bank and other stakeholders; Major shareholders shall reinforce their supervision of the performance of the Directors ~~and supervisors~~ nominated by them in accordance with the laws, and make timely adjustments to those who are unable to perform their duties effectively in accordance with the laws and regulations, the provisions of the Articles of Association and regulatory requirements; (13) major shareholders shall properly assess the necessity and reasonableness of entering into related party transactions with the Bank, and are strictly prohibited from circumventing the scrutiny of related party transactions by covering up related relationships, splitting transactions or nesting transactions to prolong the financing chain. Major shareholders are encouraged to narrow the number and scale of related transactions with the Bank to enhance the independence of the Bank and its competitiveness in the market;

NO.	Original Articles	Amended Articles
	(14) major shareholders shall comply with the relevant regulations of the laws and regulations and the CBIRC on related party transactions to ensure the transparency and fairness of transactions with the Bank. Major shareholders are strictly prohibited from entering into improper related party transactions with the Bank or exerting their influence over the Bank to obtain improper benefits by: obtaining banking facilities such as loans, acceptance and discounting of bills, bonds investment, investment in specific purpose vehicles on terms more favorable than those of similar transactions with unrelated parties; unlawful appropriation or domination of the Bank's funds or other interests through loans, guarantees, etc.; making the Bank to bear any unreasonable fees or fees that should be borne by major shareholders and their related parties; purchasing, and leasing the assets from the Bank on terms more favorable than those of similar transaction with unrelated parties, or selling, and leasing assets of inferior quality to the Bank; using the Bank's intangible assets without compensation or on terms more favorable than those of similar transactions with unrelated parties, or charging the Bank excessive fees for the use of their intangible assets; seeking business opportunities that belong to the Bank by taking advantages of their positions as major shareholders; seeking benefits by taking advantages of using the Bank's undisclosed information or trade secrets; conducting improper related party transactions or obtaining improper benefits by other means; (15) when major shareholders and their related parties enter into significant related party transactions with the Bank, they shall cooperate in providing relevant materials in accordance with the relevant regulations and regulatory requirements, which shall be reported and disclosed by the Bank in accordance with the requirements;	(14) major shareholders shall comply with the relevant regulations of the laws and regulations and the ~~CBIRC~~**banking regulatory authority of the State Council** on related party transactions to ensure the transparency and fairness of transactions with the Bank. Major shareholders are strictly prohibited from entering into improper related party transactions with the Bank or exerting their influence over the Bank to obtain improper benefits by: obtaining banking facilities such as loans, acceptance and discounting of bills, bonds investment, investment in specific purpose vehicles on terms more favorable than those of similar transactions with unrelated parties; unlawful appropriation or domination of the Bank's funds or other interests through loans, guarantees, etc.; making the Bank to bear any unreasonable fees or fees that should be borne by major shareholders and their related parties; purchasing, and leasing the assets from the Bank on terms more favorable than those of similar transaction with unrelated parties, or selling, and leasing assets of inferior quality to the Bank; using the Bank's intangible assets without compensation or on terms more favorable than those of similar transactions with unrelated parties, or charging the Bank excessive fees for the use of their intangible assets; seeking business opportunities that belong to the Bank by taking advantages of their positions as major shareholders; seeking benefits by taking advantages of using the Bank's undisclosed information or trade secrets; conducting improper related party transactions or obtaining improper benefits by other means; (15) when major shareholders and their related parties enter into significant related party transactions with the Bank, they shall cooperate in providing relevant materials in accordance with the relevant regulations and regulatory requirements, which shall be reported and disclosed by the Bank in accordance with the requirements;

NO.	Original Articles	Amended Articles
	(16) major shareholders shall cooperate with the Bank in the dynamic management of related party transactions, compile statistics on the cumulative amount of related party transactions in a timely manner, monitor compliance with the relevant requirements on the concentration of related party transactions, provide the Bank with the overall situation of related party transactions with the Bank on a regular basis, and take corresponding measures in a timely manner in accordance with the Bank's early warning alerts; (17) where major shareholders proceed with non-public issuance of bonds, the Bank shall not provide guarantees nor purchase directly or via financial products; (18) major shareholders shall study and implement the relevant regulations and policies of the CBIRC, be strictly selfdisciplined, practice the principle of integrity, exercise the rights of majority shareholder in good faith, and not undermine the legitimate rights and interests of the Bank and other stakeholders by taking advantages of their positions as major shareholders; fulfil the information reporting obligations in strict accordance with regulatory requirements, formulate and improve internal working procedures, clarify the scope, content, examination procedures and responsible departments of information reporting, ensure that information reporting is timely, truthful, accurate and complete and there are no false entries, misleading statements or material omissions; (19) major shareholders shall actively cooperate with the Bank in managing reputation risk, steer public opinion towards positive direction and safeguard the Bank's brand image. Major shareholders shall inform the Bank promptly of any reports or rumors relating to them that may have a material impact on the Bank;	(16) major shareholders shall cooperate with the Bank in the dynamic management of related party transactions, compile statistics on the cumulative amount of related party transactions in a timely manner, monitor compliance with the relevant requirements on the concentration of related party transactions, provide the Bank with the overall situation of related party transactions with the Bank on a regular basis, and take corresponding measures in a timely manner in accordance with the Bank's early warning alerts; (17) where major shareholders proceed with non-public issuance of bonds, the Bank shall not provide guarantees nor purchase directly or via financial products; (18) major shareholders shall study and implement the relevant regulations and policies of the ~~CBIRC~~**banking regulatory authority of the State Council**, be strictly selfdisciplined, practice the principle of integrity, exercise the rights of majority shareholder in good faith, and not undermine the legitimate rights and interests of the Bank and other stakeholders by taking advantages of their positions as major shareholders; fulfil the information reporting obligations in strict accordance with regulatory requirements, formulate and improve internal working procedures, clarify the scope, content, examination procedures and responsible departments of information reporting, ensure that information reporting is timely, truthful, accurate and complete and there are no false entries, misleading statements or material omissions; (19) major shareholders shall actively cooperate with the Bank in managing reputation risk, steer public opinion towards positive direction and safeguard the Bank's brand image. Major shareholders shall inform the Bank promptly of any reports or rumors relating to them that may have a material impact on the Bank;

NO.	Original Articles	Amended Articles
	(20) major shareholders shall strengthen the risk segregation between the banking and insurance institutions where they hold equities and other non-licensed financial institutions such as microfinance companies and guarantee companies, and shall not use the Bank's name to conduct improper publicity, confuse the products and services between licensed and non-licensed financial institutions, or amplify the credit of non-licensed financial institutions to gain improper benefits; (21) major shareholders shall, in accordance with development strategy, business plan and risk condition of the Bank, support the Bank in the preparation and implementation of medium and long term capital planning, promote the matching of the Bank's capital requirements with its capital replenishment capacity, and safeguard the continuous satisfaction of the Bank's capital to regulatory requirements; support the Bank in replenishing capital through multiple channels and in a sustainable manner, optimize its capital structure, and enhance its ability to serve the real economy and withstand risks; when the CBIRC and its dispatched institutions in accordance with the laws order the Bank to replenish its capital, major shareholders shall fulfil its capital replenishment obligations if the Bank is unable to replenish its capital through means other than capital increase, and those who are not capable of capital replenishment or do not participate in the capital injection, shall not prevent other shareholders or investors from capital injection through reasonable plans;	(20) major shareholders shall strengthen the risk segregation between the banking and insurance institutions where they hold equities and other non-licensed financial institutions such as microfinance companies and guarantee companies, and shall not use the Bank's name to conduct improper publicity, confuse the products and services between licensed and non-licensed financial institutions, or amplify the credit of non-licensed financial institutions to gain improper benefits; (21) major shareholders shall, in accordance with development strategy, business plan and risk condition of the Bank, support the Bank in the preparation and implementation of medium and long term capital planning, promote the matching of the Bank's capital requirements with its capital replenishment capacity, and safeguard the continuous satisfaction of the Bank's capital to regulatory requirements; support the Bank in replenishing capital through multiple channels and in a sustainable manner, optimize its capital structure, and enhance its ability to serve the real economy and withstand risks; when the ~~CBIRC and its dispatched institutions~~**banking regulatory authority of the State Council** in accordance with the laws order the Bank to replenish its capital, major shareholders shall fulfil its capital replenishment obligations if the Bank is unable to replenish its capital through means other than capital increase, and those who are not capable of capital replenishment or do not participate in the capital injection, shall not prevent other shareholders or investors from capital injection through reasonable plans;

NO.	Original Articles	Amended Articles
	(22) major shareholders shall support the Bank in adjusting its profit distribution policy based on its own operating conditions, risk condition, capital planning and market conditions, so as to balance the relationship between cash dividends and capital replenishment. Major shareholders shall support the reduction or non-payment of cash dividends if any of the following circumstances arises in the Bank: the capital adequacy ratio fails to meet the regulatory requirements or the solvency ratio fails to meet the standards; the corporate governance assessment result is below Grade C or the regulatory rating is below Grade 3; the provision for loan losses is below the regulatory requirements or the non performing loan ratio is significantly higher than the industry average; major risk events or major violations of laws and regulations arise to the Bank; other circumstances where the CBIRC and its dispatched institutions consider that dividends should not be paid; (23) major shareholders shall, in accordance with the regulatory requirements, issue undertakings in writing in relation to relevant obligations, and actively perform the undertakings;	(22) major shareholders shall support the Bank in adjusting its profit distribution policy based on its own operating conditions, risk condition, capital planning and market conditions, so as to balance the relationship between cash dividends and capital replenishment. Major shareholders shall support the reduction or non-payment of cash dividends if any of the following circumstances arises in the Bank: the capital adequacy ratio fails to meet the regulatory requirements or the solvency ratio fails to meet the standards; the corporate governance assessment result is below Grade C or the regulatory rating is below Grade 3; the provision for loan losses is below the regulatory requirements or the non performing loan ratio is significantly higher than the industry average; major risk events or major violations of laws and regulations arise to the Bank; other circumstances where the ~~CBIRC and its dispatched institutions~~**banking regulatory authority of the State Council** consider that dividends should not be paid; (23) major shareholders shall, in accordance with the regulatory requirements, issue undertakings in writing in relation to relevant obligations, and actively perform the undertakings;

NO.	Original Articles	Amended Articles
	(24) major shareholders shall encourage and support all shareholders, especially small and medium-sized shareholders, to engage in proper communication and consultation on matters relating to the exercise of shareholders' rights, and coordinate with small and mediumsized shareholders to exercise their statutory rights, such as the right to information or the right to make enquiries, in accordance with the laws; shall support small and mediumsized shareholders in seeking for opportunities to attend and vote effectively at general meetings, and not obstruct or instruct the Bank to obstruct the attendance of small and medium-sized shareholders at general meetings or impose other barriers to the attendance of small and mediumsized shareholders at general meetings; shall pay attention to the exercise of shareholders' rights and performance of shareholders' obligations by other shareholders, and promptly notify the Bank of any breach of the Bank's interests or the legitimate interests of other stakeholders. The Bank shall take corresponding measures in a timely manner in accordance with the laws and regulations and these Articles of Association and report to the CBIRC or its dispatched institutions; (25) the Bank shall, in accordance with the Company Law, request major shareholders liable for compensation regarding any related losses sustained by the Bank due to their abuse of shareholder's rights. If major shareholders refuses to cooperate and assume the compensation responsibility, the Bank shall actively take relevant measures to protect its own rights and interests, and report the relevant situation to the CBIRC or its dispatched institutions.	(24) major shareholders shall encourage and support all shareholders, especially small and medium-sized shareholders, to engage in proper communication and consultation on matters relating to the exercise of shareholders' rights, and coordinate with small and mediumsized shareholders to exercise their statutory rights, such as the right to information or the right to make enquiries, in accordance with the laws; shall support small and mediumsized shareholders in seeking for opportunities to attend and vote effectively at general meetings, and not obstruct or instruct the Bank to obstruct the attendance of small and medium-sized shareholders at general meetings or impose other barriers to the attendance of small and mediumsized shareholders at general meetings; shall pay attention to the exercise of shareholders' rights and performance of shareholders' obligations by other shareholders, and promptly notify the Bank of any breach of the Bank's interests or the legitimate interests of other stakeholders. The Bank shall take corresponding measures in a timely manner in accordance with the laws and regulations and these Articles of Association and report to the ~~CBIRC or its dispatched institutions~~**banking regulatory authority of the State Council**; (25) the Bank shall, in accordance with the Company Law, request major shareholders liable for compensation regarding any related losses sustained by the Bank due to their abuse of shareholder's rights. If major shareholders refuses to cooperate and assume the compensation responsibility, the Bank shall actively take relevant measures to protect its own rights and interests, and report the relevant situation to the ~~CBIRC or its dispatched institutions~~**banking regulatory authority of the State Council**.

NO.	Original Articles	Amended Articles
54	**Article 71** The Bank shall communicate the regulatory requirements for shareholders' undertakings to their substantial shareholders in a timely, complete and accurate manner, and assist substantial shareholders in standardizing the contents of and procedures for undertakings; the Bank shall establish an assessment mechanism for undertakings of substantial shareholders to annually assess substantial shareholders' fulfillment of undertakings, understand and evaluate the fulfillment of undertakings of substantial shareholders in a timely manner, and proactively urge substantial shareholders' fulfillment of undertakings. (1) The contents of undertakings of substantial shareholders shall be accurate, standardized, and enforceable, and for undertakings with definable time limits such as undertakings of shareholders with holdings beyond a percentage limit to decrease their holdings, the time limits for fulfilling undertakings shall be specific as much as possible; (2) The undertakings given by substantial shareholders of enterprise legal persons shall, in accordance with laws and regulations, regulatory requirements and the Articles of Association, undergo the necessary internal approval procedures such as those of the board of directors or the shareholders' meeting; (3) Substantial shareholders shall, in accordance with the relevant laws, regulations and regulatory requirements, honestly give undertakings, practically fulfill undertakings, and actively cooperate with the CBIRC or its dispatched institutions and the Bank in assessing undertakings of shareholders;	**Article 67** The Bank shall communicate the regulatory requirements for shareholders' undertakings to their substantial shareholders in a timely, complete and accurate manner, and assist substantial shareholders in standardizing the contents of and procedures for undertakings; the Bank shall establish an assessment mechanism for undertakings of substantial shareholders to annually assess substantial shareholders' fulfillment of undertakings, understand and evaluate the fulfillment of undertakings of substantial shareholders in a timely manner, and proactively urge substantial shareholders' fulfillment of undertakings. (1) The contents of undertakings of substantial shareholders shall be accurate, standardized, and enforceable, and for undertakings with definable time limits such as undertakings of shareholders with holdings beyond a percentage limit to decrease their holdings, the time limits for fulfilling undertakings shall be specific as much as possible; (2) The undertakings given by substantial shareholders of enterprise legal persons shall, in accordance with laws and regulations, regulatory requirements and the Articles of Association, undergo the necessary internal approval procedures such as those of the board of directors or the ~~shareholders'~~ general meeting; (3) Substantial shareholders shall, in accordance with the relevant laws, regulations and regulatory requirements, honestly give undertakings, practically fulfill undertakings, and actively cooperate with the ~~CBIRC or its dispatched institutions~~**banking regulatory authority of the State Council** and the Bank in assessing undertakings of shareholders;

NO.	Original Articles	Amended Articles
	(4) Substantial shareholders shall actively fulfill their undertakings in the category of performance of responsibilities and obligations such as capital replenishment and liquidity support, and cooperate with the Bank in disposing of risks in accordance with the regulatory requirements. Where any undertakings in this category cannot be performed, the Bank shall be notified in a timely manner with an explanation of the specific circumstances and reasons, and the other investors shall not be prevented from making equity investment in the Bank under reasonable plans. The Bank shall, after learning that the relevant shareholders cannot fulfill their undertakings in this category, report to the CBIRC or its dispatched institutions in a timely manner, and develop response plans. The Bank shall include the assessment of undertakings of substantial shareholders in the assessment of corporate governance, and report the assessment of fulfillment of shareholders' undertakings and the main issues in the assessment to the CBIRC or its dispatched institutions in a timely manner. The fulfillment of undertakings of substantial shareholders shall be determined by the board of directors. The proposals on measures against shareholders in violation of undertakings shall be submitted by the board of directors, and such measures shall be implemented after the proposals are deliberated and approved at the shareholders' meetings, and the relevant shareholders or their proxies shall be abstained from voting.	(4) Substantial shareholders shall actively fulfill their undertakings in the category of performance of responsibilities and obligations such as capital replenishment and liquidity support, and cooperate with the Bank in disposing of risks in accordance with the regulatory requirements. Where any undertakings in this category cannot be performed, the Bank shall be notified in a timely manner with an explanation of the specific circumstances and reasons, and the other investors shall not be prevented from making equity investment in the Bank under reasonable plans. The Bank shall, after learning that the relevant shareholders cannot fulfill their undertakings in this category, report to the ~~CBIRC or its dispatched institutions~~**banking regulatory authority of the State Council** in a timely manner, and develop response plans. The Bank shall include the assessment of undertakings of substantial shareholders in the assessment of corporate governance, and report the assessment of fulfillment of shareholders' undertakings and the main issues in the assessment to the ~~CBIRC or its dispatched institutions~~**banking regulatory authority of the State Council** in a timely manner. The fulfillment of undertakings of substantial shareholders shall be determined by the board of directors. The proposals on measures against shareholders in violation of undertakings shall be submitted by the board of directors, and such measures shall be implemented after the proposals are deliberated and approved at the ~~shareholders'~~ general meetings, and the relevant shareholders or their proxies shall be abstained from voting.

NO.	Original Articles	Amended Articles
	Undertakings in the declaration category are shareholders' confirmation or declaration of a certain past or current factual status, such as the fact that the sources of their own funds are true and lawful, that the information provided is true, accurate, and complete, and that there is no record of any major violation of laws and regulations in recent years; undertakings in the compliance category are shareholders' undertakings to carry out certain activity in compliance with laws and regulations in the future, such as not interfering with the operations of the Bank, conducting related party transactions in a well-regulated manner, standardizing equity pledges, and not transferring their equities during a specified period; undertakings in the category of performance of responsibilities and obligations are shareholders' undertakings to perform corresponding responsibilities and obligations in the future. Among them, risk relief undertakings are shareholders' undertakings to cooperate in the implementation of risk relief measures when necessary, such as capital replenishment, liquidity support, and cooperation in the implementation of rehabilitation and disposal plans.	Undertakings in the declaration category are shareholders' confirmation or declaration of a certain past or current factual status, such as the fact that the sources of their own funds are true and lawful, that the information provided is true, accurate, and complete, and that there is no record of any major violation of laws and regulations in recent years; undertakings in the compliance category are shareholders' undertakings to carry out certain activity in compliance with laws and regulations in the future, such as not interfering with the operations of the Bank, conducting related party transactions in a well-regulated manner, standardizing equity pledges, and not transferring their equities during a specified period; undertakings in the category of performance of responsibilities and obligations are shareholders' undertakings to perform corresponding responsibilities and obligations in the future. Among them, risk relief undertakings are shareholders' undertakings to cooperate in the implementation of risk relief measures when necessary, such as capital replenishment, liquidity support, and cooperation in the implementation of rehabilitation and disposal plans.
55	**Article 73** The shareholders (especially the Substantial Shareholders) shall be restricted from voting in shareholders' general meetings, and the Directors nominated or dispatched by them restricted from voting at Board of Directors meetings, respectively, if the credit extended by the Bank to the shareholders is overdue. The Bank shall have the right to withhold the dividends of such shareholders as the repayment of their overdue loans. Any assets to be distributed to such shareholders in the Bank's liquidation process shall also be used in priority for the repayment of the Bank's outstanding loans.	**Article 69** The shareholders (especially the Substantial Shareholders) shall be restricted from voting in ~~shareholders'~~ general meetings, and the Directors nominated or dispatched by them restricted from voting at Board of Directors meetings, respectively, if the credit extended by the Bank to the shareholders is overdue. The Bank shall have the right to withhold the dividends of such shareholders as the repayment of their overdue loans. Any assets to be distributed to such shareholders in the Bank's liquidation process shall also be used in priority for the repayment of the Bank's outstanding loans.

NO.	Original Articles	Amended Articles
56	Section 2 General Provisions of the Shareholder's General Meeting **Article 74** The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: (1) to decide on business policies and investment plans of the Bank; (2) to elect and replace non-employee directors and supervisors and decide the remuneration of relevant directors and supervisors; (3) to examine and approve reports prepared by the Board of Directors; (4) to examine and approve reports prepared by the Board of Supervisors; (5) to examine and approve annual budgets, final accounts, balance sheet, profit report and other financial reports; (6) to examine and approve profit distribution plans and plans for making up for losses of the Bank; (7) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank; (8) to adopt resolutions on the issuance of bonds and other securities of the Bank and the listing thereof; (9) to adopt resolutions on the merger, division, dissolution, liquidation (including voluntary winding-up) and change of the form of the Bank; (10) to amend the Articles of Association; (11) to resolve the appointment, re-appointment or removal of accounting firm that conducts regular audit of the Bank's financial reports and its remuneration; (12) to examine the single purchase or disposal of material assets (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount exceeding 10% of the latest audited net assets;	Section 2 General Provisions of the ~~Shareholder's~~ General Meeting **Article 70** The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: ~~(1) to decide on business policies and investment plans of the Bank;~~ ~~(2)~~ **(1)** to elect and replace non-employee directors ~~and supervisors~~ and decide the remuneration of relevant directors ~~and supervisors~~; ~~(3)~~ **(2)** to examine and approve reports prepared by the Board of Directors; ~~(4) to examine and approve reports prepared by the Board of Supervisors;~~ ~~(5) to examine and approve annual budgets, final accounts, balance sheet, profit report and other financial reports;~~ ~~(6)~~ **(3)** to examine and approve profit distribution plans and plans for making up for losses of the Bank; ~~(7)~~ **(4)** to adopt resolutions concerning the increase and reduction of the registered capital of the Bank; ~~(8)~~ **(5)** to adopt resolutions on the issuance of bonds and other securities of the Bank and the listing thereof; ~~(9)~~ **(6)** to adopt resolutions on the merger, division, dissolution, liquidation (including voluntary winding-up) and change of the form of the Bank; ~~(10)~~ **(7)** to amend the Articles of Association; ~~(11)~~ **(8)** to resolve the appointment, re-appointment or removal of accounting firm that conducts regular audit of the Bank's financial reports and its remuneration; ~~(12)~~ **(9)** to examine the single purchase or disposal of material assets (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount exceeding **30%**~~10%~~ of the latest audited **total assets**~~net assets~~;

NO.	Original Articles	Amended Articles
	(13) to examine and approve any proposals submitted by any shareholder who individually or jointly hold more than three percent of the total voting rights shares of the Bank (including holders of preference shares with their voting rights restored); (14) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; (15) to examine and approve the rules of procedures for shareholders' general meetings, the rules of procedures for the Board of Directors and the rules of procedures for the Board of Supervisors; (16) to examine and approve the share incentive schemes; (17) to resolve the acquisitions of the shares of the Bank in accordance with the provisions of the laws; (18) to examine and approve any other matters required by the laws, administrative regulations, regulatory provisions and the Articles of Association to be approved by a general meeting. The powers of the shareholders' general meeting as stipulated in the Company Law and Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions shall not be authorized to the Board of Directors, other institutions or individuals to exercise.	~~(13)~~ **(10)** to examine and approve any proposals submitted by any shareholder who individually or jointly hold more than **one percent** ~~three percent~~ of the total voting rights shares of the Bank (including holders of preference shares with their voting rights restored); ~~(14)~~ **(11)** to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; ~~(15)~~ **(12)** to examine and approve the rules of procedures for ~~shareholders'~~ general meetings, the rules of procedures for the Board of Directors ~~and the rules of procedures for the Board of Supervisors~~; ~~(16)~~ **(13)** to examine and approve the share incentive schemes; ~~(17)~~ **(14)** to resolve the acquisitions of the shares of the Bank in accordance with the provisions of the laws; ~~(18)~~ **(15)** to examine and approve any other matters required by the laws, administrative regulations, regulatory provisions and the Articles of Association to be approved by a general meeting. **The general meeting may authorize the Board of Directors to resolve on the issue of corporate bonds.** **Unless otherwise prescribed by the Articles of Association,** ~~T~~**t**he powers of the ~~shareholders'~~ general meeting as stipulated in the Company Law and Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions shall not be authorized to the Board of Directors, other institutions or individuals to exercise. **Without the consent of the general meeting, the Board of Directors shall not sub-delegate matters for which it has been granted decision-making power by the general meeting to other governance bodies.**

NO.	Original Articles	Amended Articles
57	**Article 75** A shareholders' general meeting shall be convened by the Board of Directors. General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months of the date of the previous financial year. An extraordinary general meeting shall be held by the Bank within two months of the date of the occurrence of any of the following events: (1) the number of directors is less than statutory the minimum number required by the Company Law or than two thirds of the number required by the Articles of Association; (2) the outstanding losses of the Bank has reached one third of the contributed total amount of the share capital of the Bank; (3) the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold more than ten percent of the total voting rights shares have requested in writing to convene such a meeting; (4) when the Board of Directors deems it necessary to convene such a meeting; (5) when the Board of Supervisors suggests to convene such a meeting; (6) when proposed by more than 1/2 and not less than two independent Directors; (7) in other circumstances as provided for in the laws, regulations, regulatory provisions or the Articles of Association. For item (3) above, number of shares held shall be calculated as of the date of request in writing made by the shareholders.	**Article 71** A ~~shareholders'~~ general meeting shall be convened by the Board of Directors. General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months of the date of the previous financial year. An extraordinary general meeting shall be held by the Bank within two months of the date of the occurrence of any of the following events: (1) the number of directors is less than statutory the minimum number required by the Company Law or than two thirds of the number required by the Articles of Association; (2) the outstanding losses of the Bank has reached one third of the contributed total amount of the share capital of the Bank; (3) the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold more than ten percent of the total voting rights shares have requested in writing to convene such a meeting; (4) when the Board of Directors deems it necessary to convene such a meeting; (5) when **Audit Committee**~~Board of Supervisors~~ suggests to convene such a meeting; (6) when proposed by more than 1/2 and not less than two independent Directors; (7) in other circumstances as provided for in the laws, regulations, regulatory provisions or the Articles of Association. For item (3) above, number of shares held shall be calculated as of the date of request in writing made by the shareholders.

NO.	Original Articles	Amended Articles
58	**Article 76** If the Bank is unable to convene the shareholders' annual general meeting or extraordinary general meeting within a required period, it shall report in writing to the banking regulatory authority under the State Council and provide reasons of postponement. For the holding of the annual general meeting or the extraordinary general meeting, the Bank shall notify the regulatory authority at least three working days in advance. If the above-mentioned time requirements cannot be met due to special circumstances, the Bank shall notify the regulatory authority in a timely manner and provide reasons.	**Article 72** If the Bank is unable to convene the ~~shareholders'~~ annual general meeting or extraordinary general meeting within a required period, it shall report in writing to the banking regulatory authority under the State Council and provide reasons of postponement. For the holding of the annual general meeting or the extraordinary general meeting, the Bank shall notify the regulatory authority at least three working days in advance. If the above-mentioned time requirements cannot be met due to special circumstances, the Bank shall notify the regulatory authority in a timely manner and provide reasons.
59	**Article 77** The shareholders' general meeting shall be held at the domicile of the Bank or such other place as specified in the notice of the shareholders' general meeting. The shareholders' general meeting of the Bank shall have a meeting place for convening the onsite meetings. The Bank shall facilitate the participation of minority shareholders in shareholders' general meetings by developing safe, affordable and convenient network or adopting other means on condition that the meetings shall be held legally and validly. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.	**Article 73** The ~~shareholders'~~ general meeting shall be held at the domicile of the Bank or such other place as specified in the notice of the ~~shareholders'~~ general meeting. The ~~shareholders'~~ general meeting of the Bank shall have a meeting place for convening the onsite meetings. The Bank shall facilitate the participation of minority shareholders in ~~shareholders'~~ general meetings by developing safe, affordable and convenient network or adopting other means on condition that the meetings ~~shall be~~**are** held legally and validly. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.
60	**Article 78** The Bank shall appoint lawyers for attestation at the shareholders'general meeting and provide legal opinions and issue announcements in respect of the following matters: (1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and the Articles of Association; (2) whether the qualifications of the attendees and convener are legal and valid; (3) whether the voting procedures and voting outcome of the shareholders' general meeting are legal and valid; (4) legal opinions on other relevant issues as requested by the Bank.	**Article 74** The Bank shall appoint lawyers for attestation at the ~~shareholders'~~ general meeting and provide legal opinions and issue announcements in respect of the following matters: (1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and the Articles of Association; (2) whether the qualifications of the attendees and convener are legal and valid; (3) whether the voting procedures and voting outcome of the ~~shareholders'~~ general meeting are legal and valid; (4) legal opinions on other relevant issues as requested by the Bank.

NO.	Original Articles	Amended Articles
61	Section 3 The Convening of Shareholders' General Meetings **Article 79** A shareholders' general meeting shall be convened by the Board of Directors according to the laws and regulations and the Articles of Association. In the event that the Board of Directors is incapable of performing or is not performing its duties of convening the shareholders' general meeting, the meeting shall be presided over by the Board of Supervisors in a timely manner. If the Board of Supervisors fails to convene such meeting, shareholders (including holders of preference shares with their voting rights restored) individually or in aggregate holding ten percent the total number of or more of the company's voting shares for ninety days or more consecutively may unilaterally convene such meeting.	Section 3 The Convening of ~~Shareholders'~~ General Meetings **Article 75** A ~~shareholders'~~ general meeting shall be convened by the Board of Directors according to the laws and regulations and the Articles of Association. In the event that the Board of Directors is incapable of performing or is not performing its duties of convening the ~~shareholders'~~ general meeting, the meeting shall be presided over by the ~~Board of Supervisors~~**Audit Committee** in a timely manner. If the ~~Board of Supervisors~~**Audit Committee** fails to convene such meeting, shareholders (including holders of preference shares with their voting rights restored) individually or in aggregate holding ten percent the total number of or more of the company's voting shares for ninety days or more consecutively may unilaterally convene such meeting.
62	**Article 80** More than half of the independent directors shall be entitled to propose the convening of an extraordinary ~~general meeting~~ to the Board of Directors. If there are only two independent directors, the proposal for the convening of the extraordinary general meeting shall be approved by both of them. In relation to the aforesaid proposal of the convening of the extraordinary general meeting, the Board of Directors shall provide a written response as to whether or not it agrees to convene the extraordinary general meeting within ten days in accordance with the requirements of the laws, regulations, regulatory requirements and the Articles of Association. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall provide reasons.	**Article 76** ~~More than half of~~ **Subject to the consent of more than half of all independent directors, with at least two independent directors in favour**, the independent directors shall be entitled to propose the convening of an extraordinary general meeting to the Board of Directors. If there are only two independent directors, the proposal for the convening of the extraordinary general meeting shall be approved by both of them. In relation to the aforesaid proposal of the convening of the extraordinary general meeting, the Board of Directors shall provide a written response as to whether or not it agrees to convene the extraordinary general meeting within ten days in accordance with the requirements of the laws, regulations, regulatory requirements and the Articles of Association. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall provide reasons.

NO.	Original Articles	Amended Articles
63	**Article 81** The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations, regulatory requirements and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. The Board of Directors shall obtain approval from the Board of Supervisors if there are any changes to the original proposal. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene and preside over the shareholders' general meeting on its own initiative.	**Article 77** The **Audit Committee**~~Board of Supervisors~~ shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations, regulatory requirements and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. The Board of Directors shall obtain approval from the **Audit Committee**~~Board of Supervisors~~ if there are any changes to the original proposal. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a ~~shareholders'~~ general meeting, and instead the **Audit Committee**~~Board of Supervisors~~ may convene and preside over the ~~shareholders'~~ general meeting on its own initiative.

NO.	Original Articles	Amended Articles
64	**Article 82** The shareholders shall provide a written proposal to the Board of Directors when they make a request to convene an extraordinary general meeting or class meeting and shall act in compliance with the following procedures: (1) Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding in aggregate ten percent or more of the shares carrying the right to vote at the meeting sought to be held shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene a shareholders' extraordinary general meeting or a class meeting and stating the objectives of the meeting. The abovementioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting or class meeting within ten days of receiving the proposal. (2) If the Board of Directors agrees to convene the extraordinary general meeting or class meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. Any changes to the proposal in the notice shall be agreed by relevant shareholders. (3) If the Board of Directors does not agree to convene the extraordinary general meeting or class meeting, or fails to give its response within ten days of receiving the proposal, the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold ten percent or more of the shares carrying the right to vote shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting or class meeting and this proposal shall be made to the Board of Supervisors in writing.	**Article 78** The shareholders shall provide a written proposal to the Board of Directors when they make a request to convene an extraordinary general meeting or class meeting and shall act in compliance with the following procedures: (1) Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding in aggregate ten percent or more of the shares carrying the right to vote at the meeting sought to be held shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene a ~~shareholders'~~ extraordinary general meeting or a class meeting and stating the objectives of the meeting. The abovementioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting or class meeting within ten days of receiving the proposal. (2) If the Board of Directors agrees to convene the extraordinary general meeting or class meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. Any changes to the proposal in the notice shall be agreed by relevant shareholders. (3) If the Board of Directors does not agree to convene the extraordinary general meeting or class meeting, or fails to give its response within ten days of receiving the proposal, the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold ten percent or more of the shares carrying the right to vote shall have the right to propose to the **Audit Committee**~~Board of Supervisors~~ to convene an extraordinary general meeting or class meeting and this proposal shall be made to the **Audit Committee**~~Board of Supervisors~~ in writing, **the Audit Committee shall, in accordance with the provisions of laws, administrative regulations, and these Articles of Association, provide written feedback of its agreement or disagreement to the convening of an extraordinary general meeting within ten days from the date of receipt of the proposal.**

NO.	Original Articles	Amended Articles
	(4) If the Board of Supervisors agrees to convene an extraordinary general meeting or class meeting, a notice for convening such meetings shall be issued within five days of receiving the proposal. If the proposal contained in the original request is changed, approval of the related shareholders shall be sought. (5) If the Board of Supervisors fails to issue notice of the shareholders' general meeting or class meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting. Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding ten percent or more of the shares carrying the right to vote at the meeting to be held for ninety days or more consecutively may unilaterally convene and preside over such meeting.	(4) If the **Audit Committee**~~Board of Supervisors~~ agrees to convene an extraordinary general meeting ~~or class meeting~~, a notice for convening such meetings shall be issued within five days of receiving the proposal. If the proposal contained in the original request is changed, approval of the related shareholders shall be sought. (5) **In the event that the Audit Committee disagrees with convening an extraordinary general meeting or fails to provide a response within ten days from the date of receipt of the proposal**~~If the Board of Supervisors fails to issue notice of the shareholders' general meeting or class meeting within the prescribed period~~, it shall be deemed to have failed to convene and preside over the extraordinary general meeting. Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding ten percent or more of the shares carrying the right to vote at the meeting to be held for ninety days or more consecutively may unilaterally convene and preside over such meeting.
65	**Article 83** If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority. The shareholding proportion of the convening shareholders (including holders of preference shares with their voting rights restored) before the announcement approved by the shareholders' general meeting shall not be less than ten percent. The convening shareholders shall submit the relevant evidentiary materials to the banking regulatory authority of the State Council in the jurisdiction in which the Bank is situated.	**Article 79** If either the **Audit Committee**~~Board of Supervisors~~ or shareholders propose to convene a ~~shareholders'~~ general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority. The shareholding proportion of the convening shareholders (including holders of preference shares with their voting rights restored) before the announcement approved by the ~~shareholders'~~ general meeting shall not be less than ten percent. The convening shareholders shall submit the relevant evidentiary materials to the banking regulatory authority of the State Council in the jurisdiction in which the Bank is situated.
66	**Article 84** With respect to a shareholders' general meeting convened by the Board of Supervisors or the shareholders, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.	**Article 80** With respect to a ~~shareholders'~~ general meeting convened by the **Audit Committee**~~Board of Supervisors~~ or the shareholders, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.

NO.	Original Articles	Amended Articles
67	**Article 85** Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the convening shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.	**Article 81** Necessary costs arising out of a ~~shareholders'~~ general meeting convened by the **Audit Committee**~~Board of Supervisors~~ or the convening shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.
68	Section 4 Proposals and Notice of Shareholders' General Meetings **Article 86** The proposal of shareholders' general meetings shall be within the scope of authority of the shareholders' general meeting, it shall have definite topics for consideration and specific items to be decided by resolution in accordance with the related requirements of the laws, administrative regulations and the Articles of Association.	Section 4 Proposals and Notice of ~~Shareholders'~~ General Meetings **Article 82** The proposal of ~~shareholders'~~ general meetings shall be within the scope of authority of the ~~shareholders'~~ general meeting, it shall have definite topics for consideration and specific items to be decided by resolution in accordance with the related requirements of the laws, administrative regulations and the Articles of Association.
69	**Article 87** When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold a total of three percent or more of the shares of the Bank carrying the right to vote shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders' general meeting into the agenda. Shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold a total of three percent of the shares of the Bank carrying the right to vote may submit provisional proposals to the conveners in writing ten days prior to the date of the shareholders' general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two days of receiving the proposals. Regulations as otherwise stipulated by the securities regulatory authority in the place where the shares are listed shall also be observed.	**Article 83** When the Bank convenes ~~shareholders'~~ general meetings, the Board of Directors, the **Audit Committee**~~Board of Supervisors~~ and the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold a total of ~~three percent~~**one percent** or more of the shares of the Bank carrying the right to vote shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the ~~shareholders'~~ general meeting into the agenda. Shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold a total of ~~three percent~~**one percent** of the shares of the Bank carrying the right to vote may submit provisional proposals to the conveners in writing ten days prior to the date of the ~~shareholders'~~ general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two days of receiving the proposals. **Except where the temporary proposal is in violation of laws, administrative regulations or the Articles of Association, or does not fall into the terms of reference of the general meeting.** Regulations as otherwise stipulated by the securities regulatory authority in the place where the shares are listed shall also be observed.

NO.	Original Articles	Amended Articles
	Except for the circumstances provided in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general meeting. Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with Article 86 of the Articles of Association shall not be put forward and voted upon as resolutions at a shareholders' general meeting.	Except for the circumstances provided in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general meeting. Proposals which have not been set out in the notice of a ~~shareholders'~~ general meeting or which are not in compliance with ~~Article 86~~ **Article 82** of the Articles of Association shall not be put forward and voted upon as resolutions at a ~~shareholders'~~ general meeting.
70	**Article 88** Where an annual general meeting of the Bank is convened, the convener shall give written notice to all shareholders (including holders of preference shares with their voting rights restored) whose names appear in the register of shareholders at least twenty one days prior to the meeting to inform them of the matters proposed to be considered and the date and venue of the meeting.	**Article 84** Where an annual general meeting of the Bank is convened, the convener shall give written notice to all shareholders (including holders of preference shares with their voting rights restored) whose names appear in the register of shareholders at least ~~twenty one~~ **twenty** days prior to the meeting to inform them of the matters proposed to be considered and the date and venue of the meeting.
71	**Article 89** Where an extraordinary general meeting of the Bank is convened, the convener shall make notice in writing to all shareholders (including holders of preference shares with their voting rights restored) whose names appear in the register of shareholders fifteen days in advance prior to the meeting to inform them of the matters proposed to be considered and the date and venue of the meeting. Matters not included in the notice shall not be deliberated at the extraordinary general meeting.	**Article 85** Where an extraordinary general meeting of the Bank is convened, the convener shall make notice in writing to all shareholders (including holders of preference shares with their voting rights restored) whose names appear in the register of shareholders fifteen days in advance prior to the meeting to inform them of the matters proposed to be considered and the date and venue of the meeting. Matters not included in the notice shall not be deliberated at the extraordinary general meeting.

NO.	Original Articles	Amended Articles
72	**Article 90** The notice of a general meeting shall: (1) be in writing; (2) contain the venue, date, time and term of the meeting; (3) contain the matters for deliberation at the meeting; (4) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but not limited to): when any merger, share repurchase, share capital restructuring or other restructuring proposals raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and any explanations as to the cause and effect of such contemplated transactions shall be provided; (5) if any directors, supervisors, or other senior management have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such directors, supervisors, and senior management as the shareholders different from the effect on the shareholders of the class, an explanation shall be made in respect of such difference; (6) contain the full text of any special resolutions intended to be adopted at the meeting; (7) contain a clear statement that all shareholders are entitled to attend the general meeting or appoint proxies to attend and vote at such a meeting in writing and that such a proxy needs not to be a shareholder; (8) specify the time and venue for delivering the proxy form for the voting proxy for the meeting; (9) specify the equity registration date of the shareholders entitled to attend the general meeting; (10) contain the name and telephone of number of the contact person for the meeting;	**Article 86** The notice of a general meeting shall **contain**: ~~(1) be in writing;~~ ~~(2)~~ **(1)** ~~contain the venue, date, time and term~~ **the venue and term** of the meeting; ~~(3) contain the matters for deliberation at the meeting;~~ ~~(4) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but not limited to): when any merger, share repurchase, share capital restructuring or other restructuring proposals raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and any explanations as to the cause and effect of such contemplated transactions shall be provided;~~ ~~(5) if any directors, supervisors, or other senior management have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such directors, supervisors, and senior management as the shareholders different from the effect on the shareholders of the class, an explanation shall be made in respect of such difference;~~ ~~(6) contain the full text of any special resolutions intended to be adopted at the meeting;~~ **(2) matters and proposals submitted for consideration at the meeting;** ~~(7)~~ **(3)** contain a clear statement that all shareholders are entitled to attend the general meeting or appoint proxies to attend and vote at such a meeting in writing and that such a proxy needs not to be a shareholder; ~~(8) specify the time and venue for delivering the proxy form for the voting proxy for the meeting;~~ ~~(9)~~ **(4)** specify the equity registration date of the shareholders entitled to attend the general meeting; ~~(10)~~ **(5)** contain the name and telephone of number of the contact person for the meeting;

NO.	Original Articles	Amended Articles
	(11) other requirements as provide for in the laws, regulations, regulatory provisions, Articles of Association and the relevant regulatory authorities. The interval between the equity registration date and the meeting shall comply with the requirements of the regulatory authority of the place where the securities of the Bank were listed. Once the equity registration date is determined, it shall not be amended. The notice and supplementary notice in relation to the shareholders' general meeting shall fully and completely disclose all specific details of each proposal. In the event that the opinions of the independent directors are sought for the matters to be discussed at the shareholders' general meeting, the opinions and reasons of the independent directors shall also be disclosed in the shareholders' general meeting notice and supplementary notice.	**(6) time of and procedures for voting online or by other methods;** ~~(11)~~ **(7)** other requirements as provide for in the laws, regulations, regulatory provisions, Articles of Association and the relevant regulatory authorities. The interval between the equity registration date and the meeting shall comply with the requirements of the regulatory authority of the place where the securities of the Bank were listed. Once the equity registration date is determined, it shall not be amended. The notice and supplementary notice in relation to the ~~shareholders'~~ general meeting shall fully and completely disclose all specific details of each proposal. In the event that the opinions of the independent directors are sought for the matters to be discussed at the ~~shareholders'~~ general meeting, the opinions and reasons of the independent directors shall also be disclosed in the ~~shareholders'~~ general meeting notice and supplementary notice.
73	**Article 91** Unless otherwise provided by laws, regulations, regulatory provisions and the Articles of Association, the notice of the general meeting shall be served on all shareholders who are entitled to attend the meeting (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement. The announcement mentioned in the preceding paragraph, the annual general meeting shall be published at least twenty-one days in advance prior to the meeting, and the extraordinary general meeting shall be published fifteen days in advance prior to the meeting in one or more newspapers designated by the securities regulator under the State Council or by way of announcement on other media or posting on the official website or at branches of the Bank. Once the announcement has made, all holders of domestic shares shall be deemed to have received the notice of the general meeting.	**Article 87** Unless otherwise provided by laws, regulations, regulatory provisions and the Articles of Association, ~~the notice of the general meeting shall be served on all shareholders who are entitled to attend the meeting (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. Ff~~or holders of domestic shares, the notice of ~~shareholders'~~ general meeting may be published by way of an announcement. ~~The announcement mentioned in the preceding paragraph, the annual general meeting shall be published at least twenty-one days in advance prior to the meeting, and the extraordinary general meeting shall be published fifteen days in advance prior to the meeting in one or more newspapers designated by the securities regulator under the State Council or by way of announcement on other media or posting on the official website or at branches of the Bank. Once the announcement has made, all holders of domestic shares shall be deemed to have received the notice of the general meeting.~~

NO.	Original Articles	Amended Articles
	The notice, information or written statement shall be delivered to the holders of overseas listed foreign invested shares at least twenty-one days before the convening of the annual general meeting, and fifteen days before the convening of the extraordinary general meeting in any of the following methods: (1) Sending to the registered address of each of the holder of the overseas listed foreign invested shares by personal delivery or mail; (2) Posting on the official website or branches of the Bank or publishing on the website of Hong Kong Stock Exchange or other websites designated by the Hong Kong Listing Rules from time to time in accordance with applicable laws, administrative regulations and relevant listing rules; (3) In accordance with other requirements of the listing rules of the place where the shares are listed.	The notice, information or written statement shall be delivered to the holders of ~~overseas listed foreign invested~~ **H** shares ~~at least twenty-one days before the convening of the annual general meeting, and fifteen days before the convening of the extraordinary general meeting in any of the following methods:~~ ~~(1) Sending to the registered address of each of the holder of the overseas listed foreign invested **H** shares by personal delivery or mail;~~ ~~(2) Posting on the official website or branches of the Bank or publishing on the website of Hong Kong Stock Exchange or other websites designated by the Hong Kong Listing Rules from time to time in accordance with applicable laws, administrative regulations and relevant listing rules;~~ ~~(3) I~~**i**n accordance with other requirements of the listing rules of the place where the shares are listed.
74	**Article 93** The convener shall duly disclose the details of the candidates for directors and supervisors in relation to the election of directors and supervisors to be discussed on the shareholders' general meeting, including the following matters: (1) Education background, work experience and positions held; (2) If there are any relationships between them and the Bank or the Controlling Shareholders and De facto Controllers of the Bank; (3) Number of shares held of the Bank; (4) Any penalty and punishment by the related regulator; (5) Information in relation to the newly appointed or transferred directors or supervisors that is required to be disclosed under the Hong Kong Listing Rules.	**Article 89** The convener shall duly disclose the details of the candidates for directors ~~and supervisors~~ in relation to the election of directors ~~and supervisors~~ to be discussed on the ~~shareholders'~~ general meeting, including the following matters: (1) Education background, work experience and positions held; (2) If there are any relationships between them and the Bank or the Controlling Shareholders and De facto Controllers of the Bank; (3) Number of shares held of the Bank; (4) Any penalty and punishment by the related regulator; (5) Information in relation to the newly appointed or transferred directors ~~or supervisors~~ that is required to be disclosed under the Hong Kong Listing Rules.
75	**Article 94** Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice or supplementary notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall inform the shareholders and provide reasons at least two working days before the original meeting date.	**Article 90** Once the notice of ~~shareholders'~~ general meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice or supplementary notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall inform the shareholders and provide reasons at least two working days before the original meeting date.

NO.	Original Articles	Amended Articles
76	Section 5 The Holding of Shareholders' General Meetings **Article 95** The Board of Directors and other conveners shall take necessary measures to maintain order at shareholders' general meetings. Behaviours such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.	Section 5 The Holding of ~~Shareholders'~~ General Meetings **Article 91** The Board of Directors and other conveners shall take necessary measures to maintain order at ~~shareholders'~~ general meetings. Behaviours such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.
77	**Article 96** The shareholders (including holders of preference shares with their voting rights restored) who appear in the share register shall be entitled to attend the shareholders' general meeting, and vote in accordance with the related laws and regulations and the Articles of Association. Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (who need not be a shareholder or shareholders) as his proxy or proxies to attend and vote on his behalf. A proxy so appointed shall exercise the following rights pursuant to the authorization by such shareholder: (1) to exercise the shareholder's right to speak at the general meeting; (2) to severally or jointly request to vote by ballot; (3) to exercise the right to vote by a show of hand or ballot. Where there is more than one proxy, the said proxies shall vote by ballot.	**Article 92** The shareholders (including holders of preference shares with their voting rights restored) who appear in the share register shall be entitled to attend the ~~shareholders'~~ general meeting, and vote in accordance with the related laws and regulations and the Articles of Association. Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (who need not be a shareholder or shareholders) as his proxy or proxies to attend and vote on his behalf. ~~A proxy so appointed shall exercise the following rights pursuant to the authorization by such shareholder:~~ ~~(1) to exercise the shareholder's right to speak at the general meeting;~~ ~~(2) to severally or jointly request to vote by ballot;~~ ~~(3) to exercise the right to vote by a show of hand or ballot. Where there is more than one proxy, the said proxies shall vote by ballot.~~
78	**Article 97** The shareholders' general meeting of the Bank shall be convened in the form of a physical meeting.	**Article 93** The ~~shareholders'~~ general meeting of the Bank shall be convened in the form of a physical meeting.

NO.	Original Articles	Amended Articles
79	**Article 99** Shareholders shall appoint their proxies in writing signed by the shareholder or his attorney duly authorized in writing. In case of corporate shareholder, the instrument shall be affixed with the company seal or signed by its director or attorney duly authorized. The proxy form used by shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information: (1) name of the proxy and the number of shares to be represented by the proxy in relation to this appointment; (2) whether or not the proxy has the right to vote; (3) instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting; (4) date of issuance and term of validity; (5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a legal person, the document shall be affixed with the legal person's seal. The blank proxy form issued by the Board of Directors to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative or negative), and to give separate instructions for each resolution that will be voted on at the meeting. The proxy form shall indicate whether the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.	**Article 95** Shareholders shall appoint their proxies in writing signed by the shareholder or his attorney duly authorized in writing. In case of corporate shareholder, the instrument shall be affixed with the company seal or signed by its director or attorney duly authorized. The proxy form used by shareholders to appoint proxies to attend the ~~shareholders'~~ general meeting shall contain the following information: (1) name of the ~~proxy~~**principal** and ~~the number~~**class and quantity** of shares ~~to be represented by the proxy in relation to this appointment~~**held thereby in the Bank**; (2) ~~whether or not the proxy has the right to vote~~**the names of the proxies**; (3) **specific instructions of the Shareholder, including** instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the ~~shareholders'~~ general meeting; (4) date of issuance and term of validity; (5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a legal person, the document shall be affixed with the legal person's seal. ~~The blank proxy form issued by the Board of Directors to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative or negative), and to give separate instructions for each resolution that will be voted on at the meeting.~~ The proxy form shall indicate whether the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.

NO.	Original Articles	Amended Articles
80	**Article 100** The proxy form shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours before the scheduled voting time. Where such a proxy form is signed by a person authorized by the principal, the letter of authorization authorizing signature or other authorization documents shall be notarized. The notarized letter of authorization or other authorization documents shall, together with the proxy form for the voting proxy, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting. Where the principal is a legal person, its legal representatives or a person authorized by its board of directors or other decision making body upon resolution shall attend the general meeting of the Bank (such legal entity shall be treated as being present in person if it has appointed a proxy to attend any meeting).	**Article 96** The proxy form shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours before the scheduled voting time. Where such a proxy form is signed by a person authorized by the principal, the letter of authorization authorizing signature or other authorization documents shall be notarized. The notarized letter of authorization or other authorization documents shall, together with the proxy form for the voting proxy, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting. Where the principal is a legal person, its legal representatives or a person authorized by its board of directors or other decision making body upon resolution shall attend the general meeting of the Bank (such legal entity shall be treated as being present in person if it has appointed a proxy to attend any meeting).
81	**Article 102** When convening the shareholders' general meeting, all directors, supervisors and secretary to the Board of Directors shall attend the meeting while the senior management shall attend the meeting as an observer.	**Article 98** When convening the ~~shareholders'~~ general meeting, all directors~~, supervisors~~ and ~~secretary to the Board of Directors shall attend the meeting while the~~ senior management shall attend the meeting as an observer~~.~~**, and accept the inquiries of the Shareholders.**
82	**Article 103** The attendance records of the shareholders' general meeting shall be prepared by the Bank. The attendance records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, their residential addresses, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.	**Article 99** The attendance records of the ~~shareholders'~~ general meeting shall be prepared by the Bank. The attendance records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, their residential addresses, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.

NO.	Original Articles	Amended Articles
83	**Article 105** A shareholders' general meeting shall be presided over by the chairman of the Board of Directors. In the event that the chairman is incapable of performing or is not performing his duties, the meeting shall be presided over by the vice chairman (the vice chairman nominated by half or more of the directors present in the Board of Directors shall preside over the meeting if there are two or more vice chairmen at the Bank). In the event that the vice chairman is incapable of performing or is not performing his duties, a director nominated by half or more of the directors present in the Board of Directors shall preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such shareholder) holding the most voting shares shall preside over the meeting. A shareholders' general meeting convened by the Board of Supervisors shall 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, the vice chairman shall preside over the meeting. If the vice chairman is unable or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors present in the Board of Directors shall preside over the meeting. A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative recommended by the convener.	**Article 101** A ~~shareholders'~~ general meeting shall be presided over by the chairman of the Board of Directors. In the event that the chairman is incapable of performing or is not performing his duties, the meeting shall be presided over by the vice chairman ~~(the vice chairman nominated by half or more of the directors present in the Board of Directors shall preside over the meeting if there are two or more vice chairmen at the Bank)~~. In the event that the vice chairman is incapable of performing or is not performing his duties, a director nominated by **more than** half ~~or more~~ of the directors present in the Board of Directors shall preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such shareholder) holding the most voting shares shall preside over the meeting. A ~~shareholders'~~ general meeting convened by the ~~Board of Supervisors~~**Audit Committee** shall 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, ~~the vice chairman shall preside over the meeting. If the vice chairman is unable or fails to perform his/her duties,~~ a **member of the Audit Committee**~~supervisor~~ elected by **more than**~~not less than~~ half of the **members of the Audit Committee**~~supervisors~~ present in the ~~Board of Directors~~**Audit Committee** shall preside over the meeting.

NO.	Original Articles	Amended Articles
	During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.	A ~~shareholders'~~ general meeting convened by the shareholders shall be chaired and presided over by a representative recommended by the convener. During the course of a ~~shareholders'~~ general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.
84	**Article 106** The procedural rules for a shareholders' general meeting shall be formulated by the Bank to specify the convening and voting procedures of the shareholders' general meeting and the principle of authorization of the power to the Board of Directors from the shareholders' general meeting, including notice of meeting, convening manner, document preparation, forms of voting, proposition mechanism, minutes of meetings and the signatures thereof, abstention of related shareholders, etc. The rules of procedure for shareholders' general meetings shall be formulated by the Board of Directors and implemented after being approved at the shareholders' general meetings.	**Article 102** The procedural rules for a ~~shareholders'~~ general meeting shall be formulated by the Bank to specify the convening and voting procedures of the ~~shareholders'~~ general meeting and the principle of authorization of the power to the Board of Directors from the ~~shareholders'~~ general meeting, including notice of meeting, convening manner, document preparation, forms of voting, proposition mechanism, minutes of meetings and the signatures thereof, abstention of related shareholders, etc. The rules of procedure for ~~shareholders'~~ general meetings shall be formulated by the Board of Directors and implemented after being approved at the ~~shareholders'~~ general meetings.
85	**Article 107** The Board of Directors and the Board of Supervisors shall report their work of the previous year at the annual general meetings.	**Article 103** The Board of Directors ~~and the Board of Supervisors~~ shall report their work of the previous year at the annual general meetings.

NO.	Original Articles	Amended Articles
86	**Article 108** The directors, supervisors and senior management shall respond and give explanations to queries or recommendations from shareholders at the shareholders' general meeting except for the matters related to the trade secrets of Bank which shall not be disclosed during the shareholders' general meeting.	**Article 104** The directors, ~~supervisors~~ and senior management shall respond and give explanations to queries or recommendations from shareholders at the ~~shareholders'~~ general meeting except for the matters related to the trade secrets of Bank which shall not be disclosed during the ~~shareholders'~~ general meeting.
87	**Article 110** Minutes of the matters discussed at the meeting shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener; (2) the name of the chairman of the meeting, and the directors, supervisors, president and other members of senior management who attend or observe the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares with voting rights; (4) the deliberation process for each resolution, key points of speeches made and voting outcome; (5) any enquiries or suggestions made by shareholders and the corresponding explanation or response; (6) the name of the lawyer, vote counter and scrutineer; (7) any other matters required by the shareholders' general meeting and the provisions of the Articles of Association to be recorded in the minutes.	**Article 106** Minutes of the matters discussed at the meeting shall be recorded for the ~~shareholders'~~ general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener; (2) the name of the chairman of the meeting, and the director~~s, supervisors~~, president and other members of senior management who attend or observe the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares with voting rights; (4) the deliberation process for each resolution, key points of speeches made and voting outcome; (5) any enquiries or suggestions made by shareholders and the corresponding explanation or response; (6) the name of the lawyer, vote counter and scrutineer; (7) any other matters required by the ~~shareholders'~~ general meeting and the provisions of the Articles of Association to be recorded in the minutes.

NO.	Original Articles	Amended Articles
88	**Article 111** The minutes of the shareholders' general meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, attendance records of the shareholders, proxy form, and valid information regarding alternative voting methods shall be filed and the minutes shall be preserved for a permanent period.	**Article 107** The minutes of the ~~shareholders'~~ general meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors~~,~~ ~~supervisors~~, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, attendance records of the shareholders, proxy form, and valid information regarding alternative voting methods shall be filed and the minutes shall be preserved for a permanent period.
89	**Article 112** The convener shall ensure that the shareholders' general meeting does not end until final resolutions have been concluded. In the event that the shareholders' general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and an announcement shall be promptly published. In addition, the convener shall report to the banking regulatory authority of the State Council, the securities regulatory authority of the State Council in which the shares of the Bank are traded and the stock exchange where the Bank's shares are listed.	**Article 108** The convener shall ensure that the ~~shareholders'~~ general meeting does not end until final resolutions have been concluded. In the event that the ~~shareholders'~~ general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and an announcement shall be promptly published. In addition, the convener shall report to the banking regulatory authority of the State Council, the securities regulatory authority of the State Council in which the shares of the Bank are traded and the stock exchange where the Bank's shares are listed.

NO.	Original Articles	Amended Articles
90	Section 6 Voting Procedures and Resolutions of Shareholders' General Meetings **Article 113** When voting on shareholder meetings, shareholders (including proxies thereof) shall exercise their voting rights as per the number of the voting shares they represent. Each share carries the right to one vote. Related party shareholders shall not vote when the shareholders' general meeting consider the matters related to the related party transactions. The number of the voting shares they represent shall be excluded from the total valid votes. The announcement of the shareholders' general meeting shall fully disclose the voting results of the non-related party shareholders. Votes of the minority investors shall be counted separately if the matters considered at the shareholders' general meeting may materially affect their interest. The result of separate counting shall be disclosed to the public in a timely manner. Shares held by the Bank shall have no voting rights and shall be excluded from the number of the voting shares represented by the shareholders attending the meeting. The Board of Directors, independent directors and shareholders who meet the relevant requirements of the Company may solicit votes from shareholders publicly. While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Bank shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights.	Section 6 Voting Procedures and Resolutions of ~~Shareholders'~~ General Meetings **Article 109** When voting on shareholder meetings, shareholders (including proxies thereof) shall exercise their voting rights as per the number of the voting shares they represent. Each share carries the right to one vote. Related party shareholders shall not vote when the ~~shareholders'~~ general meeting consider the matters related to the related party transactions. The number of the voting shares they represent shall be excluded from the total valid votes. The announcement of the ~~shareholders'~~ general meeting shall fully disclose the voting results of the non-related party shareholders. Votes of the minority investors shall be counted separately if the matters considered at the ~~shareholders'~~ general meeting may materially affect their interest. The result of separate counting shall be disclosed to the public in a timely manner. Shares held by the Bank shall have no voting rights and shall be excluded from the number of the voting shares represented by the shareholders attending the meeting. The Board of Directors, independent directors and shareholders who meet the relevant requirements of the Company may solicit votes from shareholders publicly. While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Bank shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights.

NO.	Original Articles	Amended Articles
91	**Article 114** Resolutions of a general meeting shall consist of ordinary resolutions and special resolutions. Ordinary resolutions shall be adopted by votes representing more than 1/2 of the voting rights held by shareholders (including proxies thereof) attending the general meeting. Special resolutions shall be approved by votes representing more than two-thirds of the voting rights held by shareholders (including proxies thereof) attending the general meeting.	**Article 110** Resolutions of a general meeting shall consist of ordinary resolutions and special resolutions. Ordinary resolutions shall be adopted by votes representing more than 1/2 of the voting rights held by shareholders (including proxies thereof) attending the general meeting. Special resolutions shall be approved by votes representing more than two-thirds of the voting rights held by shareholders (including proxies thereof) attending the general meeting.
92	**Article 115** The following matters shall be approved by ordinary resolutions at a general meeting: (1) the work reports of the Board of Directors and the Board of Supervisors; (2) the profit distribution plans and loss recovery plans prepared by the Board of Directors; (3) election and replacement of members of the Board of Directors and the Board of Supervisors, the remunerations of the relevant directors and supervisors and the payment thereof; (4) the annual financial budgets, final accounts, balance sheet, profit report and other financial reports of the Bank; (5) the annual report of the Bank; (6) reviewing and approving the Rules of Procedures for the shareholders' general meeting, the Board of Directors and the Board of Supervisors; (7) resolving on the appointment, re-appointment or removal of accounting firm that conducts regular statutory audit of the Bank's financial reports and its remuneration; (8) matters other than those required by the laws, regulations and the Articles of Association to be approved by special resolutions.	**Article 111** The following matters shall be approved by ordinary resolutions at a general meeting: (1) the work reports of the Board of Directors ~~and the Board of Supervisors~~; (2) the profit distribution plans and loss recovery plans prepared by the Board of Directors; (3) election and replacement of **Directors who are not employee representatives**~~members of the Board of Directors and the Board of Supervisors~~, the remunerations of the relevant directors ~~and supervisors~~ and the payment thereof; ~~(4) the annual financial budgets, final accounts, balance sheet, profit report and other financial reports of the Bank;~~ ~~(5)~~ **(4)** the annual report of the Bank; ~~(6)~~ **(5)** reviewing and approving the Rules of Procedures for the ~~shareholders'~~ general meeting~~,~~ **and** the Board of Directors ~~and the Board of Supervisors~~; ~~(7)~~ **(6)** resolving on the appointment, re-appointment or removal of accounting firm that conducts regular statutory audit of the Bank's financial reports and its remuneration; ~~(8)~~ **(7)** matters other than those required by the laws, regulations and the Articles of Association to be approved by special resolutions.

NO.	Original Articles	Amended Articles
93	**Article 116** The following matters shall be approved by special resolutions at a general meeting: (1) increase or decrease of the registered capital of the Bank or issuance of securities, certificate of contribution (認股證) and other similar types of securities of the Bank; (2) issuance of bonds or securities of the Bank and the listing thereof; (3) merger, division, dissolution and liquidation (including voluntary winding-up) of the Bank or change of the form of the Bank; (4) amendment to the Articles of Association; (5) dismissal of an independent director; (6) examine and approve the share incentive schemes; (7) making resolutions on the acquisition of the Bank's shares in accordance with the law; (8) any other matters as required by the laws, regulations, regulatory provisions, the Article of Association or determined by an ordinary resolution at a general meeting that may have material effect on the Bank and must be approved by special resolutions.	**Article 112** The following matters shall be approved by special resolutions at a general meeting: (1) increase or decrease of the registered capital of the Bank or issuance of securities, certificate of contribution (認股證) and other similar types of securities of the Bank; (2) issuance of bonds or securities of the Bank and the listing thereof **(including authorize the Board of Directors to resolve on the issue of corporate bonds)**; (3) merger, division, dissolution and liquidation (including voluntary winding-up) of the Bank or change of the form of the Bank; (4) amendment to the Articles of Association; (5) dismissal of an independent director; (6) examine and approve the share incentive schemes; (7) making resolutions on the acquisition of the Bank's shares in accordance with the law; (8) any other matters as required by the laws, regulations, regulatory provisions, the Article of Association or determined by an ordinary resolution at a general meeting that may have material effect on the Bank and must be approved by special resolutions.
94	**Article 117** Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisors and members of senior management of the Bank without approval in the form of a special resolution passed in a shareholders' general meeting.	**Article 113** Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors~~, supervisors~~ and members of senior management of the Bank without approval in the form of a special resolution passed in a ~~shareholders'~~ general meeting.

NO.	Original Articles	Amended Articles
95	**Article 118** The suggested list of candidates to serve as directors and supervisors (other than employee directors and employee supervisors) shall be put forward to the shareholders' general meeting for voting, and the shareholders' general meeting shall be notified of the employee directors and employee supervisors after them being elected by the employees' congress of the Bank. The candidates for directors and supervisors shall not be nominated by the same shareholder or his/her related party at the shareholders' general meeting concurrently. If such candidate for director (or supervisor) as nominated by the same shareholder and his/her related party has served as director or (supervisor), such shareholder shall not nominate another candidate for supervisor (or director) until the expiry of his/her term of office. In principle, the number of directors nominated by the same shareholder and its related party shall not exceed one-third of the total number of members of the Board of Directors.	**Article 114** The suggested list of candidates to serve as directors ~~and supervisors~~ (other than employee directors~~ and employee supervisors~~) shall be put forward to the ~~shareholders'~~ general meeting for voting, and the ~~shareholders'~~ general meeting shall be notified of the employee directors ~~and employee supervisors~~ after them being elected by the employees' congress of the Bank. ~~The candidates for directors and supervisors shall not be nominated by the same shareholder or his/her related party at the shareholders' general meeting concurrently. If such candidate for director (or supervisor) as nominated by the same shareholder and his/her related party has served as director or (supervisor), such shareholder shall not nominate another candidate for supervisor (or director) until the expiry of his/her term of office.~~ In principle, the number of directors nominated by the same shareholder and its related party shall not exceed one-third of the total number of members of the Board of Directors.
96	**Article 119** All proposals shall be voted separately at the shareholders' general meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals were presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the shareholders' general meeting or the failure to pass resolutions, no resolutions proposed in the shareholders' general meeting shall be set aside or skipped.	**Article 115** All proposals shall be voted separately at the ~~shareholders'~~ general meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals were presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the ~~shareholders'~~ general meeting or the failure to pass resolutions, no resolutions proposed in the ~~shareholders'~~ general meeting shall be set aside or skipped.
97	**Article 120** The shareholders' general meeting, while considering resolutions, shall not modify such resolutions. Otherwise, the modification shall be deemed as a new resolution, which shall not be voted at the same shareholders' general meeting.	**Article 116** The ~~shareholders'~~ general meeting, while considering resolutions, shall not modify such resolutions. Otherwise, the modification shall be deemed as a new resolution, which shall not be voted at the same ~~shareholders'~~ general meeting.

NO.	Original Articles	Amended Articles
98	**Article 121** Apart from proposals regarding the procedure or administration of the shareholders' general meeting for which resolutions may be made by a show of hands and counted by the chairman of the meeting acting in good faith, all other matters shall be decided on by a poll that records the name of the voter.	**Article 117** Apart from proposals regarding the procedure or administration of the ~~shareholders'~~ general meeting for which resolutions may be made by a show of hands and counted by the chairman of the meeting acting in good faith, all other matters shall be decided on by a poll that records the name of the voter.
99	**Article 123** For resolutions in relation to the procedure of shareholders' general meeting or administrative matters, unless vote is cast on poll particularly as required by the relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed, or a poll is (before or after any voting by show of hands) demanded by the following persons, voting at a shareholders' general meeting shall be by a show of hands: (1) chairman of the meeting; (2) at least two shareholders entitled to vote or their proxies; (3) one or more shareholders (including proxies) individually or jointly holding more than ten percent of the voting shares represented by all shareholders present at the meeting. Unless otherwise provided by the Hong Kong Listing Rules or a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution at the meeting. The demand for a poll may be withdrawn by the person who makes such demand.	**Article 119** For resolutions in relation to the procedure of ~~shareholders'~~ general meeting or administrative matters, unless vote is cast on poll particularly as required by the relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed, or a poll is (before or after any voting by show of hands) demanded by the following persons, voting at a ~~shareholders'~~ general meeting shall be by a show of hands: (1) chairman of the meeting; (2) at least two shareholders entitled to vote or their proxies; (3) one or more shareholders (including proxies) individually or jointly holding more than ten percent of the voting shares represented by all shareholders present at the meeting. Unless otherwise provided by the Hong Kong Listing Rules or a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution at the meeting. The demand for a poll may be withdrawn by the person who makes such demand.

NO.	Original Articles	Amended Articles
100	**Article 125** Before a proposal is put to vote at a shareholders' general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer. During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by lawyers, representatives of shareholders and representatives of supervisors and qualified persons appointed according to the Hong Kong Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.	**Article 121** Before a proposal is put to vote at a general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer. During the voting process of a ~~shareholders'~~ general meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by lawyers, representatives of shareholders ~~and representatives of supervisors~~ and qualified persons appointed according to the Hong Kong Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.
101	**Article 126** Shareholders who are present at a shareholders' general meeting shall adopt one of the following stances when a resolution is put forward for voting: for, against or abstention, except for the declaration by the securities registration and clearing institution as the nominal holder of certain shares or based on the intention of actual holders. Any votes which are unfilled, erroneously completed, illegible or un-submitted shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards the same stance. When the number of votes for and against a resolution is equal, whether the vote is taken by a show of hands or by poll, the chairman of the meeting shall have the right to cast one more vote. Where a shareholder shall be abstained from voting on a specific resolution, or is restricted to only voting for or against a resolution under the Hong Kong Listing Rules, any vote of the shareholder or his/her proxy against the relevant requirement or restriction shall not be counted.	**Article 122** Shareholders who are present at a ~~shareholders'~~ general meeting shall adopt one of the following stances when a resolution is put forward for voting: for, against or abstention, except for the declaration by the securities registration and clearing institution as the nominal holder of certain shares or based on the intention of actual holders. Any votes which are unfilled, erroneously completed, illegible or un-submitted shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards the same stance. When the number of votes for and against a resolution is equal, whether the vote is taken by a show of hands or by poll, the chairman of the meeting shall have the right to cast one more vote. Where a shareholder shall be abstained from voting on a specific resolution, or is restricted to only voting for or against a resolution under the Hong Kong Listing Rules, any vote of the shareholder or his/her proxy against the relevant requirement or restriction shall not be counted.

NO.	Original Articles	Amended Articles
102	**Article 127** The chairman of a meeting shall determine whether the resolutions are approved at a shareholders' general meeting or not. His/her decision shall be final. The decision shall be announced at the meeting and recorded into the minutes. Prior to the formal announcement of the voting results, all parties involved the shareholders' general meeting in person or in other voting form, including the Bank, the vote counter, the scrutineer and Substantial Shareholders, have an obligation to keep the voting results confidential.	**Article 123 The on-site general meeting shall not be concluded earlier than the online meeting or meeting held by other means and** ~~T~~the chairman of a meeting shall determine whether the resolutions are approved **based on the voting result** at a ~~shareholders'~~ general meeting or not. His/her decision shall be final. The decision shall be announced at the meeting and recorded into the minutes. Prior to the formal announcement of the voting results, all parties involved the ~~shareholders'~~ general meeting in person**, on the network** or in other voting form, including the Bank, the vote counter, the scrutineer and Substantial Shareholders, have an obligation to keep the voting results confidential.
103	**Article 128** If the chairman of the meeting has any doubts as to the voting results of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes and the shareholders or their proxies who have attended the meeting have doubts as to the outcomes announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately. If the votes are counted at a shareholders' general meeting, the results shall be recorded into the minutes. Minutes, attendance records of shareholders and proxy forms shall be maintained at the domicile of the Bank.	**Article 124** If the chairman of the meeting has any doubts as to the voting results of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes and the shareholders or their proxies who have attended the meeting have doubts as to the outcomes announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately. If the votes are counted at a ~~shareholders'~~ general meeting, the results shall be recorded into the minutes. Minutes, attendance records of shareholders and proxy forms shall be maintained at the domicile of the Bank.

NO.	Original Articles	Amended Articles
104	**Article 129** Resolutions adopted at a shareholders' general meeting shall be promptly announced. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution. The resolution of the shareholders' general meeting shall give a special indication if a resolution is not adopted or the shareholders' general meeting amended a resolution passed at the previous shareholders' general meeting.	**Article 125** Resolutions adopted at a ~~shareholders'~~ general meeting shall be promptly announced. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution. The resolution of the ~~shareholders'~~ general meeting shall give a special indication if a resolution is not adopted or the ~~shareholders'~~ general meeting amended a resolution passed at the previous ~~shareholders'~~ general meeting.
105	**Article 130** Documents including minutes and resolutions of a shareholders' general meeting shall be filed with the banking regulatory authority of the State Council immediately after the conclusion the meeting.	**Article 126** Documents including minutes and resolutions of a ~~shareholders'~~ general meeting shall be filed with the banking regulatory authority of the State Council immediately after the conclusion the meeting.
106	**Article 132** The Bank's proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with the requirements of Articles 136 to 138.	**Article 128** The Bank's proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with the requirements of ~~Articles 136~~**Articles 132** to ~~138~~**134**.

NO.	Original Articles	Amended Articles
107	**Article 134** In relation to the matters mentioned in (2) to (8), (11) and (12) of Article 133, affected class shareholder, no matter if he has voting right at a general meeting or not, shall be entitled to vote at the class meeting. However, interested shareholders shall not be entitled to vote at class meeting. Interested shareholders mentioned in the preceding paragraph shall have the meaning as follows: (1) in case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to Article 36 of the Articles of Association, a Controlling Shareholder within the meaning defined in Article 340 of the Articles of Association; (2) in case of a repurchase by the Bank of shares by an offmarket agreement outside of the stock exchange under Article 36 of the Articles of Association, a shareholder to whom the proposed agreement relates; (3) in case of a restructuring of the Bank, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of other shareholders of that class.	**Article 130** In relation to the matters mentioned in (2) to (8), (11) and (12) of ~~Article 133~~**Article 129**, affected class shareholder, no matter if he has voting right at a general meeting or not, shall be entitled to vote at the class meeting. However, interested shareholders shall not be entitled to vote at class meeting. Interested shareholders mentioned in the preceding paragraph shall have the meaning as follows: (1) in case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to ~~Article 36~~**Article 34** of the Articles of Association, a Controlling Shareholder within the meaning defined in ~~Article 340 of~~ the Articles of Association; (2) in case of a repurchase by the Bank of shares by an offmarket agreement outside of the stock exchange under ~~Article 36~~**Article 34** of the Articles of Association, a shareholder to whom the proposed agreement relates; (3) in case of a restructuring of the Bank, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of other shareholders of that class.
108	**Article 135** Resolutions of a class meeting shall be passed by votes representing 2/3 or more of the voting rights of shareholders of that class attending the class meeting in accordance with Article 134.	**Article 131** Resolutions of a class meeting shall be passed by votes representing 2/3 or more of the voting rights of shareholders of that class attending the class meeting in accordance with ~~Article 134~~**Article 130**.
109	**Article 136** To hold a class meeting, a written notice shall be given with reference to the notice period requirement for convening a shareholders' general meeting in these Articles, so as to notify all the Shareholders of the relevant class listed on the register of the matters to be considered at the meeting and the meeting date and place.	**Article 132** To hold a class meeting, a written notice shall be given with reference to the notice period requirement for convening a ~~shareholders'~~ general meeting in these Articles, so as to notify all the Shareholders of the relevant class listed on the register of the matters to be considered at the meeting and the meeting date and place.

NO.	Original Articles	Amended Articles
110	**Article 137** Notice of a class meeting shall be served exclusively on shareholders entitled to vote at such meeting. The procedures of any class meeting shall be conducted in a similar manner as any general meeting as far as possible. Provisions in the Articles of Association which relate to any general meeting shall apply to any class meeting.	**Article 133** Notice of a class meeting shall be served exclusively on shareholders entitled to vote at such meeting. The procedures of any class meeting shall be conducted in a similar manner as any general meeting as far as possible. Provisions in the Articles of Association which relate to any general meeting shall apply to any class meeting.
111	**Article 138** Apart from holders of other classes of shares, holders of domestic shares and overseas listed foreign shares shall be regarded as holders of different classes of shares. The special procedures for voting by a class shareholder shall not apply in the following circumstances: (1) any proposed issue of domestic shares and foreign investment shares by the Bank in every 12 months, whether separate or concurrent, if such proposed issue of domestic shares and overseas listed foreign shares are approved by the shareholders in a general meeting by way of special resolution, and the number of domestic shares and overseas listed foreign shares proposed to be issued by the Bank does not exceed twenty percent of the shares of such class in issue; (2) where the Bank's plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulator under the State Council; (3) with the approval of such relevant regulators as the banking regulatory authorities of the State Council and the securities regulator under the State Council, holders of domestic shares of the Bank transfer the shares to holders of foreign investment shares, and list and trade the shares overseas.	**Article 134** Apart from holders of other classes of shares, holders of domestic shares and ~~overseas listed foreign~~ **H** shares shall be regarded as holders of ~~different~~**same** classes of shares. ~~The special procedures for voting by a class shareholder shall not apply in the following circumstances:~~ ~~(1) a~~**A**ny proposed issue of domestic shares and ~~foreign investment~~ **H** shares by the Bank in every 12 months, whether separate or concurrent, if such proposed issue of domestic shares and ~~overseas listed foreign~~**H** shares are approved by the shareholders in a general meeting by way of special resolution, and the number of domestic shares and ~~overseas listed foreign~~**H** shares proposed to be issued by the Bank does not exceed twenty percent of the shares of such class in issue~~;~~ ~~(2) where the Bank's plan to issue domestic shares and overseas listed foreign~~ **H** ~~shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulator under the State Council.~~ **shall not apply to procedures for voting by a class shareholder.** ~~(3) with the approval of such relevant regulators as the banking regulatory authorities of the State Council and the securities regulator under the State Council, holders of domestic shares of the Bank transfer the shares to holders of foreign investment shares, and list and trade the shares overseas.~~

NO.	Original Articles	Amended Articles
112	CHAPTER 8 BOARD OF DIRECTORS Section 1 Directors **Article 139** The directors of the Bank are natural person and shall not be required to hold shares of the Bank. The directors shall possess the requisite qualifications stipulated by laws, regulations and requirements of the banking regulatory authority of the State Council. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). An executive director means a director also assuming the duties of other senior management personnel in addition to holding directorship of the Bank. A non-executive director means a director of the Bank who does not hold any position other than a directorship and does not assume the duties of senior management personnel.	CHAPTER 8 BOARD OF DIRECTORS Section 1 Directors **Article 135** The directors of the Bank are natural person and shall not be required to hold shares of the Bank. The directors shall possess the requisite qualifications stipulated by laws, regulations and requirements of the banking regulatory authority of the State Council. Directors of the Bank are composed of executive directors ~~and~~, non-executive directors (including independent directors) **and employee directors**. An executive director means a director also assuming the duties of other senior management personnel in addition to holding directorship of the Bank. A non-executive director means a director of the Bank who does not hold any position other than a directorship and does not assume the duties of senior management personnel. **The employee director is appointed from among the employee representatives and is elected by the Bank's employees through the employee representative congress. The employee director joins the Board of Directors directly, and the Board of Directors shall report thereon to the general meeting. Senior management personnel shall not concurrently serve as employee directors.**
113	**Article 140** Directors shall be elected or replaced at a shareholders' general meeting. The term of office of the directors shall be three years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. The term of office of a director shall commence from the date on which directorship of the said director was confirmed by the banking regulatory authority of the State Council to the expiry of the current term of the Board of Directors. Before the expiry of the director's term of office, the shareholders' general meeting shall not dismiss any director without any reason.	**Article 136** Directors shall be elected or replaced at a ~~shareholders'~~ general meeting **or the employee representative congress**. The term of office of the directors shall be three years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. The term of office of a director shall commence from the date on which directorship of the said director was confirmed by the banking regulatory authority of the State Council to the expiry of the current term of the Board of Directors. ~~Before the expiry of the director's term of office, the shareholders' general meeting shall not dismiss any director without any reason.~~

NO.	Original Articles	Amended Articles
	A written notice of intent to nominate a candidate to become a director, the candidate's consent to such nomination and relevant written materials of candidate's information shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting, but no later than seven days before such general meeting. The time period for the submission of the aforesaid notices and documents by the candidates (commencing on the next day after the delivery of the notice of the shareholders' general meeting) shall be no less than seven days. Subject to the relevant laws, regulations and regulatory requirements, a director whose term of office has not expired may be removed by an ordinary resolution (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract). Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, regulations, regulatory requirements and the Articles of Association. The president or other senior management may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as senior management and employee representative directors shall not exceed one half of the total number of directors of the Bank and the number of the directors in the Board of Directors who serve as senior management shall be no less than two.	~~A written notice of intent to nominate a candidate to become a director, the candidate's consent to such nomination and relevant written materials of candidate's information shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting, but no later than seven days before such general meeting.~~ ~~The time period for the submission of the aforesaid notices and documents by the candidates (commencing on the next day after the delivery of the notice of the shareholders' general meeting) shall be no less than seven days.~~ Subject to the relevant laws, regulations and regulatory requirements, a director whose term of office has not expired may be removed by an ordinary resolution (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract). Where re-election is not carried out promptly after a director's term of office expires, **or where the resignation of a director during their term of office results in the number of members of the Board of Directors falling below the statutory quorum,** the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, regulations, regulatory requirements and the Articles of Association. The president or other senior management may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as senior management and employee representative directors shall not exceed one half of the total number of directors of the Bank and the number of the directors in the Board of Directors who serve as senior management shall be no less than two.

NO.	Original Articles	Amended Articles
	The Board of Directors may comprise employee representative(s) of the Bank. Employee representatives who serve as directors shall become members of the Board of Directors after elected by employee representatives at the staff representative assembly of the Bank, which shall be reported by the Board of Directors to the shareholders' general meeting. The Board of Directors may duly increase the proportion of directors and independent directors with international exposure and management experience as well as professional knowledge in areas such as finance, accounting, risk management, financial management and financial technology. After a director is elected and his/her directorship is approved by the banking regulatory authority of the State Council, the Bank shall enter into an employment contract with such director in a timely manner, which shall specify, among others, rights and duties between the Bank and the director, the term of office of the director, liability of the director due to violation of laws, regulations and his/her responsibilities stipulated by the Articles of Association and compensation on early termination of the said employment contract for any reason by the Bank, in compliance with the laws, regulations and provisions of the Articles of Association.	~~The Board of Directors may comprise employee representative(s) of the Bank. Employee representatives who serve as directors shall become members of the Board of Directors after elected by employee representatives at the staff representative assembly of the Bank, which shall be reported by the Board of Directors to the shareholders' general meeting.~~ The Board of Directors may duly increase the proportion of directors and independent directors with international exposure and management experience as well as professional knowledge in areas such as finance, accounting, risk management, financial management and financial technology. After a director is elected and his/her directorship is approved by the banking regulatory authority of the State Council, the Bank shall enter into an employment contract with such director in a timely manner, which shall specify, among others, rights and duties between the Bank and the director, the term of office of the director, liability of the director due to violation of laws, regulations and his/her responsibilities stipulated by the Articles of Association and compensation on early termination of the said employment contract for any reason by the Bank, in compliance with the laws, regulations and provisions of the Articles of Association.

NO.	Original Articles	Amended Articles
114	**Article 141** The general procedures for nomination and election of directors are as follows: (1) subject to the size of Board of Directors required by these Articles and according to the number of persons to be elected, a list of nominated candidates for nonindependent directors can be drawn up by the Nomination and Remuneration Committee of the Board of Directors, and the Nomination Committee of the Board of Directors shall avoid being affected by shareholders, and exercise the right of nominating directors independently and prudently; Shareholders individually or jointly holding three percent or more of the total issued shares with voting rights of the Bank (including preference shareholders with restored voting rights) may also nominate candidates for nonindependent directors to the Board of Directors; the number of directors nominated by the same shareholder and its associates, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Directors, unless otherwise prescribed by the State; (2) the Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary verification on the qualifications and eligibility of the candidates for directors, and the names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of resolution from the Board of Directors, written proposals regarding the candidates for directors shall be submitted to the shareholders' general meeting; (3) before the shareholders' general meeting is convened, the candidates for directors shall provide written undertakings that they accept the nomination, that the publicly disclosed information is truthful and complete and that they shall conscientiously perform their obligations upon election;	**Article 137** The general procedures for nomination and election of directors are as follows: (1) subject to the size of Board of Directors required by these Articles and according to the number of persons to be elected, a list of nominated candidates for nonindependent directors can be drawn up by the Nomination and Remuneration Committee of the Board of Directors, and the Nomination Committee of the Board of Directors shall avoid being affected by shareholders, and exercise the right of nominating directors independently and prudently; Shareholders individually or jointly holding ~~three percent~~**one percent** or more of the total issued shares with voting rights of the Bank (including preference shareholders with restored voting rights) may also nominate candidates for nonindependent directors to the Board of Directors; the number of directors nominated by the same shareholder and its associates, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Directors, unless otherwise prescribed by the State; (2) the Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary verification on the qualifications and eligibility of the candidates for directors, and the names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of resolution from the Board of Directors, written proposals regarding the candidates for directors shall be submitted to the ~~shareholders'~~ general meeting; (3) before the ~~shareholders'~~ general meeting is convened, the candidates for directors shall provide written undertakings that they accept the nomination, that the publicly disclosed information is truthful and complete and that they shall conscientiously perform their obligations upon election;

NO.	Original Articles	Amended Articles
	(4) the Board of Directors shall disclose in accordance with the laws, regulations and the Articles of Association, detailed information of the candidates for directors to shareholders before the shareholders' general meeting is convened to ensure shareholders will have a sufficient understanding of the candidates before voting; (5) each candidate for director shall be voted for on a separate basis at the shareholders' general meeting; (6) if it is necessary to fill a vacant position for a director, the Nomination and Remuneration Committee of the Board of Directors or shareholders eligible to make nominations shall submit proposals to the Board of Directors for consideration, and the position shall be elected or replaced at the shareholders' general meeting; (7) When the term of office of the directors expires, or the number of directors falls below the minimum number of directors specified in the Company Law or less than twothirds of the number of directors specified in the Articles of Association, the Bank shall timely start the director election procedure, and convene the shareholders' general meeting to elect directors. Where specific nomination methods and procedures are required for independent directors and employee representative directors by the laws and the Articles of Association, such laws and provisions shall prevail.	(4) the Board of Directors shall disclose in accordance with the laws, regulations and the Articles of Association, detailed information of the candidates for directors to shareholders before the ~~shareholders'~~ general meeting is convened to ensure shareholders will have a sufficient understanding of the candidates before voting; (5) each candidate for director shall be voted for on a separate basis at the ~~shareholders'~~ general meeting; (6) if it is necessary to fill a vacant position for a director, the Nomination and Remuneration Committee of the Board of Directors or shareholders eligible to make nominations shall submit proposals to the Board of Directors for consideration, and the position shall be elected or replaced at the ~~shareholders'~~ general meeting**, with a term of office of three years. The term of office of the director shall be calculated from the date of approval by the banking regulatory authority of the State Council until the expiration of the term of the current session of the Board of Directors.** (7) When the term of office of the directors expires, or the number of directors falls below the minimum number of directors specified in the Company Law or less than twothirds of the number of directors specified in the Articles of Association, the Bank shall timely start the director election procedure, and convene the ~~shareholders'~~ general meeting to elect directors. Where specific nomination methods and procedures are required for independent directors and employee representative directors by the laws and the Articles of Association, such laws and provisions shall prevail.

NO.	Original Articles	Amended Articles
115	**Article 142** Directors shall undertake the following fiduciary duties to the Bank Directors shall undertake the following fiduciary duties to the Bank in accordance with laws, regulations, regulatory requirements, relevant rules of the securities regulatory authority of the place in which the Bank's shares are listed and the Articles of Association: (1) not to abuse their authority in accepting bribes or other unlawful income, and not to misappropriate the Bank's properties; (2) not to misappropriate funds of the Bank; (3) not to deposit any funds of the Banks into any account under their own names or names of other individuals; (4) not to loan any fund of the Bank or provide guarantee in favour of others supported by the property of the Bank in violation of the Articles of Association or without approval of the shareholders' general meeting or the Board of Directors; (5) not to enter into any contract or transaction with the Bank in violation of the Articles of Association or without approval of the shareholders' general meeting; (6) not to use their positions to procure business opportunities for themselves or others that should have otherwise available to the Bank, or operate businesses similar to that of the Bank for their own benefits or on behalf of others without approval of the shareholders' general meeting; (7) not to accept commissions paid by a third party for transactions conducted with the Bank; (8) not to divulge any confidential information of the Bank without authorization; (9) not to use their affiliations to damage the interests of the Bank; (10) to fulfill other fiduciary duties stipulated by laws, regulations and the Articles of Association. Income generated by the directors in violation of aforementioned shall be returned to the Bank, and he/she shall be liable to the Bank for compensation of any loss resulted therefrom.	**Article 138** Directors shall undertake the following fiduciary duties to the Bank Directors shall undertake the following fiduciary duties to the Bank in accordance with laws, regulations, regulatory requirements, relevant rules of the securities regulatory authority of the place in which the Bank's shares are listed and the Articles of Association: (1) not to abuse their authority in accepting bribes or other unlawful income, and not to misappropriate the Bank's properties; (2) not to misappropriate funds of the Bank; (3) not to deposit any funds of the Banks into any account under their own names or names of other individuals; (4) not to loan any fund of the Bank or provide guarantee in favour of others supported by the property of the Bank in violation of the Articles of Association or without approval of the ~~shareholders'~~ general meeting or the Board of Directors; (5) not to enter into any contract or transaction with the Bank**, either directly or indirectly, without the review of the Related Party Transactions and Risk Management Committee of the Board of Directors, a report to the Board of Directors, and the resolution passed by the Board of Directors in accordance with the provisions of these**~~in violation of the~~ Articles of Association ~~or without approval of the shareholders' general meeting~~; (6) not to use their positions to procure business opportunities for themselves or others that should have otherwise available to the Bank, ~~or operate businesses similar to that of the Bank for their own benefits or on behalf of others without approval of the shareholders' general meeting~~**except where such opportunities have been reported to and approved by a resolution of the Board of Directors, or in cases where the Bank is unable to utilize such business opportunities in accordance with laws, administrative regulations, or the provisions of these Articles of Association;**

NO.	Original Articles	Amended Articles
		(7) shall not, without reporting to and obtaining approval by a resolution of the Board of Directors, operate businesses similar to that of the Bank for their own benefits or on behalf of others; (~~7~~**8**) not to accept commissions paid by a third party for transactions conducted with the Bank; (~~8~~**9**) not to divulge any confidential information of the Bank without authorization; (~~9~~**10**) not to use their affiliations to damage the interests of the Bank; (~~10~~**11**) to fulfill other fiduciary duties stipulated by laws, regulations and the Articles of Association. Income generated by the directors in violation of aforementioned shall be returned to the Bank, and he/she shall be liable to the Bank for compensation of any loss resulted therefrom. **Where a contract or transaction is entered into with the Bank by the close relatives of a director or senior management member, an enterprise directly or indirectly controlled by a director, senior management member or their close relatives, or any other related person who has a related relationship with a director or senior management member, the provisions of item (5) of this Article shall apply.**

NO.	Original Articles	Amended Articles
116	**Article 143** Directors shall fulfill the following obligations of diligence in accordance with laws, regulations, regulatory requirements, relevant rules of the securities regulatory authority of the place in which the Bank's shares are listed and these Articles: (1) to exercise the rights conferred by the Bank with due discretion, care and diligence to ensure the commercial activities of the Bank comply with the requirements of PRC laws, administrative regulations and relevant PRC economic policies and are not beyond the business scope specified in the business license of the Bank; (2) to be responsible to the Bank and all shareholders, and treat all shareholders impartially while performing duties; (3) to pay continuous attentions to the operation and management conditions of the Bank; and have the right to request the senior management to provide relevant information reflecting the operation and management of the Bank in a comprehensive, timely and accurate manner or give explanations concerning relevant issues; (4) to attend the meeting of the Board of Directors on time, conduct comprehensive reviews on the matters considered by the Board of Directors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment; (5) to be responsible for the resolutions of the Board of Directors; (6) to supervise the implementation of resolutions of the shareholders' general meeting and the Board of Directors by the senior management; (7) to actively participate in the training organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be acquainted with relevant laws, regulations and regulatory provisions, and possess the professional knowledge and ability required to perform duties on an ongoing basis;	**Article 139** Directors shall fulfill the following obligations of diligence in accordance with laws, regulations, regulatory requirements, relevant rules of the securities regulatory authority of the place in which the Bank's shares are listed and these Articles: (1) to exercise the rights conferred by the Bank with due discretion, care and diligence to ensure the commercial activities of the Bank comply with the requirements of PRC laws, administrative regulations and relevant PRC economic policies and are not beyond the business scope specified in the business license of the Bank; (2) to be responsible to the Bank and all shareholders, and treat all shareholders impartially while performing duties; (3) to pay continuous attentions to the operation and management conditions of the Bank; and have the right to request the senior management to provide relevant information reflecting the operation and management of the Bank in a comprehensive, timely and accurate manner or give explanations concerning relevant issues; (4) to attend the meeting of the Board of Directors on time, conduct comprehensive reviews on the matters considered by the Board of Directors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment; (5) to be responsible for the resolutions of the Board of Directors; (6) to supervise the implementation of resolutions of the ~~shareholders'~~ general meeting and the Board of Directors by the senior management; (7) to actively participate in the training organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be acquainted with relevant laws, regulations and regulatory provisions, and possess the professional knowledge and ability required to perform duties on an ongoing basis;

NO.	Original Articles	Amended Articles
	(8) to implement high standards of professional ethics, and consider the legitimate rights and interests of stakeholders; (9) to perform duties with due diligence and prudence, and ensure enough time and energy to perform duties; (10) to sign a written confirmation on the Bank's periodic report; to ensure the truthfulness, accuracy and completeness of the information disclosed by the Bank; (11) to honestly provide the Board of Supervisors with relevant information and materials, and not to hinder the Board of Supervisors or supervisors from exercising their functions and powers; (12) to fulfill other obligations of diligence stipulated by laws, regulations, regulatory requirements, provisions of the securities regulatory authorities of the place in which the Bank's shares are listed and the Articles of Association. Directors are entitled to know the various business operations and financial situations of the Bank and are entitled to supervise the performance of duties by other Directors and the senior management.	(8) to implement high standards of professional ethics, and consider the legitimate rights and interests of stakeholders; (9) to perform duties with due diligence and prudence, and ensure enough time and energy to perform duties; (10) to sign a written confirmation on the Bank's periodic report; to ensure the truthfulness, accuracy and completeness of the information disclosed by the Bank; (11) to honestly provide the ~~Board of Supervisors~~**Audit Committee** with relevant information and materials, and not to hinder the ~~Board of Supervisors or supervisors~~**Audit Committee** from exercising their functions and powers; (12) to fulfill other obligations of diligence stipulated by laws, regulations, regulatory requirements, provisions of the securities regulatory authorities of the place in which the Bank's shares are listed and the Articles of Association. Directors are entitled to know the various business operations and financial situations of the Bank and are entitled to supervise the performance of duties by other Directors and the senior management.
117	**Article 144** Directors shall invest sufficient time in performing their duties and attend at a minimum of two-thirds of the onsite meetings of the Board of Directors in person annually; A director who is unable to attend a meeting of the Board of Directors for a reason may authorize in writing another director with the same class to attend the meeting on his or her behalf, and the power of attorney shall state the director's personal opinions and voting intentions on the proposal. In principle, a director shall accept at most two directors who have not attended the meeting in person. When considering related party transactions, a non-related director may not appoint a related director to attend on his or her behalf. A director shall be deemed incapable of carrying out their duties if they fail to attend 2 consecutive Board of Directors meetings either personally or by appointing other directors to attend on their behalf, and the Board of Directors shall make a proposal to the shareholders' general meeting or staff representative assembly to remove such director. Directors shall independently, professionally and objectively express opinions at the meetings of the Board of Directors.	**Article 140** Directors shall invest sufficient time in performing their duties and attend at a minimum of two-thirds of the onsite meetings of the Board of Directors in person annually; A director who is unable to attend a meeting of the Board of Directors for a reason may authorize in writing another director with the same class to attend the meeting on his or her behalf, and the power of attorney shall state the director's personal opinions and voting intentions on the proposal. In principle, a director shall accept at most two directors who have not attended the meeting in person. When considering related party transactions, a non-related director may not appoint a related director to attend on his or her behalf. A director shall be deemed incapable of carrying out their duties if they fail to attend 2 consecutive Board of Directors meetings either personally or by appointing other directors to attend on their behalf, and the Board of Directors shall make a proposal to the ~~shareholders'~~ general meeting or staff representative assembly to remove such director. Directors shall independently, professionally and objectively express opinions at the meetings of the Board of Directors.

NO.	Original Articles	Amended Articles
118	**Article 145** A director may resign before his/her term of office expires. He/she shall submit a written resignation to the Board of Directors. In the event that a candidate for a Director nominated by a shareholder is elected but the shareholder (being the nominator) transfers all of the shares held by him/her before the term of office of such Director expires, the Director so nominated shall resign. Where the resignation of a director during his/her term of office affects the Bank's normal operation or causes the number of directors on the Bank's Board of Directors to fall below the minimum number specified in the Company Law or two-thirds of the number specified in the Articles of Association of the Bank, director who tendered the resignation shall continue to perform the duties owed by a director before a new director is elected to takes up the office, subject to the laws, administrative regulations and these Articles. When the Bank is dealing with the disposal of major risks, directors shall not resign without the approval of the regulatory authorities. The resignation of a director becomes effective when the resignation is submitted to the Board of Directors, unless the circumstances stated above apply. Where the number of directors falls below the minimum number specified in the Company Law or the minimum number required for voting by the Board of Directors due to directors' removal by shareholders' general meeting, death or independent directors' resignation due to the loss of independence, or other circumstances where the directors are unable to perform their duties, the power of the Board of Directors shall be exercised by shareholders' general meeting until the number of directors meets the requirements.	**Article 141** A director may resign before his/her term of office expires. He/she shall submit a written resignation to the Board of Directors. In the event that a candidate for a Director nominated by a shareholder is elected but the shareholder (being the nominator) transfers all of the shares held by him/her before the term of office of such Director expires, the Director so nominated shall resign. Where the resignation of a director during his/her term of office affects the Bank's normal operation or causes the number of directors on the Bank's Board of Directors to fall below the minimum number specified in the Company Law or two-thirds of the number specified in the Articles of Association of the Bank, director who tendered the resignation shall continue to perform the duties owed by a director before a new director is elected to takes up the office, subject to the laws, administrative regulations and these Articles. When the Bank is dealing with the disposal of major risks, directors shall not resign without the approval of the regulatory authorities. The resignation of a director becomes effective when the resignation is submitted to the Board of Directors, unless the circumstances stated above apply. Where the number of directors falls below the minimum number specified in the Company Law or the minimum number required for voting by the Board of Directors due to directors' removal by ~~shareholders'~~ general meeting, death or independent directors' resignation due to the loss of independence, or other circumstances where the directors are unable to perform their duties, the power of the Board of Directors shall be exercised by ~~shareholders'~~ general meeting until the number of directors meets the requirements.
119	**Article 146** If the resignation of a Director becomes effective or his/her term of office expires; the Director shall complete all handover formalities with the Board of Directors.	**Article 142** If the resignation of a Director becomes effective or his/her term of office expires; the Director shall complete all handover formalities with the Board of Directors.

NO.	Original Articles	Amended Articles
120	**Article 148** A Director shall be liable for compensation regarding any losses sustained by the Bank caused by his/her violation of the laws, regulations or the Articles of Association in the performance of his/her duties.	**Article 144 Where a director causes damage to others in the course of performing their duties for the Bank, the Bank shall be liable for compensation; where the director acts with intent or gross negligence, they shall also be held liable for compensation.** A Director shall be liable for compensation regarding any losses sustained by the Bank caused by his/her violation of the laws, regulations or the Articles of Association in the performance of his/her duties.
121	**Article 150** The following persons shall not act as independent directors of the Bank: (1) persons who hold or whose close relatives hold one percent or above of the shares of the Bank; (2) persons who are employed or whose close relatives are employed by corporate shareholders which hold one percent or above of the shares of the Bank; (3) persons who are or whose close relatives are natural person shareholders among the top ten shareholders of the Bank; (4) persons who are employed or whose close relatives are employed by corporate shareholders which directly or indirectly hold 5% or above of the Bank's issued shares or by the top five corporate shareholders of the Bank; (5) persons who have held or whose close relatives have held positions in the Bank or in enterprises over which the Bank holds controlling interests or has de facto control; (6) persons who have held or whose close relatives have held positions in the Bank or in enterprises over which the Bank holds controlling interests or has de facto control in the 3 years before taking up the office; (7) persons who have held or whose close relatives have held positions in the enterprises which are not able to repay the loans granted by the Bank in time;	**Article 146** The following persons shall not act as independent directors of the Bank: (1) persons who hold or whose close relatives hold one percent or above of the shares of the Bank **(excluding treasury shares)**; (2) persons who are employed or whose close relatives are employed by corporate shareholders which hold one percent or above of the shares of the Bank; (3) persons who are or whose close relatives are natural person shareholders among the top ten shareholders of the Bank; (4) persons who are employed or whose close relatives are employed by corporate shareholders which directly or indirectly hold 5% or above of the Bank's issued shares or by the top five corporate shareholders of the Bank; (5) persons who have held or whose close relatives have held positions in the Bank or in enterprises over which the Bank holds controlling interests or has de facto control; (6) persons who have held or whose close relatives have held positions in the Bank or in enterprises over which the Bank holds controlling interests or has de facto control in the 3 years before taking up the office; (7) persons who have held or whose close relatives have held positions in the enterprises which are not able to repay the loans granted by the Bank in time;

NO.	Original Articles	Amended Articles
	(8) persons who have held or whose close relatives have held positions in the enterprises which have legal, accounting, auditing, management consulting and other business connections with the Bank or have an interests in the Bank in respect of claims, debts and others; (9) persons who or whose close relatives may be controlled or materially influenced by the major shareholder(s) and senior management of the Bank, resulting in the situations where the independency of their performance of duties would be hindered; (10) persons who, in other situations, are not allowed to act as independent directors by the banking regulatory authority of the State Council, securities regulatory authority of the place in which the Bank's shares are listed and other regulatory authorities or pursuant to the Articles of Association. The term "close relatives" in this Article means spouses, parents, children, grandparents, grandparents of spouses and siblings.	(8) persons who have held or whose close relatives have held positions in the enterprises which have legal, accounting, auditing, management consulting and other business connections with the Bank or have an interests in the Bank in respect of claims, debts and others; (9) persons who or whose close relatives may be controlled or materially influenced by the major shareholder(s) and senior management of the Bank, resulting in the situations where the independency of their performance of duties would be hindered; (10) persons who, in other situations, are not allowed to act as independent directors by the banking regulatory authority of the State Council, securities regulatory authority of the place in which the Bank's shares are listed and other regulatory authorities or pursuant to the Articles of Association. The term "close relatives" in this Article means spouses, parents, children, grandparents, grandparents of spouses and siblings.

NO.	Original Articles	Amended Articles
122	**Article 151** No person shall hold the position of independent director of the Bank in one of the following circumstances: (1) person who has been penalized due to corruption, bribery, embezzlement and appropriation of property or disruption of order of the market economy, or subject to deprivation of political rights for the crimes committed; (2) Director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises; (3) legal representative of companies or enterprises which have had their business licenses revoked and their business compulsorily closed down due to a violation of laws, for which such person was personally liable; (4) person with a relatively large amount of past-due and outstanding debts; (5) person who has been dismissed by the original employer for failure to perform duties diligently; (6) person who used to be key personnel in high-risk financial institutions and there is no proof proving that such person was not responsible for the cancellation or loss of assets of such institutions.	**Article 147** No person shall hold the position of independent director of the Bank in one of the following circumstances: (1) person who has been penalized due to corruption, bribery, embezzlement and appropriation of property or disruption of order of the market economy, or subject to deprivation of political rights for the crimes committed **where five years have not lapsed following the serving of the sentence or persons who were imposed a suspended sentence where two years have not elapsed following the trial of the suspended sentence**; (2) Director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises **where three years have not elapsed following the date of completion of such bankruptcy or liquidation**; (3) legal representative of companies or enterprises which have had their business licenses revoked and their business compulsorily closed down due to a violation of laws, for which such person was personally liable**, where three years have not elapsed since the date of the revocation of the business licence and the order to shut down**; (4) person **who has been listed as a dishonest judgment debtor by a People's Court due to his/her failure to settle**~~with~~ a relatively large amount of past-due and outstanding debts; (5) person who has been dismissed by the original employer for failure to perform duties diligently; (6) person who used to be key personnel in high-risk financial institutions and there is no proof proving that such person was not responsible for the cancellation or loss of assets of such institutions.

NO.	Original Articles	Amended Articles
123	**Article 154** The procedures of nomination and election for independent directors shall follow the principles below: (1) The Nomination and Remuneration Committee of the Board of Directors, shareholders of the Bank who hold more than one percent of the total voting shares of the Bank in issue individually or jointly, the Board of Directors and the Board of Supervisors of the Bank may nominate candidates for independent directors to the Board of Directors who shall be elected by the shareholder's general meeting. Shareholders and their related parties who have nominated candidates for non-independent Directors shall not have the right to nominate candidates for independent directors; (2) The consent of the nominee shall be obtained prior to the nomination of candidate for the independent director. Qualification of candidates of independent directors, including the independence, expertise, experience and capability, shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors; (3) The appointment of an independent director shall mainly follow the market principle.	**Article 150** The procedures of nomination and election for independent directors shall follow the principles below: (1) The Nomination and Remuneration Committee of the Board of Directors, shareholders of the Bank who hold more than one percent of the total voting shares of the Bank in issue individually or jointly, the Board of Directors and the ~~Board of Supervisors~~**Audit Committee** of the Bank may nominate candidates for independent directors to the Board of Directors who shall be elected by the ~~shareholder's~~ general meeting. Shareholders and their related parties who have nominated candidates for non-independent Directors shall not have the right to nominate candidates for independent directors; (2) The consent of the nominee shall be obtained prior to the nomination of candidate for the independent director. Qualification of candidates of independent directors, including the independence, expertise, experience and capability, shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors; (3) The appointment of an independent director shall mainly follow the market principle.
124	**Article 157** Independent directors shall give statements to the Board of Directors before they take up the office, ensuring that they have enough time and energy to perform their duties and undertaking that they will perform duties of diligence.	**Article 153** Independent directors shall give statements to the Board of Directors before they take up the office, ensuring that they have enough time and energy to perform their duties and undertaking that they will perform duties of diligence.

NO.	Original Articles	Amended Articles
125	**Article 160** The Board of Directors or the Board of Supervisors shall propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances: (1) serious dereliction of duty; (2) failure to resign from the position when he/she is no longer qualified to be an independent director due to a change in his/her position; (3) attendance in person of less than two-thirds of the total number of Board of Directors meetings held within one year; (4) other circumstances provided by the laws, regulations, regulatory requirements and the Articles of Association where an independent director is no longer suitable for holding such a position. In case any independent director fails to attend the Board meeting for three consecutive times, he/she shall be deemed to have failed to perform his/her duties, and the Bank shall convene a shareholders' general meeting within three months to remove him/her from the position and elect a new independent director.	**Article 156** The Board of Directors or the ~~Board of Supervisors~~**Audit Committee** shall propose at a ~~shareholders'~~ general meeting to dismiss an independent director in any of the following circumstances: (1) serious dereliction of duty; (2) failure to resign from the position when he/she is no longer qualified to be an independent director due to a change in his/her position; (3) attendance in person of less than two-thirds of the total number of Board of Directors meetings held within one year; (4) other circumstances provided by the laws, regulations, regulatory requirements and the Articles of Association where an independent director is no longer suitable for holding such a position. In case any independent director fails to attend the Board meeting for three consecutive times, he/she shall be deemed to have failed to perform his/her duties, and the Bank shall convene a ~~shareholders'~~ general meeting within three months to remove him/her from the position and elect a new independent director.

NO.	Original Articles	Amended Articles
126	**Article 161** A proposal submitted by the Board of Directors and the Board of Supervisors in connection with the dismissal of an independent director shall only be submitted to a shareholders' general meeting for consideration after such proposal has been adopted by twothirds or more of the total number of directors and supervisors. An independent director may, before the Board of Directors and the Board of Supervisors submit the dismissal proposal, explain to the Board of Directors and the Board of Supervisors the relevant circumstance, make representations and defend for himself/herself. If the Board of Directors or Board of Supervisors proposes at a shareholders' general meeting to dismiss an independent director, they shall report to the banking regulatory authority of the State Council and issue a written notice to the independent director within one month prior to such shareholders' general meeting. The independent director shall have the right to express his/her opinion orally or in writing before the voting, and shall have the right to submit such opinion to the banking regulatory authority of the State Council five days prior to the shareholders' general meeting. The shareholders shall vote after reviewing the independent director's opinion in a legitimate manner.	**Article 157** A proposal submitted by the Board of Directors and the ~~Board of Supervisors~~**Audit Committee** in connection with the dismissal of an independent director shall only be submitted to a ~~shareholders'~~ general meeting for consideration after such proposal has been adopted by twothirds or more of the total number of directors and ~~supervisors~~**members of Audit Committee**. An independent director may, before the Board of Directors and the ~~Board of Supervisors~~**Audit Committee** submit the dismissal proposal, explain to the Board of Directors and the ~~Board of Supervisors~~**Audit Committee** the relevant circumstance, make representations and defend for himself/herself. If the Board of Directors or ~~Board of Supervisors~~**Audit Committee** proposes at a ~~shareholders'~~ general meeting to dismiss an independent director, they shall report to the banking regulatory authority of the State Council and issue a written notice to the independent director within one month prior to such ~~shareholders'~~ general meeting. The independent director shall have the right to express his/her opinion orally or in writing before the voting, and shall have the right to submit such opinion to the banking regulatory authority of the State Council five days prior to the ~~shareholders'~~ general meeting. The shareholders shall vote after reviewing the independent director's opinion in a legitimate manner.

NO.	Original Articles	Amended Articles
127	**Article 162** An independent director may resign before his/her term of office expires and his/her resignation as an independent director shall be subject to the approval of the Board of Directors. Prior to the approval of his/her resignation by the Board of Directors, an independent director shall continue to perform his/her duties. An independent director who intends to resign shall submit a written resignation to the Board of Directors and shall submit a written declaration at the most recent shareholders' general meeting specifying any circumstances related to the resignation or any fact that he/she believes requires the attention of the Bank's shareholders and creditors. If the resignation of an independent director causes the proportion of independent directors in the Board of Directors less than one-third of the actual number of members of the Board of Directors, the independent director shall continue to perform his/her duties before the new independent director takes office, except for the resignation or dismissal due to loss of independence.	**Article 158** An independent director may resign before his/her term of office expires and his/her resignation as an independent director shall be subject to the approval of the Board of Directors. Prior to the approval of his/her resignation by the Board of Directors, an independent director shall continue to perform his/her duties. An independent director who intends to resign shall submit a written resignation to the Board of Directors and shall submit a written declaration at the most recent ~~shareholders'~~ general meeting specifying any circumstances related to the resignation or any fact that he/she believes requires the attention of the Bank's shareholders and creditors. If the resignation of an independent director causes the proportion of independent directors in the Board of Directors less than one-third of the actual number of members of the Board of Directors, the independent director shall continue to perform his/her duties before the new independent director takes office, except for the resignation or dismissal due to loss of independence.
128	**Article 163** Independent directors shall give objective, impartial and independent opinions on the matters considered at the shareholders' general meeting or Board of Directors meetings, and shall in particular give opinions to shareholders' general meeting or Board of Directors on the following matters: (1) significant related party transactions; (2) profit distribution plans; (3) nomination, appointment and removal of directors, and appointment and dismissal of senior management; (4) matters that may cause significant losses to the Bank; (5) other matters that may have a significant impact on the legitimate rights and interests of the Bank, minority shareholders and financial consumers;	**Article 159** Independent directors shall give objective, impartial and independent opinions on the matters considered at the ~~shareholders'~~ general meeting or Board of Directors meetings, and shall in particular give opinions to ~~shareholders'~~ general meeting or Board of Directors on the following matters: (1) significant related party transactions; (2) profit distribution plans; (3) nomination, appointment and removal of directors **other than those serving as employee representatives**, and appointment and dismissal of senior management; (4) matters that may cause significant losses to the Bank; (5) other matters that may have a significant impact on the legitimate rights and interests of the Bank, minority shareholders and financial consumers;

NO.	Original Articles	Amended Articles
	(6) the effect of the issuance of preference shares on the rights and interests of every class of shareholders; (7) appointment, re-appointment or dismissal of accounting firm that conducts regular statutory audits of the Bank's financial reports; (8) remuneration of directors and senior managements; (9) other matters prescribed by laws and regulations, regulatory requirements or Articles of Association of the Bank.	(6) the effect of the issuance of preference shares on the rights and interests of every class of shareholders; (7) appointment, re-appointment or dismissal of accounting firm that conducts regular statutory audits of the Bank's financial reports; (8) remuneration of directors and senior managements; (9) other matters prescribed by laws and regulations, regulatory requirements or Articles of Association of the Bank.
129	**Article 167** The Bank shall pay remunerations and allowances to independent directors. The payment standard shall be formulated by the Board of Directors and approved by the shareholders' general meeting.	**Article 163** The Bank shall pay remunerations and allowances to independent directors. The payment standard shall be formulated by the Board of Directors and approved by the ~~shareholders'~~ general meeting.
130	Section 3 Board of Directors **Article 169** The Bank shall establish a Board of Directors. The Board of Directors shall be accountable to the shareholders' general meeting.	Section 3 Board of Directors **Article 165** The Bank shall establish a Board of Directors**, which shall adopt a decision-making system of collective deliberation, independent voting and individual accountability**. The Board of Directors shall be accountable to the general meeting.
131	**Article 170** The Board of Directors of the Bank shall be consisted of seventeen members; the Board of Directors shall have one chairman and one or two vice chairman; including three executive directors and fourteen non-executive directors (including independent directors); the independent directors shall not be less than one-thirds of all directors of the Board in number and there shall be one independent director with expertise in accounting.	**Article 166** The Board of Directors of the Bank shall be consisted of seventeen members; the Board of Directors shall have one chairman and one ~~or two~~ vice chairman; including ~~three~~ **two** executive directors, ~~and~~ fourteen non-executive directors (including independent directors)**, and one employee director**; the independent directors shall not be less than one-thirds of all directors of the Board in number and there shall be one independent director with expertise in accounting.
132	**Article 171** The Board of Directors shall take the ultimate responsibility for operation and management of the Bank. The Board of Directors shall exercise the following powers according to the laws: (1) to convene shareholders' general meetings and report its work to the shareholders' general meetings;	**Article 167** The Board of Directors shall take the ultimate responsibility for operation and management of the Bank. The Board of Directors shall exercise the following powers according to the laws: (1) to convene general meetings and report its work to the ~~shareholders'~~ general meetings;

NO.	Original Articles	Amended Articles
	(2) to implement the resolutions of the shareholders' general meetings; (3) to formulate the development strategy of the Bank, supervise the implementation of the said strategies, and to decide on the business plans and investment plans of the Bank; (4) to prepare the annual financial budgets and final accounts of the Bank; (5) to prepare the venture capital distribution plan, profit distribution plan and the plan for making up the losses of the Bank; (6) to formulate the capital planning of the Bank and take ultimate responsibility for capital solvency management, to prepare plans for increase or reduction of the registered capital of the Bank, and to prepare plans for issue and listing of corporate bonds or other securities of the Bank; to perform the Bank's primary duty for capital management, and perform the following duties: setting limits on risk appetite and capital adequacy appropriate to the Bank's development strategy and external environment, considering and approving the implementation of the Bank's internal capital adequacy assessment process to ensure that capital adequately covers major risks; considering and approving capital management system to ensure the effectiveness of capital management policies and controls; overseeing the comprehensiveness, foresight and effectiveness of internal capital adequacy assessment procedures; considering and approving and overseeing the implementation of capital planning to meet the needs of the Bank's continuous operation and emergency capital replenishment; considering and approving the capital adequacy ratio management plan at least once a year, and considering the capital adequacy management report and internal capital adequacy assessment report, to receive audit reports regarding the implementation of the capital adequacy management and internal capital adequacy assessment process; considering and approving the policies, as well as the procedures and content of capital adequacy disclosure, and ensuring the truthfulness, accuracy and completeness of the disclosed information; to ensure that the Bank has sufficient resources to carry out capital management independently and effectively; (7) to prepare plans for the Bank's material acquisitions and acquisitions for the Bank's shares, merger, division, dissolution or liquidation or alteration of corporate form of the Bank;	(2) to implement the resolutions of the ~~shareholders'~~ general meetings; **(3) to formulate plans for implementing the decisions and deployments of the Central Committee of the Communist Party of China and the State Council, and for carrying out major measures to promote national development strategies;** to formulate the development strategy of the Bank, supervise the implementation of the said strategies, and to decide on the business plans and investment plans of the Bank; (4) to prepare the annual financial budgets and final accounts of the Bank; (5) to prepare the ~~venture capital distribution plan,~~ profit distribution plan and the plan for making up the losses of the Bank; (6) to formulate the capital planning of the Bank and take ultimate responsibility for capital solvency management, to prepare plans for increase or reduction of the registered capital of the Bank, and to prepare plans for issue and listing of corporate bonds or other securities of the Bank; to perform the Bank's primary duty for capital management, and perform the following duties: setting limits on risk appetite and capital adequacy appropriate to the Bank's development strategy and external environment, considering and approving the implementation of the Bank's internal capital adequacy assessment process to ensure that capital adequately covers major risks; considering and approving capital management system to ensure the effectiveness of capital management policies and controls; overseeing the comprehensiveness, foresight and effectiveness of internal capital adequacy assessment procedures; considering and approving and overseeing the implementation of capital planning to meet the needs of the Bank's continuous operation and emergency capital replenishment; considering and approving the capital adequacy ratio management plan at least once a year, and considering the capital adequacy management report and internal capital adequacy assessment report, to receive audit reports regarding the implementation of the capital adequacy management and internal capital adequacy assessment process; considering and approving the policies, as well as the procedures and content of capital adequacy disclosure, and ensuring the truthfulness, accuracy and completeness of the disclosed information; to ensure that the Bank has sufficient resources to carry out capital management independently and effectively;

NO.	Original Articles	Amended Articles
	(8) to consider and approve external investments, the purchase disposals and review pledge of assets, connected transactions, data governance, external donation, external guarantees, entrustments of others to manage the Bank's funds or other assets of the Bank in accordance with laws, regulations, regulatory requirements and Articles of Associations of the Bank, except for material matters regulated in the Articles of Association, which shall be decided by the shareholders' general meeting; (9) to take ultimate responsibility for related transactions management; the Board shall make an annual special report to the general meeting on the overall situation of related transactions and shall report to the CBIRC or its delegated authorities; (10) to decide on the establishment of internal management structure of the Bank; (11) to decide on the appointment, removal, remuneration, rewards and penalties of the president, the secretary to the Board of Directors, and person in charge of Audit based on the advice of the Nomination and Remuneration Committee and the proposals of the president of the Board of Directors; to decide on the appointment or removal and the remuneration, rewards and penalties of the vice president, the assistant to the president, the business director, financial controller and other senior management as determined by the Board of Directors and the supervisory authority based on the proposals of the president; (12) to formulate the basic management system of the Bank;	(7) to prepare plans for the Bank's material acquisitions and acquisitions for the Bank's shares, merger, division, dissolution or liquidation or alteration of corporate form of the Bank; (8) to consider and approve external investments, the purchase disposals and review pledge of assets, connected transactions, data governance, external donation, external guarantees, entrustments of others to manage the Bank's funds or other assets of the Bank in accordance with laws, regulations, regulatory requirements and Articles of Associations of the Bank, except for material matters regulated in the Articles of Association, which shall be decided by the general meeting; (9) to take ultimate responsibility for related transactions management; the Board shall make an annual special report to the ~~shareholders'~~ general meeting on the overall situation of related transactions and shall report to the ~~CBIRC or its delegated authorities~~ **banking regulatory authority of the State Council**; **where the Bank enters into related party transactions with its directors, senior management members and their close relatives, or with enterprises directly or indirectly controlled by the aforesaid persons, or with related parties that have other connected relationships with the directors or the senior management members, such transactions shall be reviewed by Related Party Transactions and Risk Management Committee of the Board of Directors and then submitted to the Board of Directors for approval. Where the subject matter of the aforesaid related party transactions consists of ordinary financial products or services provided by the Bank, and the value of an individual transaction or the aggregate transactions have not reached the threshold for material related party transactions, the Board of Directors may pass a unified resolution in respect of such related party transactions;**

NO.	Original Articles	Amended Articles
	(13) to formulate the Bank's risk tolerance, risk management and internal control policies and assume ultimate responsibility for overall risk management; to perform the following duties: establishing risk culture; formulating risk management strategies; setting risk appetite and ensuring the establishment of risk limits; considering and approving policies and procedures for material risk management; overseeing senior management in conducting overall risk management; considering overall risk management reports; considering and approving information disclosure of overall risk and various material risks; appointing risk director or other senior management to take the lead in overall risk management; and other duties related to risk management. Various risks include: credit risk, market risk, liquidity risk, operational risk, country risk, bank book interest rate risk, reputation risk, strategic risk, information technology risk, financial innovation risk, case risk, statement consolidation management and other risks; (14) to take ultimate responsibility for the compliance of the Bank's business activities, and perform the following compliance management duties: to consider and approve the compliance policies of the Bank, and supervise the implementation of compliance policies; to consider and approve the compliance risk management report submitted by the senior management and evaluate the effectiveness of the Bank's compliance risk management to solve the compliance defects in a timely and effective manner; and other compliance management responsibilities; (15) to prepare any amendment proposals to the Articles of Association; to formulate rules of procedure for general meetings of shareholders, rules of procedure for board meetings and amendments thereto, and to consider and approve the rules of work of special committees of the Board of Directors;	(10) to decide on the establishment of internal management structure of the Bank; (11) to decide on the appointment, removal, remuneration, rewards and penalties of the president, the secretary to the Board of Directors, and person in charge of Audit based on ~~the advice of the Nomination and Remuneration Committee and~~ the proposals of the president of the Board of Directors; to decide on the appointment or removal and the remuneration, rewards and penalties of the vice president, the assistant to the president, the business director, financial controller and other senior management as determined by the Board of Directors and the supervisory authority based on the proposals of the president; (12) to formulate the basic management system of the Bank; (13) to formulate the Bank's ~~risk tolerance,~~ risk management and internal control policies and assume ultimate responsibility for overall risk management; to perform the following duties: establishing risk culture; formulating risk management strategies; setting risk appetite and ensuring the establishment of risk limits; considering and approving policies and procedures for material risk management; overseeing senior management in conducting overall risk management; considering overall risk management reports; considering and approving information disclosure of overall risk and various material risks; appointing risk director or other senior management to take the lead in overall risk management; and other duties related to risk management. Various risks include: credit risk, market risk, liquidity risk, operational risk, country risk, bank book interest rate risk, reputation risk, strategic risk, information technology risk, financial innovation risk, case risk, statement consolidation management and other risks;

NO.	Original Articles	Amended Articles
	(16) to formulate information disclosure system of the Bank and take the ultimate responsibilities for the truthfulness, accuracy, completeness and timeliness of financial statements and accounting reports of the Bank; (17) to determine the job responsibilities for manager, including the president, the vice president, the assistant to president, the secretary to the Board of Directors, person in charge of Audit and the business director; (18) to monitor the performance of senior management; (19) to receive the work report from the president and inspect the work of the president; (20) the Board of Directors shall establish a supervisory system for the management to formulate the code of conduct and terms of reference for management and business officers and that the normative documents shall specifically require employees at all levels to report any potential conflict of interests in a timely manner, provide particular rules and establish corresponding mechanisms; (21) the Board of Directors shall establish a reporting system and require the senior management to report to the Board of Directors and Directors the operation and management issues of the Bank, and the reporting system shall cover provisions for the following issues: (i) the content of the information reported to the Board of Directors and Directors and the minimum reporting standards; (ii) the reporting frequency; (iii) the reporting method; (iv) the responsible body and liabilities arising from postponed or incomplete reporting; (v) the confidentiality obligations. (22) to evaluate and refine the corporate governance of the Bank on a regular basis;	(14) to take ultimate responsibility for the compliance of the Bank's business activities **and the effectiveness of compliance management**, and perform the following compliance management duties: ~~to consider and approve the compliance policies of the Bank, and supervise the implementation of compliance policies; to consider and approve the compliance risk management report submitted by the senior management and evaluate the effectiveness of the Bank's compliance risk management to solve the compliance defects in a timely and effective manner; and other compliance management responsibilities;~~ **to deliberate and approve the basic rules and systems for compliance management; to decide on the layout of the compliance management department; to decide on the appointment and dismissal of the Chief Compliance Officer, and to establish a direct communication mechanism with the Chief Compliance Officer; to decide on the dismissal of senior management members who bear primary or leadership responsibility for material violations of laws and regulations or material compliance risks; to assess the effectiveness of compliance management and the level of compliance culture development, and to urge the resolution of material issues in compliance management and compliance culture development; and to exercise other compliance management responsibilities;** (15) to prepare any amendment proposals to the Articles of Association; to formulate rules of procedure for general meetings of shareholders, rules of procedure for board meetings and amendments thereto, and to consider and approve the rules of work of special committees of the Board of Directors;

NO.	Original Articles	Amended Articles
	(23) to protect the legitimate interests of financial consumers and other interested parties; (24) to take responsibility for the management of shareholder affairs; to establish the mechanism for identification, verification and management of the conflict of interest between the Bank and shareholders, in particular Substantial Shareholders; shall, at least once a year, make an assessment of the majority shareholder's qualifications, financial position, shareholdings, related transactions in the previous year, exercise of shareholders' rights, fulfillment of obligations and commitments, implementation of the terms of the articles of association and agreements, and compliance with laws and regulations and regulatory requirements, and report such assessment at a general meeting or through written documents, with a copy to the CBIRC or its dispatched authorities; and take ultimate responsibility for shareholding management; (25) to diligently and conscientiously organize the formulation of the shareholder commitment management system, the major shareholder commitment file management, the major shareholder commitment evaluation and other commitment management work, and assume the management responsibility of the major shareholders' commitment; (26) to take the ultimate responsibility for the formulation and update of the recovery plan and resolution plan proposal, and for approving the recovery plan and resolution plan proposal formulated or updated by the Bank, unless otherwise stipulated by the CBIRC;	(16) to formulate information disclosure system of the Bank and take the ultimate responsibilities for the truthfulness, accuracy, completeness and timeliness of financial statements and accounting reports of the Bank; (17) to determine the job responsibilities for ~~manager~~ **senior management members**, including the president, the vice president, the assistant to president, the secretary to the Board of Directors, person in charge of Audit and the business director; (18) to monitor the performance of senior management; (19) to receive the work report from the president and inspect the work of the president; (20) the Board of Directors shall establish a supervisory system for the management to formulate the code of conduct and terms of reference for management and business officers and that the normative documents shall specifically require employees at all levels to report any potential conflict of interests in a timely manner, provide particular rules and establish corresponding mechanisms; (21) the Board of Directors shall establish a reporting system and require the senior management to report to the Board of Directors and Directors the operation and management issues of the Bank;~~, and the reporting system shall cover provisions for the following issues:~~ ~~(i) the content of the information reported to the Board of Directors and Directors and the minimum reporting standards;~~ ~~(ii) the reporting frequency;~~ ~~(iii) the reporting method;~~ ~~(iv) the responsible body and liabilities arising from postponed or incomplete reporting;~~ ~~(v) the confidentiality obligations.~~ (22) to evaluate and refine the corporate governance of the Bank on a regular basis; (23) to protect the legitimate interests of financial consumers and other interested parties;

NO.	Original Articles	Amended Articles
	(27) the decision-making body for business continuity management, to take the ultimate responsibility for business continuity management, its main responsibilities including: to consider and approve business continuity management strategies, policies and procedures; to consider and approve senior management's business continuity management responsibilities, receive regular reports from senior management on business continuity management, and supervise and evaluate their performance; to consider and approve the annual audit report on business continuity management; (28) the decision-making body for emergency management and take the ultimate responsibility for the management of emergency response; (29) to take the ultimate responsibility for reputation risk management; be responsible for determining the Bank's reputation risk management strategies and overall objectives, grasping the reputation risk situation, and supervising the senior management in reputation risk management. The Board of Directors shall receive special reports on reputation events that result in significant losses to the Bank and the industry, significant market fluctuations, systemic risks or affect the stability of the social and economic order, and shall receive special reports on reputation risk management in the following year; (30) to take the ultimate responsibility for the risk management of internet loans and perform the following duties: to consider and approve the internet loans business plan, the management policy of partner institutions and the cross regional operation and management policy; to consider and approve the internet loans risk management system; to supervise the management and control of internet loans risks by senior management; to obtain regular evaluation reports on internet loans business, and keep abreast of the operation and management, risk level, consumer protection of internet loans business; other related duties;	(24) to take responsibility for the management of shareholder affairs; to establish the mechanism for identification, verification and management of the conflict of interest between the Bank and shareholders, in particular Substantial Shareholders; shall, at least once a year, make an assessment of the majority shareholder's qualifications, financial position, shareholdings, related transactions in the previous year, exercise of shareholders' rights, fulfillment of obligations and commitments, implementation of the terms of the articles of association and agreements, and compliance with laws and regulations and regulatory requirements, and report such assessment at a general meeting or through written documents, with a copy to the ~~CBIRC or its dispatched authorities~~ **banking regulatory authority of the State Council**; and take ultimate responsibility for shareholding management; (25) to diligently and conscientiously organize the formulation of the shareholder commitment management system, the major shareholder commitment file management, the major shareholder commitment evaluation and other commitment management work, and assume the management responsibility of the major shareholders' commitment; (26) to take the ultimate responsibility for the formulation and update of the recovery plan and resolution plan proposal, and for approving the recovery plan and resolution plan proposal formulated or updated by the Bank, unless otherwise stipulated by the ~~CBIRC~~ **banking regulatory authority of the State Council**; (27) the decision-making body for business continuity management, to take the ultimate responsibility for business continuity management, its main responsibilities including: to consider and approve business continuity management strategies, policies and procedures; to consider and approve senior management's business continuity management responsibilities, receive regular reports from senior management on business continuity management, and supervise and evaluate their performance; to consider and approve the annual audit report on business continuity management;

NO.	Original Articles	Amended Articles
	(31) to take the ultimate responsibility for anti-money laundering and anti-terrorism financing and money laundering risk management. To take the responsible for establishing objectives for building a money laundering risk management culture; to consider money laundering risk management strategies; to consider and approve policies and procedures for money laundering risk management; to authorize senior management to take the lead for money laundering risk management; to review anti-money laundering reports in a regular manner, and keep abreast of significant money laundering risk incident and its handling; other related responsibilities; (32) to take the ultimate responsibility for the protection of consumer rights and interests; to be responsible for formulating strategies, policies and objectives for consumer protection; to provide overall planning and guidance for consumer protection, supervise the effective implementation and enforcement of consumer protection strategies, policies and objectives; to oversee the performance of senior management's responsibilities for consumer protection and consider on related work; and to take ultimate responsibility for information disclosure on consumer protection; (33) to be responsible for formulating data strategies, approving or authorizing the approval of major issues related to data governance, urging senior management to improve the effectiveness of data governance, and taking ultimate responsibility for data governance; (34) to take the responsibility for determining the green credit development strategy, consider and approve the green credit objectives set by the senior management and the green credit reports, and supervise and evaluate the implementation of the Bank's green credit development strategy;	(28) the decision-making body for emergency management and take the ultimate responsibility for the management of emergency response; (29) to take the ultimate responsibility for reputation risk management; be responsible for determining the Bank's reputation risk management strategies and overall objectives, grasping the reputation risk situation, and supervising the senior management in reputation risk management. The Board of Directors shall receive special reports on reputation events that result in significant losses to the Bank and the industry, significant market fluctuations, systemic risks or affect the stability of the social and economic order, and shall receive special reports on reputation risk management in the following year; (30) to take the ultimate responsibility for the risk management of internet loans and perform the following duties: to consider and approve the internet loans business plan, the management policy of partner institutions and the cross regional operation and management policy; to consider and approve the internet loans risk management system; to supervise the management and control of internet loans risks by senior management; to obtain regular evaluation reports on internet loans business, and keep abreast of the operation and management, risk level, consumer protection of internet loans business; other related duties; (31) to take the ultimate responsibility for anti-money laundering and anti-terrorism financing and money laundering risk management. To take the responsible for establishing objectives for building a money laundering risk management culture; to consider money laundering risk management strategies; to consider and approve policies and procedures for money laundering risk management; to authorize senior management to take the lead for money laundering risk management; to review anti-money laundering reports in a regular manner, and keep abreast of significant money laundering risk incident and its handling; other related responsibilities;

NO.	Original Articles	Amended Articles
	(35) to take the ultimate responsibility for the management of remuneration and responsibility for the design of the Bank's remuneration system and policies; to conduct review on the Bank's performance remuneration recourse and recovery at least once a year; (36) to propose to the general meeting the appointment, reappointment or removal of the accounting firm that conducts regular statutory audits of the Bank's financial reports; (37) to take the responsibility for the establishment and improvement of directors' performance files; (38) to take the responsibility for formulating the vocational guidelines and value standards with which the Board of Directors and senior management shall comply; (39) to propose the Share Incentive Scheme; (40) to pay continuous attention to the status of the Bank's internal controls, establish a good internal control culture, and conduct regular studies and evaluations of the soundness, reasonableness and effectiveness of the Bank's internal controls; to be responsible for ensuring that the Bank establishes and implements an adequate and effective internal control system and that the Bank operates prudently within the legal and policy framework; to be responsible for clearly setting acceptable risk levels and ensuring that senior management takes necessary risk control measures; to be responsible for overseeing senior management's monitoring and evaluation of the adequacy and effectiveness of the internal control system;	(32) to take the ultimate responsibility for the protection of consumer rights and interests; to be responsible for formulating strategies, policies and objectives for consumer protection; to provide overall planning and guidance for consumer protection, supervise the effective implementation and enforcement of consumer protection strategies, policies and objectives; to oversee the performance of senior management's responsibilities for consumer protection and consider on related work; and to take ultimate responsibility for information disclosure on consumer protection; (33) to be responsible for formulating data strategies, approving or authorizing the approval of major issues related to data governance, urging senior management to improve the effectiveness of data governance, and taking ultimate responsibility for data governance; (34) to take the responsibility for determining the green credit development strategy, consider and approve the green credit objectives set by the senior management and the green credit reports, and supervise and evaluate the implementation of the Bank's green credit development strategy; (35) to take the ultimate responsibility for the management of remuneration and responsibility for the design of the Bank's remuneration system and policies; to conduct review on the Bank's performance remuneration recourse and recovery at least once a year; (36) to propose to the general meeting the appointment, reappointment or removal of the accounting firm that conducts regular statutory audits of the Bank's financial reports; (37) to take the responsibility for the establishment and improvement of directors' performance files;

NO.	Original Articles	Amended Articles
	(41) to take the ultimate responsibility for the establishment, operation and maintenance of the internal audit system, as well as the independence and effectiveness of internal audit; the Board of Directors shall provide sufficient and stable internal audit staff in accordance with the scale and complexity of the Bank's business; to provide sufficient fund and include it in the financial budget; to take responsibility for approving the internal audit association, medium and long-term audit planning and annual audit plan; to provide necessary safeguards for the independence and objectiveness of internal audit work; to review the independence and effectiveness of internal audit work, and evaluate the quality of internal audit; (42) to take responsibility for performing corporate governance duties, formulate strategic decisions relating to the environment, provide effective governance and supervision regarding environmental, social and governance matters, and evaluate and manage material environmental and social risks; (43) to exercise any other duties and power conferred by laws, regulations, regulatory provisions and the Articles of Association. The functions and powers of the Board of Directors shall be exercised collectively by the Board of Directors. The functions and powers of the Board of Directors specified in the Company Law shall not be delegated to the chairman of the Board of Directors, any Director or any other body or individual. Where it is necessary to delegate certain powers to make a decision on a specific matter, such delegation shall be approved by means of Board resolutions in accordance with the laws. Each delegation shall be for one matter exclusively, and the functions and powers of the Board of Directors shall not be delegated to any other body or individual generally or permanently.	(38) to take the responsibility for formulating the vocational guidelines and value standards with which the Board of Directors and senior management shall comply; (39) to propose the Share Incentive Scheme; (40) to pay continuous attention to the status of the Bank's internal controls, establish a good internal control culture, and conduct regular studies and evaluations of the soundness, reasonableness and effectiveness of the Bank's internal controls; to be responsible for ensuring that the Bank establishes and implements an adequate and effective internal control system and that the Bank operates prudently within the legal and policy framework; to be responsible for clearly setting acceptable risk levels and ensuring that senior management takes necessary risk control measures; to be responsible for overseeing senior management's monitoring and evaluation of the adequacy and effectiveness of the internal control system; (41) to take the ultimate responsibility for the establishment, operation and maintenance of the internal audit system, as well as the independence and effectiveness of internal audit; the Board of Directors shall provide sufficient and stable internal audit staff in accordance with the scale and complexity of the Bank's business; to provide sufficient fund and include it in the financial budget; to take responsibility for approving the internal audit association, medium and long-term audit planning and annual audit plan; to provide necessary safeguards for the independence and objectiveness of internal audit work; to review the independence and effectiveness of internal audit work, and evaluate the quality of internal audit; (42) to take responsibility for performing corporate governance duties, formulate strategic decisions relating to the environment, provide effective governance and supervision regarding environmental, social and governance matters, and evaluate and manage material environmental and social risks;

NO.	Original Articles	Amended Articles
		(43) to assume ultimate responsibility for the asset custody business; to deliberate and approve the strategic plan for the asset custody business; to ensure the effective implementation of internal control and risk management in respect of the asset custody business; to supervise the effective execution of the planning and management of the asset custody business; ~~(43)~~**(44)** to exercise any other duties and power conferred by laws, regulations, regulatory provisions and the Articles of Association **or delegated by the general meeting**. The functions and powers of the Board of Directors shall be exercised collectively by the Board of Directors. The functions and powers of the Board of Directors specified in the Company Law shall not be delegated to the chairman of the Board of Directors, any Director or any other body or individual. Where it is necessary to delegate certain powers to make a decision on a specific matter, such delegation shall be approved by means of Board resolutions in accordance with the laws. Each delegation shall be for one matter exclusively, and the functions and powers of the Board of Directors shall not be delegated to any other body or individual generally or permanently. **The Board of Directors is the principal responsible for standardizing delegated authority management, and shall not be relieved of the responsibilities that it is required to bear under laws, regulations and normative documents by reason of such delegation.** **Any restriction on the authority of the Board of Directors under the Articles of Association may not be asserted against a bona fide counterparty.**

NO.	Original Articles	Amended Articles
133	**Article 172** The Board of Directors of the Bank, when performing their duties, shall fully take into account the opinions of an external audit institution and shall provide a special explanation at the shareholders' general meeting regarding the non-standard audit opinions issued by external audit institution in respect of the Bank's financial accounting report and matters involved, and disclose to the public. The regulatory opinions of the banking regulatory authorities of State Council and the rectification progress of the Bank shall be reported at the meetings of the Board of Directors.	**Article 168** The Board of Directors of the Bank, when performing their duties, shall fully take into account the opinions of an external audit institution and shall provide a special explanation at the ~~shareholders'~~ general meeting regarding the non-standard audit opinions issued by external audit institution in respect of the Bank's financial accounting report and matters involved, and disclose to the public. The regulatory opinions of the banking regulatory authorities of State Council and the rectification progress of the Bank shall be reported at the meetings of the Board of Directors.
134	**Article 173** The Board of Directors shall formulate the rules and procedures for Board of Directors meetings, which shall be implemented after being submitted to shareholders' meeting for deliberation and approval, so as to ensure the implementation of resolutions passed at the shareholders' general meeting and the efficiency and scientific policy-making of the Board of Directors. The opinions of the Party Committee shall be heard before the Board of Directors decide on material issues of the Bank. The rules and procedures for Board of Directors meetings shall include the meeting notice, convening manners, document preparation, voting forms, proposition mechanism, meeting minutes and the signing thereof, and authorization rules of the Board of Directors; and shall include the mechanism and procedure for putting forward proposals, and specify the rights and obligations of governance bodies in putting forward proposals. The proposers of all proposals shall be recorded in the meeting minutes. The material issues include business development strategies, important personnel adjustments, and major investment plans.	**Article 169** The Board of Directors shall formulate the rules and procedures for Board of Directors meetings, which shall be implemented after being submitted to ~~shareholders'~~ **general** meeting for deliberation and approval, so as to ensure the implementation of resolutions passed at the ~~shareholders'~~ general meeting and the efficiency and scientific policy-making of the Board of Directors. The opinions of the Party Committee shall be heard before the Board of Directors decide on material issues of the Bank. The rules and procedures for Board of Directors meetings shall include the meeting notice, convening manners, document preparation, voting forms, proposition mechanism, meeting minutes and the signing thereof, and authorization rules of the Board of Directors; and shall include the mechanism and procedure for putting forward proposals, and specify the rights and obligations of governance bodies in putting forward proposals. The proposers of all proposals shall be recorded in the meeting minutes. The material issues include business development strategies, important personnel adjustments, and major investment plans.

NO.	Original Articles	Amended Articles
135	**Article 174** The Board of Directors shall define its authority in relation to investment, purchase, disposal and review and writing down of assets, asset mortgage, related party transactions, data governance, external donation, external guarantees, entrustment of other bodies to manage the capital or other assets of the Bank, and shall establish strict examination and policy-making procedures. Material issues shall be submitted to the shareholders' general meeting for approval in accordance with the Articles of Association, and assessment and examination by relevant experts and professionals shall be arranged when necessary. Subject to laws, regulations, regulatory requirements and the provisions of the stock exchange on which the Bank's shares are listed, the single purchase or disposal of material assets by the Bank (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount not exceeding ten percent of the latest audited net assets shall be approved by the Board of Directors. Any excess of the above limit shall be approved by the shareholders' general meeting. The senior management's authority to invest and dispose of assets is delegated by the Board of Directors. The Board of Directors shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposal to dispose of the fixed assets exceeds thirty-three percent of the value of the fixed assets as shown on the latest audited balance sheet considered and approved by the general meeting. Disposals of the fixed assets mentioned in this Article include transfer of some asset interests, but do not include guarantee provided by pledge of fixed assets. The effectiveness of any disposal by the Bank of the fixed assets shall not be affected by any breach of the foregoing provisions in the 3rd paragraph of this Article.	**Article 170** The Board of Directors shall define its authority in relation to investment, purchase, disposal and review and writing down of assets, asset mortgage, related party transactions, data governance, external donation, external guarantees, entrustment of other bodies to manage the capital or other assets of the Bank, and shall establish strict examination and policy-making procedures. Material issues shall be submitted to the ~~shareholders'~~ general meeting for approval in accordance with the Articles of Association, and assessment and examination by relevant experts and professionals shall be arranged when necessary. Subject to laws, regulations, regulatory requirements and the provisions of the stock exchange on which the Bank's shares are listed, the single purchase or disposal of material assets by the Bank (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount not exceeding ~~ten~~ **thirty percent** of the latest audited ~~net~~ **total assets** shall be approved by the Board of Directors. Any excess of the above limit shall be approved by the ~~shareholders'~~ general meeting. The senior management's authority to invest and dispose of assets is delegated by the Board of Directors. The Board of Directors shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposal to dispose of the fixed assets exceeds thirty-three percent of the value of the fixed assets as shown on the latest audited balance sheet considered and approved by the general meeting. Disposals of the fixed assets mentioned in this Article include transfer of some asset interests, but do not include guarantee provided by pledge of fixed assets. The effectiveness of any disposal by the Bank of the fixed assets shall not be affected by any breach of the foregoing provisions in the 3rd paragraph of this Article.

NO.	Original Articles	Amended Articles
136	**Article 175** The meetings of the Board of Directors shall be classified into regular board of Directors meetings and extraordinary board of Directors meetings and shall be convened and chaired by the chairman of the Board of Directors. The Board of Directors shall hold at least four regular meetings on an annual basis and at least one regular meeting on a quarterly basis. Notice in written form of regular Board of Directors meeting shall be sent to all directors and supervisors at least fourteen days before the convening of the meeting by hand, fax, email or other means. Prior notice shall also be given to the Board of Supervisors for their attendance at the meeting.	**Article 171** The meetings of the Board of Directors shall be classified into regular board of Directors meetings and extraordinary board of Directors meetings and shall be convened and chaired by the chairman of the Board of Directors. The Board of Directors shall hold at least four regular meetings on an annual basis and at least one regular meeting on a quarterly basis. Notice in written form of regular Board of Directors meeting shall be sent to all directors ~~and supervisors~~ at least fourteen days before the convening of the meeting by hand, fax, email or other means. ~~Prior notice shall also be given to the Board of Supervisors for their attendance at the meeting.~~
137	**Article 176** In any of the following circumstances, the Bank shall convene an Extraordinary board of Directors Meeting: (1) proposed by shareholders representing more than one-tenth of the voting rights; (2) proposed by more than one-third of the directors; (3) proposed by more than two independent directors; (4) proposed by the Board of Supervisors; (5) deemed necessary by the chairman of the Board of Directors; (6) other circumstances as prescribed by the laws, regulations, regulatory provisions or the Articles of Association. The chairman of the Board of Directors shall convene the meeting within ten days of receiving such proposal, and preside over the meeting.	**Article 172** In any of the following circumstances, the Bank shall convene an Extraordinary board of Directors Meeting: (1) proposed by shareholders representing more than one-tenth of the voting rights; (2) proposed by more than one-third of the directors; (3) proposed by more than two independent directors; (4) proposed by the ~~Board of Supervisors~~ **Audit Committee**; (5) deemed necessary by the chairman of the Board of Directors; (6) other circumstances as prescribed by the laws, regulations, regulatory provisions or the Articles of Association. The chairman of the Board of Directors shall convene the meeting within ten days of receiving such proposal, and preside over the meeting.
138	**Article 177** Notice in written form of an extraordinary Board of Directors meeting shall be sent to all directors and supervisors at least three working days in advance by hand, fax, email or other means. Where there are emergency situations that the meeting shall be held as soon as possible, the service of the notice regarding the forthcoming meeting may be made through telephone or orally at any time. However, the meeting convener shall provide explanation at the meeting.	**Article 173** Notice in written form of an extraordinary Board of Directors meeting shall be sent to all directors ~~and supervisors~~ at least three working days in advance by hand, fax, email or other means. Where there are emergency situations that the meeting shall be held as soon as possible, the service of the notice regarding the forthcoming meeting may be made through telephone or orally at any time. However, the meeting convener shall provide explanation at the meeting.

NO.	Original Articles	Amended Articles
139	**Article 180** A director who or whose close associate(s) (as defined in the Hong Kong Listing Rules) is related with any enterprise involved in the matter to be resolved by the Board of Directors meeting or has any material interest in the matters to be resolved by the Board of Directors meeting, shall not exercise his/her voting right on such proposal, nor can he/she exercise any voting right on behalf of other director(s). Such director shall not be counted towards the quorum of the meeting. The Board of Directors meeting shall only be held if more than half of the directors who are not related to and non-interested members in the matters are present. Resolutions of the Board of Directors shall be adopted by more than half of the directors who are not related to and do not have material interest in the matters. Resolutions which need to be passed by more than two-thirds of the directors shall be passed by more than two-thirds of the directors who are not related to and non-interested members in the matters. Where fewer than three directors who are not related and non-interested members in the matters are present at the Board of Directors meeting, such proposals shall be submitted to the shareholders' general meeting for approval. Where laws, regulations, regulatory requirements and the Articles of Association provide otherwise, such provisions shall prevail.	**Article 176** A director who or whose close associate(s) (as defined in the Hong Kong Listing Rules) is related with any enterprise involved in the matter to be resolved by the Board of Directors meeting or has any material interest in the matters to be resolved by the Board of Directors meeting, shall not exercise his/her voting right on such proposal, nor can he/she exercise any voting right on behalf of other director(s). Such director shall not be counted towards the quorum of the meeting. The Board of Directors meeting shall only be held if more than half of the directors who are not related to and non-interested members in the matters are present. Resolutions of the Board of Directors shall be adopted by more than half of the directors who are not related to and do not have material interest in the matters. Resolutions which need to be passed by more than two-thirds of the directors shall be passed by more than two-thirds of the directors who are not related to and non-interested members in the matters. Where fewer than three directors who are not related and non-interested members in the matters are present at the Board of Directors meeting, such proposals shall be submitted to the ~~shareholders'~~ general meeting for approval. Where laws, regulations, regulatory requirements and the Articles of Association provide otherwise, such provisions shall prevail.
		Article 179 The Board of Directors may, as required, invite senior management members of the Bank, leaders of relevant business departments, experts and other relevant persons to attend meetings as non-voting participants, to explain the motions under consideration, provide advice, express opinions, or respond to inquiries.

NO.	Original Articles	Amended Articles
140	**Article 183** The Board of Directors shall keep minutes of its decisions on the matters discussed at the on-site meeting. Directors attending the meeting and the person taking the minutes shall sign their names on the minutes of the meeting. Directors shall be responsible for the Board of Directors resolutions. If the board of Directors resolutions violate the laws, administrative regulations or the Articles of Association, and thus causes serious losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that he/she has stated his/her objection when voting and the same was recorded in the Board of Directors minutes. Board of Directors resolutions in violation of laws and administrative regulations shall be rendered null and void. If directors have different opinions on the minutes of the meetings, they may make additional explanations at the time of signature. As the Bank's files, Board of Directors minutes shall be kept for a permanent period. The Bank shall keep the situation of the on-site board meeting in the forms of recording and video, etc.. Archives including minutes and resolutions of board meetings shall be filed with the regulatory authority immediately after the conclusion the meetings.	**Article 180** The Board of Directors shall keep minutes of its decisions on the matters discussed at the on-site meeting. Directors attending the meeting and the ~~person taking the minutes shall sign their names on the minutes of the meeting~~ **secretary to the Board of Directors attending the meeting as a non-voting participant shall sign the minutes of the meeting**. Directors shall be responsible for the Board of Directors resolutions. If the board of Directors resolutions violate the laws, administrative regulations or the Articles of Association, and thus causes serious losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that he/she has stated his/her objection when voting and the same was recorded in the Board of Directors minutes. Board of Directors resolutions in violation of laws and administrative regulations shall be rendered null and void. If directors have different opinions on the minutes of the meetings, they may make additional explanations at the time of signature. As the Bank's files, Board of Directors minutes shall be kept for a permanent period. The Bank shall keep the situation of the on-site board meeting in the forms of recording and video, etc.. Archives including minutes and resolutions of board meetings shall be filed with the regulatory authority immediately after the conclusion the meetings.

NO.	Original Articles	Amended Articles
141	**Article 186** The chairman of the Board of Directors shall have the following duties and powers: (1) to preside over the shareholders' general meetings, and convene and preside over meetings of the Board of Directors; (2) to supervise and examine the implementation of resolutions of the Board of Directors; (3) to nominate to the Board of Directors candidates for the president, secretary to the Board of Directors, and the head of audit based on the recommendations of the Nomination and Remuneration Committee; (4) to formulate credentials in relation to duty performance for the president, secretary to the Board of Directors and the head of audit; (5) to sign certificates of shares, bonds and other securities of the Bank; (6) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank; (7) to exercise the duties and powers of a legal representative; (8) in the event of failure to convene a shareholders' general meeting or a Board of Directors meeting due to an occurrence of any severe natural disaster or any other force majeure event, to exercise his/her special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the shareholders' general meeting; (9) to be the foremost responsible person for handling equity affairs of the Bank; (10) other powers and rights provided by law, regulations, regulatory requirements and the Articles of Association and conferred by the Board of Directors.	**Article 183** The chairman of the Board of Directors shall have the following duties and powers: **(1) to communicate to the Board of Directors the spirit of the Central Committee of the Communist Party of China and regulatory policies, and to notify the Board of Directors of the matters identified in supervision and inspection conducted by relevant authorities that require the Board of Directors to promote implementation and to urge rectification;** **(2) to organize and conduct strategic research, and to preside over at least one strategic review or evaluation meeting attended jointly by members of the Board of Directors and the management members each year;** ~~(1)~~**(3)** to preside over the ~~shareholders'~~ general meetings, and convene and preside over meetings of the Board of Directors; ~~(2)~~**(4)** to supervise and examine the implementation of resolutions of the Board of Directors; ~~(3)~~**(5)** to nominate to the Board of Directors candidates for the president, secretary to the Board of Directors, and the head of audit based on the recommendations of the Nomination and Remuneration Committee; ~~(4)~~**(6)** to formulate credentials in relation to duty performance for the president, secretary to the Board of Directors and the head of audit; ~~(5) to sign certificates of shares, bonds and other securities of the Bank;~~ ~~(6)~~**(7)** to sign material documents of the Board of Directors ~~and other documents which shall be signed by the legal representative of the Bank~~; ~~(7) to exercise the duties and powers of a legal representative;~~ (8) in the event of failure to convene a ~~shareholders'~~ general meeting or a Board of Directors meeting due to an occurrence of any severe natural disaster or any other force majeure event, to exercise his/her special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the ~~shareholders'~~ general meeting; (9) to be the foremost responsible person for handling equity affairs of the Bank; (10) other powers and rights provided by law, regulations, regulatory requirements and the Articles of Association and conferred by the Board of Directors.

NO.	Original Articles	Amended Articles
142	**Article 187** The vice chairman shall assist the chairman to perform his/her duties. Where the chairman is incapable of performing or is not performing his/her duties, the duties shall be performed by the vice chairman. Where the vice chairman is incapable of performing or is not performing his/her duties, a director nominated by more than half of the directors shall perform his/her duties.	**Article 184** The vice chairman shall assist the chairman to perform his/her duties. Where the chairman is incapable of performing or is not performing his/her duties, the duties shall be performed by the vice chairman. Where the vice chairman is incapable of performing or is not performing his/her duties, a director nominated by more than half of the directors shall perform his/her duties.
143	**Article 190** The Bank's Directors or members of senior management may concurrently serve as the secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties as the secretary to the Board of Directors.	**Article 187** The Bank's Directors or members of senior management may concurrently serve as the secretary to the Board of Directors, ~~but they must ensure they have sufficient energy and time to undertake their duties as the secretary to the Board of Directors.~~ **who shall possess relevant professional knowledge and experience, and shall have sufficient time and energy to perform his or her duties. The secretary to the Board of Directors shall attend, as a non-voting participant, the general meeting, Board meetings, the president's office meetings and other important decision-making meetings of the Bank, as well as meetings of the special committees of the Board of Directors. When the Party Committee deliberates on material business and management matters, the secretary to the Board of Directors shall attend such meetings as a non-voting participant.**
144	**Article 191** Certified public accountants of the accounting firm engaged by the Bank shall not concurrently serve as the secretary to the Board of Directors. The circumstances in which a person shall not be appointed as a director provided by the Articles of Association shall be applicable to the secretary to the Board of Directors.	**Article 188** Certified public accountants of the accounting firm engaged by the Bank shall not concurrently serve as the secretary to the Board of Directors. The circumstances in which a person shall not be appointed as a director provided by the Articles of Association shall be applicable to the secretary to the Board of Directors.

NO.	Original Articles	Amended Articles
145	**Article 192** The major duties of the secretary to the Board of Directors are: (1) ensuring that the Bank will prepare and submit the reports and documents required by the banking regulatory authority of the State Council and other competent authorities according to the laws; (2) ensuring that the Bank has complete organizational documents and records; (3) ensuring that the Bank's register of shareholders is properly set up and that persons entitled to obtain the Bank's relevant records and documents shall be able to obtain them in a timely manner; (4) being responsible for the preparation of the Bank's shareholders' general meetings and meetings of the Board of Directors, the maintenance of documents and the management of the Bank's shareholders' information; and being the person directly responsible for handling the Bank's shareholding affairs; (5) drafting documents and relevant rules and regulations of the Board of Directors and shareholders' general meetings; (6) being responsible for the organization and coordination of the disclosure of the Bank's information; (7) other duties authorized by the Board of Directors. The secretary to the Board of Directors shall comply with laws, regulations, regulatory requirements and the Articles of Association.	**Article 189** The major duties of the secretary to the Board of Directors are: **(1) organizing and conducting corporate governance research, and assisting the chairman of the Board of Directors in formulating relevant significant plans and in developing or amending the rules and regulations governing the operation of the Board of Directors;** ~~(1)~~**(2)** ensuring that the Bank will prepare and submit the reports and documents required by the banking regulatory authority of the State Council and other competent authorities according to the laws; ~~(2)~~**(3)** ensuring that the Bank has complete organizational documents and records**, organizing the implementation of the Bank's governance-related systems and managing relevant affairs**; ~~(3)~~**(4)** ensuring that the Bank's register of shareholders is properly set up and that persons entitled to obtain the Bank's relevant records and documents shall be able to obtain them in a timely manner; ~~(4)~~**(5) being responsible for coordinating the relevant work in respect of the deliberation and decision-making by different governance bodies on material business and management matters of the Bank;** being responsible for the preparation of the Bank's ~~shareholders'~~ general meetings and meetings of the Board of Directors, the maintenance of documents and the management of the Bank's shareholders' information; and being the person directly responsible for handling the Bank's shareholding affairs; ~~(5)~~**(6)** drafting documents and relevant rules and regulations of the Board of Directors and ~~shareholders'~~ general meetings; ~~(6)~~**(7)** being responsible for the organization and coordination of the disclosure of the Bank's information;

NO.	Original Articles	Amended Articles
		(8) liaising with the directors, organizing the provision of information and materials to the directors, arranging research and study visits for the directors, and coordinating and communicating with the relevant functional departments and subordinate enterprises of the Bank on matters relating to the operation of the Board of Directors and the support services for the performance of duties by the directors; **(9) tracking and monitoring the implementation of resolutions of the Board of Directors and matters delegated by the Board of Directors, reporting promptly to the chairman of the Board, and reporting to the Board of Directors on significant progress and material developments;** **(10) cooperating in completing evaluations of the Board of Directors and the directors, and other related work;** ~~(7)~~**(11)** other duties authorized by the Board of Directors. The secretary to the Board of Directors shall comply with laws, regulations, regulatory requirements and the Articles of Association.

NO.	Original Articles	Amended Articles
146	Section 6 Board Committees **Article 193** In accordance with the management requirements of the Bank, the Board of Directors has established the Related Party Transactions and Risk Management Committee, Nomination and Remuneration Committee, Strategy and Investment Committee (Sannong Committee), Audit Committee, Consumer Rights Protection Committee and other committees deemed appropriate by the Board of Directors. The Board of Directors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers. Each committee shall be consisted of at least three members. In principle, the chairman of the Related Party Transactions and Risk Management Committee, Nomination and Remuneration Committee and Audit Committee shall be independent directors. The number of independent directors shall account for more than half of the members of the Audit Committee and Nomination and Remuneration Committee respectively whilst the number of independent directors of the Related Party Transactions and Risk Management Committee shall take up in principal no less than one-third in proportion. Audit Committee members shall have the appropriate accounting, auditing, financial or legal expertise and experience. Chairman of the Related Party Transactions and Risk Management Committee shall be experienced in identification and management of all risks.	Section 6 Board Committees **Article 190** In accordance with the management requirements of the Bank, the Board of Directors has established the Related Party Transactions and Risk Management Committee, Nomination and Remuneration Committee, Strategy and Investment Committee (Sannong Committee), Audit Committee, Consumer Rights Protection Committee and other committees deemed appropriate by the Board of Directors. The Board of Directors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers. Each committee shall be consisted of at least three members. In principle, the chairman of the Related Party Transactions and Risk Management Committee, Nomination and Remuneration Committee and Audit Committee shall be independent directors. The number of independent directors shall account for more than half of the members of the Audit Committee and Nomination and Remuneration Committee respectively whilst the number of independent directors of the Related Party Transactions and Risk Management Committee shall take up in principal no less than one-third in proportion. Audit Committee members shall have the appropriate accounting, auditing, financial or legal expertise and experience. Chairman of the Related Party Transactions and Risk Management Committee shall be experienced in identification and management of all risks. **The Bank shall not maintain a Board of Supervisors or engage supervisors; the relevant powers and functions shall be exercised by the Audit Committee and other bodies.**

NO.	Original Articles	Amended Articles
147	**Article 196** The Audit Committee has the following powers and duties: (1) shall review the quarterly (if any), interim and annual results of the Bank, inspect the accounting policy, financial positions, financial reporting procedures of the Bank; (2) shall take charge of the Bank's annual auditing, provide recommendation on the employment or replacement of an external audit institution, to prepare analytical reports on the authenticity, completeness, timeliness and accuracy of the information set out in audited financial reports and submitting the same to the Board of Directors for review and consideration; (3) shall be responsible to the Board of Directors, and under the authorization of the Board, to review important systems and reports such as the internal auditing charter, to approve mid-and-long term auditing plans and annual auditing plans, and to guide, assess and evaluate the internal auditing; (4) shall perform other duties required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the place in which the shares of the Bank are listed, and as may be authorized by the Board of Directors.	**Article 193** The Audit Committee has the following powers and duties: (1) shall review the quarterly (if any), interim and annual results of the Bank **and issue written review opinions thereon**, inspect the accounting policy, financial positions, financial reporting procedures of the Bank**, and monitor the execution of consolidated statement management**; (2) shall take charge of the Bank's annual auditing, provide recommendation on the employment or replacement of an external audit institution, to prepare analytical reports on the authenticity, completeness, timeliness and accuracy of the information set out in audited financial reports and submitting the same to the Board of Directors for review and consideration; **verify the financial information that the Board of Directors intends to submit to the general meeting, and where doubts arise, engage, in the name of the Bank, a certified public accountant or practising auditor to conduct a review;** (3) shall be responsible to the Board of Directors, and under the authorization of the Board, to review important systems and **relevant internal audit** reports such as the internal auditing charter, to approve mid-and-long term auditing plans and annual auditing plans, and to guide, assess and evaluate the internal auditing **and supervise the internal audit work of the Bank, and have the authority to require the Board of Directors and the senior management to provide relevant information in respect of internal audits**;

NO.	Original Articles	Amended Articles
		(4) shall supervise the performance of duties by the directors and senior management members in the course of their service to the Bank, and propose the removal of directors or senior management members who violate laws, regulations, the Articles of Association or resolutions of the general meeting; require directors or senior management members to rectify their conduct where such conduct is detrimental to the interests of the Bank; negotiate with the directors and senior management members on behalf of the Bank, or bring legal proceedings against the directors and senior management members in accordance with the provisions of the Company Law; and organize, as required, exit audits on directors and senior management members; **(5) shall assume ultimate responsibility for the evaluation of the performance of duties by the directors of the Bank; be responsible for establishing and improving the evaluation records for the performance of duties by the directors; supervise and evaluate the performance of key duties by the Board of Directors and the senior management and their members in respect of strategic management, business decision-making, financial management, remuneration management, capital management, internal control, comprehensive risk management, liquidity risk management, reputation risk management, compliance management, case prevention, financial services for agriculture, rural areas and farmers, related party transactions, information disclosure, data governance, consumer rights protection, anti-money laundering and other key areas, and report the evaluation results to the general meeting and regulatory authorities in accordance with relevant provisions;** **(6) shall propose the convening of an extraordinary general meeting, and convene and preside over the general meeting where the Board of Directors fails to perform its duty to convene and preside over the general meeting as prescribed by the Company Law; and submit proposals to the general meeting;**

NO.	Original Articles	Amended Articles
		(7) shall supervise the Board of Directors in establishing a sound business philosophy and value standards and in formulating development strategies suited to the circumstances of the Bank; conduct regular assessments of the scientific validity, rationality and soundness of the development strategies of the Bank, and prepare assessment reports; **(8) shall supervise and inspect the business decision-making, risk management and internal control of the Bank, and urge rectification; conduct investigations where abnormal business conditions of the Bank are discovered, and where necessary, engage professional institutions such as accounting firms or law firms to assist in its work, with the costs to be borne by the Bank;** **(9) shall supervise the appointment procedures for directors;** **(10) shall supervise the implementation of the remuneration management system of the Bank and the scientific validity and rationality of the remuneration plans for senior management members;** **(11) shall assume supervisory responsibility for money laundering risk management, supervise the performance of duties by the Board of Directors and the senior management in respect of money laundering risk management and urge rectification, and make recommendations and provide opinions on the money laundering risk management of the Bank;** **(12) shall communicate regularly with the banking regulatory authority of the State Council on the conditions of the Bank;** ~~(4)~~**(13)** shall perform other duties required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the place in which the shares of the Bank are listed, and as may be authorized by the Board of Directors.

NO.	Original Articles	Amended Articles
148	CHAPTER 9 SENIOR MANAGEMENT **Article 203** The Bank shall have one president, who shall be nominated by the chairman of the Board of Directors, and appointed or dismissed at the decision of the Board of Directors. The chairman of the Board of Directors shall not concurrently serve as the president. The Bank shall have vice president, assistant to the president, secretary to the Board of Directors, business director and other members of the senior management specified by regulators, who shall be appointed or dismissed at the decision of the Board of Directors. The operation and management activities of the senior management within the terms of reference shall not be improperly interfered by shareholders and the Board of Directors. In the course of performing their duties, the president and the vice presidents shall not modify the resolutions passed at the general meeting and the Board of Directors meeting or exceed the scope of authorization.	CHAPTER 9 SENIOR MANAGEMENT **Article 200** The Bank shall have one president, who shall be nominated by the chairman of the Board of Directors, and appointed or dismissed at the decision of the Board of Directors. The chairman of the Board of Directors shall not concurrently serve as the president. The Bank shall have vice president, assistant to the president, secretary to the Board of Directors, business director and other members of the senior management specified by regulators, who shall be appointed or dismissed at the decision of the Board of Directors. The operation and management activities of the senior management within the terms of reference shall not be improperly interfered by shareholders and the Board of Directors. In the course of performing their duties, the president and the vice presidents shall not modify the resolutions passed at the general meeting and the Board of Directors meeting or exceed the scope of authorization.
149	**Article 204** The senior management of the Bank shall abide by laws, regulations, regulatory requirements and the Articles of Association of the Bank, possess good professional ethics, observe high standards of professional ethics, and have obligations of loyalty and diligence to the Bank, perform their duties in good faith, due diligence, and prudence, and guarantee to have enough time and energy to perform their duties, and must not neglect to perform their duties or perform duties beyond their authority. The obligations of a director as stated in Article 142 hereof regarding loyalty and honesty and in items (10) to (12) of Article 143 hereof regarding diligence shall also be applicable to the senior management.	**Article 201** The senior management of the Bank shall abide by laws, regulations, regulatory requirements and the Articles of Association of the Bank, possess good professional ethics, observe high standards of professional ethics, and have obligations of loyalty and diligence to the Bank, perform their duties in good faith, due diligence, and prudence, and guarantee to have enough time and energy to perform their duties, and must not neglect to perform their duties or perform duties beyond their authority. The obligations of a director as stated in Article ~~142~~**138** hereof regarding loyalty and honesty and in items (10) to (12) of Article ~~143~~**139** hereof regarding diligence shall also be applicable to the senior management.

NO.	Original Articles	Amended Articles
150	**Article 207** Our president shall be responsible to the Board of Directors and have the following powers and duties: (1) to be in charge of managing the business operation of the Bank including the administrative management and other duties in relation to the financial, human resources, risks and other fields of the business operation and report the work to the Board of Directors; (2) to organize to implement the annual business plans and investment plans of the Bank; (3) to prepare plans for the establishment of the internal management structure of the Bank; (4) to establish the basic management system of the Bank; (5) to formulate detailed regulations of the Bank; (6) to propose to the Board of Directors for the appointment or removal of the deputy president, the assistant of the president and other senior management (excluding the secretary to the Board of Directors and the head of audit); (7) to determine the appointment or removal of the senior officers who are not be appointed or removed by the Board of Directors; other duties and powers provided for in the Articles of Association or granted by the Board of Directors. (8) The president shall attend Board of Directors meetings.	**Article 204** Our president shall be responsible to the Board of Directors and have the following powers and duties: (1) to be in charge of managing the business operation of the Bank including the administrative management and other duties in relation to the financial, human resources, risks and other fields of the business operation and report the work to the Board of Directors; (2) to **finalize and** organize to implement the **development strategies and plans,** annual business plans and investment plans of the Bank; **(3) to formulate plans for the issuance of bonds and other medium- and long-term debentures of the Bank, and other financing plans above a certain threshold, and to approve other financing plans below the threshold;** **(4) to formulate plans for the disposal of assets of the Bank, and plans for external donations or sponsorships above a certain threshold, and to approve the disposal of assets of the Bank, and external donations or sponsorships below the threshold;** **(5) to formulate the annual comprehensive budget plan, final accounts, profit distribution plan and loss recovery plan of the Bank;** **(6) to formulate plans for the increase or decrease of the registered capital of the Bank;** ~~(3)~~**(7)** to prepare plans for the establishment of the internal management structure of the Bank; ~~(4)~~**(8)** to establish the basic management system of the Bank; ~~(5)~~**(9)** to formulate detailed regulations of the Bank; ~~(6)~~**(10)** to propose to the Board of Directors for the appointment or removal of the deputy president, the assistant of the president and other senior management (excluding the secretary to the Board of Directors and the head of audit);

NO.	Original Articles	Amended Articles
		~~(7)~~**(11)** to determine the appointment or removal of the senior officers who are not be appointed or removed by the Board of Directors; other duties and powers provided for in the Articles of Association or granted by the Board of Directors. **(12) to formulate the income distribution plan for the employees of the Bank;** **(13) to formulate internal supervision, management and risk control systems, and to formulate plans for the Bank to establish a risk management system, an internal control system, an accountability system for violations in business operations and investments, and a compliance management system, and to organize the implementation thereof upon approval by the Board of Directors;** **(14) to establish the president's office meeting system, and to convene and preside over the president's office meetings;** **(15) to coordinate, inspect and supervise the production, operation, management, reform and development of the departments, branches, sub-branches and subsidiaries of the Bank;** **(16) to propose recommendations on material matters relating to the exercise by the Bank of shareholder rights in the enterprises in which it has invested;** ~~(8)~~**(17)** The president shall attend Board of Directors meetings.
151	**Article 209** The president shall, upon request of the Board of Directors or the Board of Supervisors, report to the Board of Directors or the Board of Supervisors on matters concerning the signing and implementation of material contracts, application of funds, profit and loss and major litigation and guarantees of the Bank. The president shall ascertain the authenticity of the report.	**Article 206** The president shall, upon request of the Board of Directors or the ~~Board of Supervisors~~ **Audit Committee**, report to the Board of Directors or the ~~Board of Supervisors~~ **Audit Committee** on matters concerning the signing and implementation of material contracts, application of funds, profit and loss and major litigation and guarantees of the Bank. The president shall ascertain the authenticity of the report.

NO.	Original Articles	Amended Articles
152	**Article 210** The president shall formulate the "Terms of Reference of the President" and implement such terms after being approved by the Board of Directors. The terms of reference of the president shall include the following: (1) conditions and procedures for convening a presidential meeting and the participating personnel; (2) specific duties and division of work of the senior management; (3) use of funds and assets of the Bank, authority for entering into material contracts and the system of reporting to the Board of Directors and the Board of Supervisors.	**Article 207** The president shall formulate the "Terms of Reference of the President" and implement such terms after being approved by the Board of Directors. The terms of reference of the president shall include the following: (1) conditions and procedures for convening a presidential meeting and the participating personnel; (2) specific duties and division of work of the senior management; (3) use of funds and assets of the Bank, authority for entering into material contracts and the system of reporting to the Board of Directors and the ~~Board of Supervisors~~ **Audit Committee**.
153	**Article 211** Senior management is comprised of the president, vice president, assistants to presidents of the Bank. The duties of senior management are: (1) to carry out operation and management in accordance with the Articles of Association and the authorization of the Board of Directors, and actively implement the resolutions of the general meeting and the Board of Directors; (2) to be accountable to the Board of Directors and supervised by the Board of Supervisors, and to report the management of the Bank in a timely, accurate and complete manner, and provide relevant materials in accordance with the requirements of the Board of Directors and the Board of Supervisors; (3) to establish a system for information reporting to the Board of Directors and its special committees, and the Board of Supervisors and its special committees, and clarify the types, content, time and forms of information for reporting to ensure that directors and supervisors can obtain various types of information promptly, and accurately and completely; (4) to set up and optimize various meeting systems and draw up corresponding rules of procedure;	**Article 208** Senior management is comprised of the president, vice president, assistants to presidents of the Bank. The duties of senior management are: (1) to carry out operation and management in accordance with the Articles of Association and the authorization of the Board of Directors, and actively implement the resolutions of the general meeting and the Board of Directors; (2) to be accountable to the Board of Directors and supervised by the ~~Board of Supervisors~~ **Audit Committee**, and to report the management of the Bank in a timely, accurate and complete manner, and provide relevant materials in accordance with the requirements of the Board of Directors and the ~~Board of Supervisors~~ **Audit Committee**; (3) to establish a system for information reporting to the Board of Directors and its special committees~~, and the Board of Supervisors and its special committees~~, and clarify the types, content, time and forms of information for reporting to ensure that directors ~~and supervisors~~ can obtain various types of information promptly, and accurately and completely; (4) to set up and optimize various meeting systems and draw up corresponding rules of procedure;

NO.	Original Articles	Amended Articles
	(5) to undertake the responsibility for the implementation of comprehensive risk management, and to be responsible for the following duties: to establish a management structure based on comprehensive risk management, define risk management responsibilities among the functional departments, business units and other departments of comprehensive risk management, and develop a coordinated checks-and-balances mechanism among departments; to formulate clear execution and inquiry mechanisms for the effective communication and implementation of risk management strategies, risk appetites and limits; to set risk limits according to the risk appetites set by the Board of Directors for various dimensions including, but not limited to, industries, regions, customers and products; to formulate risk management policies and procedures, and conduct periodic assessments and make adjustments when necessary; to evaluate the management for comprehensive risks and various key risks and report to the Board of Directors; to establish a sound management information system and data quality control mechanism; to supervise the breach of risk appetites and risk limits and violations of risk management policies and procedures, and handle such cases according to the authorization of the Board of Directors; and other risk management responsibilities; (6) to be responsible for formulating systematic systems, procedures and methods according to the acceptable risk level determined by the Board of Directors, and taking corresponding risk control measures; responsible for establishing and improving internal organizational structures to ensure that various responsibilities of internal control are effectively performed; responsible for organizing the monitoring and evaluation of the adequacy and effectiveness of the internal control system;	(5) to undertake the responsibility for the implementation of comprehensive risk management, and to be responsible for the following duties: to establish a management structure based on comprehensive risk management, define risk management responsibilities among the functional departments, business units and other departments of comprehensive risk management, and develop a coordinated checks-and-balances mechanism among departments; to formulate clear execution and inquiry mechanisms for the effective communication and implementation of risk management strategies, risk appetites and limits; to set risk limits according to the risk appetites set by the Board of Directors for various dimensions including, but not limited to, industries, regions, customers and products; to formulate risk management policies and procedures, and conduct periodic assessments and make adjustments when necessary; to evaluate the management for comprehensive risks and various key risks and report to the Board of Directors; to establish a sound management information system and data quality control mechanism; to supervise the breach of risk appetites and risk limits and violations of risk management policies and procedures, and handle such cases according to the authorization of the Board of Directors; and other risk management responsibilities; (6) to be responsible for formulating systematic systems, procedures and methods according to the acceptable risk level determined by the Board of Directors, and taking corresponding risk control measures; responsible for establishing and improving internal organizational structures to ensure that various responsibilities of internal control are effectively performed; responsible for organizing the monitoring and evaluation of the adequacy and effectiveness of the internal control system;

NO.	Original Articles	Amended Articles
	(7) to be responsible for organizing and implementing capital management pursuant to the business strategy and risk appetite, ensuring that capital is compatible with business development and risk levels, and implementing various monitoring measures; specifically performing the following duties: to formulate and organize the implementation of rules and regulations of capital management; to formulate and organize the implementation of the internal capital adequacy assessment procedure, clarify the division of responsibilities of relevant departments, and establish and improve the evaluation framework, procedures and management systems; to formulate and organize the implementation of capital planning and capital adequacy management plans; to evaluate the capital adequacy ratio regularly and irregularly, and report the level of capital adequacy ratio, the management of capital adequacy ratio and the results of internal capital adequacy assessment to the Board of Directors; to organize stress testing, participate in the determination of stress testing objectives, plans and important assumptions, promote the application of stress testing results in risk assessment and capital planning; to develop and maintain the internal capital adequacy assessment information management system; (8) to assume management responsibilities for the formulation and update of the recovery plan and disposal plan; (9) to be responsible for implementing the business continuity management policies approved by the Board of Directors. The main responsibilities include: formulating and regularly reviewing and supervising the implementation of business continuity management policies and procedures; clarifying the business continuity management responsibilities of each department, clarifying reporting routes, and approving important business recovery goals and strategy, supervising the performance of management responsibilities of each department, and ensuring the normal operation of the business continuity management system; and ensuring that sufficient resources are allocated to guarantee the implementation of business continuity management;	(7) to be responsible for organizing and implementing capital management pursuant to the business strategy and risk appetite, ensuring that capital is compatible with business development and risk levels, and implementing various monitoring measures; specifically performing the following duties: to formulate and organize the implementation of rules and regulations of capital management; to formulate and organize the implementation of the internal capital adequacy assessment procedure, clarify the division of responsibilities of relevant departments, and establish and improve the evaluation framework, procedures and management systems; to formulate and organize the implementation of capital planning and capital adequacy management plans; to evaluate the capital adequacy ratio regularly and irregularly, and report the level of capital adequacy ratio, the management of capital adequacy ratio and the results of internal capital adequacy assessment to the Board of Directors; to organize stress testing, participate in the determination of stress testing objectives, plans and important assumptions, promote the application of stress testing results in risk assessment and capital planning; to develop and maintain the internal capital adequacy assessment information management system; (8) to assume management responsibilities for the formulation and update of the recovery plan and disposal plan; (9) to be responsible for implementing the business continuity management policies approved by the Board of Directors. The main responsibilities include: formulating and regularly reviewing and supervising the implementation of business continuity management policies and procedures; clarifying the business continuity management responsibilities of each department, clarifying reporting routes, and approving important business recovery goals and strategy, supervising the performance of management responsibilities of each department, and ensuring the normal operation of the business continuity management system; and ensuring that sufficient resources are allocated to guarantee the implementation of business continuity management;

NO.	Original Articles	Amended Articles
	(10) to undertake the responsibility for the implementation of the emergency management policy approved by the Board of Directors; (11) to undertake the management responsibility for reputation risk management of the Bank; to establish and improve the reputation risk management system, improve the working mechanism, formulate reputation risk response plans and handle plans for major events, and arrange and promote the handling of reputation incidents. Reputation risk management assessment shall be conducted at least once a year; (12) to undertake the responsibility for the implementation of risk management of money laundering and terrorism financing; be responsible for promoting the construction of money laundering risk management culture; establishing and timely adjusting the money laundering risk management organizat ional structure, clarifying the division of responsibilities and coordination mechanisms of antimony laundering management departments, business units and other departments in money laundering risk management; formulating and adjusting money laundering risk management strategies and implementation mechanism; reviewing money laundering risk management policies and procedures; regularly reporting anti-money laundering work to the Board of Directors, and reporting major money laundering risk events to the Board of Directors and the Board of Supervisors in a timely manner; organizing the implementation of the anti-money laundering information system and data governance; organizing the implementing the anti-money laundering performance evaluation and reward and punishment mechanism; handling violations of anti-money laundering risk management policies and procedures as authorized by the Board of Directors; and other related responsibilities;	(10) to undertake the responsibility for the implementation of the emergency management policy approved by the Board of Directors; (11) to undertake the management responsibility for reputation risk management of the Bank; to establish and improve the reputation risk management system, improve the working mechanism, formulate reputation risk response plans and handle plans for major events, and arrange and promote the handling of reputation incidents. Reputation risk management assessment shall be conducted at least once a year; (12) to undertake the responsibility for the implementation of risk management of money laundering and terrorism financing; be responsible for promoting the construction of money laundering risk management culture; establishing and timely adjusting the money laundering risk management organizat ional structure, clarifying the division of responsibilities and coordination mechanisms of antimony laundering management departments, business units and other departments in money laundering risk management; formulating and adjusting money laundering risk management strategies and implementation mechanism; reviewing money laundering risk management policies and procedures; regularly reporting anti-money laundering work to the Board of Directors, and reporting major money laundering risk events to the Board of Directors ~~and the Board of Supervisors~~ in a timely manner; organizing the implementation of the anti-money laundering information system and data governance; organizing the implementing the anti-money laundering performance evaluation and reward and punishment mechanism; handling violations of anti-money laundering risk management policies and procedures as authorized by the Board of Directors; and other related responsibilities;

NO.	Original Articles	Amended Articles
	(13) to be responsible for determining the operation and management structure of Internet loans, and clarifying the division of responsibilities among various departments; formulating, evaluating and supervising the implementation of Internet loan business plans, risk management policies and procedures, management policies and procedures of cooperative institutions, and cross-regional operation and management policies; formulating risk control indicators for Internet loan business, including but not limited to Internet loan limit, the limit and capital contribution ratio of jointly funded and issued loans with cooperative institutions, the concentration of cooperative institutions, non-performing loan ratio, etc.; establishing a risk management mechanism for Internet loan business, continuously and effectively monitoring, controlling and reporting various types of risks, and responding to risk events in a timely manner; fully understanding and regularly evaluating the development of Internet loan business, risk level and management status, consumer protection condition, keeping abreast of major changes, and regularly reporting to the Board of Directors; and other relevant responsibilities; (14) to formulate green credit targets, establish mechanism and procedures, define duties and authorities, carry out internal control inspection and assessment, report the development situation of green credit to the Board of Directors every year, and report the relevant situation to the regulatory authorities in a timely manner; (15) to ensure that the strategic objectives and policies for consumer rights protection are effectively implemented; to review and publish significant information disclosures on consumer rights protection;	(13) to be responsible for determining the operation and management structure of Internet loans, and clarifying the division of responsibilities among various departments; formulating, evaluating and supervising the implementation of Internet loan business plans, risk management policies and procedures, management policies and procedures of cooperative institutions, and cross-regional operation and management policies; formulating risk control indicators for Internet loan business, including but not limited to Internet loan limit, the limit and capital contribution ratio of jointly funded and issued loans with cooperative institutions, the concentration of cooperative institutions, non-performing loan ratio, etc.; establishing a risk management mechanism for Internet loan business, continuously and effectively monitoring, controlling and reporting various types of risks, and responding to risk events in a timely manner; fully understanding and regularly evaluating the development of Internet loan business, risk level and management status, consumer protection condition, keeping abreast of major changes, and regularly reporting to the Board of Directors; and other relevant responsibilities; (14) to formulate green credit targets, establish mechanism and procedures, define duties and authorities, carry out internal control inspection and assessment, report the development situation of green credit to the Board of Directors every year, and report the relevant situation to the regulatory authorities in a timely manner; (15) to ensure that the strategic objectives and policies for consumer rights protection are effectively implemented; to review and publish significant information disclosures on consumer rights protection;

NO.	Original Articles	Amended Articles
	(16) to establish a data governance system, ensure the allocation of data governance resources, formulate and implement accountability and incentive mechanisms, establish a data quality control mechanism, ensure the authenticity, accuracy, continuity, completeness and timeliness of data, organize and evaluate the effectiveness and implementation of data governance, and regularly report to the Board of Directors; (17) to undertake the responsibility for organizing the implementation of resolutions on remuneration management of the Board; (18) to support the internal audit departments to perform its duties independently to ensure that internal audit resources are in place; to report to the audit committee on the latest developments and changes in business development, product innovation, operation procedures, risk management and internal control compliance in a timely manner; to carry out effective rectification based on the problems identified by the internal audit and audit recommendation; (19) other functions and powers that shall be exercised by senior management as stipulated by laws, regulations, regulatory provisions and these Articles of Association.	(16) to establish a data governance system, ensure the allocation of data governance resources, formulate and implement accountability and incentive mechanisms, establish a data quality control mechanism, ensure the authenticity, accuracy, continuity, completeness and timeliness of data, organize and evaluate the effectiveness and implementation of data governance, and regularly report to the Board of Directors; (17) to undertake the responsibility for organizing the implementation of resolutions on remuneration management of the Board; (18) to support the internal audit departments to perform its duties independently to ensure that internal audit resources are in place; to report to the audit committee on the latest developments and changes in business development, product innovation, operation procedures, risk management and internal control compliance in a timely manner; to carry out effective rectification based on the problems identified by the internal audit and audit recommendation; **(19) to organize the formulation and implementation of the strategic plan for the asset custody business; to establish a sound internal control mechanism, a robust risk management system and a comprehensive custody business regime; to safeguard the independence of the asset custody business; to ensure the allocation of resources for the asset custody business in respect of personnel, information systems, business premises and security arrangements; to report regularly on the development of the asset custody business;** ~~(19)~~**(20)** other functions and powers that shall be exercised by senior management as stipulated by laws, regulations, regulatory provisions and these Articles of Association.

NO.	Original Articles	Amended Articles
154	**Article 212** Any member of the senior management may tender resignation prior to the expiration of his/her term of office. Other members of the senior management shall not leave their positions until their resignation audits are completed. The specific procedures and measures for resignation shall be specified in the employment contracts between the senior management and the Bank.	**Article 209** Any member of the senior management may tender resignation prior to the expiration of his/her term of office. Other members of the senior management shall not leave their positions until their resignation audits are completed. The specific procedures and measures for resignation shall be specified in the employment contracts between the senior management and the Bank.
155	CHAPTER 10 BOARD OF SUPERVISORS Section 1 Supervisors **Article 216** The supervisors of the Bank include shareholder representatives supervisors, employee supervisors and external supervisors. Supervisors shall comply with the laws, regulations and the qualifications and conditions required by the Banking Regulator under the State Council. A person shall not serve as supervisor of the Bank if he/she falls into any circumstance as prescribed in Article 249 of the Articles of Association. Directors, president and other senior management shall not concurrently serve as supervisors.	~~CHAPTER 10 BOARD OF SUPERVISORS~~ ~~Section 1 Supervisors~~ ~~**Article 216** The supervisors of the Bank include shareholder representatives supervisors, employee supervisors and external supervisors. Supervisors shall comply with the laws, regulations and the qualifications and conditions required by the Banking Regulator under the State Council.~~ ~~A person shall not serve as supervisor of the Bank if he/she falls into any circumstance as prescribed in Article 249 of the Articles of Association.~~ ~~Directors, president and other senior management shall not concurrently serve as supervisors.~~
156	**Article 217** Supervisors shall not abuse their authority of office to obtain bribes or other illegal income and shall not misappropriate the property of the Bank.	~~**Article 217** Supervisors shall not abuse their authority of office to obtain bribes or other illegal income and shall not misappropriate the property of the Bank.~~
157	**Article 218** Each term of office of a supervisor is three years. The term of office is renewable upon re-election and re-appointment. An external supervisor shall serve in the Bank for no more than a cumulative period of six years.	~~**Article 218** Each term of office of a supervisor is three years.~~ ~~The term of office is renewable upon re-election and re-appointment. An external supervisor shall serve in the Bank for no more than a cumulative period of six years.~~

NO.	Original Articles	Amended Articles
158	**Article 219** The nomination and election procedures of supervisors are as follows: (1) Shareholder representative supervisors shall be nominated by the Board of Supervisors and shareholders who individually or jointly hold three percent or more of the shares of the Bank with voting rights. External supervisors shall be nominated by the Board of Supervisors and shareholders who individually or jointly hold one percent or more of the shares of the Bank with voting rights. Employee supervisors shall be nominated by the Board of Supervisors and labor union of the Bank. Shareholders who have already nominated directors and their related parties and persons acting in concert shall no longer nominate supervisors, unless otherwise required by the State. Shareholder representative supervisors and external supervisors shall be elected, removed and replaced by the shareholders' general meeting. Employee supervisors shall be elected, removed and replaced by the employee representative meeting in a democratic manner. In principle, the number of the supervisors nominated by the same shareholder and their related parties shall not exceed one third of the total number of members on the Board of Supervisors; and the same shareholder shall nominate only one candidate for external supervisor and shall not nominate a candidate for an independent director as well as external supervisor. (2) The nomination committee of the Board of Supervisors shall conduct preliminary verification on the qualifications and conditions of the candidates for supervisors. (3) Each candidate for supervisor shall be voted for on a separate basis at the shareholders' general meeting. (4) If it is necessary to fill a vacant position for a supervisor, the nomination committee of the Board of Supervisors shall propose candidate for supervisor, and the position shall be elected or replaced at the shareholders' general meeting.	~~**Article 219** The nomination and election procedures of supervisors are as follows:~~ ~~(1) Shareholder representative supervisors shall be nominated by the Board of Supervisors and shareholders who individually or jointly hold three percent or more of the shares of the Bank with voting rights. External supervisors shall be nominated by the Board of Supervisors and shareholders who individually or jointly hold one percent or more of the shares of the Bank with voting rights. Employee supervisors shall be nominated by the Board of Supervisors and labor union of the Bank. Shareholders who have already nominated directors and their related parties and persons acting in concert shall no longer nominate supervisors, unless otherwise required by the State. Shareholder representative supervisors and external supervisors shall be elected, removed and replaced by the shareholders' general meeting. Employee supervisors shall be elected, removed and replaced by the employee representative meeting in a democratic manner. In principle, the number of the supervisors nominated by the same shareholder and their related parties shall not exceed one third of the total number of members on the Board of Supervisors; and the same shareholder shall nominate only one candidate for external supervisor and shall not nominate a candidate for an independent director as well as external supervisor.~~ ~~(2) The nomination committee of the Board of Supervisors shall conduct preliminary verification on the qualifications and conditions of the candidates for supervisors.~~ ~~(3) Each candidate for supervisor shall be voted for on a separate basis at the shareholders' general meeting.~~ ~~(4) If it is necessary to fill a vacant position for a supervisor, the nomination committee of the Board of Supervisors shall propose candidate for supervisor, and the position shall be elected or replaced at the shareholders' general meeting.~~

NO.	Original Articles	Amended Articles
159	**Article 220** A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, regulations, regulatory requirements and the Articles of Association until a re-elected supervisor takes office, if reelection is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors results in the number of supervisors being less than the quorum or one-half of the number stipulated in the Articles of Association.	~~**Article 220** A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, regulations, regulatory requirements and the Articles of Association until a re-elected supervisor takes office, if reelection is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors results in the number of supervisors being less than the quorum or one-half of the number stipulated in the Articles of Association.~~
160	**Article 221** The supervisor shall ensure the truthfulness, accuracy and completeness of the disclosure of the information of the Bank.	~~**Article 221** The supervisor shall ensure the truthfulness, accuracy and completeness of the disclosure of the information of the Bank.~~
161	**Article 222** Supervisors shall perform the following duties or obligations: (1) The supervisors may attend the meetings of the Board of Directors, Committee meeting of the Board of Directors, meetings of senior management and may raise queries or proposals on the matters to be resolved; (2) participate in meetings of the Board of Supervisors on time, fully review the resolutions of the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment; (3) be accountable for resolutions of the Board of Supervisors; (4) actively participate in trainings organized by the Bank and regulatory agencies, understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and possess the professional knowledge and capabilities required to perform their duties on an ongoing basis; (5) have the duty of loyalty and diligence to the Bank, perform their duties conscientiously and prudently, and ensure that they have sufficient time and energy to perform their duties; (6) proactively participate in the supervision and examination activities organized by the Board of Supervisors, and have the right to conduct investigations and obtain evidence independently in accordance with law, and raise queries and put forward supervisory opinions; (7) comply with laws and regulations, regulatory requirements and these Articles of Association.	~~**Article 222** Supervisors shall perform the following duties or obligations:~~ ~~(1) The supervisors may attend the meetings of the Board of Directors, Committee meeting of the Board of Directors, meetings of senior management and may raise queries or proposals on the matters to be resolved;~~ ~~(2) participate in meetings of the Board of Supervisors on time, fully review the resolutions of the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;~~ ~~(3) be accountable for resolutions of the Board of Supervisors;~~ ~~(4) actively participate in trainings organized by the Bank and regulatory agencies, understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and possess the professional knowledge and capabilities required to perform their duties on an ongoing basis;~~ ~~(5) have the duty of loyalty and diligence to the Bank, perform their duties conscientiously and prudently, and ensure that they have sufficient time and energy to perform their duties;~~ ~~(6) proactively participate in the supervision and examination activities organized by the Board of Supervisors, and have the right to conduct investigations and obtain evidence independently in accordance with law, and raise queries and put forward supervisory opinions;~~ ~~(7) comply with laws and regulations, regulatory requirements and these Articles of Association.~~

NO.	Original Articles	Amended Articles
162	**Article 223** Any supervisors shall attend at least two-thirds of the on-site meetings of the Board of Supervisors in person each year. If a supervisor cannot attend the meeting in person due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf, while each supervisor shall not be authorized by more than two supervisors in each meeting. The proxy letter shall state the name of the proxy, the matters to be delegated, scope of authorization, validity period and shall be signed by the appointor or affixed with a seal. The supervisor attending the meeting on behalf of another supervisor shall exercise the right of the supervisor within the scope of his/her authorization. If a supervisor does not attend the Board of Supervisors' meeting and fails to appoint a proxy to attend the meeting on his/her behalf, that supervisor shall be deemed to have waived his/her voting rights at that meeting. A supervisor shall not work for less than fifteen working days each year at the Bank. The Employee supervisors shall also accept the supervision of the employee representative meeting, employee meetings or other democratic manners, and they shall report to the employee representative meeting regularly.	~~**Article 223** Any supervisors shall attend at least two-thirds of the on-site meetings of the Board of Supervisors in person each year. If a supervisor cannot attend the meeting in person due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf, while each supervisor shall not be authorized by more than two supervisors in each meeting.~~ ~~The proxy letter shall state the name of the proxy, the matters to be delegated, scope of authorization, validity period and shall be signed by the appointor or affixed with a seal. The supervisor attending the meeting on behalf of another supervisor shall exercise the right of the supervisor within the scope of his/her authorization. If a supervisor does not attend the Board of Supervisors' meeting and fails to appoint a proxy to attend the meeting on his/her behalf, that supervisor shall be deemed to have waived his/her voting rights at that meeting. A supervisor shall not work for less than fifteen working days each year at the Bank. The Employee supervisors shall also accept the supervision of the employee representative meeting, employee meetings or other democratic manners, and they shall report to the employee representative meeting regularly.~~
163	**Article 224** If a supervisor fails to attend the meeting of the Board of Supervisors either in person or appoint other supervisors to attend on his/her behalf two times consecutively, or attends at least two-thirds of the total number of on-site meetings of the Board of Supervisors in person every year, the supervisor shall be deemed incapable of performing his/her duty, and the Board of Supervisors may make a proposal either to the shareholders' general meeting or employee representative meeting to remove such supervisor.	~~**Article 224** If a supervisor fails to attend the meeting of the Board of Supervisors either in person or appoint other supervisors to attend on his/her behalf two times consecutively, or attends at least two-thirds of the total number of on-site meetings of the Board of Supervisors in person every year, the supervisor shall be deemed incapable of performing his/her duty, and the Board of Supervisors may make a proposal either to the shareholders' general meeting or employee representative meeting to remove such supervisor.~~

NO.	Original Articles	Amended Articles
164	**Article 225** The Board of Supervisors shall make proposals to remove a supervisor at the shareholders' general meeting or employee representative meeting when the supervisor is involved with any of the following serious misconducts: (1) willful divulgence of the trade secrets of the Bank and impairing the legitimate interests of the Bank; (2) acceptance of improper benefits during the performance of his/her duties or the misuse of his/her status as a supervisor to obtain personal gain; (3) failure to discover problems which should have been apparent in the course of supervisory inspection or concealing problems which have been discovered, thus causing material loss to the Bank; (4) other serious misconduct provided by the laws, regulations, regulatory requirements and the provisions of the Articles of Association.	~~**Article 225** The Board of Supervisors shall make proposals to remove a supervisor at the shareholders' general meeting or employee representative meeting when the supervisor is involved with any of the following serious misconducts:~~ ~~(1) willful divulgence of the trade secrets of the Bank and impairing the legitimate interests of the Bank;~~ ~~(2) acceptance of improper benefits during the performance of his/her duties or the misuse of his/her status as a supervisor to obtain personal gain;~~ ~~(3) failure to discover problems which should have been apparent in the course of supervisory inspection or concealing problems which have been discovered, thus causing material loss to the Bank;~~ ~~(4) other serious misconduct provided by the laws, regulations, regulatory requirements and the provisions of the Articles of Association.~~
165	**Article 226** Supervisors shall not use their Related Relations to harm the interests of the Bank and they shall be liable for compensation regarding any related losses sustained by the Bank.	~~**Article 226** Supervisors shall not use their Related Relations to harm the interests of the Bank and they shall be liable for compensation regarding any related losses sustained by the Bank.~~
166	**Article 227** If supervisors violate the laws, regulations or the provisions of the Articles of Association in the performance of their duties, they shall be liable for compensation regarding any related losses sustained by the Bank.	~~**Article 227** If supervisors violate the laws, regulations or the provisions of the Articles of Association in the performance of their duties, they shall be liable for compensation regarding any related losses sustained by the Bank.~~
167	Section 2 External Supervisors **Article 228** The Bank shall have external supervisors. External supervisors refer to supervisors who do not hold other position in the Bank other than that of a supervisor and who have no relationship with the Bank, its shareholders or its de facto controller that may affect his or her independent and objective judgment. Matters including the qualifications, conditions, removal and resignation of the external supervisors of the Bank shall be implemented with reference to the requirements of independent directors as prescribed in the Articles of Association. An external supervisor of the Bank shall not simultaneously hold positions in more than 2 commercial banks, and they shall not concurrently serve as an external supervisor in any financial institutions which may lead to potential conflicts of interest with the Bank.	~~Section 2 External Supervisors~~ ~~**Article 228** The Bank shall have external supervisors. External supervisors refer to supervisors who do not hold other position in the Bank other than that of a supervisor and who have no relationship with the Bank, its shareholders or its de facto controller that may affect his or her independent and objective judgment.~~ ~~Matters including the qualifications, conditions, removal and resignation of the external supervisors of the Bank shall be implemented with reference to the requirements of independent directors as prescribed in the Articles of Association.~~ ~~An external supervisor of the Bank shall not simultaneously hold positions in more than 2 commercial banks, and they shall not concurrently serve as an external supervisor in any financial institutions which may lead to potential conflicts of interest with the Bank.~~

NO.	Original Articles	Amended Articles
168	**Article 229** External supervisors shall give statements to the Board of Supervisors before they assume their offices, ensuring that they have sufficient time and energy to effectively perform their duties and undertaking that they will duly perform the duties of good faith and diligence.	~~**Article 229** External supervisors shall give statements to the Board of Supervisors before they assume their offices, ensuring that they have sufficient time and energy to effectively perform their duties and undertaking that they will duly perform the duties of good faith and diligence.~~
169	Section 3 Board of Supervisors **Article 230** The Bank shall establish a Board of Supervisors which shall be comprised of nine Supervisors, including three shareholder supervisors, three employee supervisors and three external supervisors. The Board of Supervisors shall have one chairman and shall have one vice chairman whose appointment shall be adopted by more than two-thirds of all the supervisors by voting. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the vice chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the vice chairman of the Board of Supervisor is unable or fails to perform his/her duties, a supervisor selected by more than half of all the supervisors shall perform such duties.	~~Section 3 Board of Supervisors~~ ~~**Article 230** The Bank shall establish a Board of Supervisors which shall be comprised of nine Supervisors, including three shareholder supervisors, three employee supervisors and three external supervisors. The Board of Supervisors shall have one chairman and shall have one vice chairman whose appointment shall be adopted by more than two-thirds of all the supervisors by voting. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the vice chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. If the vice chairman of the Board of Supervisor is unable or fails to perform his/her duties, a supervisor selected by more than half of all the supervisors shall perform such duties.~~
170	**Article 231** The supervisors shall include shareholder representative supervisors, employee supervisors and external supervisors. The employee supervisors and external supervisors shall be not less than one-third of all the supervisors.	~~**Article 231** The supervisors shall include shareholder representative supervisors, employee supervisors and external supervisors. The employee supervisors and external supervisors shall be not less than one-third of all the supervisors.~~
171	**Article 232** The chairman of the Board of Supervisors shall be served by a professional person who shall at least have professional knowledge and work experience in accounting, auditing, finance or law. The chairman of Board of Supervisors shall exercise the following powers: (1) to convene and preside over meetings of the Board of Supervisors; (2) to organize the performance of duties of the Board of Supervisors; (3) to sign reports and other material documents of the Board of Supervisors; (4) to report on the work of the Board of Supervisors on their behalf at the shareholders' general meeting; (5) other powers conferred by relevant laws, regulations, regulatory requirements, the provisions of the Articles of Association and the Board of Supervisors.	~~**Article 232** The chairman of the Board of Supervisors shall be served by a professional person who shall at least have professional knowledge and work experience in accounting, auditing, finance or law.~~ ~~The chairman of Board of Supervisors shall exercise the following powers:~~ ~~(1) to convene and preside over meetings of the Board of Supervisors;~~ ~~(2) to organize the performance of duties of the Board of Supervisors;~~ ~~(3) to sign reports and other material documents of the Board of Supervisors;~~ ~~(4) to report on the work of the Board of Supervisors on their behalf at the shareholders' general meeting;~~ ~~(5) other powers conferred by relevant laws, regulations, regulatory requirements, the provisions of the Articles of Association and the Board of Supervisors.~~

NO.	Original Articles	Amended Articles
172	**Article 233** The Board of Supervisors shall be responsible of the general meeting and exercise the following powers: (1) to examine and provide comments in writing on the periodical reports of the Bank prepared by the Board of Directors; (2) to examine and supervise the Bank's financial affairs; (3) to monitor the directors and senior management in the performance of their duties; to propose to remove the directors or senior management who is in breach of the laws, regulations, the provisions of the Articles of Association or the resolutions of the general meeting; (4) to demand rectification from a director or senior management when the acts of such person injure the interests of the Bank; (5) to assume ultimate responsibility for the evaluation of the performance of directors and supervisors of the Bank; to be responsible for the establishment and improvement of the file on the performance of supervisors and the file on the evaluation of the performance of directors and supervisors; to assess and question the performance and conduct of Director, Supervisors and Senior Management, report assessment results to the Shareholders' General Meeting and submit to supervisory authorities in accordance with regulations; (6) to organise special and off-office audit in respect to any Directors and senior officers as required; (7) to supervise and assess the performance of Directors and Senior Management on major responsibilities, including strategy management, business decisions, financial management, remuneration management, capital management, internal control, enterprise risk management, liquidity risk management, reputational risk management, compliance management, case prevention, financial services for agriculture, farmers, and rural areas, and related transactions, information disclosure, data governance, consumer rights protection and anti-money laundering, and report to the Shareholders' General Meeting in accordance with regulations;	~~**Article 233** The Board of Supervisors shall be responsible of the general meeting and exercise the following powers:~~ ~~(1) to examine and provide comments in writing on the periodical reports of the Bank prepared by the Board of Directors;~~ ~~(2) to examine and supervise the Bank's financial affairs;~~ ~~(3) to monitor the directors and senior management in the performance of their duties; to propose to remove the directors or senior management who is in breach of the laws, regulations, the provisions of the Articles of Association or the resolutions of the general meeting;~~ ~~(4) to demand rectification from a director or senior management when the acts of such person injure the interests of the Bank;~~ ~~(5) to assume ultimate responsibility for the evaluation of the performance of directors and supervisors of the Bank; to be responsible for the establishment and improvement of the file on the performance of supervisors and the file on the evaluation of the performance of directors and supervisors; to assess and question the performance and conduct of Director, Supervisors and Senior Management, report assessment results to the Shareholders' General Meeting and submit to supervisory authorities in accordance with regulations;~~ ~~(6) to organise special and off-office audit in respect to any Directors and senior officers as required;~~ ~~(7) to supervise and assess the performance of Directors and Senior Management on major responsibilities, including strategy management, business decisions, financial management, remuneration management, capital management, internal control, enterprise risk management, liquidity risk management, reputational risk management, compliance management, case prevention, financial services for agriculture, farmers, and rural areas, and related transactions, information disclosure, data governance, consumer rights protection and anti-money laundering, and report to the Shareholders' General Meeting in accordance with regulations;~~

NO.	Original Articles	Amended Articles
	(8) to review relevant audit reports in accordance with regulations and provide guidance and supervise the internal audit work of the Bank, and have the right to request relevant information from the Board of Directors and senior management in relation to the audit; (9) to review the financial reports, operation reports, profit distribution plan and other financial documents submitted by the Board of Directors to general meetings; if any query arises, to engage such professionals as certified public accountants or practicing auditors to assist the work for the Bank; (10) to propose the convening of extraordinary general meetings; to host the general meetings under the circumstances that the Board of Directors cannot perform its duties of convening and presiding over the general meeting as required under the Company Law; (11) to make the proposals to the shareholders' general meetings; (12) to represent the Bank to negotiate with the directors or senior management or bring the lawsuits against the directors or senior management according to the provisions of the Company Law; (13) if any abnormality is found in operations of the Bank, to conduct investigations; and when necessary, to engage such professionals as accountants or auditors to assist the work for the account of the Bank at the expense of the Bank; (14) to supervise the Board of Directors on the establishment of stable business ideas and valuation standard and formulate practicable developing strategies in line with the situation of the Bank; (15) to make periodical assessments on the rationality, reasonability and robustness of the developing strategies of the Bank and make the reports;	~~(8) to review relevant audit reports in accordance with regulations and provide guidance and supervise the internal audit work of the Bank, and have the right to request relevant information from the Board of Directors and senior management in relation to the audit;~~ ~~(9) to review the financial reports, operation reports, profit distribution plan and other financial documents submitted by the Board of Directors to general meetings; if any query arises, to engage such professionals as certified public accountants or practicing auditors to assist the work for the Bank;~~ ~~(10) to propose the convening of extraordinary general meetings; to host the general meetings under the circumstances that the Board of Directors cannot perform its duties of convening and presiding over the general meeting as required under the Company Law;~~ ~~(11) to make the proposals to the shareholders' general meetings;~~ ~~(12) to represent the Bank to negotiate with the directors or senior management or bring the lawsuits against the directors or senior management according to the provisions of the Company Law;~~ ~~(13) if any abnormality is found in operations of the Bank, to conduct investigations; and when necessary, to engage such professionals as accountants or auditors to assist the work for the account of the Bank at the expense of the Bank;~~ ~~(14) to supervise the Board of Directors on the establishment of stable business ideas and valuation standard and formulate practicable developing strategies in line with the situation of the Bank;~~ ~~(15) to make periodical assessments on the rationality, reasonability and robustness of the developing strategies of the Bank and make the reports;~~

NO.	Original Articles	Amended Articles
	(16) to supervise and inspect the operating decision, risk management, internal control, etc. of the Bank, and supervise the rectification; (17) to supervise the procedure of the election and appointment of the directors; (18) to supervise the implementation of the system of the remuneration management of the Bank and the rationality and reasonability on the salary plan of the senior management and propose any remuneration (or allowance) arrangement of a supervisor; (19) to be responsible for the supervision of money laundering risk management, and shall be responsible for supervising the performance of due diligence of the Board and senior management in money laundering risk management and supervising rectification, and making recommendations and opinions on the Bank's money laundering risk management; (20) to communicate with the banking regulatory authorities of the State Council about the condition of the Bank on a regular basis; (21) other duties and powers as provided in the laws, regulations, regulatory requirements and the provisions of the Articles of Association.	~~(16) to supervise and inspect the operating decision, risk management, internal control, etc. of the Bank, and supervise the rectification;~~ ~~(17) to supervise the procedure of the election and appointment of the directors;~~ ~~(18) to supervise the implementation of the system of the remuneration management of the Bank and the rationality and reasonability on the salary plan of the senior management and propose any remuneration (or allowance) arrangement of a supervisor;~~ ~~(19) to be responsible for the supervision of money laundering risk management, and shall be responsible for supervising the performance of due diligence of the Board and senior management in money laundering risk management and supervising rectification, and making recommendations and opinions on the Bank's money laundering risk management;~~ ~~(20) to communicate with the banking regulatory authorities of the State Council about the condition of the Bank on a regular basis;~~ ~~(21) other duties and powers as provided in the laws, regulations, regulatory requirements and the provisions of the Articles of Association.~~
173	**Article 234** The Board of Supervisors, while discharging its duties, have the rights to request that the Board of Directors and senior management provide necessary information for information disclosure and auditing. The Board of Supervisors may, if thought necessary, appoint supervisors to attend meetings of the senior management. In the course of performing its duties, the Board of Supervisors shall be entitled to understand the situation through relevant personnel and parties of the Bank. The relevant personnel and parties shall cooperate accordingly.	~~**Article 234** The Board of Supervisors, while discharging its duties, have the rights to request that the Board of Directors and senior management provide necessary information for information disclosure and auditing. The Board of Supervisors may, if thought necessary, appoint supervisors to attend meetings of the senior management. In the course of performing its duties, the Board of Supervisors shall be entitled to understand the situation through relevant personnel and parties of the Bank. The relevant personnel and parties shall cooperate accordingly.~~

NO.	Original Articles	Amended Articles
174	**Article 235** The Bank shall safeguard that the work of the Board of Supervisors is carried out in the normal way, and provide the necessary working conditions and dedicated office premises for the Board of Supervisors. The reasonable costs required by the Board of Supervisors in discharging its duties shall be borne by the Bank.	~~**Article 235** The Bank shall safeguard that the work of the Board of Supervisors is carried out in the normal way, and provide the necessary working conditions and dedicated office premises for the Board of Supervisors. The reasonable costs required by the Board of Supervisors in discharging its duties shall be borne by the Bank.~~
175	**Article 236** In the course of exercising its powers, the Board of Supervisors shall be entitled to employ the professionals including lawyers, certified public accountants and practicing auditors, and the reasonable costs thus incurred shall be borne by the Bank.	~~**Article 236** In the course of exercising its powers, the Board of Supervisors shall be entitled to employ the professionals including lawyers, certified public accountants and practicing auditors, and the reasonable costs thus incurred shall be borne by the Bank.~~
176	**Article 237** The Board of Supervisors shall discuss official business through the meetings of the Board of Supervisors. The meetings of Board of Supervisors shall be classified into regular meetings and extraordinary meetings and shall be convened and chaired by the chairman of the Board of Supervisors. Supervisors may propose to convene extraordinary meetings of the Board of Supervisors.	~~**Article 237** The Board of Supervisors shall discuss official business through the meetings of the Board of Supervisors.~~ ~~The meetings of Board of Supervisors shall be classified into regular meetings and extraordinary meetings and shall be convened and chaired by the chairman of the Board of Supervisors. Supervisors may propose to convene extraordinary meetings of the Board of Supervisors.~~
177	**Article 238** The Board of Supervisors shall convene meetings at least four times annually. The Board of Supervisors may request that the directors and senior management, internal and external auditors of the Bank attend meeting of the Board of the Supervisors to answer queries of the supervisors.	~~**Article 238** The Board of Supervisors shall convene meetings at least four times annually.~~ ~~The Board of Supervisors may request that the directors and senior management, internal and external auditors of the Bank attend meeting of the Board of the Supervisors to answer queries of the supervisors.~~
178	**Article 239** Notice shall be given to all supervisors ten days before the convening of a regular meeting. Notice shall be given to all supervisors three days before the convening of an extraordinary meeting. When there are emergency situations and the extraordinary meeting of the Board of Supervisors is to be held as soon as possible, the service of the notice regarding the forthcoming meeting may be made via telephone or orally, but the convener shall provide an explanation at the meeting.	~~**Article 239** Notice shall be given to all supervisors ten days before the convening of a regular meeting.~~ ~~Notice shall be given to all supervisors three days before the convening of an extraordinary meeting. When there are emergency situations and the extraordinary meeting of the Board of Supervisors is to be held as soon as possible, the service of the notice regarding the forthcoming meeting may be made via telephone or orally, but the convener shall provide an explanation at the meeting.~~

NO.	Original Articles	Amended Articles
179	**Article 240** The notice regarding the forthcoming meeting of the Board of Supervisors shall include the following information: (1) date, time, venue and duration of the meeting; (2) reason for holding the meeting and agenda; (3) date of issuance of the meeting notice. When a meeting of the Board of Supervisors is to be convened, the Bank shall notify the regulatory authorities at least three (3) working days prior to the meeting. If the above time requirement cannot be met under special circumstances, the regulatory authorities shall be notified in a timely manner with explanations for reasons.	~~**Article 240** The notice regarding the forthcoming meeting of the Board of Supervisors shall include the following information:~~ ~~(1) date, time, venue and duration of the meeting;~~ ~~(2) reason for holding the meeting and agenda;~~ ~~(3) date of issuance of the meeting notice.~~ ~~When a meeting of the Board of Supervisors is to be convened, the Bank shall notify the regulatory authorities at least three (3) working days prior to the meeting. If the above time requirement cannot be met under special circumstances, the regulatory authorities shall be notified in a timely manner with explanations for reasons.~~
180	**Article 241** Resolutions of the Board of Supervisors may be voted by means of on-site meetings and written resolutions. Any resolutions made by the Board of Supervisors shall be effective only after such solutions have been adopted by more than two-thirds of all the supervisors by voting.	~~**Article 241** Resolutions of the Board of Supervisors may be voted by means of on-site meetings and written resolutions. Any resolutions made by the Board of Supervisors shall be effective only after such solutions have been adopted by more than two-thirds of all the supervisors by voting.~~
181	**Article 242** The Board of Supervisors shall have in place the detailed rules of procedures for its meetings and clarify the method of the discussion and the procedure of the decision-making to be executed after adopting the resolution of the general meeting for the purpose of ensuring the effectiveness and scientific decision-making. The rules of procedures of the Board of Supervisors shall include the meeting notice, ways of convening meeting, documents preparation, and ways of voting, proposal submission mechanism, meeting minutes and endorsement.	~~**Article 242** The Board of Supervisors shall have in place the detailed rules of procedures for its meetings and clarify the method of the discussion and the procedure of the decision-making to be executed after adopting the resolution of the general meeting for the purpose of ensuring the effectiveness and scientific decision-making. The rules of procedures of the Board of Supervisors shall include the meeting notice, ways of convening meeting, documents preparation, and ways of voting, proposal submission mechanism, meeting minutes and endorsement.~~

NO.	Original Articles	Amended Articles
182	**Article 243** Minutes shall be taken to record the decisions of the matters discussed at the on-site meeting. Supervisors attending the meetings shall sign the meeting minutes. Supervisors attending the meeting shall have the right to request explanatory notes regarding any remarks that have been made during the meeting to be placed in the minutes. As the Bank's files, the minutes of the Board of Supervisors' meetings shall be kept by the Bank for a permanent period.	~~**Article 243** Minutes shall be taken to record the decisions of the matters discussed at the on-site meeting. Supervisors attending the meetings shall sign the meeting minutes.~~ ~~Supervisors attending the meeting shall have the right to request explanatory notes regarding any remarks that have been made during the meeting to be placed in the minutes. As the Bank's files, the minutes of the Board of Supervisors' meetings shall be kept by the Bank for a permanent period.~~
183	**Article 244** The minutes of the Board of Supervisors shall include the following: (1) the meeting date and venue, the name of the convener or presider; (2) the names of the supervisors attending the meeting and names of the supervisors (proxies) appointed by others to attend the meeting; (3) the agenda of the meeting; (4) the main points of the speeches of the supervisors; (5) the methods and results of the voting for each proposal (the voting results shall state the numbers of the votes voting in favour, negative, or in abstention). Archives including minutes and resolutions of the Board of Supervisors shall be filed with the regulatory authority immediately after the conclusion the meetings.	~~**Article 244** The minutes of the Board of Supervisors shall include the following:~~ ~~(1) the meeting date and venue, the name of the convener or presider;~~ ~~(2) the names of the supervisors attending the meeting and names of the supervisors (proxies) appointed by others to attend the meeting;~~ ~~(3) the agenda of the meeting;~~ ~~(4) the main points of the speeches of the supervisors;~~ ~~(5) the methods and results of the voting for each proposal (the voting results shall state the numbers of the votes voting in favour, negative, or in abstention).~~ ~~Archives including minutes and resolutions of the Board of Supervisors shall be filed with the regulatory authority immediately after the conclusion the meetings.~~
184	Section 4 Special committee of the Board of Supervisors **Article 245** The Board of Supervisors of the Bank shall set up a nomination committee and an audit and supervision committee. Each committee shall have at least three members. In principle, the chairman of each committee shall be served by external supervisors.	~~Section 4 Special committee of the Board of Supervisors~~ ~~**Article 245** The Board of Supervisors of the Bank shall set up a nomination committee and an audit and supervision committee. Each committee shall have at least three members. In principle, the chairman of each committee shall be served by external supervisors.~~

NO.	Original Articles	Amended Articles
185	**Article 246** The nomination committee of the Board of Supervisors shall be responsible for setting up the selection procedures and criteria for supervisors, conducting preliminary review on the qualifications and credentials of the potential supervisors and making recommendations to the Board of Supervisors; conducting comprehensive evaluation of the performance of directors, supervisors and senior management personnel and reporting to the Board of Supervisors.	~~**Article 246** The nomination committee of the Board of Supervisors shall be responsible for setting up the selection procedures and criteria for supervisors, conducting preliminary review on the qualifications and credentials of the potential supervisors and making recommendations to the Board of Supervisors; conducting comprehensive evaluation of the performance of directors, supervisors and senior management personnel and reporting to the Board of Supervisors.~~
186	**Article 247** The main responsibilities of the audit and supervision committee of the Board of Supervisors include: (1) supervising the Board of Directors on the establishment of stable business ideas, valuation standard and formulate practicable developing strategies; (2) supervising the performance of the Board of Directors and its members and the senior management; (3) carrying out resignation auditing on the directors and senior management as required; (4) inspecting and supervising the financial activities of the Bank; (5) supervising and inspecting or auditing the operation decisions, risk management, internal control and case prevention of the Bank and provide guidance on the operation of the Internal Audit Department of the Bank; (6) other matters as authorized by the Board of Supervisors.	~~**Article 247** The main responsibilities of the audit and supervision committee of the Board of Supervisors include:~~ ~~(1) supervising the Board of Directors on the establishment of stable business ideas, valuation standard and formulate practicable developing strategies;~~ ~~(2) supervising the performance of the Board of Directors and its members and the senior management;~~ ~~(3) carrying out resignation auditing on the directors and senior management as required;~~ ~~(4) inspecting and supervising the financial activities of the Bank;~~ ~~(5) supervising and inspecting or auditing the operation decisions, risk management, internal control and case prevention of the Bank and provide guidance on the operation of the Internal Audit Department of the Bank;~~ ~~(6) other matters as authorized by the Board of Supervisors.~~

NO.	Original Articles	Amended Articles
187	CHAPTER 11 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT **Article 248** The qualification of the directors, supervisors and senior management of the Bank shall comply with the laws, regulations, regulatory provisions and the Articles. The banking regulators of the State Council shall evaluate the qualifications of directors and senior management in accordance with the aforementioned requirement.	CHAPTER 1~~1~~**0** QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS~~,~~ ~~SUPERVISORS~~ AND SENIOR MANAGEMENT **Article 213 The directors and senior management members of the Bank owe a fiduciary duty to the Bank, and shall take measures to avoid conflicts between their own interests and the interests of the Bank, and shall not exploit their authority to seek illegitimate gains.** **The directors and senior management members of the Bank owe a duty of diligence to the Bank, and in the performance of their duties, shall exercise the reasonable care that a manager would ordinarily exercise for the best interests of the Bank.** **Where a Controlling Shareholder or a De Facto Controller of the Bank does not serve as a director of the Bank but actually executes the affairs of the Bank, the provisions of paragraphs 1 and 2 of this Article shall apply.** The qualification of the directors~~, supervisors~~ and senior management of the Bank shall comply with the laws, regulations, regulatory provisions and the Articles. The banking regulators of the State Council shall evaluate the qualifications of directors and senior management in accordance with the aforementioned requirement.

NO.	Original Articles	Amended Articles
188	**Article 249** A person shall not serve as director, supervisor and member of senior management of the Bank if he/she: (1) has no capacity or limited capacity for civil conduct; (2) has committed an offense of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offense; or who has been deprived of his political rights; (3) was a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of bad management and was personally liable for the insolvency of such company or enterprise; (4) was a former legal representative of a company or enterprise of which the business license has been revoked due to violation of the law and has incurred personal liability in relation thereto; (5) has a relatively large amount of debts due and outstanding; (6) has been prohibited from participating in the securities market by the China Securities Regulatory Commission (the "CSRC"), where the term of such prohibition has not expired; (7) had been the officer-in-charge of a stock exchange or securities registration and clearing institution or director, supervisor or member of senior management of a securities company who was dismissed for any act against the law or misconduct, where less than five years have elapsed since the date of dismissal; (8) has been convicted of contravention of provisions of relevant securities regulations by relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction;	**Article 214** A person shall not serve as director~~,~~ ~~supervisor~~ and member of senior management of the Bank if he/she: (1) has no capacity or limited capacity for civil conduct; (2) has committed an offense of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offense; or who has been deprived of his political rights**, where five years have not elapsed since the expiry of the execution of such sentence, or, in the case of a suspended sentence, where two years have not elapsed since the expiry of the probation period**; (3) was a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation~~ because of bad management~~ and was personally liable for the insolvency of such company or enterprise**, where three years have not elapsed since the completion of the bankruptcy and liquidation of such company or enterprise**; (4) was a former legal representative of a company or enterprise of which the business license has been revoked due to violation of the law and has incurred personal liability in relation thereto**, where three years have not elapsed since the date on which the business license of such company or enterprise was revoked or such company or enterprise was ordered to close**; (5) has **been listed by people's court as a person subject to enforcement for dishonesty due to** a relatively large amount of debts due and outstanding; (6) has been prohibited from participating in the securities market by the China Securities Regulatory Commission (the "CSRC"), where the term of such prohibition has not expired;

NO.	Original Articles	Amended Articles
	(9) had been a lawyer, certified public accountant or a professional of an investment consulting institution, financial consulting institution, credit rating institution, asset valuation institution or certification institution who was disqualified for any act against the law or misconduct, where less than five years have elapsed since the date of disqualification; (10) was an officer of a government authority, or other person prohibited by laws, regulations, regulatory provisions and other rules of securities regulatory authorities in the places where the shares of the Bank are listed from concurrently holding position in the Company; (11) was subject to administrative penalty by financial regulatory authorities due to material violation of laws or regulations, where less than three years have elapsed since the completion of execution of such penalty; (12) has been disqualified by the CSRC, where less than three years have elapsed since the date of disqualification; (13) has been identified as inappropriate for a position by CSRC, where less than two years have elapsed since the date of identification; (14) is not eligible for enterprise leadership according to the laws and administrative regulation; (15) is not a natural person; (16) is subject to investigation by judicial body for violation of criminal law where the said investigation has not yet been concluded; (17) is any other person who is not eligible for enterprise leadership according to the laws, regulations, regulatory provisions and the Articles of Association. Any election, appointment or engagement of a director, supervisor or senior management in violation of the above provisions shall be invalid. The Bank shall dismiss the director, supervisor and senior management if he/she is involved in the said circumstances during his/her term of office.	(7) had been the officer-in-charge of a stock exchange or securities registration and clearing institution or director~~, supervisor~~ or member of senior management of a securities company who was dismissed for any act against the law or misconduct, where less than five years have elapsed since the date of dismissal; (8) has been convicted of contravention of provisions of relevant securities regulations by relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction; (9) had been a lawyer, certified public accountant or a professional of an investment consulting institution, financial consulting institution, credit rating institution, asset valuation institution or certification institution who was disqualified for any act against the law or misconduct, where less than five years have elapsed since the date of disqualification; (10) was an officer of a government authority, or other person prohibited by laws, regulations, regulatory provisions and other rules of securities regulatory authorities in the places where the shares of the Bank are listed from concurrently holding position in the Company; (11) was subject to administrative penalty by financial regulatory authorities due to material violation of laws or regulations, where less than three years have elapsed since the completion of execution of such penalty; (12) has been disqualified by the CSRC, where less than three years have elapsed since the date of disqualification; (13) has been identified as inappropriate for a position by CSRC, where less than two years have elapsed since the date of identification; (14) is not eligible for enterprise leadership according to the laws and administrative regulation;

NO.	Original Articles	Amended Articles
		(15) is not a natural person; (16) is subject to investigation by judicial body for violation of criminal law where the said investigation has not yet been concluded; (17) is any other person who is not eligible for enterprise leadership according to the laws, regulations, regulatory provisions and the Articles of Association. Any election, appointment~~ or engagement~~ of a director~~, supervisor~~ **or engagement of** senior management in violation of the above provisions **set out in items (1) to (5) of paragraph 1** shall be invalid. The Bank shall dismiss the director~~, supervisor~~ and senior management if he/she is involved in the said circumstances **set out in items (1) to (5) of paragraph 1** during his/her term of office.
189	**Article 251** In addition to the obligations required under the laws, regulations, regulatory provisions or the listing rules of the place where the Bank's securities are listed and the Articles of Association, in exercising their duties and functions, the directors, supervisors and members of senior management of the Bank shall also owe the following obligations to each and every shareholder: (1) to ensure that the Bank does not operate beyond the scope of business stipulated in its business license; (2) to act in good faith and in the best interests of the Bank; (3) not to deprive the Bank of its assets in any way, including but not limited to depriving the Bank of any advantageous business opportunities; (4) not to deprive the shareholders of any personal rights and interests, including but not limited to the right to distributions and the right to vote, but excluding the submission of the Bank's restructuring proposals adopted at the shareholders' general meeting in accordance with the Articles of Association.	**Article 216** In addition to the obligations required under the laws, regulations, regulatory provisions or the listing rules of the place where the Bank's securities are listed and the Articles of Association, in exercising their duties and functions, the directors~~, supervisors~~ and members of senior management of the Bank shall also owe the following obligations to each and every shareholder: (1) to ensure that the Bank does not operate beyond the scope of business stipulated in its business license; (2) to act in good faith and in the best interests of the Bank; (3) not to deprive the Bank of its assets in any way, including but not limited to depriving the Bank of any advantageous business opportunities; (4) not to deprive the shareholders of any personal rights and interests, including but not limited to the right to distributions and the right to vote, but excluding the submission of the Bank's restructuring proposals adopted at the ~~shareholders' ~~general meeting in accordance with the Articles of Association.
190	**Article 252** The directors, supervisors and members of senior management of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.	**Article 217** The directors~~, supervisors~~ and members of senior management of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.

NO.	Original Articles	Amended Articles
191	**Article 253** The directors, supervisors and members of senior management of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations: (1) to act in good faith and in the best interests of the Bank; (2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority; (3) to exercise the discretion conferred on them in person and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or through the informed consent of shareholders in a shareholders' general meeting; (4) to treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging of different classes; (5) not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by the Articles of Association or if there is informed consent from shareholders through a shareholders' general meeting; (6) not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting; (7) not to accept bribes or other forms of illegal income by taking advantage of his/her authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank; (8) not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting;	**Article 218** The directors~~, supervisors~~ and members of senior management of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations: (1) to act in good faith and in the best interests of the Bank; (2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority; (3) to exercise the discretion conferred on them in person and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or through the informed consent of shareholders in a ~~shareholders'~~ general meeting; (4) to treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging of different classes; (5) not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by the Articles of Association or if there is informed consent from shareholders through a ~~shareholders'~~ general meeting; (6) not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a ~~shareholders'~~ general meeting; (7) not to accept bribes or other forms of illegal income by taking advantage of his/her authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank; (8) not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a ~~shareholders'~~ general meeting;

NO.	Original Articles	Amended Articles
	(9) to comply with the Articles of Association, perform their duties faithfully and safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain; (10) not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting; (11) not to misappropriate the funds of the Bank or lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his/her own name or in the name of others, not to use the Bank's assets as security for the debts of the shareholders of the Bank or others; (12) not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however, after notifying the Bank regarding the disclosure, the information may be disclosed to the people's court or other government regulatory authorities if the disclosure is: (i) in accordance with the law; (ii) in the public interest; (iii) required for their own interests of the directors, supervisors and members of senior management.	(9) to comply with the Articles of Association, perform their duties faithfully and safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain; (10) not to engage in any form of competition with the Bank without the informed consent of the shareholders through a ~~shareholders'~~ general meeting; (11) not to misappropriate the funds of the Bank or lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his/her own name or in the name of others, not to use the Bank's assets as security for the debts of the shareholders of the Bank or others; (12) not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders through a ~~shareholders'~~ general meeting; and not to use such information except it is in the interests of the Bank; however, after notifying the Bank regarding the disclosure, the information may be disclosed to the people's court or other government regulatory authorities if the disclosure is: (i) in accordance with the law; (ii) in the public interest; (iii) required for their own interests of the directors~~, supervisors~~ and members of senior management.

NO.	Original Articles	Amended Articles
192	**Article 254** The directors, supervisors and members of senior management of the Bank shall not direct the following persons or institutions (hereinafter referred to as the "Related Persons") to take any acts which the directors, supervisors and members of senior management are themselves prohibited from taking: (1) the spouse or underage children of the directors, supervisors and senior management of the Bank; (2) a trustee of any of the directors, supervisors and members of senior management of the Bank or a trustee of the persons referred to in item (1) of this Article; (3) a partner of any of the directors, supervisors and members of senior management of the Bank or a partner of the persons referred to in items (1) and (2) of this Article; (4) a company which is under the de facto control of the directors, supervisors and members of senior management of the Bank, or a company which is under the de facto joint control of the persons referred to in items (1), (2) and (3) of this Article or with other directors, supervisors and members of senior management of the Bank; (5) the directors, supervisors, managers and other members of senior management of the companies referred to in item (4) of this Article.	**Article 219** The directors~~, supervisors~~ and members of senior management of the Bank shall not direct the following persons or institutions (hereinafter referred to as the "Related Persons") to take any acts which the directors~~, supervisors~~ and members of senior management are themselves prohibited from taking: (1) the spouse or underage children of the directors~~, supervisors~~ and senior management of the Bank; (2) a trustee of any of the directors~~, supervisors~~ and members of senior management of the Bank or a trustee of the persons referred to in item (1) of this Article; (3) a partner of any of the directors~~, supervisors~~ and members of senior management of the Bank or a partner of the persons referred to in items (1) and (2) of this Article; (4) a company which is under the de facto control of the directors~~, supervisors~~ and members of senior management of the Bank, or a company which is under the de facto joint control of the persons referred to in items (1), (2) and (3) of this Article or with other directors~~, supervisors~~ and members of senior management of the Bank; (5) the directors, ~~supervisors, managers~~ and other members of senior management of the companies referred to in item (4) of this Article.
193	**Article 255** The fiduciary duties owed by the directors, supervisors and members of senior management of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.	**Article 220** The fiduciary duties owed by the directors~~, supervisors~~ and members of senior management of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.
194	**Article 256** The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director, supervisor and members of senior management of the Bank who has violated any obligations, unless the circumstances specified in Article 69 apply.	**Article 221** The shareholders may make an informed decision at the ~~shareholders'~~ general meeting to dismiss any director~~, supervisor~~ and members of senior management of the Bank who has violated any obligations, unless the circumstances specified in Article 69 apply.

NO.	Original Articles	Amended Articles
195	**Article 257** If a director or any of his associates (as defined in the Hong Kong Listing Rules), supervisor or member of senior management of the Bank has any direct or indirect material interests or related Relationship in any contract, transaction or arrangement already concluded or under planning with the Bank (exclusive of the engagement contract between the Bank and a director, supervisor or member of senior management), he shall disclose the nature and extent of the said interests to the Board of Directors as soon as possible, regardless whether the relevant matters are subject to approval by the Board of Directors in normal circumstances, and shall also inform the Related Transactions and Risk Management Committee of the Board of Directors promptly of the nature and extent of the related relationship and make a necessary abstention from consideration of relevant matters. Unless the director, supervisor or member of senior management of the Bank having material interests has disclosed the said interests to the Board of Directors according to the aforesaid requirements in this Article, and the Board of Directors has not counted him in the quorum or approved the said matter at a meeting in which he did not vote; the Bank has the right to cancel the said contracts, transactions or arrangements, save for the circumstance in which the other parties are bona fide parties without any knowledge of the default on the part of the said director, supervisor or member of senior management. If a connected person of a director, supervisor or member of senior management of the Bank has any interests in a given contract, transaction or arrangement, the said director, supervisor or member of senior management shall be deemed as having interests. Non-executive directors shall coordinate between the shareholders and the Bank in compliance with the laws and regulations, pay attention to the related transactions between shareholders and the Bank and support the Bank to formulate the capital replenishment plan.	**Article 222** If a director or any of his associates (as defined in the Hong Kong Listing Rules)~~,~~ ~~supervisor~~ or member of senior management of the Bank has any direct or indirect material interests or related Relationship in any contract, transaction or arrangement already concluded or under planning with the Bank (exclusive of the engagement contract between the Bank and a director~~, supervisor~~ or member of senior management), he shall disclose the nature and extent of the said interests to the Board of Directors as soon as possible, regardless whether the relevant matters are subject to approval by the Board of Directors in normal circumstances, and shall also inform the Related Transactions and Risk Management Committee of the Board of Directors promptly of the nature and extent of the related relationship and make a necessary abstention from consideration of relevant matters. Unless the director~~, supervisor~~ or member of senior management of the Bank having material interests has disclosed the said interests to the Board of Directors according to the aforesaid requirements in this Article, and the Board of Directors has not counted him in the quorum or approved the said matter at a meeting in which he did not vote; the Bank has the right to cancel the said contracts, transactions or arrangements, save for the circumstance in which the other parties are bona fide parties without any knowledge of the default on the part of the said director~~, supervisor~~ or member of senior management. If a connected person of a director~~, supervisor~~ or member of senior management of the Bank has any interests in a given contract, transaction or arrangement, the said director~~, supervisor~~ or member of senior management shall be deemed as having interests. Non-executive directors shall coordinate between the shareholders and the Bank in compliance with the laws and regulations, pay attention to the related transactions between shareholders and the Bank and support the Bank to formulate the capital replenishment plan.

NO.	Original Articles	Amended Articles
196	**Article 258** If, before concluding relevant contract, transaction or arrangement with the Bank for the first time, the director, supervisor or member of senior management of the Bank has notified the Board of Directors that he will have interests in the contract, transaction or arrangement concluded in the future for the reasons set out in the notice, then within the scope set out in the notice, he will be deemed as having made such disclosures as required above.	**Article 223** If, before concluding relevant contract, transaction or arrangement with the Bank for the first time, the director~~, supervisor~~ or member of senior management of the Bank has notified the Board of Directors that he will have interests in the contract, transaction or arrangement concluded in the future for the reasons set out in the notice, then within the scope set out in the notice, he will be deemed as having made such disclosures as required above.
197	**Article 259** When the conditions are ready, a professional liability insurance system may be established in respect of the directors, supervisors and members of senior management and proper insurance may be arranged in case of legal actions to be encountered, subject to the approval of the shareholder's general meeting.	**Article 224** When the conditions are ready, a professional liability insurance system may be established in respect of the directors~~, supervisors~~ and members of senior management and proper insurance may be arranged in case of legal actions to be encountered, subject to the approval of the ~~shareholder's~~ general meeting.
198	**Article 260** The Bank shall not in any way pay taxes for the directors, supervisors and members of senior management.	**Article 225** The Bank shall not in any way pay taxes for the directors~~, supervisors~~ and members of senior management.
199	**Article 261** The Bank shall not, directly or indirectly, provide loans or loan guarantees for its and its parent company's directors, supervisors, presidents or other members of senior management, nor shall it provide the same to their related persons. The preceding paragraph shall not apply in the following circumstances: (1) loans or loan guarantees provided by the Bank to or for its subsidiary; (2) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors, presidents or other members of senior management of the Bank pursuant to their employment contracts which were adopted by the shareholders' general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities for the Bank; (3) the Bank may provide loan or loan guarantee to relevant directors, supervisors, presidents, other members of senior management and their connected persons if the scope of normal business of the Bank includes provision of loans and loan guarantees, but provision of loans or loan guarantees shall be subject to normal business conditions.	**Article 226** The Bank shall not, directly or indirectly, provide loans or loan guarantees for its and its parent company's directors~~, supervisors,~~ presidents or other members of senior management, nor shall it provide the same to their related persons. The preceding paragraph shall not apply in the following circumstances: (1) loans or loan guarantees provided by the Bank to or for its subsidiary; (2) loans, loan guarantees or other funds provided by the Bank to the directors, ~~supervisors,~~ presidents or other members of senior management of the Bank pursuant to their employment contracts which were adopted by the ~~shareholders'~~ general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities for the Bank; (3) the Bank may provide loan or loan guarantee to relevant directors, ~~supervisors,~~ presidents, other members of senior management and their connected persons if the scope of normal business of the Bank includes provision of loans and loan guarantees, but provision of loans or loan guarantees shall be subject to normal business conditions.

NO.	Original Articles	Amended Articles
200	**Article 262** If the Bank provides loans in violation of the preceding provisions, the recipient of the loans or borrowers shall return the same immediately regardless of the loan conditions. If the Bank provides loan guarantee in violation of the preceding provisions, the loans or loan guarantee cannot be enforceable, except: (1) when the Bank provided loan to the directors, supervisors and members of senior management and their connected person and the Bank was not aware of the violation; (2) the secured property provided by the Bank has been sold to a bona fide purchaser by the debtor.	**Article 227** If the Bank provides loans in violation of the preceding provisions, the recipient of the loans or borrowers shall return the same immediately regardless of the loan conditions. If the Bank provides loan guarantee in violation of the preceding provisions, the loans or loan guarantee cannot be enforceable, except: (1) when the Bank provided loan to the directors~~, supervisors~~ and members of senior management and their connected person and the Bank was not aware of the violation; (2) the secured property provided by the Bank has been sold to a bona fide purchaser by the debtor.
201	**Article 264** When the directors, supervisors and members of senior management of the Bank are in breach of the obligations owed towards the Bank, aside from the various rights and remedies provided by the laws, regulations and regulatory requirements, the Bank shall have the right to take the following measures: (1) to require the directors, supervisors and members of senior management concerned to compensate the Bank for the losses caused by their dereliction of duties; (2) to rescind any concluded contracts or transactions between the Bank and the directors, supervisors and members of senior management concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors and members of senior management of the Bank are in breach of their obligations); (3) to require the directors, supervisors and members of senior management concerned to hand over any benefits which have been obtained from their breach of obligations; (4) to recover funds which should have been received by the Bank, including but not limited to commission from the directors, supervisors and members of senior management concerned; (5) to request the directors, supervisors and members of senior management concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.	**Article 229** When the directors~~, supervisors~~ and members of senior management of the Bank are in breach of the obligations owed towards the Bank, aside from the various rights and remedies provided by the laws, regulations and regulatory requirements, the Bank shall have the right to take the following measures: (1) to require the directors~~, supervisors~~ and members of senior management concerned to compensate the Bank for the losses caused by their dereliction of duties; (2) to rescind any concluded contracts or transactions between the Bank and the directors~~, supervisors~~ and members of senior management concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors~~, supervisors~~ and members of senior management of the Bank are in breach of their obligations); (3) to require the directors~~, supervisors~~ and members of senior management concerned to hand over any benefits which have been obtained from their breach of obligations; (4) to recover funds which should have been received by the Bank, including but not limited to commission from the directors~~, supervisors~~ and members of senior management concerned; (5) to request the directors~~, supervisors~~ and members of senior management concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.

NO.	Original Articles	Amended Articles
202	**Article 265** The Bank shall conclude written contracts with directors and supervisors in relation to their remunerations, subject to prior approval at a general meeting. The aforesaid remunerations shall include: (1) remunerations as directors, supervisors or senior Management of the Bank; (2) remunerations as directors, supervisors or senior Management of the subsidiaries of the Bank; (3) remunerations for providing other services for the management of the Bank and its subsidiaries; (4) compensations for the said directors or supervisors for losing their positions or for retirement. Save as specified in the aforesaid contracts, the directors and supervisors shall not file a lawsuit against the Bank for the aforesaid interests.	**Article 230** The Bank shall conclude written contracts with directors ~~and supervisors~~ in relation to their remunerations, subject to prior approval at a general meeting. The aforesaid remunerations shall include: (1) remunerations as directors~~, supervisors~~ or senior Management of the Bank; (2) remunerations as directors~~, supervisors~~ or senior Management of the subsidiaries of the Bank; (3) remunerations for providing other services for the management of the Bank and its subsidiaries; (4) compensations for the said directors~~ or supervisors~~ for losing their positions or for retirement. Save as specified in the aforesaid contracts, the directors ~~and supervisors~~ shall not file a lawsuit against the Bank for the aforesaid interests.
203	**Article 266** The Bank shall specify in the contracts concluded with the directors or supervisors in relation to remunerations that if the Bank is acquired, the directors or supervisors of the Bank shall, with the prior approval at the general meeting, have the right to seek compensations or other monies for losing their positions or for retirement. The acquisition in the preceding paragraph refers to any of the following circumstances: (1) tender offer of any person to all the shareholders; (2) tender offer of any person to become a Controlling Shareholder. Any monies received by the relevant directors or supervisors in violation of the provision shall belong to those who sell their shares in response to the aforesaid tender offer, and the said directors or supervisors shall bear the expenses for distributing the said monies in proportion, which expenses shall not be deducted from the said monies.	**Article 231** The Bank shall specify in the contracts concluded with the directors~~ or supervisors~~ in relation to remunerations that if the Bank is acquired, the directors~~ or supervisors~~ of the Bank shall, with the prior approval at the general meeting, have the right to seek compensations or other monies for losing their positions or for retirement. The acquisition in the preceding paragraph refers to any of the following circumstances: (1) tender offer of any person to all the shareholders; (2) tender offer of any person to become a Controlling Shareholder. Any monies received by the relevant directors ~~or supervisors~~ in violation of the provision shall belong to those who sell their shares in response to the aforesaid tender offer, and the said directors~~ or supervisors~~ shall bear the expenses for distributing the said monies in proportion, which expenses shall not be deducted from the said monies.

NO.	Original Articles	Amended Articles
204	CHAPTER 12 PARTY ORGANIZATION (PARTY COMMITTEE) **Article 267** The Party Committee of the Bank shall generally consist of five to nine members, with a maximum number of eleven, including one secretary, and one or two deputy secretaries. The secretary of the Party Committee and the chairman of the Board of Directors shall be the same person generally, and the president who is also a Party member shall serve as the deputy secretary generally. The Bank adheres to the organic integration of strengthening the Party's leadership and improving corporate governance, and insists on and improves the leadership mechanism of "Dual Entry and Cross Appointment". Eligible members of the Party Committee can join the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. The members of the Party Committee who take seats in the Board of Directors, the Board of Supervisors, and the senior management shall implement the decision of the Party Committee of the Bank. Directors and Supervisors serving as members of Party Committee shall strictly implement the Party Committee's decisions in the process of decision-making and supervision, promote information communication between the Party Committee meeting, the Board of Directors and the Board of Supervisors, thus ensuring that the leadership and core role of the Party Committee is brought into play.	CHAPTER 12~~1~~ PARTY ORGANIZATION (PARTY COMMITTEE) **Article 232 The Party Committee of the Bank shall be elected by the general assembly of Party members or the congress of Party member representatives, with a term of office of five years for each session. Upon expiry of the term of office, a timely election for the new session shall be conducted. The Party Discipline Inspection Commission shall have the same term of office as the Party Committee.** The Party Committee of the Bank shall generally consist of five to nine members, with a maximum number of eleven, including one secretary, and one or two deputy secretaries. The secretary of the Party Committee and the chairman of the Board of Directors shall be the same person ~~generally~~, and the president who is also a Party member shall serve as the deputy secretary generally. **The Party Committee shall be staffed with a full-time deputy secretary specifically responsible for Party building work, who shall generally serve on the Board of Directors and shall not hold any position in the management layer. A member of the Party Committee shall generally have a Party standing of no less than three years.** The Bank adheres to the organic integration of strengthening the Party's leadership and improving corporate governance, and insists on and improves the leadership mechanism of "Dual Entry and Cross Appointment". Eligible members of the Party Committee can join the Board of Directors~~, the Board of Supervisors~~ and the senior management through legal procedures, while eligible members of the Board of Directors~~, the Board of Supervisors~~ and the senior management can also join the Party Committee in accordance with relevant rules and procedures. The members of the Party Committee who take seats in the Board of Directors~~, the Board of Supervisors,~~ and the senior management shall implement the decision of the Party Committee of the Bank. Directors ~~and Supervisors~~ serving as members of Party Committee shall strictly implement the Party Committee's decisions in the process of decision-making and supervision, promote information communication between the Party Committee meeting~~,~~ **and** the Board of Directors ~~and the Board of Supervisors~~, thus ensuring that the leadership and core role of the Party Committee is brought into play.

NO.	Original Articles	Amended Articles
205	**Article 268** In accordance with the Constitution of the Communist Party of China, the Working Regulations of the Communist Party of China on the Grassroots Organization of State-owned Enterprises (Trial) and other internal laws and regulations of the Party, the Party Committee of the Bank earnestly exerts its leadership role in directing, managing the overall situation and ensuring implementation, focuses on political direction, leadership team, basic systems, major decisions and Party establishment, and earnestly assumes the responsibility of strict management of the Party. Its main duties include: (1) Strengthen the political construction of the Party of the Bank, adhere to and implement the fundamental systems, basic systems and important systems of socialism with Chinese characteristics, and educate and guide all Party members to always maintain a high degree of consistency in political stance, political direction, political principle and political path with the Central Committee of the CPC with Xi Jinping as the core; (2) Thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics in the New Era, study and promote theories of the Party, implement the Party's route, guidelines and policies, supervise and ensure the implementation of major decisions and arrangements of the Central Committee of the CPC and resolutions of higher Party organizations in the Bank; (3) Research and discuss the major operational and management issues of the Bank. Support the shareholders' general meeting, the Board of Directors, the Board of Supervisors and the senior management of the Bank in performing their duties and powers in accordance with law; (4) Strengthen the Bank's leadership and gate keeping role, and focus on the construction of leadership team, cadre team and talent team of the Bank;	**Article 233** In accordance with the Constitution of the Communist Party of China, the Working Regulations of the Communist Party of China on the Grassroots Organization of State-owned Enterprises (Trial) and other internal laws and regulations of the Party, the Party Committee of the Bank earnestly exerts its leadership role in directing, managing the overall situation and ensuring implementation, focuses on political direction, leadership team, basic systems, major decisions and Party establishment, and earnestly assumes the responsibility of strict management of the Party. Its main duties include: (1) Strengthen the political construction of the Party of the Bank, adhere to and implement the fundamental systems, basic systems and important systems of socialism with Chinese characteristics, and educate and guide all Party members to always maintain a high degree of consistency in political stance, political direction, political principle and political path with the Central Committee of the CPC with Xi Jinping as the core; (2) Thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics in the New Era, study and promote theories of the Party, implement the Party's route, guidelines and policies, supervise and ensure the implementation of major decisions and arrangements of the Central Committee of the CPC and resolutions of higher Party organizations in the Bank; (3) Research and discuss the major operational and management issues of the Bank. Support the ~~shareholders' general~~ meeting, the Board of Directors~~, the Board of Supervisors~~ and the senior management of the Bank in performing their duties and powers in accordance with law; (4) Strengthen the Bank's leadership and gate keeping role, and focus on the construction of leadership team, cadre team and talent team of the Bank;

NO.	Original Articles	Amended Articles
	(5) Perform the main responsibility in the building of party style and honest administration, lead and support the internal discipline inspection committee to perform the duties of supervision, discipline and accountability, strictly specify political discipline and political rules, and promote the comprehensive extension of strict Party governance to the grassroots level; (6) Strengthen the building of the Bank's grassroots Party organizations and of its contingent of Party members, give full play to the role of Party organizations as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead employees bank-wide to devote themselves into the reform and development of the Bank; (7) Lead the Bank's ideological and political work, the cultural and ethical progress, the unified frontline work, and lead the Labor Union of the Bank and the Communist Youth League, the women's organizations and other mass organizations. Major operational and management issues of the Bank shall be presented to the Party Committees for study and discussion before being submitted to the Board or the senior management for decision making. Matters subject to study and discussion mainly include: (1) the implementation of major moves under the national development strategies following the decisions of the Central Committee of CPC; (2) the corporate development strategies, medium and long-term development plans and significant reform plans; (3) the fundamental and directional issues in the corporate asset restructuring, property transfer, capital operation and large investment; (4) the establishment and adjustment of the corporate organizational structure, and the formulation and modification of important rules and regulations;	(5) Perform the main responsibility in the building of party style and honest administration, lead and support the internal discipline inspection committee to perform the duties of supervision, discipline and accountability, strictly specify political discipline and political rules, and promote the comprehensive extension of strict Party governance to the grassroots level; (6) Strengthen the building of the Bank's grassroots Party organizations and of its contingent of Party members, give full play to the role of Party organizations as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead employees bank-wide to devote themselves into the reform and development of the Bank; (7) Lead the Bank's ideological and political work, the cultural and ethical progress, the unified frontline work, and lead the Labor Union of the Bank and the Communist Youth League, the women's organizations and other mass organizations. **(8) Deliberate and decide on other important matters within the scope of duties of the Party Committee.** Major operational and management issues of the Bank shall be presented to the Party Committees for study and discussion before being submitted to the Board or the senior management for decision making. Matters subject to study and discussion mainly include: (1) the implementation of major moves under the national development strategies following the decisions of the Central Committee of CPC; (2) the corporate development strategies, medium and long-term development plans and significant reform plans; (3) the fundamental and directional issues in the corporate asset restructuring, property transfer, capital operation and large investment; (4) the establishment and adjustment of the corporate organizational structure, and the formulation and modification of important rules and regulations;

NO.	Original Articles	Amended Articles
	(5) major issues concerning the production safety, maintenance of stability, employee rights and interests, social responsibility of the Bank; (6) other significant matters which shall be studied and discussed by the Party Committee of the Bank. The Party Committee of the Bank shall formulate a list of matters for study and discussion based on the actual situation of the Bank. The deliberations under Party Committee are mainly conducted in the form of Party Committee meeting. The Bank continues to improve the democratic management system under the leadership of the Party Committee based on the Workers' Congress. The Bank shall listen to the opinions of workers in respect of important decisions, and the major issues involving the immediate interests of the workers must be submitted to the Workers' Congress or general staff meetings for deliberation, ensuring that employee representatives participate in corporate governance in an orderly manner in accordance with the laws.	(5) major issues concerning the production safety, maintenance of stability, employee rights and interests, social responsibility of the Bank; (6) other significant matters which shall be studied and discussed by the Party Committee of the Bank. The Party Committee of the Bank shall formulate a list of matters for study and discussion based on the actual situation of the Bank. The deliberations under Party Committee are mainly conducted in the form of Party Committee meeting. The Bank continues to improve the democratic management system under the leadership of the Party Committee based on the Workers' Congress. The Bank shall listen to the opinions of workers in respect of important decisions, and the major issues involving the immediate interests of the workers must be submitted to the Workers' Congress or general staff meetings for deliberation, ensuring that employee representatives participate in corporate governance in an orderly manner in accordance with the laws.
206	CHAPTER 13 FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION PLANS AND AUDIT Section 1 Financial Accounting System and Profit **Article 269** The Bank shall establish a financial and accounting system in accordance with the laws, administrative regulations and the China accounting standards set by the competent authorities under the State Council.	CHAPTER 1~~3~~2 FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION PLANS AND AUDIT Section 1 Financial Accounting System and Profit **Article 234** The Bank shall establish a financial and accounting system in accordance with the laws, administrative regulations and the China accounting standards set by the competent authorities under the State Council.
207	**Article 270** The Board of Directors of the Bank shall make available at each annual shareholders' general meeting the financial reports prepared by the Bank in accordance with the relevant laws, administrative regulations as well as the regulatory documents issued by local governments and competent authorities.	**Article 235** The Board of Directors of the Bank shall make available at each annual ~~shareholders'~~ general meeting the financial reports prepared by the Bank in accordance with the relevant laws, administrative regulations as well as the regulatory documents issued by local governments and competent authorities.

NO.	Original Articles	Amended Articles
208	**Article 271** The Bank's financial reports shall be made available for shareholders' inspection at the Bank twenty days before the convening of an annual general meeting. Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this chapter. Unless otherwise provided in the Articles of Association, the Bank shall dispatch the abovementioned reports or report of the directors together with the balance sheet (including every documents that the laws require as appendixes of the balance sheet) and profit and loss statement (or income and expenditure statement, or summary financial report) to each holder of foreign investment shares (whose addressing will be according to the address on register of shareholders), by person or by post, at least twenty-one days before the convening of the annual general meeting of shareholders. If holder of foreign investment shares qualifies for the laws, regulations and regulatory provisions, the Bank may send abovementioned reports by ways published on the Bank's website, Hong Kong Stock Exchange's website or other websites regulated by the Hong Kong Listing Rules every now and then. If the securities regulators in the place where the shares of the Bank are listed have regulations otherwise, such regulations shall prevail.	**Article 236** The Bank's financial reports shall be made available for shareholders' inspection at the Bank twenty days before the convening of an annual general meeting. Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this chapter. ~~Unless otherwise provided in the Articles of Association, the Bank shall dispatch the abovementioned reports or report of the directors together with the balance sheet (including every documents that the laws require as appendixes of the balance sheet) and profit and loss statement (or income and expenditure statement, or summary financial report) to each holder of foreign investment shares (whose addressing will be according to the address on register of shareholders), by person or by post, at least twenty-one days before the convening of the annual general meeting of shareholders.~~ If holder of ~~foreign investment~~ **H** shares qualifies for the laws, regulations and regulatory provisions, the Bank may ~~send~~**provide** abovementioned reports by ways published on the Bank's website, Hong Kong Stock Exchange's website or other websites regulated by the Hong Kong Listing Rules every now and then. If the securities regulators in the place where the shares of the Bank are listed have regulations otherwise, such regulations shall prevail.
209	**Article 272** The Bank shall have no accounting books other than the statutory books. The Bank's assets shall not be deposited in any account opened under the name of an individual.	**Article 237** The Bank shall have no accounting books other than the statutory books. The Bank's ~~assets~~**funds** shall not be deposited in any account opened under the name of an individual.

NO.	Original Articles	Amended Articles
210	**Article 276** When distributing each year's profits after taxation, the Bank shall set aside ten percent of its profits after taxation for the Bank's statutory surplus reserve fund until the fund has reached fifty percent or more of the Bank's registered capital. When the Bank's statutory common reserve fund is not sufficient to make up for the Bank's losses for the previous years, the current year's profits shall first be used to make good the losses before any allocation is set aside for the statutory common reserve fund. After the Bank has made allocations to the statutory common reserve fund from its profits after taxation, the Bank may make allocations to the statutory common reserve as provision for any potential loss which has not been identified yet in accordance with the laws and regulations. After the Bank has made allocations to the statutory common reserve fund and payment of dividends on preference Shares from its profits after taxation, it may, upon passing a resolution at a shareholders' general meeting, make further allocations from its profits after taxation to the discretionary common reserve fund. After the Bank has made good its losses and made allocations to its discretionary common reserve fund and general reserve fund, and payment of dividends on preference shares, the remaining profits after taxation shall be distributed in proportion to the number of shares held by the shareholders in accordance with the approved profits distribution plan at the shareholders' general meeting, except for those which are not distributed in a proportionate manner as provided by the Articles of Association.	**Article 241** When distributing each year's profits after taxation, the Bank shall set aside ten percent of its profits after taxation for the Bank's statutory surplus reserve fund until the fund has reached fifty percent or more of the Bank's registered capital. When the Bank's statutory common reserve fund is not sufficient to make up for the Bank's losses for the previous years, the current year's profits shall first be used to make good the losses before any allocation is set aside for the statutory common reserve fund. After the Bank has made allocations to the statutory common reserve fund from its profits after taxation, the Bank may make allocations to the statutory common reserve as provision for any potential loss which has not been identified yet in accordance with the laws and regulations. After the Bank has made allocations to the statutory common reserve fund and payment of dividends on preference Shares from its profits after taxation, it may, upon passing a resolution at a ~~shareholders'~~ general meeting, make further allocations from its profits after taxation to the discretionary common reserve fund. After the Bank has made good its losses and made allocations to its discretionary common reserve fund and general reserve fund, and payment of dividends on preference shares, the remaining profits after taxation shall be distributed in proportion to the number of shares held by the shareholders in accordance with the approved profits distribution plan at the ~~shareholders'~~ general meeting, except for those which are not distributed in a proportionate manner as provided by the Articles of Association.

NO.	Original Articles	Amended Articles
	Profits distributed to shareholders by a shareholders' general meeting before losses have been made good and allocations have been made to the statutory common reserve fund and general reserve fund in violation of the requirements described above must be returned to the company. The Bank shall not been titled to any distribution of profits in respect of shares held by it. Where the capital adequacy ratio of the Bank falls below the required standards of the relevant regulatory authorities, the Bank shall not distribute dividends to shareholders during the year. Under the premise that the capital adequacy ratio meets the regulatory requirements, the Bank may distribute profits if it has distributable profits after making up the losses, setting aside the statutory common reserve fund and general reserve fund and payment of dividends on preference shares. The payment of dividends on preference shares should be subject to laws, regulations, departmental rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and the Articles of Association.	~~Profits distributed to shareholders by a shareholders' general meeting before losses have been made good and allocations have been made to the statutory common reserve fund and general reserve fund in violation of the requirements described above must be returned to the company.~~ **Where the Bank distributes profits to shareholders in violation of the provisions of the Company Law, the shareholders shall return the profits so distributed in violation of such provisions to the Bank; where losses are caused to the Bank thereby, the shareholders and the directors and senior management members held responsible shall be liable for compensation.** The Bank shall not be titled to any distribution of profits in respect of shares held by it. Where the capital adequacy ratio of the Bank falls below the required standards of the relevant regulatory authorities, the Bank shall not distribute dividends to shareholders during the year. Under the premise that the capital adequacy ratio meets the regulatory requirements, the Bank may distribute profits if it has distributable profits after making up the losses, setting aside the statutory common reserve fund and general reserve fund and payment of dividends on preference shares. The payment of dividends on preference shares should be subject to laws, regulations, departmental rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and the Articles of Association.

NO.	Original Articles	Amended Articles
211	**Article 277** The common reserve fund of the Bank shall be applied to make good the Bank's losses, expand its business operations or increase its capital. The capital reserve fund, however, shall not be used to make good the Bank's losses. Upon the transfer of the statutory common reserve fund into capital, the balance of the fund shall not be less than twenty-five percent of the registered capital of the Bank before such transfer.	**Article 242** The common reserve fund of the Bank shall be applied to make good the Bank's losses, expand its business operations or increase its capital. ~~The capital reserve fund, however, shall not be used to make good the Bank's losses.~~ **Where the common reserve fund is applied to make up for the losses, the discretionary reserve fund and the statutory common reserve fund shall be applied first; if such losses still cannot be fully covered, the capital reserve fund may be applied in accordance with the relevant provisions.** Upon the transfer of the statutory common reserve fund into **registered** capital **increment**, the balance of the fund shall not be less than twenty-five percent of the registered capital of the Bank before such transfer.
212	**Article 279** After the Bank's shareholders' general meeting has adopted the resolution on the proposal of profit distribution, the Board of Directors of the Bank shall complete the distribution of profit (or shares) within two months after the shareholders' general meeting.	**Article 244** After the Bank's ~~shareholders'~~ general meeting has adopted the resolution on the proposal of profit distribution, the Board of Directors of the Bank shall complete the distribution of profit (or shares) within two months after the ~~shareholders'~~ general meeting.
213	**Article 282** The Bank shall appoint receiving agents on behalf of the holders of foreign investment shares who shall receive on behalf of such shareholders dividends declared and all other monies owing by the Bank in respect of such shares. The receiving agents appointed by the Bank shall satisfy the relevant requirements of the laws of the place and relevant regulations of the stock exchange where the Bank's shares are listed. The receiving agents appointed on behalf of the holders of foreign investment shares listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.	**Article 247** The Bank shall appoint receiving agents on behalf of the holders of ~~foreign investment~~ **H** shares who shall receive on behalf of such shareholders dividends declared and all other monies owing by the Bank in respect of such shares. The receiving agents appointed by the Bank shall satisfy the relevant requirements of the laws of the place and relevant regulations of the stock exchange where the Bank's shares are listed. The receiving agents appointed on behalf of the holders of ~~foreign investment~~ **H** shares listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

NO.	Original Articles	Amended Articles
214	**Article 290** The appointment of an accounting firm for annual auditing and the asset and capital verification shall be decided upon by the shareholders' general meeting.	**Article 255** The appointment of an accounting firm for annual auditing ~~and the asset and capital verification~~ shall be decided upon by the ~~shareholders'~~ general meeting.
215	**Article 291** If a vacancy of the position of accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting. However, if there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve.	**Article 256** If a vacancy of the position of accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a ~~shareholders'~~ general meeting. However, if there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve.
216	**Article 295** The remuneration of the accounting firm or the ways to determine the remuneration of the accounting firm shall be determined by the shareholders' general meeting.	**Article 260** The remuneration of the accounting firm or the ways to determine the remuneration of the accounting firm shall be determined by the ~~shareholders'~~ general meeting.
217	**Article 296** The appointment, dismissal or non-reappointment of an accounting firm shall be decided upon by the shareholders' general meeting and reported to the securities regulatory authorities of the State Council for filing. In case of dismissal or non-reappointment of accounting firm of the Bank, a fifteen-day prior notice shall be given to the accounting firm. The accounting firm should be allowed to make representations when the general meeting conduct a vote on the dismissal of the accounting firm. If the shareholders' general meeting passes a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied: (1) before sending out notice of a shareholders' general meeting, the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged, to leave its post, or that has left its post in the relevant accounting year. Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.	**Article 261** The appointment, dismissal or non-reappointment of an accounting firm shall be decided upon by the ~~shareholders'~~ general meeting and reported to the securities regulatory authorities of the State Council for filing. In case of dismissal or non-reappointment of accounting firm of the Bank, a fifteen-day prior notice shall be given to the accounting firm. The accounting firm should be allowed to make representations when the general meeting conduct a vote on the dismissal of the accounting firm. If the ~~shareholders'~~ general meeting passes a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied: (1) before sending out notice of a ~~shareholders'~~ general meeting, the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged, to leave its post, or that has left its post in the relevant accounting year. Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.

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

NO.	Original Articles	Amended Articles
218	**Article 297** Where an accounting firm tenders its resignation, it shall explain to the shareholders' general meeting whether there is any irregularity in the Bank. An accounting firm may resign its office by depositing at the Bank's registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain any one of the followings: (1) a statement to the effect that there are no circumstances related with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Bank; (2) a statement about any circumstances that shall be disclosed. The Bank shall, within fourteen days after receiving the aforesaid written notice, send a copy of the notice to the relevant regulatory authorities. If the notice contained a statement referred to in the above item (2), the Bank shall also deposit a copy of the said statement in the Bank for the shareholders' review. Unless otherwise stipulated by the Articles of Association, the Bank shall send by prepaid mail a copy of the statement mentioned above to each shareholder who is entitled to obtain the financial statements of the Bank, and the address of the recipient shall be that recorded in the register of shareholders; or according to the applicable laws, regulations, regulatory provisions and Hong Kong Listing Rules, during the above-mentioned period, publish such copy of the statement through the website of the stock exchange of the place where the Bank's securities are listed, or publish such copy of the statement in one or more newspaper specified by such stock exchange website and by the Articles of Association. If the accounting firm's notice of resignation contains any statement about circumstances that shall be disclosed, the accounting firm may request that the Board of Directors convene an extraordinary general meeting for the purpose of receiving an explanation of the circumstances in connection with its resignation.	**Article 262** Where an accounting firm tenders its resignation, it shall explain to the ~~shareholders'~~ general meeting whether there is any irregularity in the Bank. An accounting firm may resign its office by depositing at the Bank's registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain any one of the followings: (1) a statement to the effect that there are no circumstances related with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Bank; (2) a statement about any circumstances that shall be disclosed. The Bank shall, within fourteen days after receiving the aforesaid written notice, send a copy of the notice to the relevant regulatory authorities. If the notice contained a statement referred to in the above item (2), the Bank shall also deposit a copy of the said statement in the Bank for the shareholders' review. Unless otherwise stipulated by the Articles of Association, the Bank shall send by prepaid mail a copy of the statement mentioned above to each shareholder who is entitled to obtain the financial statements of the Bank, and the address of the recipient shall be that recorded in the register of shareholders; or according to the applicable laws, regulations, regulatory provisions and Hong Kong Listing Rules, during the above-mentioned period, publish such copy of the statement through the website of the stock exchange of the place where the Bank's securities are listed, or publish such copy of the statement in one or more newspaper specified by such stock exchange website and by the Articles of Association. If the accounting firm's notice of resignation contains any statement about circumstances that shall be disclosed, the accounting firm may request that the Board of Directors convene an extraordinary general meeting for the purpose of receiving an explanation of the circumstances in connection with its resignation.

NO.	Original Articles	Amended Articles
219	CHAPTER 14 NOTICES AND ANNOUNCEMENTS **Article 298** The notices shall be given in one or more of the following ways: (1) by hand; (2) by post; (3) by oral notice, phone, fax or email; (4) subject to the compliance with the laws, regulations, regulatory requirements, the listing rules of the jurisdiction in which the Bank's securities are listed and the Articles of Association, by way of posting on the website designated by the Bank and the stock exchange; (5) by way of media announcement or disclosure from the website of the Bank or posting at branches; (6) given by any other means as may be agreed upon by the Bank and the addressee or as may be accepted by the addressee after receiving a notice; (7) given by any other means recognized by the relevant regulatory authority of the jurisdiction in which the Bank's securities are listed or provided in the Articles of Association. In respect of any corporate communications provided or delivered to H class shareholders by the Bank in accordance with the requirements of the Hong Kong Listing Rules, the Bank may, subject to the laws and regulations and the listing rules of the jurisdiction in which the Bank's securities are listed and the Articles of Association, provide or deliver corporate communications to H class shareholders through the website designated by the Bank and/or the website of Hong Kong Stock Exchange or via electronic means.	CHAPTER 1~~4~~3 NOTICES AND ANNOUNCEMENTS **Article 263** The notices shall be given in one or more of the following ways: (1) by hand; (2) by post; (3) by oral notice, phone, fax or email; (4) subject to the compliance with the laws, regulations, regulatory requirements, the listing rules of the jurisdiction in which the Bank's securities are listed and the Articles of Association, by way of posting on the website designated by the Bank and the stock exchange; (5) by way of ~~media~~ announcement ~~or disclosure from the website of the Bank or posting at branches~~; (6) given by any other means as may be agreed upon by the Bank and the addressee or as may be accepted by the addressee after receiving a notice; (7) given by any other means recognized by the relevant regulatory authority of the jurisdiction in which the Bank's securities are listed or provided in the Articles of Association. In respect of any corporate communications provided or delivered to H class shareholders by the Bank in accordance with the requirements of the Hong Kong Listing Rules, the Bank may, subject to the laws and regulations and the listing rules of the jurisdiction in which the Bank's securities are listed and the Articles of Association, provide or deliver corporate communications to H class shareholders through the website designated by the Bank and/or the website of Hong Kong Stock Exchange or via electronic means.

NO.	Original Articles	Amended Articles
220	**Article 299** Where a notice of the Bank is delivered by hand, the recipient shall acknowledge receipt by signing (or sealing) the delivery receipt, and the date on which the recipient or its proxy signs the delivery receipt shall be the delivery date; where a notice of the Bank is sent by mail, the delivery date shall be fifth working days after such notice is delivered to the post office; where a notice of the Bank is delivered by way of media announcement or disclosure from the website of the Bank or posting at branches, the delivery date shall be the date on which the announcement is firstly published or delivered by way of media announcement or disclosure from the website of the Bank or posting at branches; where a notice of the Bank is given by phone or oral notice, the delivery date shall be the date of notice; where a notice of the Bank is given by email or fax, the delivery date shall be the date of sending the email of fax.	**Article 264** Where a notice of the Bank is delivered by hand, the recipient shall acknowledge receipt by signing (or sealing) the delivery receipt, and the date on which the recipient or its proxy signs the delivery receipt shall be the delivery date; where a notice of the Bank is sent by mail, the delivery date shall be fifth working days after such notice is delivered to the post office; where a notice of the Bank is delivered by way of ~~media announcement or disclosure from the website of the Bank or posting at branches~~ **announcement**, the delivery date shall be the date on which the announcement is firstly published ~~or delivered by way of media announcement or disclosure from the website of the Bank or posting at branches~~; where a notice of the Bank is given by phone or oral notice, the delivery date shall be the date of notice; where a notice of the Bank is given by email or fax, the delivery date shall be the date of sending the email of fax.
221	**Article 301** The notice in respect of convening a shareholders' general meeting shall be delivered by way of media announcement or disclosure from the website of the Bank or posting at branches.	**Article 266** The notice in respect of convening a ~~shareholders'~~ general meeting shall be delivered by way of ~~media~~ announcement ~~or disclosure from the website of the Bank or posting at branches~~.
222	**Article 303** The notice in respect of convening a meeting of the Board of Supervisors shall be delivered by hand, post, phone, fax, email or other methods agreed by the Board of Supervisors.	~~**Article 303** The notice in respect of convening a meeting of the Board of Supervisors shall be delivered by hand, post, phone, fax, email or other methods agreed by the Board of Supervisors.~~

NO.	Original Articles	Amended Articles
223	**Article 306** The Bank shall send announcements and disclose information to the shareholders of domestic shares in newspapers and websites for information disclosure specified by the laws, regulations or relevant domestic regulatory authorities. Where announcements are to be sent to the shareholders of overseas listed shares in accordance with the relevant requirements, then relevant announcements shall, at the same time, be published in the methods specified by the Hong Kong Listing Rules. The disclosure made by the Bank on other public media shall not be earlier than that made on designated newspapers and websites, and news notices or question and answer session shall not be used as an alternative of the announcements of the Bank. The Board of Directors are entitled to change the newspapers designated for the posting of announcements, but they must ensure that the designated newspapers fulfil the qualification and conditions required by relevant laws, regulations, regulatory requirements and stock exchanges.	**Article 270** The Bank shall send announcements and disclose information to the shareholders of domestic shares in newspapers and websites for information disclosure specified by the laws, regulations or relevant domestic regulatory authorities. Where announcements are to be sent to the **H** shareholders ~~of overseas listed shares~~ in accordance with the relevant requirements, then relevant announcements shall, at the same time, be published in the methods specified by the Hong Kong Listing Rules. The disclosure made by the Bank on other public media shall not be earlier than that made on designated newspapers and websites, and news notices or question and answer session shall not be used as an alternative of the announcements of the Bank. The Board of Directors are entitled to change the newspapers designated for the posting of announcements, but they must ensure that the designated newspapers fulfil the qualification and conditions required by relevant laws, regulations, regulatory requirements and stock exchanges.

NO.	Original Articles	Amended Articles
224	CHAPTER 15 MERGERS, DIVISION, DISSOLUTION AND LIQUIDATION Section 1 Mergers and Division **Article 307** Upon the approval by the banking regulatory authorities under the State Council, the Bank may implement the merger and division in accordance with the laws. The merger taken by the Bank may be in the form of merger by absorption or merger by the establishment of a new company. A merger by absorption refers to the situation where a company absorbs another company and the absorbed company is dissolved. A merger by the establishment of a new company refers to the situation where two or more companies merge and establish a new company and all of the parties to the merger are dissolved.	CHAPTER 1~~5~~**4** MERGERS, DIVISION, DISSOLUTION AND LIQUIDATION Section 1 Mergers and Division **Article 271** Upon the approval by the banking regulatory authorities under the State Council, the Bank may implement the merger and division in accordance with the laws. The merger taken by the Bank may be in the form of merger by absorption or merger by the establishment of a new company. A merger by absorption refers to the situation where a company absorbs another company and the absorbed company is dissolved. A merger by the establishment of a new company refers to the situation where two or more companies merge and establish a new company and all of the parties to the merger are dissolved. **Where the Bank merges with a company in which it holds more than ninety percent of the equity interest, the company being merged shall not be required to pass a resolution at the general meeting, but shall notify the other shareholders thereof, and such other shareholders shall be entitled to request the company to acquire their equity interests or shares at a reasonable price.** **Where the consideration paid by the Bank for a merger does not exceed ten percent of the net assets of the Bank, the merger may be effected without a resolution at the general meeting.** **Where the Bank effects a merger without a resolution at the general meeting in accordance with the provisions of the preceding two paragraphs, such merger shall be subject to a resolution of the Board of Directors.**

NO.	Original Articles	Amended Articles
225	**Article 308** For a merger or division of the Bank, the Board of Directors shall put forward a proposal, and the formalities for approval shall be handled in accordance with the law after the proposal has complied with the procedures specified in the Articles of Association. The shareholders who oppose the Bank's merger or division plans have the right to ask the Bank or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The contents of the resolution on the merger or division of the Bank shall be made into special document, which shall be available for inspection by shareholders. The aforementioned documents shall be served by mail to the shareholders of overseas listed foreign shares.	**Article 272** For a merger or division of the Bank, the Board of Directors shall put forward a proposal, and the formalities for approval shall be handled in accordance with the law after the proposal has complied with the procedures specified in the Articles of Association. The shareholders who oppose the Bank's merger or division plans have the right to ask the Bank or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The contents of the resolution on the merger or division of the Bank shall be made into special document, which shall be available for inspection by shareholders. The aforementioned documents shall be served by mail to the **H** shareholders ~~of overseas listed foreign shares~~.
226	**Article 309** For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement in thirty days in the newspapers designated by the Bank for publishing announcements. The creditors shall within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provides a corresponding guarantee for repayment.	**Article 273** For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement in thirty days in the newspapers designated by the Bank for publishing announcements **or the National Enterprise Credit Information Publicity System**. The creditors shall within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provides a corresponding guarantee for repayment.
227	**Article 310** After the merger of the Bank, the entity surviving the merger or the new entity established after the merger shall assume the claims and debts of the parties to the merger.	**Article 274** After the merger of the Bank, the entity surviving the merger or the new entity established after the merger shall assume the claims and debts of the parties to the merger.

NO.	Original Articles	Amended Articles
228	**Article 311** Where the Bank proceeds into a division, its assets shall be divided accordingly. Where there is a division of the Bank, the parties to the division shall execute a division agreement and prepare a balance sheet and assets list. The Bank shall inform the creditors within ten days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement within thirty days in newspapers.	**Article 275** Where the Bank proceeds into a division, its assets shall be divided accordingly. Where there is a division of the Bank, ~~the parties to the division shall execute a division agreement and~~ **it shall** prepare a balance sheet and assets list. The Bank shall inform the creditors within ten days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement within thirty days in newspapers **or the National Enterprise Credit Information Publicity System**.
229	Section 2 Dissolution and Liquidation **Article 314** The Bank shall be dissolved in any of the following circumstances: (1) expiry of the term of business operation of the Bank; (2) the shareholders' general meeting has resolved to dissolve our Bank; (3) merger or division of our Bank entails dissolution; (4) the Bank is declared insolvent according to the laws because the Bank fails to pay debts when they are due payable; (5) if the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled due to its breach of laws and administrative regulations; (6) the Bank is dissolved by the People's Court in response to the request of shareholders with shareholding representing no less than ten percent of the voting rights of all shareholders of the Bank, on the grounds that the operation of the Bank experiences serious difficulties that cannot be resolved through other means, rendering ongoing existence of the Bank a source of significant losses for shareholders. The dissolution of the Bank is subject to the approval of banking regulatory authority of the State Council.	Section 2 Dissolution and Liquidation **Article 278** The Bank shall be dissolved in any of the following circumstances: (1) expiry of the term of business operation of the Bank **as stipulated in the Articles of Association or any other dissolution cause stipulated in the Articles of Association**; (2) the ~~shareholders'~~ general meeting has resolved to dissolve our Bank; (3) merger or division of our Bank entails dissolution; ~~(4) the Bank is declared insolvent according to the laws because the Bank fails to pay debts when they are due payable;~~ (~~5~~**4**) if the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled ~~due to its breach of laws and administrative regulations~~; (~~6~~**5**) the Bank is dissolved by the People's Court in response to the request of shareholders with shareholding representing no less than ten percent of the voting rights ~~of all shareholders~~ of the Bank, on the grounds that the operation of the Bank experiences serious difficulties that cannot be resolved through other means, rendering ongoing existence of the Bank a source of significant losses for shareholders. **Where any dissolution cause specified in the preceding paragraph occurs to the Bank, it shall, within ten days, announce such dissolution cause through the National Enterprise Credit Information Publicity System.** The dissolution of the Bank is subject to the approval of banking regulatory authority of the State Council.

NO.	Original Articles	Amended Articles
230	**Article 315** Where the Bank is dissolved pursuant to items (2), or (6) of Article 314 of the Articles of Association, the Bank shall establish a liquidation group within fifteen days upon the approval of the banking regulatory authorities under the State Council and the members of the liquidation group shall be determined by the shareholders' general meeting by way of an ordinary resolution. Where the Bank is dissolved pursuant to item (4) above, a liquidation group shall be established by the people's court pursuant to the relevant laws, and the group may comprise representatives from the banking regulatory authorities under the State Council, shareholders, related agencies and professionals. If the Bank fails to establish a liquidation group on time, creditors may request the people's court to designate certain persons to form a liquidation group to perform liquidation. Where the Bank is dissolved pursuant to item (5) above, a liquidation group shall be established by the banking regulatory authorities under the State Council to perform liquidation, and the group may comprise the shareholders, related agencies and professionals.	**Article 279** Where the Bank is dissolved pursuant to items (2), or ~~(6)~~**(5)** of Article ~~314~~**278** of the Articles of Association, the Bank shall establish a liquidation group within fifteen days upon the approval of the banking regulatory authorities under the State Council and the members of the liquidation group shall be determined by the ~~shareholders'~~ general meeting by way of an ordinary resolution. Where the Bank is dissolved pursuant to item (4) ~~above~~ **of Article 278**, a liquidation group shall be established by the people's court pursuant to the relevant laws, and the group may comprise representatives from the banking regulatory authorities under the State Council, shareholders, related agencies and professionals. If the Bank fails to establish a liquidation group on time, ~~creditors~~ **interested parties** may request the people's court to designate certain persons to form a liquidation group to perform liquidation. Where the Bank is dissolved pursuant to item (5) ~~above~~ **of Article 278**, a liquidation group shall be established by the banking regulatory authorities under the State Council to perform liquidation, and the group may comprise the shareholders, related agencies and professionals.
231	**Article 316** If the Board of Directors decides to liquidate the Bank (save for liquidation when our Bank is declared bankrupt), the notice of shareholders' general meeting to be held therefor shall contain a statement that the Board of Directors has made thorough investigation on the conditions of the Bank and that the Bank may repay all the debts within twelve months after commencement of liquidation. After the resolution on liquidation is adopted at the shareholders' general meeting, the functions and powers of the Board of Directors shall cease forthwith. The liquidation group shall report to the shareholders' general meeting at least once a year about the revenues and expenses of the liquidation group, the businesses of the Bank and the progress of the liquidation, and shall deliver a final report to the shareholders' general meeting at the end of liquidation according to the instruction of the shareholders' general meeting.	**Article 280** If the Board of Directors decides to liquidate the Bank (save for liquidation when our Bank is declared bankrupt), the notice of ~~shareholders'~~ general meeting to be held therefor shall contain a statement that the Board of Directors has made thorough investigation on the conditions of the Bank and that the Bank may repay all the debts within twelve months after commencement of liquidation. After the resolution on liquidation is adopted at the ~~shareholders'~~ general meeting, the functions and powers of the Board of Directors shall cease forthwith. The liquidation group shall report to the ~~shareholders'~~ general meeting at least once a year about the revenues and expenses of the liquidation group, the businesses of the Bank and the progress of the liquidation, and shall deliver a final report to the ~~shareholders'~~ general meeting at the end of liquidation according to the instruction of the ~~shareholders'~~ general meeting.

NO.	Original Articles	Amended Articles
232	**Article 317** The liquidation group may exercise following functions and powers during the liquidation: (1) to liquidate the assets of the Bank and prepare a balance sheet and an inventory of assets; (2) to notify the creditors or publish announcements; (3) to deal with any outstanding business of the Bank that relates to the liquidation; (4) to pay any overdue tax together with any tax arising during the liquidation process; (5) to settle financial claims and liabilities; (6) to handle the Bank's remaining assets after its debts have been paid off; (7) to represent the Bank in any civil procedures.	**Article 281** The liquidation group may exercise following functions and powers during the liquidation: (1) to liquidate the assets of the Bank and prepare a balance sheet and an inventory of assets; (2) to notify the creditors or publish announcements; (3) to deal with any outstanding business of the Bank that relates to the liquidation; (4) to pay any overdue tax together with any tax arising during the liquidation process; (5) to settle financial claims and liabilities; (6) to ~~handle~~ **allocate** the Bank's remaining assets after its debts have been paid off; (7) to represent the Bank in any civil procedures.
233	**Article 318** The liquidation group shall notify creditors within ten days of its establishment, and publish an announcement in newspapers within sixty days. A creditor shall lodge his claim with the liquidation group within thirty days of receipt of the notification or within forty-five days of the date of the announcement if he has not received any notification. A creditor shall, in making his claim, state all matters relevant to his creditor's rights and furnish relevant evidence. The liquidation group shall register such creditor's rights. The liquidation group shall not make any settlement to creditors during the period of the claim.	**Article 282** The liquidation group shall notify creditors within ten days of its establishment, and publish an announcement in newspapers **or the National Enterprise Credit Information Publicity System** within sixty days. A creditor shall lodge his claim with the liquidation group within thirty days of receipt of the notification or within forty-five days of the date of the announcement if he has not received any notification. A creditor shall, in making his claim, state all matters relevant to his creditor's rights and furnish relevant evidence. The liquidation group shall register such creditor's rights. The liquidation group shall not make any settlement to creditors during the period of the claim.

NO.	Original Articles	Amended Articles
234	**Article 319** Upon disposal of the Bank's property and preparation of the required balance sheet and inventory of assets, the liquidation group shall draw up a liquidation plan and submit this plan to a shareholders' general meeting or the people's court for endorsement. The remaining assets of the Bank, after payment of liquidation expenses, employee wages, social insurance expenses and statutory compensation, outstanding taxes and the Bank's debts, shall be distributed to shareholders according to the classes and proportion of the shares held by them. The Bank shall continue to exist during the liquidation period, although it cannot engage in operating activities that are not related to the liquidation. The Bank's property shall not be distributed to shareholders before repayments are made in accordance with the requirements described above.	**Article 283** Upon disposal of the Bank's property and preparation of the required balance sheet and inventory of assets, the liquidation group shall draw up a liquidation plan and submit this plan to a ~~shareholders'~~ general meeting or the people's court for endorsement. The remaining assets of the Bank, after payment of liquidation expenses, employee wages, social insurance expenses and statutory compensation, outstanding taxes and the Bank's debts, shall be distributed to shareholders according to the classes and proportion of the shares held by them. The Bank shall continue to exist during the liquidation period, although it cannot engage in operating activities that are not related to the liquidation. The Bank's property shall not be distributed to shareholders before repayments are made in accordance with the requirements described above.
235	**Article 320** Upon liquidation of the Bank's property and preparation of the required balance sheet and inventory of assets, if the liquidation group becomes aware that the Bank does not have sufficient assets to meet its liabilities, it must apply to a people's court for a declaration of bankruptcy in accordance with the laws. Following such declaration by the people's court, the liquidation group shall hand over the administration of the liquidation to the people's court.	**Article 284** Upon liquidation of the Bank's property and preparation of the required balance sheet and inventory of assets, if the liquidation group becomes aware that the Bank does not have sufficient assets to meet its liabilities, it must apply to a people's court for a declaration of bankruptcy in accordance with the laws. Following such declaration by the people's court, the liquidation group shall hand over the administration of the liquidation to **the bankruptcy administrator designated by** the people's court.
236	**Article 321** Following the completion of liquidation, the liquidation group shall prepare a liquidation report, income and expenditure statement and financial books of accounts in respect of the liquidation period, and, upon verification by a PRC certified public accountant, submit the same to the shareholders' general meeting or the relevant regulatory authorities for confirmation. Within thirty days from the date of confirmation from the shareholders' general meeting or the relevant regulatory authorities, the liquidation group shall submit the documents mentioned above to the company registration authority, apply for cancellation of the Bank's registration and make an announcement of the closure of the Bank.	**Article 285** Following the completion of liquidation, the liquidation group shall prepare a liquidation report, income and expenditure statement and financial books of accounts in respect of the liquidation period, and, upon verification by a PRC certified public accountant, submit the same to the ~~shareholders'~~ general meeting or the relevant regulatory authorities for confirmation. Within thirty days from the date of confirmation from the ~~shareholders'~~ general meeting or the relevant regulatory authorities, the liquidation group shall submit the documents mentioned above to the company registration authority, **and** apply for cancellation of the Bank's registration ~~and make an announcement of the closure of the Bank~~.

NO.	Original Articles	Amended Articles
237	CHAPTER 16 AMENDMENTS TO THE ARTICLES OF ASSOCIATION **Article 325** The Bank may amend the Articles of Association in accordance with the laws, regulations, regulatory requirements and the provisions herein. The Bank shall amend the Articles of Association if any of the following circumstances occur: (1) If, after the Company Law, Commercial Bank Law or other relevant laws and regulations are amended, any term contained in the Articles of Association becomes inconsistent with the provisions of the amended laws and administrative regulations; (2) If a change in the Bank's circumstances results in inconsistency with certain terms specified in the Articles of Association; (3) If the shareholders' general meeting adopts a resolution to amend the Articles of Association.	CHAPTER 1~~6~~**5** AMENDMENTS TO THE ARTICLES OF ASSOCIATION **Article 289** The Bank may amend the Articles of Association in accordance with the laws, regulations, regulatory requirements and the provisions herein. The Bank shall amend the Articles of Association if any of the following circumstances occur: (1) If, after the Company Law, Commercial Bank Law or other relevant laws and regulations are amended, any term contained in the Articles of Association becomes inconsistent with the provisions of the amended laws and administrative regulations; (2) If a change in the Bank's circumstances results in inconsistency with certain terms specified in the Articles of Association; (3) If the ~~shareholders'~~ general meeting adopts a resolution to amend the Articles of Association.
238	**Article 326** Any amendments to be made to the Articles of Association pursuant to a resolution of the shareholders' general meeting shall be subject to the approval of the banking regulatory authorities under the State Council. The amendment involving matters of company registration must be registered with the relevant authority in accordance with applicable laws.	**Article 290** Any amendments to be made to the Articles of Association pursuant to a resolution of the ~~shareholders'~~ general meeting shall be subject to the approval of the banking regulatory authorities under the State Council. The amendment involving matters of company registration must be registered with the relevant authority in accordance with applicable laws.
239	**Article 327** The Board of Directors shall amend the Articles of Association according to the resolutions on amending the Articles of Association passed at a shareholders' general meeting and the approval opinions of the relevant regulatory authorities.	**Article 291** The Board of Directors shall amend the Articles of Association according to the resolutions on amending the Articles of Association passed at a ~~shareholders'~~ general meeting and the approval opinions of the relevant regulatory authorities.

NO.	Original Articles	Amended Articles
240	CHAPTER 17 RESOLUTION OF DISPUTES **Article 329** Whenever any disputes or claims arise between holders of the overseas listed foreign shares and the Company, holders of the overseas listed foreign shares and the directors, supervisors, presidents or other members of the senior management, or holders of the overseas listed foreign shares and holders of domestic shares, which are based on the Articles of Association or any rights or obligations under relevant laws and administrative regulations concerning the affairs of the Company, and the competent securities regulatory authorities under the State Council have not reached an understanding or entered into any agreement with overseas securities regulatory agencies in respect of the disputes settlement methods, the parties concerned may resolve such disputes or claims in accordance with laws and administrative regulations, or other methods as agreed by both parties. The Bank shall act according to the following principles to settle disputes: (1) whenever any disputes or claims arise between holders of the overseas listed foreign shares and the Bank, holders of the overseas listed foreign shares and the Bank's directors, supervisors, members of the senior management, or holders of the overseas listed foreign shares and holders of domestic shares, which are based on the Articles of Association, the PRC Company Law or any rights or obligations under other relevant laws and administrative regulations concerning the affairs of the Bank, such disputes or claims shall be referred by relevant parties to arbitration. Where a dispute or claim of rights above mentioned is referred to arbitration, the entire claim or dispute must be referred to arbitration and any person being the Bank or a shareholder, director, supervisor, or other senior management of the Bank who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration. Disputes in relation to the identification of shareholders and disputes in relation to the register of shareholders need not be referred to arbitration.	CHAPTER 1~~7~~**6** RESOLUTION OF DISPUTES **Article 293** Whenever any disputes or claims arise between holders of ~~the overseas listed foreign~~ **H** shares and the Company, holders of ~~the overseas listed foreign~~ **H** shares and the directors, ~~supervisors,~~ presidents or other members of the senior management, or holders of the overseas listed foreign shares and holders of domestic shares, which are based on the Articles of Association or any rights or obligations under relevant laws and administrative regulations concerning the affairs of the Company, and the competent securities regulatory authorities under the State Council have not reached an understanding or entered into any agreement with overseas securities regulatory agencies in respect of the disputes settlement methods, the parties concerned may resolve such disputes or claims in accordance with laws and administrative regulations, or other methods as agreed by both parties. The Bank shall act according to the following principles to settle disputes: (1) whenever any disputes or claims arise between holders of ~~the overseas listed foreign~~ **H** shares and the Bank, holders of ~~the overseas listed foreign~~ **H** shares and the Bank's directors, ~~supervisors,~~ members of the senior management, or holders of the overseas listed foreign shares and holders of domestic shares, which are based on the Articles of Association, the PRC Company Law or any rights or obligations under other relevant laws and administrative regulations concerning the affairs of the Bank, such disputes or claims shall be referred by relevant parties to arbitration. Where a dispute or claim of rights above mentioned is referred to arbitration, the entire claim or dispute must be referred to arbitration and any person being the Bank or a shareholder, director~~, supervisor,~~ or other senior management of the Bank who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration. Disputes in relation to the identification of shareholders and disputes in relation to the register of shareholders need not be referred to arbitration.

NO.	Original Articles	Amended Articles
	(2) a claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects arbitration at Hong Kong International Arbitration Center, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center. (3) if any disputes or claims of rights in above-mentioned subparagraph (1) are referred to arbitration, the laws of the PRC shall apply, save as otherwise provided in the laws, regulations and regulatory provisions. (4) the award of an arbitration body shall be final and binding on all parties.	(2) a claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects arbitration at Hong Kong International Arbitration Center, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center. (3) if any disputes or claims of rights in above-mentioned subparagraph (1) are referred to arbitration, the laws of the PRC shall apply, save as otherwise provided in the laws, regulations and regulatory provisions. (4) the award of an arbitration body shall be final and binding on all parties.
241	CHAPTER 18 SPECIAL PROVISIONS ON PREFERENCE SHARES **Article 330** Unless otherwise specified in laws, administrative regulations, departmental regulations, regulations of the securities regulatory authorities in the place where the shares of the Bank are listed or the Articles of Association, the rights and obligations of holders of preference shares and management of preference shares shall be governed by the provisions relating to ordinary shares (including H shares) in the Articles of Association.	CHAPTER 1**8**7 SPECIAL PROVISIONS ON PREFERENCE SHARES **Article 294** Unless otherwise specified in laws, administrative regulations, departmental regulations, regulations of the securities regulatory authorities in the place where the shares of the Bank are listed or the Articles of Association, the rights and obligations of holders of preference shares and management of preference shares shall be governed by the provisions relating to ordinary shares (including H shares) in the Articles of Association.

NO.	Original Articles	Amended Articles
242	**Article 334** Holders of preference share of the Bank shall enjoy the following rights: (1) to receive distribution of dividends in priority to ordinary shareholders; (2) to receive distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders; (3) upon the occurrence of the circumstances provided in Article 336, to attend and vote at shareholders' general meetings; (4) upon the occurrence of the circumstances provided in Article 337, to have its voting rights restored in accordance with the requirements of that Article; (5) to make proposals or inquiries in relation to the business operations and activities of the Bank; (6) to inspect the Articles of Association, register of shareholders, record of bondholders, minutes of shareholders' general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors and financial reports; (7) other rights conferred to holders of preference share by laws, administrative regulations, department rules and the Articles of Association.	**Article 298** Holders of preference share of the Bank shall enjoy the following rights: (1) to receive distribution of dividends in priority to ordinary shareholders; (2) to receive distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders; (3) upon the occurrence of the circumstances provided in Article ~~336~~**300**, to attend and vote at ~~shareholders'~~ general meetings; (4) upon the occurrence of the circumstances provided in Article ~~337~~**301**, to have its voting rights restored in accordance with the requirements of that Article; (5) to make proposals or inquiries in relation to the business operations and activities of the Bank; (6) to inspect the Articles of Association, register of shareholders, record of bondholders, minutes of ~~shareholders'~~ general meetings, resolutions of meetings of the Board of Directors~~, resolutions of meetings of the Board of Supervisors~~ and financial reports; (7) other rights conferred to holders of preference share by laws, administrative regulations, department rules and the Articles of Association.

NO.	Original Articles	Amended Articles
243	**Article 335** Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following: (1) a request to convene an extraordinary general meeting of shareholders; (2) a request to convene and preside over a shareholders' general meeting; (3) a request to submit a proposal or an interim proposal to a general meeting of shareholders; (4) a request to nominate the directors and supervisors who are not staff representatives of the Bank; (5) identifying controlling shareholder(s) according to the relevant provisions of the Articles of Association; (6) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of the Articles of Association; (7) identifying the 10 largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding more than five percent of the shares of the Bank in accordance with the Securities Law and relevant regulations; and (8) other circumstances provided under laws, administrative regulations, department rules and the Articles of Association.	**Article 299** Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following: (1) a request to convene an extraordinary general meeting of shareholders; (2) a request to convene and preside over a ~~shareholders'~~ general meeting; (3) a request to submit a proposal or an interim proposal to a general meeting of shareholders; (4) a request to nominate the directors ~~and supervisors~~ who are not staff representatives of the Bank; (5) identifying controlling shareholder(s) according to the relevant provisions of the Articles of Association; (6) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of the Articles of Association; (7) identifying the 10 largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding more than five percent of the shares of the Bank in accordance with the Securities Law and relevant regulations; and (8) other circumstances provided under laws, administrative regulations, department rules and the Articles of Association.

NO.	Original Articles	Amended Articles
244	**Article 336** The holders of preference share are not entitled to attend any shareholders' general meeting of the Bank, nor do the preference shares carry voting rights in any shareholders' general meeting other than in the following circumstances: (1) amendments to the Articles of Association that relate to preference shares; (2) reduction of the registered capital of the Bank by more than ten percent on a single or aggregate basis; (3) merger, division, dissolution or change of corporate form of the Bank; (4) issuance of preference shares by the Bank; and (5) other events specified in laws, administrative regulations and department rules and the Articles of Association. On the occurrence of any of the above matters, the Bank shall notify holders of preference shares of the shareholders' general meeting and follow the notice procedures to ordinary shareholders as provided under the Articles of Association. The holders of preference shares are entitled to vote at a separate class meeting with respect to the above matters and each preference share shall have one vote (preference shares held by the Bank do not entitle the Bank to vote). Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including holders of preference shares with restored voting rights) and by more than two thirds of the votes held by holders of preference shares present at the meeting (excluding holders of preference shares with restored voting rights).	**Article 300** The holders of preference share are not entitled to attend any ~~shareholders'~~ general meeting of the Bank, nor do the preference shares carry voting rights in any ~~shareholders'~~ general meeting other than in the following circumstances: (1) amendments to the Articles of Association that relate to preference shares; (2) reduction of the registered capital of the Bank by more than ten percent on a single or aggregate basis; (3) merger, division, dissolution or change of corporate form of the Bank; (4) issuance of preference shares by the Bank; and (5) other events specified in laws, administrative regulations and department rules and the Articles of Association. On the occurrence of any of the above matters, the Bank shall notify holders of preference shares of the ~~shareholders'~~ general meeting and follow the notice procedures to ordinary shareholders as provided under the Articles of Association. The holders of preference shares are entitled to vote at a separate class meeting with respect to the above matters and each preference share shall have one vote (preference shares held by the Bank do not entitle the Bank to vote). Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including holders of preference shares with restored voting rights) and by more than two thirds of the votes held by holders of preference shares present at the meeting (excluding holders of preference shares with restored voting rights).

NO.	Original Articles	Amended Articles
245	CHAPTER 19 MISCELLANEOUS **Article 340** Interpretation (1) A "Controlling Shareholder" shall mean shareholders whose shares account for more than fifty percent of the Bank's total share capital, or shareholders who hold less than fifty percent of the shares, but whose voting rights are sufficient to exercise significant influence on the resolutions of the general meeting. Or shall mean any shareholder who meets any one of the following conditions: (i) such shareholder acting alone or together with other shareholders may elect more than half of the directors; (ii) such shareholder acting alone or together with other shareholders may exercise more than thirty percent of the voting rights in the Bank or control the exercise of more than thirty percent of the voting rights in the Bank; (iii) such shareholder acting alone or together with other shareholders holds more than thirty percent of the issued and outstanding shares with voting rights of the Bank; (iv) such shareholder acting alone or together with other shareholders may in fact control the Bank by any other means. (2) "Major Shareholders" refer to shareholders of the Bank who meet one of the following conditions: (i) holds more than ten percent of the shares of the Bank; (ii) actually holds the most shares of the Bank, and the shareholding ratio is not less than five percent (including shareholders with the same number of shares); (iii) nominates two or more directors; (iv) the Board views that he/she has a controlling influence on the operation and management of the Bank;	CHAPTER 19**8** MISCELLANEOUS **Article 304** Interpretation (1) A "Controlling Shareholder" shall mean shareholders whose shares account for more than fifty percent of the Bank's total share capital, or shareholders who hold less than fifty percent of the shares, but whose voting rights are sufficient to exercise significant influence on the resolutions of the general meeting. Or shall mean any shareholder who meets any one of the following conditions: (i) such shareholder acting alone or together with other shareholders may elect more than half of the directors; (ii) such shareholder acting alone or together with other shareholders may exercise more than thirty percent of the voting rights in the Bank or control the exercise of more than thirty percent of the voting rights in the Bank; (iii) such shareholder acting alone or together with other shareholders holds more than thirty percent of the issued and outstanding shares with voting rights of the Bank; (iv) such shareholder acting alone or together with other shareholders may in fact control the Bank by any other means. (2) "Major Shareholders" refer to shareholders of the Bank who meet one of the following conditions: (i) holds more than ten percent of the shares of the Bank; (ii) actually holds the most shares of the Bank, and the shareholding ratio is not less than five percent (including shareholders with the same number of shares); (iii) nominates two or more directors; (iv) the Board views that he/she has a controlling influence on the operation and management of the Bank;

NO.	Original Articles	Amended Articles
	(v) other circumstances as determined by the China Banking and Insurance Regulatory Commission or its dispatched institutions. The shareholding ratio of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis. If the shareholding ratio meets the above requirements in aggregate, the relevant shareholders shall be regarded as major shareholders for management. (3) "Substantial Shareholders" refer to shareholders who hold or control more than five percent of the shares or voting rights of the Bank, or hold less than five percent of the total capital or total shares but have a significant impact on the decisionmaking of the Bank. The shareholding ratio of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis. (4) The "significant impact" in the preceding paragraph include but not limited to the nomination or accreditation of directors, supervisors or senior management in the Bank, and affects the financial and management decisions of the Bank through agreements or other means and other circumstances as determined by the regulatory authorities. Regulatory authorities refer to the China Banking and Insurance Regulatory Commission and its dispatched institutions. (5) "De facto Controller" shall mean a person who, though not a shareholder of the Bank, is able to exercise de facto control over the Bank through investment relationships, agreement or other arrangements.	(v) other circumstances as determined by the China Banking and Insurance Regulatory Commission or its dispatched institutions. The shareholding ratio of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis. If the shareholding ratio meets the above requirements in aggregate, the relevant shareholders shall be regarded as major shareholders for management. (3) "Substantial Shareholders" refer to shareholders who hold or control more than five percent of the shares or voting rights of the Bank, or hold less than five percent of the total capital or total shares but have a significant impact on the decisionmaking of the Bank. The shareholding ratio of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis. (4) The "significant impact" in the preceding paragraph includes but not limited to the nomination or accreditation of directors~~,~~ ~~supervisors~~ or senior management in the Bank, and affects the financial and management decisions of the Bank through agreements or other means and other circumstances as determined by the regulatory authorities. Regulatory authorities refer to the~~ China Banking and Insurance Regulatory Commission~~ **banking regulatory authority of the State Council** and its dispatched institutions. (5) "De facto Controller" shall mean a person who~~, though not a shareholder of the Bank,~~ is able to exercise de facto control over the Bank through investment relationships, agreement or other arrangements.

NO.	Original Articles	Amended Articles
	(6) "Related Party" means a legal person or natural person identified as having a related relationship according to the regulatory provisions of the regulatory authority on related transactions. "Related Relation" means the relation between the Controlling Shareholder, De facto Controller, directors, supervisors, senior management officers, etc. of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Company. However, the relation between fellow state-controlled enterprises shall not be deemed as Related Relation merely because they are both controlled by the State. (7) "Concerted action" refers to the fact that an investor jointly enlarges the voting rights of a company's shares at his disposal with other investors through agreements and other arrangements. Investors who act in concert are concerted action person. (8) "Ultimate beneficiary" refers to those who actually enjoy the return of equity income of the Bank. (9) Total voting shares shall only include the total number of ordinary shares and preference shares with voting rights according to Article 336 of the Articles of Association and preference shares with restored voting rights according to Article 337 of the Articles of Association.	(6) "Related Party" means a legal person or natural person identified as having a related relationship according to the regulatory provisions of the regulatory authority on related transactions. "Related Relation" means the relation between the Controlling Shareholder, De facto Controller, directors, ~~supervisors,~~ senior management officers, etc. of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Company. However, the relation between fellow state-controlled enterprises shall not be deemed as Related Relation merely because they are both controlled by the State. (7) "Concerted action" refers to the fact that an investor jointly enlarges the voting rights of a company's shares at his disposal with other investors through agreements and other arrangements. Investors who act in concert are concerted action person. (8) "Ultimate beneficiary" refers to those who actually enjoy the return of equity income of the Bank. (9) Total voting shares shall only include the total number of ordinary shares and preference shares with voting rights according to Article 336 of the Articles of Association and preference shares with restored voting rights according to Article 337 of the Articles of Association.

NO.	Original Articles	Amended Articles
	(10) The circumstances in which the "corporate governance mechanism fails" include, but are not limited to: the failure of the Board to be constituted for more than one consecutive year; the failure of the Board to make effective resolutions due to prolonged conflicts among the Directors of the Bank and the failure of the Board to resolve the matter through a general meeting; the failure of the Bank to convene a general meeting for more than one consecutive year; the failure of the shareholders to vote at a general meeting in accordance with the law or the Articles of Association statutory or the proportion stipulated in the articles of association and cannot make an effective resolution at a shareholders' meeting for more than one year in a row; a proposal for a capital increase due to insufficient capital adequacy or solvency cannot be passed; the existing governance mechanism of the Bank cannot function properly resulting in serious difficulties in the operation and management of the Bank; and other circumstances as determined by the regulatory authorities. (11) "Physical Meeting" refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants; and "circulating written resolution" refers to a meeting at which resolutions are made by means of separate delivery of deliberations or circulation of deliberations. (12) "Reputation risk" refers to the behavior of the Bank, the behavior of practitioners or external events that lead to negative evaluations of the Bank by stakeholders, the public and the media, thereby damaging the brand value of the Bank, detrimental to the normal operations of the Bank, and even affecting market stability and social stability. "Reputation event" refer to relevant acts or activities that cause obvious damage to the Bank's reputation.	(10) The circumstances in which the "corporate governance mechanism fails" include, but are not limited to: the failure of the Board to be constituted for more than one consecutive year; the failure of the Board to make effective resolutions due to prolonged conflicts among the Directors of the Bank and the failure of the Board to resolve the matter through ~~shareholders'~~ general meeting; the failure of the Bank to convene a general meeting for more than one consecutive year; the failure of the shareholders to vote at a general meeting in accordance with the law or the Articles of Association statutory or the proportion stipulated in the articles of association and cannot make an effective resolution at ~~shareholders'~~ general meeting for more than one year in a row; a proposal for a capital increase due to insufficient capital adequacy or solvency cannot be passed; the existing governance mechanism of the Bank cannot function properly resulting in serious difficulties in the operation and management of the Bank; and other circumstances as determined by the regulatory authorities. (11) "Physical Meeting" refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants; and "circulating written resolution" refers to a meeting at which resolutions are made by means of separate delivery of deliberations or circulation of deliberations. (12) "Reputation risk" refers to the behavior of the Bank, the behavior of practitioners or external events that lead to negative evaluations of the Bank by stakeholders, the public and the media, thereby damaging the brand value of the Bank, detrimental to the normal operations of the Bank, and even affecting market stability and social stability. "Reputation event" refer to relevant acts or activities that cause obvious damage to the Bank's reputation.

NO.	Original Articles	Amended Articles
	(13) "Recovery plan" refers to the response plan formulated in advance by the Bank and approved by the CBIRC and its dispatched institutions. In the event of a material risk scenario, the plan will address capital and liquidity shortages and restore the ability to continue as a going concern mainly through market-based channels such as bailouts by the Bank itself and its shareholders. "Disposal plan" refers to the response plan proposed by the Bank in advance and approved by the CBIRC and its dispatched institutions. When the recovery plan cannot effectively address the major risks of the Bank, or may cause regional and systemic risks, it will be implemented to realize orderly disposal and maintain financial stability. The Recovery and Disposal plan is the guideline for the actions of the Bank and the CBIRC and its dispatched institutions in a crisis scenario, but other Recovery and Disposal measures are not excluded in a crisis scenario.	(13) "Recovery plan" refers to the response plan formulated in advance by the Bank and approved by the ~~CBIRC and its dispatched institutions~~ **banking regulatory authority of the State Council**. In the event of a material risk scenario, the plan will address capital and liquidity shortages and restore the ability to continue as a going concern mainly through market-based channels such as bailouts by the Bank itself and its shareholders. "Disposal plan" refers to the response plan proposed by the Bank in advance and approved by the ~~CBIRC and its dispatched institutions~~ **banking regulatory authority of the State Council**. When the recovery plan cannot effectively address the major risks of the Bank, or may cause regional and systemic risks, it will be implemented to realize orderly disposal and maintain financial stability. The Recovery and Disposal plan is the guideline for the actions of the Bank and the ~~CBIRC and its dispatched institutions~~ **banking regulatory authority of the State Council** in a crisis scenario, but other Recovery and Disposal measures are not excluded in a crisis scenario.
246	**Article 343** References to "above", "within", "below" and "at least" herein shall include the actual given figures unless otherwise specified, while references to "not more than", "over", "beyond" and "less than" shall exclude such actual given figures.	**Article 307** References to "above", "within", "below" and "at least" herein shall include the actual given figures unless otherwise specified, while references to "not more than", "over", "beyond" and "less than" shall exclude such actual given figures. **For the purposes of the Articles of Association, the terms "laws and regulations", "laws and administrative regulations" or "laws, regulations and rules" shall bear the same meaning, including but not limited to laws, administrative regulations, departmental rules, regulatory provisions, and other regulatory norms applicable to the Bank.**
247	**Article 347** Upon approval by the shareholders' general meeting and approval by the banking regulatory authority of the State Council, the Articles of Association shall become effective and be put into implementation.	**Article 311** Upon approval by the ~~shareholders'~~ general meeting and approval by the banking regulatory authority of the State Council, the Articles of Association shall become effective and be put into implementation.

No.	Original Articles	Amended Articles
1	**Article 1** To ensure that shareholders exercise their rights in accordance with the law, ensure the efficient and standardized operation of shareholders' general meeting, and improve the bank's governance structure, Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as "the Bank") formulated these Rules, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China (hereinafter referred to as the "Commercial Banking Law"), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, (hereinafter referred to as "Hong Kong Listing Rules"), the Corporate Governance Guidelines for Banking and Insurance Institutions, the Guiding Opinions of the State Council on the Pilot Implementation of Preferred Shares, the Administrative Measures for the Pilot Projects of Preferred Shares, Relevant laws, Administrative Regulations and Rules About the Guiding Opinions on Commercial Banks Offering Preferred Shares to Replenish Tier 1 Capital (2019 Revision), the Provisions of the Securities Regulatory Authority at the Place where the Bank's Securities are Listed, and the Articles of Association of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as the "Articles of Association"), combined with the actual situation of the Bank.	**Article 1** To ensure that shareholders exercise their rights in accordance with the law, ensure the efficient and standardized operation of ~~shareholders'~~ general meeting, and improve the bank's governance structure, Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as "the Bank") formulated these Rules, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China (hereinafter referred to as the "Commercial Banking Law"), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, (hereinafter referred to as "Hong Kong Listing Rules"), the Corporate Governance Guidelines for Banking and Insurance Institutions, the Guiding Opinions of the State Council on the Pilot Implementation of Preferred Shares, the Administrative Measures for the Pilot Projects of Preferred Shares, Relevant laws, Administrative Regulations and Rules About the Guiding Opinions on Commercial Banks Offering Preferred Shares to Replenish Tier 1 Capital (2019 Revision), the Provisions of the Securities Regulatory Authority at the Place where the Bank's Securities are Listed, and the Articles of Association of Guangzhou Rural Commercial Bank Co., Ltd. **(Amended in 2026)** (hereinafter referred to as the "Articles of Association"), combined with the actual situation of the Bank.
2	**Article 2** These Rules shall be binding upon the Bank, all its shareholders, the directors, supervisors, Senior Management personnel of the Bank and other non-voting attendees present at the General Meeting. Where there are special provisions in these Rules of Procedures regarding preference shares and preference shareholders, such special provisions shall prevail.	**Article 2** These Rules shall be binding upon the Bank, all its shareholders, **the members of the Party Committee,** the directors~~, supervisors,~~ **and** Senior Management personnel of the Bank ~~and other non-voting attendees present at the General Meeting~~. Where there are special provisions in these Rules of Procedures regarding preference shares and preference shareholders, such special provisions shall prevail.

No.	Original Articles	Amended Articles
3	**Article 3** The shareholders' general meeting shall be convened by the Board of Directors of the Bank in accordance with the Company Law and other laws, administrative regulations, departmental rules, provisions of the securities regulatory authorities in the place(s) where the shares of the Bank are listed, the Articles of Association and the relevant provisions of these Rules.	**Article 3** The ~~shareholders'~~ general meeting shall be convened by the Board of Directors of the Bank in accordance with the Company Law and other laws, administrative regulations, departmental rules, provisions of the securities regulatory authorities in the place(s) where the shares of the Bank are listed, the Articles of Association and the relevant provisions of these Rules.
4	**Article 4** The secretary to the Board of Directors or the Office of the Board of Directors of the Bank shall be responsible for implementing various preparatory and organizational work for the shareholders' general meetings.	**Article 4** The secretary to the Board of Directors or the Office of the Board of Directors of the Bank shall be responsible for implementing various preparatory and organizational work for the ~~shareholders'~~ general meetings.
5	**Article 5** Shareholders holding shares of the Bank shall be entitled to, pursuant to the laws, administrative regulations, codes, the Articles of Association and the Rules hereof, enjoy the right of information, right to speak, right of inquiry, right of voting, and other shareholder rights. Shareholders and proxies attending the shareholders' general meeting shall observe relevant laws, administrative regulations, codes, the Articles of Association of the Bank and the Rules hereof, and shall keep order in earnest, and shall not infringe upon other shareholders' legitimate rights and interests.	**Article 5** Shareholders holding shares of the Bank shall be entitled to, pursuant to the laws, administrative regulations, codes, the Articles of Association and the Rules hereof, enjoy the right of information, right to speak, right of inquiry, right of voting, and other shareholder rights. Shareholders and proxies attending the ~~shareholders'~~ general meeting shall observe relevant laws, administrative regulations, codes, the Articles of Association of the Bank and the Rules hereof, and shall keep order in earnest, and shall not infringe upon other shareholders' legitimate rights and interests.
6	**Article 6** The Bank shall appoint lawyers for attestation at the shareholders' general meeting and provide legal opinions and issue announcements in respect of the following matters: (1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and the Articles of Association; (2) whether the qualifications of the attendees and convener are legal and valid; (3) whether the voting procedures, the contents of the resolutions, and voting outcome of the shareholders' general meeting are legal and valid; (4) legal opinions on other relevant issues as requested by the Bank. The agenda and proposals of the shareholders' general meeting shall be arranged by the Board of Directors in a lawful, fair and reasonable manner to ensure that each proposal can be fully discussed at the shareholders' general meeting.	**Article 6** The Bank shall appoint lawyers for attestation at the ~~shareholders'~~ general meeting and provide legal opinions and issue announcements in respect of the following matters: (1) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and the Articles of Association; (2) whether the qualifications of the attendees and convener are legal and valid; (3) whether the voting procedures, the contents of the resolutions, and voting outcome of the ~~shareholders'~~ general meeting are legal and valid; (4) legal opinions on other relevant issues as requested by the Bank. The agenda and proposals of the ~~shareholders'~~ general meeting shall be arranged by the Board of Directors in a lawful, fair and reasonable manner to ensure that each proposal can be fully discussed at the ~~shareholders'~~ general meeting.

No.	Original Articles	Amended Articles
7	**Article 7** The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: (1) to decide on business policies and investment plans of the Bank; (2) to elect and replace non-employee directors and supervisors and decide the remuneration of relevant directors and supervisors; (3) to examine and approve reports prepared by the Board of Directors; (4) to examine and approve reports prepared by the Board of Supervisors; (5) to examine and approve annual budgets, final accounts, balance sheet, profit report and other financial reports; (6) to examine and approve profit distribution plans and plans for making up for losses of the Bank; (7) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank; (8) to adopt resolutions on the issuance of bonds and other securities of the Bank and the listing thereof; (9) to adopt resolutions on the merger, division, dissolution, liquidation (including voluntary winding-up) and change of the form of the Bank; (10) to amend the Articles of Association; (11) to resolve the appointment, re-appointment or removal of accounting firm that conducts regular audit of the Bank's financial reports and its remuneration; (12) to examine the single purchase or disposal of material assets (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount exceeding 10% of the latest audited net assets; (13) to examine and approve any proposals submitted by any shareholder who individually or jointly hold more than three percent of the total voting rights shares of the Bank (including holders of preference shares with their voting rights restored);	**Article 7** The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: ~~(1) to decide on business policies and investment plans of the Bank;~~ ~~(2)~~ **(1)** to elect and replace non-employee directors ~~and supervisors~~ and decide the remuneration of relevant directors ~~and supervisors~~; ~~(3)~~ **(2)** to examine and approve reports prepared by the Board of Directors; ~~(4) to examine and approve reports prepared by the Board of Supervisors;~~ ~~(5) to examine and approve annual budgets, final accounts, balance sheet, profit report and other financial reports;~~ ~~(6)~~ **(3)** to examine and approve profit distribution plans and plans for making up for losses of the Bank; ~~(7)~~ **(4)** to adopt resolutions concerning the increase and reduction of the registered capital of the Bank; ~~(8)~~ **(5)** to adopt resolutions on the issuance of bonds and other securities of the Bank and the listing thereof; ~~(9)~~ **(6)** to adopt resolutions on the merger, division, dissolution, liquidation (including voluntary winding-up) and change of the form of the Bank; ~~(10)~~ **(7)** to amend the Articles of Association; ~~(11)~~ **(8)** to resolve the appointment, re-appointment or removal of accounting firm that conducts regular audit of the Bank's financial reports and its remuneration; ~~(12)~~ **(9)** to examine the single purchase or disposal of material assets (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount exceeding **30%**~~10%~~ of the latest audited **total assets**~~net assets~~; ~~(13)~~ **(10)** to examine and approve any proposals submitted by any shareholder who individually or jointly hold more than **one percent** ~~three percent~~ of the total voting rights shares of the Bank (including holders of preference shares with their voting rights restored);

No.	Original Articles	Amended Articles
	(14) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; (15) to examine and approve the rules of procedures for shareholders' general meetings, the rules of procedures for the Board of Directors and the rules of procedures for the Board of Supervisors; (16) to examine and approve the share incentive schemes; (17) to resolve the acquisitions of the shares of the Bank in accordance with the provisions of the laws; (18) to examine and approve any other matters required by the laws, administrative regulations, regulatory provisions and the Articles of Association to be approved by a general meeting. The powers of the shareholders' general meeting as stipulated in the Company Law and Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions shall not be authorized to the Board of Directors, other institutions or individuals to exercise.	~~(14)~~ **(11)** to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; ~~(15)~~ **(12)** to examine and approve the rules of procedures for ~~shareholders'~~ general meetings, the rules of procedures for the Board of Directors ~~and the rules of procedures for the Board of Supervisors~~; ~~(16)~~ **(13)** to examine and approve the share incentive schemes; ~~(17)~~ **(14)** to resolve the acquisitions of the shares of the Bank in accordance with the provisions of the laws; ~~(18)~~ **(15)** to examine and approve any other matters required by the laws, administrative regulations, regulatory provisions and the Articles of Association to be approved by a general meeting. **The general meeting may authorize the Board of Directors to resolve on the issue of corporate bonds.** **Unless otherwise prescribed by the Articles of Association,** ~~T~~the powers of the ~~shareholders'~~ general meeting as stipulated in the Company Law and the Corporate Governance Guidelines for Banking and Insurance Institutions shall not be authorized to the Board of Directors, other institutions or individuals to exercise. **Without the consent of the general meeting, the Board of Directors shall not sub-delegate matters for which it has been granted decision-making power by the general meeting to other governance bodies.**

No.	Original Articles	Amended Articles
8	**Article 8** A shareholders' general meeting shall be convened by the Board of Directors. General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months of the date of the previous financial year. An extraordinary general meeting shall be held by the Bank within two months of the date of the occurrence of any of the following events: (1) the number of directors is less than statutory the minimum number required by the Company Law or than two thirds of the number required by the Articles of Association; (2) the outstanding losses of the Bank has reached one third of the contributed total amount of the share capital of the Bank; (3) the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold more than ten percent of the total voting rights shares have requested in writing to convene such a meeting; (4) when the Board of Directors deems it necessary to convene such a meeting; (5) when the Board of Supervisors suggests to convene such a meeting; (6) when proposed by more than 1/2 and not less than two independent Directors; (7) in other circumstances as provided for in the laws, regulations, regulatory provisions or the Articles of Association. For item (3) above, number of shares held shall be calculated as of the date of request in writing made by the shareholders.	**Article 8** A ~~shareholders'~~ general meeting shall be convened by the Board of Directors. General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months of the date of the previous financial year. An extraordinary general meeting shall be held by the Bank within two months of the date of the occurrence of any of the following events: (1) the number of directors is less than statutory the minimum number required by the Company Law or than two thirds of the number required by the Articles of Association; (2) the outstanding losses of the Bank has reached one third of the contributed total amount of the share capital of the Bank; (3) the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold more than ten percent of the total voting rights shares have requested in writing to convene such a meeting; (4) when the Board of Directors deems it necessary to convene such a meeting; (5) when the **Audit Committee**~~Board of Supervisors~~ suggests to convene such a meeting; (6) when proposed by **more than half of all independent non-executive directors**~~more than 1/2~~ and not less than two independent Directors; (7) in other circumstances as provided for in the laws, regulations, regulatory provisions or the Articles of Association. For item (3) above, number of shares held shall be calculated as of the date of request in writing made by the shareholders.

No.	Original Articles	Amended Articles
9	**Article 9** If the Bank is unable to convene the shareholders' annual general meeting or extraordinary general meeting within a required period, it shall report in writing to the banking regulatory authority of the State Council in the place where the Bank is located and provide reasons of postponement. For the holding of the annual general meeting or the extraordinary general meeting, the Bank shall notify the regulatory authority at least three working days in advance. If the above-mentioned time requirements cannot be met due to special circumstances, the Bank shall notify the regulatory authority in a timely manner and provide reasons.	**Article 9** If the Bank is unable to convene the ~~shareholders'~~ annual general meeting or extraordinary general meeting within a required period, it shall report in writing to the banking regulatory authority of the State Council in the place where the Bank is located and provide reasons of postponement. For the holding of the annual general meeting or the extraordinary general meeting, the Bank shall notify the regulatory authority at least three working days in advance. If the above-mentioned time requirements cannot be met due to special circumstances, the Bank shall notify the regulatory authority in a timely manner and provide reasons.
10	**Article 10** The shareholders' general meeting of the Bank shall be convened in the form of a physical meeting.	**Article 10** The ~~shareholders'~~ general meeting of the Bank shall be convened in the form of a physical meeting.
11	**Article 11** A shareholders' general meeting shall be convened by the Board of Directors according to the laws and regulations and the provisions of these Rules. In the event that the Board of Directors is incapable of performing or is not performing its duties of convening the shareholders' general meeting, the meeting shall be presided over by the Board of Supervisors in a timely manner. If the Board of Supervisors fails to convene such meeting, shareholders (including holders of preference shares with their voting rights restored) individually or in aggregate holding ten percent the total number of or more of the company's voting shares for ninety days or more consecutively may unilaterally convene and preside over such meeting.	**Article 11** A ~~shareholders'~~ general meeting shall be convened by the Board of Directors according to the laws and regulations and the provisions of these Rules. In the event that the Board of Directors is incapable of performing or is not performing its duties of convening the ~~shareholders'~~ general meeting, the meeting shall be presided over by the ~~Board of Supervisors~~**Audit Committee** in a timely manner. If the ~~Board of Supervisors~~**Audit Committee** fails to convene such meeting, shareholders (including holders of preference shares with their voting rights restored) individually or in aggregate holding ten percent the total number of or more of the company's voting shares for ninety days or more consecutively may unilaterally convene and preside over such meeting.

No.	Original Articles	Amended Articles
12	**Article 12** More than half of the independent directors shall be entitled to propose the convening of an extraordinary general meeting to the Board of Directors. If there are only two independent directors, the proposal for the convening of the extraordinary general meeting shall be approved by both of them. In relation to the aforesaid proposal of the convening of the extraordinary general meeting, the Board of Directors shall provide a written response as to whether or not it agrees to convene the extraordinary general meeting within ten days in accordance with the requirements of the laws, administrative rules and the Articles of Association. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall provide reasons.	**Article 12** ~~More than half of~~ **Subject to the consent of more than half of all the independent directors and not less than two independent directors,** the independent directors shall be entitled to propose the convening of an extraordinary general meeting to the Board of Directors. If there are only two independent directors, the proposal for the convening of the extraordinary general meeting shall be approved by both of them. In relation to the aforesaid proposal of the convening of the extraordinary general meeting, the Board of Directors shall provide a written response as to whether or not it agrees to convene the extraordinary general meeting within ten days in accordance with the requirements of the laws, administrative rules and the Articles of Association. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall provide reasons.

No.	Original Articles	Amended Articles
13	**Article 13** The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative rules and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. The Board of Directors shall obtain approval from the Board of Supervisors if there are any changes to the original proposal. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene and preside over the shareholders' general meeting on its own initiative.	**Article 13** The **Audit Committee**~~Board of Supervisors~~ shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative rules and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. The Board of Directors shall obtain approval from the **Audit Committee**~~Board of Supervisors~~ if there are any changes to the original proposal. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a ~~shareholders'~~ general meeting, and instead the **Audit Committee**~~Board of Supervisors~~ may convene and preside over the ~~shareholders'~~ general meeting on its own initiative.

No.	Original Articles	Amended Articles
14	**Article 14** Shareholders requesting to convene an extraordinary general meeting or class meeting and shall act in compliance with the following procedures: Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding in aggregate ten percent or more of the shares carrying the right to vote at the meeting sought to be held shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene a shareholders' extraordinary general meeting or a class meeting and stating the objectives of the meeting. The abovementioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting or class meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. Any changes to the proposal in the notice shall be agreed by relevant shareholders. If the Board of Directors does not agree to convene the extraordinary general meeting or class meeting, or fails to give its response within ten days of receiving the proposal, the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold ten percent or more of the shares carrying the right to vote shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting or class meeting and this proposal shall be made to the Board of Supervisors in writing.	**Article 14** Shareholders requesting to convene an extraordinary general meeting or class meeting and shall act in compliance with the following procedures: Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding in aggregate ten percent or more of the shares carrying the right to vote at the meeting sought to be held shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene a ~~shareholders'~~ extraordinary general meeting or a class meeting and stating the objectives of the meeting. The abovementioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting or class meeting, a notice convening such a meeting shall be issued within five days after the resolution of the Board of Directors is passed. Any changes to the proposal in the notice shall be agreed by relevant shareholders. If the Board of Directors does not agree to convene the extraordinary general meeting or class meeting, or fails to give its response within ten days of receiving the proposal, the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold ten percent or more of the shares carrying the right to vote shall have the right to propose to the **Audit Committee**~~Board of Supervisors~~ to convene an extraordinary general meeting or class meeting and this proposal shall be made to the **Audit Committee**~~Board of Supervisors~~ in writing.

No.	Original Articles	Amended Articles
	If the Board of Supervisors agrees to convene an extraordinary general meeting or class meeting, a notice for convening such meetings shall be issued within five days of receiving the proposal. If the proposal contained in the original request is changed, approval of the related shareholders shall be sought. If the Board of Supervisors fails to issue notice of the shareholders' general meeting or class meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting. Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding ten percent or more of the total voting shares of the Bank for ninety days or more consecutively may unilaterally convene and preside over such meeting.	If the **Audit Committee**~~Board of Supervisors~~ agrees to convene an extraordinary general meeting or class meeting, a notice for convening such meetings shall be issued within five days of receiving the proposal. If the proposal contained in the original request is changed, approval of the related shareholders shall be sought. If the **Audit Committee**~~Board of Supervisors~~ fails to issue notice of the ~~shareholders'~~ general meeting or class meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting. Shareholders (including holders of preference shares with their voting rights restored) individually or jointly holding ten percent or more of the total voting shares of the Bank for ninety days or more consecutively may unilaterally convene and preside over such meeting.
15	**Article 15** If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority of the State Council, the securities regulatory authority in the place where the Bank is located and other relevant regulatory authorities. The shareholding proportion of the convening shareholders (including holders of preference shares with their voting rights restored) before the announcement approved by the shareholders' general meeting shall not be less than ten percent. The convening shareholders shall submit the relevant evidentiary materials to the banking regulatory authority of the State Council in the jurisdiction in which the Bank is situated.	**Article 15** If either the ~~Board of Supervisors~~ **Audit Committee** or shareholders propose to convene a ~~shareholders'~~ general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority of the State Council, the securities regulatory authority in the place where the Bank is located and other relevant regulatory authorities. The shareholding proportion of the convening shareholders (including holders of preference shares with their voting rights restored) before the announcement approved by the ~~shareholders'~~ general meeting shall not be less than ten percent. The convening shareholders shall submit the relevant evidentiary materials to the banking regulatory authority of the State Council in the jurisdiction in which the Bank is situated.

No.	Original Articles	Amended Articles
16	**Article 16** With respect to a shareholders' general meeting convened by the Board of Supervisors or the shareholders, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.	**Article 16** With respect to a ~~shareholders'~~ general meeting convened by the ~~Board of Supervisors~~**Audit Committee** or the shareholders, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.
17	**Article 17** Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the convening shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.	**Article 17** Necessary costs arising out of a ~~shareholders'~~ general meeting convened by the ~~Board of Supervisors~~**Audit Committee** or the convening shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.
18	**Article 18** Matters to be discussed at the shareholders' general meeting shall be submitted to the shareholders' general meeting for consideration in the form of proposals, and the shareholders' general meeting shall make resolutions on the specific proposals that have been considered and approved.	**Article 18** Matters to be discussed at the ~~shareholders'~~ general meeting shall be submitted to the ~~shareholders'~~ general meeting for consideration in the form of proposals, and the ~~shareholders'~~ general meeting shall make resolutions on the specific proposals that have been considered and approved.
19	**Article 19** The proposal shall be within the scope of authority of the shareholders' general meeting, it shall have definite topics for consideration and specific items to be decided by resolution in accordance with the related requirements of the laws, administrative regulations and the Articles of Association.	**Article 19** The proposal shall be within the scope of authority of the ~~shareholders'~~ general meeting, it shall have definite topics for consideration and specific items to be decided by resolution in accordance with the related requirements of the laws, administrative regulations and the Articles of Association.

No.	Original Articles	Amended Articles
20	**Article 20** When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold a total of three percent or more of the shares of the Bank carrying the right to vote shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders' general meeting into the agenda. Shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold a total of three percent of the shares of the Bank carrying the right to vote may submit provisional proposals to the conveners in writing ten days prior to the date of the shareholders' general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two days of receiving the proposals. Where the listing rules of the stock exchange of the place where the securities of the Bank are listed stipulate otherwise, such provisions shall also be complied with. Except for the circumstances provided in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general meeting. Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with Article 19 of these Rules shall not be put forward and voted upon as resolutions at a shareholders' general meeting.	**Article 20** When the Bank convenes ~~shareholders'~~ general meetings, the Board of Directors, ~~the Board of Supervisors~~**Audit Committee** and the shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold a total of ~~three percent~~**one percent** or more of the shares of the Bank carrying the right to vote shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the ~~shareholders'~~ general meeting into the agenda. Shareholders (including holders of preference shares with their voting rights restored) who individually or jointly hold a total of ~~three percent~~**one percent** of the shares of the Bank carrying the right to vote may submit provisional proposals to the conveners in writing ten days prior to the date of the ~~shareholders'~~ general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two days of receiving the proposals. Where the listing rules of the stock exchange of the place where the securities of the Bank are listed stipulate otherwise, such provisions shall also be complied with. Except for the circumstances provided in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general meeting. Proposals which have not been set out in the notice of a ~~shareholders'~~ general meeting or which are not in compliance with Article 19 of these Rules shall not be put forward and voted upon as resolutions at a ~~shareholders'~~ general meeting.

No.	Original Articles	Amended Articles
21	**Article 21** Where an annual general meeting of the Bank is convened, the convener shall give written notice at least twenty one days prior to the meeting to inform all registered shareholders entitled to attend the general meeting (including holders of preference shares with their voting rights restored) of the matters proposed to be considered at the meeting and the date and venue of the meeting.	**Article 21** Where an annual general meeting of the Bank is convened, the convener shall give written notice at least ~~twenty one~~**twenty** days prior to the meeting to inform all registered shareholders entitled to attend the general meeting (including holders of preference shares with their voting rights restored) of the matters proposed to be considered at the meeting and the date and venue of the meeting.
22	**Article 22** Where an extraordinary general meeting of the Bank is convened, the convener shall make notice in writing to all shareholders (including holders of preference shares with their voting rights restored) whose names appear in the register of shareholders fifteen days in advance prior to the meeting to inform them of the matters proposed to be considered and the date and venue of the meeting. Matters not included in the notice shall not be deliberated at the extraordinary general meeting.	**Article 22** Where an extraordinary general meeting of the Bank is convened, the convener shall make notice in writing to all shareholders (including holders of preference shares with their voting rights restored) whose names appear in the register of shareholders fifteen days in advance prior to the meeting to inform them of the matters proposed to be considered and the date and venue of the meeting. Matters not included in the notice shall not be deliberated at the extraordinary general meeting.
23	**Article 23** The notice of a general meeting shall: (1) be in writing; (2) contain the venue, date, time and term of the meeting; (3) contain the matters for deliberation at the meeting; (4) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but not limited to): when any merger, share repurchase, share capital restructuring or other restructuring proposals raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and any explanations as to the cause and effect of such contemplated transactions shall be provided; (5) if any directors, supervisors, or other senior management have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such directors, supervisors, and senior management as the shareholders different from the effect on the shareholders of the class, an explanation shall be made in respect of such difference;	**Article 23** The notice of a general meeting shall **contain**: ~~(1) be in writing;~~ ~~(2)~~ **(1)** ~~contain the venue, date, time and term~~ **the venue and term** of the meeting; ~~(3) contain the matters for deliberation at the meeting;~~ ~~(4) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but not limited to): when any merger, share repurchase, share capital restructuring or other restructuring proposals raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and any explanations as to the cause and effect of such contemplated transactions shall be provided;~~ ~~(5) if any directors, supervisors, or other senior management have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such directors, supervisors, and senior management as the shareholders different from the effect on the shareholders of the class, an explanation shall be made in respect of such difference;~~

No.	Original Articles	Amended Articles
	(6) contain the full text of any special resolutions intended to be adopted at the meeting; (7) contain a clear statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on his behalf and that such a proxy needs not to be a shareholder, and be accompanied by the form of proxy for the appointment of a proxy; (8) specify the time and venue for delivering the proxy form for the voting proxy for the meeting; (9) specify the equity registration date of the shareholders entitled to attend the general meeting; (10) contain the name and telephone number of the permanent contact person for meeting affairs; The interval between the equity registration date and the meeting shall comply with the requirements of the regulatory authority of the place where the securities of the Bank were listed. Once the equity registration date is determined, it shall not be amended. The notice and supplementary notice in relation to the shareholders' general meeting shall fully and completely disclose all specific details of each proposal. In the event that the opinions of the independent directors are sought for the matters to be discussed at the shareholders' general meeting, the opinions and reasons of the independent directors shall also be disclosed in the shareholders' general meeting notice and supplementary notice.	~~(6) contain the full text of any special resolutions intended to be adopted at the meeting;~~ **(2) matters and proposals submitted for consideration at the meeting;** ~~(7)~~ **(3)** contain a clear statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on his behalf and that such a proxy needs not to be a shareholder, and be accompanied by the form of proxy for the appointment of a proxy; ~~(8) specify the time and venue for delivering the proxy form for the voting proxy for the meeting;~~ ~~(9)~~ **(4)** specify the equity registration date of the shareholders entitled to attend the general meeting; ~~(10)~~ **(5)** contain the name and telephone number of the permanent contact person for meeting affairs; **(6) time of and procedures for voting online or by other methods;** ~~(11)~~**(7) other requirements as provide for in the laws, regulations, regulatory provisions, Articles of Association and the relevant regulatory authorities.** The interval between the equity registration date and the meeting shall comply with the requirements of the regulatory authority of the place where the securities of the Bank were listed. Once the equity registration date is determined, it shall not be amended. The notice and supplementary notice in relation to the ~~shareholders'~~ general meeting shall fully and completely disclose all specific details of each proposal. In the event that the opinions of the independent directors are sought for the matters to be discussed at the ~~shareholders'~~ general meeting, the opinions and reasons of the independent directors shall also be disclosed in the ~~shareholders'~~ general meeting notice and supplementary notice.

No.	Original Articles	Amended Articles
24	**Article 24** Unless otherwise provided by laws, regulations, regulatory provisions and the Articles of Association, the notice of the general meeting shall be served on all shareholders who are entitled to attend the meeting (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement. The announcement mentioned in the preceding paragraph, the annual general meeting shall be published at least twenty-one days in advance prior to the meeting, and the extraordinary general meeting shall be published fifteen days in advance prior to the meeting in one or more newspapers designated by the securities regulator under the State Council or by way of announcement on other media or posting on the official website or at branches of the Bank. Once the announcement has made, all holders of domestic shares shall be deemed to have received the notice of the general meeting. The notice, information or written statement shall be delivered to the holders of overseas listed foreign invested shares at least twenty-one days before the convening of the annual general meeting, and fifteen days before the convening of the extraordinary general meeting in any of the following methods: (1) Sending to the registered address of each of the holder of the overseas listed foreign invested shares by personal delivery or mail; (2) Posting on the official website or branches of the Bank or publishing on the website of Hong Kong Stock Exchange or other websites designated by the Hong Kong Listing Rules from time to time in accordance with applicable laws, administrative regulations and relevant listing rules; (3) In accordance with other requirements of the listing rules of the place where the shares are listed.	**Article 24** Unless otherwise provided by laws, regulations, regulatory provisions and the Articles of Association, ~~the notice of the general meeting shall be served on all shareholders who are entitled to attend the meeting (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. F~~f~~f~~or holders of domestic shares, the notice of ~~shareholders'~~ general meeting may be published by way of an announcement. ~~The announcement mentioned in the preceding paragraph, the annual general meeting shall be published at least twenty-one days in advance prior to the meeting, and the extraordinary general meeting shall be published fifteen days in advance prior to the meeting in one or more newspapers designated by the securities regulator under the State Council or by way of announcement on other media or posting on the official website or at branches of the Bank. Once the announcement has made, all holders of domestic shares shall be deemed to have received the notice of the general meeting.~~ The notice, information or written statement shall be delivered to the holders of ~~overseas listed foreign invested~~ **H** shares ~~at least twenty-one days before the convening of the annual general meeting, and fifteen days before the convening of the extraordinary general meeting in any of the following methods:~~ ~~(1) Sending to the registered address of each of the holder of the overseas listed foreign invested~~ **H** ~~shares by personal delivery or mail;~~ ~~(2) Posting on the official website or branches of the Bank or publishing on the website of Hong Kong Stock Exchange or other websites designated by the Hong Kong Listing Rules from time to time in accordance with applicable laws, administrative regulations and relevant listing rules;~~ ~~(3) I~~in accordance with other requirements of the listing rules of the place where the shares are listed.

No.	Original Articles	Amended Articles
26	**Article 26** The convener shall duly disclose the details of the candidates for directors and supervisors in relation to the election of directors and supervisors to be discussed on the shareholders' general meeting, including the following matters: (1) Education background, work experience and positions held; (2) If there are any relationships between them and the Bank or the Controlling Shareholders and De facto Controllers of the Bank; (3) Number of shares held of the Bank; (4) whether they have been subject to any penalty or punishment by the banking regulatory authority of the State Council, the securities regulatory authority of the State Council and other related departments; (5) Information in relation to the newly appointed or transferred directors or supervisors that is required to be disclosed under the Hong Kong Listing Rules.	**Article 26** The convener shall duly disclose the details of the candidates for directors ~~and supervisors~~ in relation to the election of directors ~~and supervisors~~ to be discussed on the ~~shareholders'~~ general meeting, including the following matters: (1) Education background, work experience and positions held; (2) If there are any relationships between them and the Bank or the Controlling Shareholders and De facto Controllers of the Bank; (3) Number of shares held of the Bank; (4) whether they have been subject to any penalty or punishment by the banking regulatory authority of the State Council, the securities regulatory authority of the State Council and other related departments; (5) Information in relation to the newly appointed or transferred directors ~~or supervisors~~ that is required to be disclosed under the Hong Kong Listing Rules.
27	**Article 27** Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall inform the shareholders and provide reasons at least two working days before the original meeting date.	**Article 27** Once the notice of ~~shareholders'~~ general meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall inform the shareholders and provide reasons at least two working days before the original meeting date.
28	**Article 28** If a shareholder has attended a shareholders' general meeting or an extraordinary shareholders' general meeting, and has not raised any objection prior to or at the meeting to the non-compliance of the notice of the meeting with the provisions of the Articles of Association or these Rules, such shareholder shall be deemed to have received the notice of the meeting in accordance with the provisions of the Articles of Association and these Rules.	**Article 28** If a shareholder has attended a ~~shareholders'~~ general meeting or an extraordinary ~~shareholders'~~ general meeting, and has not raised any objection prior to or at the meeting to the non-compliance of the notice of the meeting with the provisions of the Articles of Association or these Rules, such shareholder shall be deemed to have received the notice of the meeting in accordance with the provisions of the Articles of Association and these Rules.

No.	Original Articles	Amended Articles
29	**Article 29** The Board of Directors and other conveners shall take necessary measures to maintain order at shareholders' general meetings. Behaviours such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.	**Article 29** The Board of Directors and other conveners shall take necessary measures to maintain order at ~~shareholders'~~ general meetings. Behaviours such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.
30	**Article 30** The shareholders (including holders of preference shares with their voting rights restored) who appear in the share register shall be entitled to attend the shareholders' general meeting, and vote in accordance with the related laws and regulations and the Articles of Association. Shareholders may attend the shareholders' general meeting in person, or may appoint proxies to attend and vote on their behalf.	**Article 30** The shareholders (including holders of preference shares with their voting rights restored) who appear in the share register shall be entitled to attend the ~~shareholders'~~ general meeting, and vote in accordance with the related laws and regulations and the Articles of Association. Shareholders may attend the ~~shareholders'~~ general meeting in person, or may appoint proxies to attend and vote on their behalf.
31	**Article 31** If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid credentials or certificate providing proof of their identities and shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document, copy of shareholder's identity card, power of attorney and certificate providing proof of the shareholding of the appointing shareholder. A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification documents, valid identification documents showing that he/she qualifies to serve as a legal representative and certificate providing proof of the corporate shareholder's shareholding. If a proxy attends the meeting, he/she shall produce his/her own identification documents, power of attorney granted by the legal representative of the corporate shareholder and certificate providing proof of the corporate shareholder's shareholding.	**Article 31** If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid credentials or certificate providing proof of their identities and shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document, copy of shareholder's identity card, power of attorney and certificate providing proof of the shareholding of the appointing shareholder. A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification documents, valid identification documents showing that he/she qualifies to serve as a legal representative and certificate providing proof of the corporate shareholder's shareholding. If a proxy attends the meeting, he/she shall produce his/her own identification documents, power of attorney granted by the legal representative of the corporate shareholder and certificate providing proof of the corporate shareholder's shareholding.

No.	Original Articles	Amended Articles
	Shareholders, who are qualified clearing companies or their nominees, may authorize one or more persons as their proxies as they deem fit or company's representatives to attend any shareholders' general meetings or any class meetings or creditors meetings on their behalf. In the event that more than one person is authorized, the proxy form shall contain the number and class of shares in relation to the appointment of each of the proxy. The proxy form shall be signed by the proxy as authorized by the qualified clearing company. Proxies may attend the shareholders' meeting on behalf of the qualified clearing companies (or its nominees), without showing the share certificates, notarized letter of authorization and/or other authorization documents, speak and exercise rights, and shall be deemed as the shareholder of the Bank.	Shareholders, who are qualified clearing companies or their nominees, may authorize one or more persons as their proxies as they deem fit or company's representatives to attend any ~~shareholders'~~ general meetings or any class meetings or creditors meetings on their behalf. In the event that more than one person is authorized, the proxy form shall contain the number and class of shares in relation to the appointment of each of the proxy. The proxy form shall be signed by the proxy as authorized by the qualified clearing company. Proxies may attend the ~~shareholders'~~ general meeting on behalf of the qualified clearing companies (or its nominees), without showing the share certificates, notarized letter of authorization and/or other authorization documents, speak and exercise rights, and shall be deemed as the shareholder of the Bank.
33	**Article 33** The proxy form used by shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information: (1) name of the proxy and the number of shares to be represented by the proxy in relation to this appointment; (2) whether or not the proxy has the right to vote; (3) instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting; (4) date of issuance and term of validity; (5) signature (or seal) of the appointing shareholder. If the appointing shareholder is a legal person, the document shall be affixed with the legal person's seal. The blank proxy form issued by the Board of Directors to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative or negative), and to give separate instructions for each resolution that will be voted on at the meeting. The proxy form shall indicate whether the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.	**Article 33** The proxy form used by shareholders to appoint proxies to attend the ~~shareholders'~~ general meeting shall contain the following information: (1) name of the ~~proxy~~**principal** and ~~the number~~**class and quantity** of shares ~~to be represented by the proxy in relation to this appointment~~**held in the Bank**; (2) ~~whether or not the proxy has the right to vote~~**the names of the proxies**; (3) **specific instructions of the shareholder, including** instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the ~~shareholders'~~ general meeting; (4) date of issuance and term of validity; (5) signature (or seal) of the appointing shareholder. If the appointing shareholder is a legal person, the document shall be affixed with the legal person's seal. ~~The blank proxy form issued by the Board of Directors to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative or negative), and to give separate instructions for each resolution that will be voted on at the meeting.~~ The proxy form shall indicate whether the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.

No.	Original Articles	Amended Articles
34	**Article 34** The proxy form shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours before the scheduled voting time. Where such a proxy form is signed by a person authorized by the principal, the letter of authorization authorizing signature or other authorization documents shall be notarized. The notarized letter of authorization or other authorization documents shall, together with the proxy form for the voting proxy, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting. Where the principal is a legal person, its legal representatives or a person authorized by its board of directors or other decision-making body upon resolution shall attend the general meeting of the Bank (such legal entity shall be treated as being present in person if it has appointed a proxy to attend any meeting).	**Article 34** The proxy form shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours before the scheduled voting time. Where such a proxy form is signed by a person authorized by the principal, the letter of authorization authorizing signature or other authorization documents shall be notarized. The notarized letter of authorization or other authorization documents shall, together with the proxy form for the voting proxy, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting. Where the principal is a legal person, its legal representatives or a person authorized by its board of directors or other decision-making body upon resolution shall attend the general meeting of the Bank (such legal entity shall be treated as being present in person if it has appointed a proxy to attend any meeting).
35	**Article 35** The shareholders' general meeting shall be held at the domicile of the Bank or such other place as specified in the notice of the shareholders' general meeting. The shareholders' general meeting of the Bank shall have a meeting place for convening the onsite meetings. The Bank shall facilitate the participation of minority shareholders in shareholders' general meetings by developing safe, affordable and convenient network or adopting other means on condition that the meetings shall be held legally and validly. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.	**Article 35** The ~~shareholders'~~ general meeting shall be held at the domicile of the Bank or such other place as specified in the notice of the ~~shareholders'~~ general meeting. The ~~shareholders'~~ general meeting of the Bank shall have a meeting place for convening the onsite meetings. The Bank shall facilitate the participation of minority shareholders in ~~shareholders'~~ general meetings by developing safe, affordable and convenient network or adopting other means on condition that the meetings ~~shall be~~**are** held legally and validly. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.
36	**Article 36** When convening the shareholders' general meeting, all directors, supervisors and secretary to the Board of Directors shall attend the meeting while the senior management shall attend the meeting as an observer.	**Article 36** When convening the ~~shareholders'~~ general meeting, all directors~~, supervisors~~ and ~~secretary to the Board of Directors shall attend the meeting while~~ the senior management shall attend the meeting as an observer~~.~~**, and accept the inquiries of the shareholders.**

No.	Original Articles	Amended Articles
37	**Article 37** A shareholders' general meeting shall be presided over by the chairman of the Board of Directors. In the event that the chairman is incapable of performing or is not performing his duties, the meeting shall be presided over by the vice chairman (the vice chairman nominated by half or more of the directors present in the Board of Directors shall preside over the meeting if there are two or more vice chairmen at the Bank). In the event that the vice chairman is incapable of performing or is not performing his duties, a director nominated by half or more of the directors present in the Board of Directors shall preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such shareholder) holding the most voting shares shall preside over the meeting. A shareholders' general meeting convened by the Board of Supervisors shall 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, the vice chairman shall preside over the meeting. If the vice chairman is unable or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors present in the Board of Supervisors shall preside over the meeting. A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative recommended by the convener. During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.	**Article 37** A ~~shareholders'~~ general meeting shall be presided over by the chairman of the Board of Directors. In the event that the chairman is incapable of performing or is not performing his duties, the meeting shall be presided over by the vice chairman ~~(the vice chairman nominated by half or more of the directors present in the Board of Directors shall preside over the meeting if there are two or more vice chairmen at the Bank)~~. In the event that the vice chairman is incapable of performing or is not performing his duties, a director nominated by **more than** half ~~or more~~ of the directors present in the Board of Directors shall preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such shareholder) holding the most voting shares shall preside over the meeting. A ~~shareholders'~~ general meeting convened by the ~~Board of Supervisors~~**Audit Committee** shall 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, ~~the vice chairman shall preside over the meeting. If the vice chairman is unable or fails to perform his/her duties,~~ a **member of the Audit Committee**~~supervisor~~ elected by **more than**~~not less than~~ half of the **members of the Audit Committee**~~supervisors~~ present in the ~~Board of Supervisors~~**Audit Committee** shall preside over the meeting. A ~~shareholders'~~ general meeting convened by the shareholders shall be chaired and presided over by a representative recommended by the convener. During the course of a ~~shareholders'~~ general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.

No.	Original Articles	Amended Articles
38	**Article 38** The Board of Directors and the Board of Supervisors shall report their work of the previous year at the annual general meetings.	**Article 38** The Board of Directors ~~and the Board of Supervisors~~ shall report their work of the previous year at the annual general meetings.
39	**Article 39** The directors, supervisors and senior management shall respond and give explanations to queries or recommendations from shareholders at the shareholders' general meeting except for the matters related to the trade secrets of Bank which shall not be disclosed during the shareholders' general meeting.	**Article 39** The directors~~, supervisors~~ and senior management shall respond and give explanations to queries or recommendations from shareholders at the ~~shareholders'~~ general meeting except for the matters related to the trade secrets of Bank which shall not be disclosed during the ~~shareholders'~~ general meeting.
41	**Article 41** The convener shall ensure that the shareholders' general meeting does not end until final resolutions have been concluded. In the event that the shareholders' general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and a notice shall be promptly published. In addition, the convener shall report to the banking regulatory authority of the State Council, in which the shares of the Bank are traded and the stock exchange where the Bank's shares are listed.	**Article 41** The convener shall ensure that the ~~shareholders'~~ general meeting does not end until final resolutions have been concluded. In the event that the ~~shareholders'~~ general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and a notice shall be promptly published. In addition, the convener shall report to the banking regulatory authority of the State Council, in which the shares of the Bank are traded and the stock exchange where the Bank's shares are listed.
42	**Article 42** Resolutions of a general meeting shall consist of ordinary resolutions and special resolutions. Ordinary resolutions shall be adopted by votes representing more than 1/2 of the voting rights held by shareholders (including proxies thereof) attending the general meeting. Special resolutions shall be approved by votes representing more than two-thirds of the voting rights held by shareholders (including proxies thereof) attending the general meeting.	**Article 42** Resolutions of a general meeting shall consist of ordinary resolutions and special resolutions. Ordinary resolutions shall be adopted by votes representing more than 1/2 of the voting rights held by shareholders (including proxies thereof) attending the general meeting. Special resolutions shall be approved by votes representing more than two-thirds of the voting rights held by shareholders (including proxies thereof) attending the general meeting.

No.	Original Articles	Amended Articles
43	**Article 43** Votes of the minority investors shall be counted separately if the matters considered at the shareholders' general meeting may materially affect their interest. The result of separate counting shall be disclosed to the public in a timely manner. The Board of Directors, independent directors and shareholders who meet the relevant requirements of the Company may solicit votes from shareholders publicly. While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Bank shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights.	**Article 43** Votes of the minority investors shall be counted separately if the matters considered at the ~~shareholders'~~ general meeting may materially affect their interest. The result of separate counting shall be disclosed to the public in a timely manner. The Board of Directors, independent directors and shareholders who meet the relevant requirements of the Company may solicit votes from shareholders publicly. While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Bank shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights.
44	**Article 44** The Bank shall, on the premise of ensuring the legality and validity of the shareholders' general meeting, through various means and channels, prioritize the provision of modern information technology means such as an online voting platform to facilitate shareholders' attendance at the shareholders' general meeting.	**Article 44** The Bank shall, on the premise of ensuring the legality and validity of the ~~shareholders'~~ general meeting, through various means and channels, prioritize the provision of modern information technology means such as an online voting platform to facilitate shareholders' attendance at the ~~shareholders'~~ general meeting.

No.	Original Articles	Amended Articles
45	**Article 45** The following matters shall be approved by ordinary resolutions at a general meeting: (1) the work reports of the Board of Directors and the Board of Supervisors; (2) the profit distribution plans and loss recovery plans prepared by the Board of Directors; (3) election and replacement of members of the Board of Directors and the Board of Supervisors, the remunerations of the relevant directors and supervisors and the payment thereof; (4) the annual financial budgets, final accounts, balance sheet, profit report and other financial reports of the Bank; (5) the annual report of the Bank; (6) reviewing and approving the Rules of Procedures for the shareholders' general meeting, the Board of Directors and the Board of Supervisors; (7) resolving on the appointment, re-appointment or removal of accounting firm that conducts regular statutory audit of the Bank's financial reports and its remuneration; (8) matters other than those required by the laws, regulations and the Articles of Association to be approved by special resolutions.	**Article 45** The following matters shall be approved by ordinary resolutions at a general meeting: (1) the work reports of the Board of Directors ~~and the Board of Supervisors~~; (2) the profit distribution plans and loss recovery plans prepared by the Board of Directors; (3) election and replacement of **directors who are not employee representatives**~~members of the Board of Directors and the Board of Supervisors~~, the remunerations of the relevant directors ~~and supervisors~~ and the payment thereof; ~~(4) the annual financial budgets, final accounts, balance sheet, profit report and other financial reports of the Bank;~~ ~~(5)~~ **(4)** the annual report of the Bank; ~~(6)~~ **(5)** reviewing and approving the Rules of Procedures for the ~~shareholders'~~ general meeting~~,~~ **and** the Board of Directors ~~and the Board of Supervisors~~; ~~(7)~~ **(6)** resolving on the appointment, re-appointment or removal of accounting firm that conducts regular statutory audit of the Bank's financial reports and its remuneration; ~~(8)~~ **(7)** matters other than those required by the laws, regulations and the Articles of Association to be approved by special resolutions.

No.	Original Articles	Amended Articles
46	**Article 46** The following matters shall be approved by special resolutions at a general meeting: (1) increase or decrease of the registered capital of the Bank or issuance of securities, certificate of contribution (認股證) and other similar types of securities of the Bank; (2) issuance of bonds or securities of the Bank and the listing thereof; (3) merger, division, dissolution and liquidation (including voluntary winding-up) of the Bank or change of the form of the Bank; (4) amendment to the Articles of Association; (5) dismissal of an independent director; (6) examine and approve the share incentive schemes; (7) making resolutions on the acquisition of the Bank's shares in accordance with the law; (8) any other matters as required by the laws, regulations, regulatory provisions, the Article of Association or determined by an ordinary resolution at a general meeting that may have material effect on the Bank and must be approved by special resolutions.	**Article 46** The following matters shall be approved by special resolutions at a general meeting: (1) increase or decrease of the registered capital of the Bank or issuance of securities, certificate of contribution (認股證) and other similar types of securities of the Bank; (2) issuance of bonds or securities of the Bank and the listing thereof **(including authorize the Board of Directors to resolve on the issue of corporate bonds)**; (3) merger, division, dissolution and liquidation (including voluntary winding-up) of the Bank or change of the form of the Bank; (4) amendment to the Articles of Association; (5) dismissal of an independent director; (6) examine and approve the share incentive schemes; (7) making resolutions on the acquisition of the Bank's shares in accordance with the law; (8) any other matters as required by the laws, regulations, regulatory provisions, the Article of Association or determined by an ordinary resolution at a general meeting that may have material effect on the Bank and must be approved by special resolutions.
47	**Article 47** Shareholders (including proxies thereof) shall exercise their voting rights as per the number of the voting shares they represent. Each share carries the right to one vote. Shares held by the Bank shall have no voting rights and shall be excluded from the number of the voting shares represented by the shareholders attending the meeting. Where a shareholder, in particular a major shareholder, has overdue credit facilities with the Bank, the voting rights of such shareholder at the shareholders' general meeting shall be restricted. Where the number of shares in the Bank pledged by a shareholder reaches or exceeds 50% of the shares held by such shareholder in the Bank, the voting rights of such shareholder at the shareholders' general meeting shall be restricted.	**Article 47** Shareholders (including proxies thereof) shall exercise their voting rights as per the number of the voting shares they represent. Each share carries the right to one vote. Shares held by the Bank shall have no voting rights and shall be excluded from the number of the voting shares represented by the shareholders attending the meeting. Where a shareholder, in particular a major shareholder, has overdue credit facilities with the Bank, the voting rights of such shareholder at the ~~shareholders'~~ general meeting shall be restricted. Where the number of shares in the Bank pledged by a shareholder reaches or exceeds 50% of the shares held by such shareholder in the Bank, the voting rights of such shareholder at the ~~shareholders'~~ general meeting shall be restricted.

No.	Original Articles	Amended Articles
48	**Article 48** Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisors and members of senior management of the Bank without approval in the form of a special resolution passed in a shareholders' general meeting.	**Article 48** Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors~~, supervisors~~ and members of senior management of the Bank without approval in the form of a special resolution passed in a ~~shareholders'~~ general meeting.
49	**Article 49** The suggested list of candidates to serve as directors and supervisors (other than employee directors and employee supervisors) shall be put forward to the shareholders' general meeting for voting, and the shareholders' general meeting shall be notified of the employee directors and employee supervisors after them being elected by the employees' congress of the Bank. The candidates for directors and supervisors shall not be nominated by the same shareholder or his/her related party at the shareholders' general meeting concurrently. If such candidate for director (or supervisor) as nominated by the same shareholder and his/her related party has served as director or (supervisor), such shareholder shall not nominate another candidate for supervisor (or director) until the expiry of his/her term of office. In principle, the number of Directors (Supervisors) nominated by the same shareholder and its related parties shall not exceed one-third of the total number of members of the Board of Directors (Board of Supervisors), unless otherwise provided by laws, administrative regulations, departmental rules and the listing rules of the stock exchange of the place where the securities of the Bank are listed.	**Article 49** The suggested list of candidates to serve as directors ~~and supervisors~~ (other than employee directors ~~and employee supervisors~~) shall be put forward to the ~~shareholders'~~ general meeting for voting, and the ~~shareholders'~~ general meeting shall be notified of the employee directors ~~and employee supervisors~~ after them being elected by the employees' congress of the Bank. ~~The candidates for directors and supervisors shall not be nominated by the same shareholder or his/her related party at the shareholders' general meeting concurrently. If such candidate for director (or supervisor) as nominated by the same shareholder and his/her related party has served as director or (supervisor), such shareholder shall not nominate another candidate for supervisor (or director) until the expiry of his/her term of office.~~ In principle, the number of Directors ~~(Supervisors)~~ nominated by the same shareholder and its related parties shall not exceed one-third of the total number of members of the Board of Directors ~~(Board of Supervisors)~~, unless otherwise provided by laws, administrative regulations, departmental rules and the listing rules of the stock exchange of the place where the securities of the Bank are listed.
50	**Article 50** All proposals shall be voted separately at the shareholders' general meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals were presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the shareholders' general meeting or the failure to pass resolutions, no resolutions proposed in the shareholders' general meeting shall be set aside or skipped.	**Article 50** All proposals shall be voted separately at the ~~shareholders'~~ general meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals were presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the ~~shareholders'~~ general meeting or the failure to pass resolutions, no resolutions proposed in the ~~shareholders'~~ general meeting shall be set aside or skipped.

No.	Original Articles	Amended Articles
51	**Article 51** The shareholders' general meeting, while considering resolutions, shall not modify such resolutions. Otherwise, the modification shall be deemed as a new resolution, which shall not be voted at the same shareholders' general meeting.	**Article 51** The ~~shareholders'~~ general meeting, while considering resolutions, shall not modify such resolutions. Otherwise, the modification shall be deemed as a new resolution, which shall not be voted at the same ~~shareholders'~~ general meeting.
52	**Article 52** Except for proposals relating to procedural or administrative matters of the shareholders' general meeting, which may be decided by the chairman of the meeting in good faith and voted on by a show of hands, voting at the shareholders' general meeting shall be conducted by way of registered poll.	**Article 52** Except for proposals relating to procedural or administrative matters of the ~~shareholders'~~ general meeting, which may be decided by the chairman of the meeting in good faith and voted on by a show of hands, voting at the ~~shareholders'~~ general meeting shall be conducted by way of registered poll.
54	**Article 54** For resolutions in relation to the procedure of shareholders' general meeting or administrative matters, unless vote is cast on poll particularly as required by the relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed, or a poll is (before or after any voting by show of hands) demanded by the following persons, voting at a shareholders' general meeting shall be by a show of hands: (1) chairman of the meeting; (2) at least two shareholders entitled to vote or their proxies; (3) one or more shareholders (including proxies) individually or jointly holding more than ten percent of the voting shares represented by all shareholders present at the meeting. Unless otherwise provided by the Hong Kong Listing Rules or a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution at the meeting. The demand for a poll may be withdrawn by the person who makes such demand.	**Article 54** For resolutions in relation to the procedure of ~~shareholders'~~ general meeting or administrative matters, unless vote is cast on poll particularly as required by the relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed, or a poll is (before or after any voting by show of hands) demanded by the following persons, voting at a ~~shareholders'~~ general meeting shall be by a show of hands: (1) chairman of the meeting; (2) at least two shareholders entitled to vote or their proxies; (3) one or more shareholders (including proxies) individually or jointly holding more than ten percent of the voting shares represented by all shareholders present at the meeting. Unless otherwise provided by the Hong Kong Listing Rules or a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution at the meeting. The demand for a poll may be withdrawn by the person who makes such demand.

No.	Original Articles	Amended Articles
56	**Article 56** Before a proposal is put to vote at a shareholders' general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer. During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by lawyers, representatives of shareholders and representatives of supervisors and qualified persons appointed according to the Hong Kong Listing Rules, and shall determine whether the resolutions of the shareholders' general meeting are passed based on the voting results. The voting outcome for each resolution shall be recorded in the meeting minutes.	**Article 56** Before a proposal is put to vote at a ~~shareholders'~~ general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer. During the voting process of a ~~shareholders'~~ general meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by lawyers, representatives of shareholders ~~and representatives of supervisors~~ and qualified persons appointed according to the Hong Kong Listing Rules, and shall determine whether the resolutions of the ~~shareholders'~~ general meeting are passed based on the voting results. The voting outcome for each resolution shall be recorded in the meeting minutes.
58	**Article 58** Shareholders who are present at a shareholders' general meeting shall adopt one of the following stances when a resolution is put forward for voting: for, against or abstention, except for the votes by the securities registration and clearing institution as the nominal holder of certain shares or based on the intention of actual holders. Any votes which are unfilled, erroneously completed, illegible or un-submitted shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards the same stance. Where a shareholder shall be abstained from voting on a specific resolution, or is restricted to only voting for or against a resolution under the Hong Kong Listing Rules, any vote of the shareholder or his/her proxy against the relevant requirement or restriction shall not be counted.	**Article 58** Shareholders who are present at a ~~shareholders'~~ general meeting shall adopt one of the following stances when a resolution is put forward for voting: for, against or abstention, except for the votes by the securities registration and clearing institution as the nominal holder of certain shares or based on the intention of actual holders. Any votes which are unfilled, erroneously completed, illegible or un-submitted shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards the same stance. Where a shareholder shall be abstained from voting on a specific resolution, or is restricted to only voting for or against a resolution under the Hong Kong Listing Rules, any vote of the shareholder or his/her proxy against the relevant requirement or restriction shall not be counted.

No.	Original Articles	Amended Articles
59	**Article 59** The chairman of a meeting shall determine whether the resolutions are approved at a shareholders' general meeting or not. His/her decision shall be final. The decision shall be announced at the meeting and recorded into the minutes. Prior to the formal announcement of the voting results, all parties involved in the voting of the shareholders' general meeting in person, including the Bank, the vote counter, the scrutineer and Substantial Shareholders, have an obligation to keep the voting results confidential.	**Article 59 <u>The on-site general meeting shall not be concluded earlier than the online meeting or meeting held by other means and</u>** ~~T~~t<u></u>he chairman of a meeting shall determine whether the resolutions are approved **<u>based on the voting result</u>** at a ~~shareholders'~~ general meeting or not. His/her decision shall be final. The decision shall be announced at the meeting and recorded into the minutes. Prior to the formal announcement of the voting results, all parties involved in the voting of the ~~shareholders'~~ general meeting in person **<u>or on the network</u>**, including the Bank, the vote counter, the scrutineer and Substantial Shareholders, have an obligation to keep the voting results confidential.
60	**Article 60** If the chairman of the meeting has any doubts as to the voting results of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes and the shareholders or their proxies who have attended the meeting have doubts as to the outcomes announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately. If the votes are counted at a shareholders' general meeting, the results shall be recorded into the minutes. Minutes, attendance records of shareholders and proxy forms shall be maintained at the domicile of the Bank.	**Article 60** If the chairman of the meeting has any doubts as to the voting results of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes and the shareholders or their proxies who have attended the meeting have doubts as to the outcomes announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately. If the votes are counted at a ~~shareholders'~~ general meeting, the results shall be recorded into the minutes. Minutes, attendance records of shareholders and proxy forms shall be maintained at the domicile of the Bank.
61	**Article 61** Resolutions adopted at a shareholders' general meeting shall be promptly announced. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution.	**Article 61** Resolutions adopted at a ~~shareholders'~~ general meeting shall be promptly announced. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion relative to the total number of shares with voting rights of the Bank, the voting method, the voting outcome of each proposal and the details of each adopted resolution.

No.	Original Articles	Amended Articles
62	**Article 62** Minutes of the matters discussed at the meeting shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors or the Office of the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (1) the time, venue of the meeting, as well as the name (or corporate name) of the convener; (2) the name of the chairman of the meeting, and the directors, supervisors, president and other members of senior management who attend or observe the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares with voting rights; (4) the deliberation process for each resolution, key points of speeches made and voting outcome; (5) any enquiries or suggestions made by shareholders and the corresponding explanation or response; (6) the name of the lawyer, vote counter and scrutineer; (7) any other matters required by the shareholders' general meeting and the provisions of the Articles of Association and these Rules to be recorded in the minutes.	**Article 62** Minutes of the matters discussed at the meeting shall be recorded for the ~~shareholders'~~ general meeting, and the secretary to the Board of Directors or the Office of the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (1) the time, venue of the meeting, as well as the name (or corporate name) of the convener; (2) the name of the chairman of the meeting, and the directors, ~~supervisors,~~ president and other members of senior management who attend or observe the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares with voting rights; (4) the deliberation process for each resolution, key points of speeches made and voting outcome; (5) any enquiries or suggestions made by shareholders and the corresponding explanation or response; (6) the name of the lawyer, vote counter and scrutineer; (7) any other matters required by the ~~shareholders'~~ general meeting and the provisions of the Articles of Association and these Rules to be recorded in the minutes.
63	**Article 63** The minutes of the shareholders' general meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, attendance records of the shareholders, proxy form, and valid information regarding alternative voting methods shall be filed and the minutes shall be preserved for a permanent period.	**Article 63** The minutes of the ~~shareholders'~~ general meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, ~~supervisors,~~ secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, attendance records of the shareholders, proxy form, and valid information regarding alternative voting methods shall be filed and the minutes shall be preserved for a permanent period.

No.	Original Articles	Amended Articles
64	**Article 64** Where the shareholders' general meeting passes proposals for the election of directors and supervisors, the term of office of the newly elected directors and supervisors shall commence from the date of approval by the banking regulatory authority of the State Council.	**Article 64** Where the ~~shareholders'~~ general meeting passes proposals for the election of directors ~~and supervisors~~, the term of office of the newly elected directors ~~and supervisors~~ shall commence from the date of approval by the banking regulatory authority of the State Council.
65	**Article 65** Where the shareholders' general meeting passes proposals on cash dividends, bonus issues or the conversion of capital reserve into share capital, the Bank shall implement the specific plans within two months after the conclusion of the shareholders' general meeting.	**Article 65** Where the ~~shareholders'~~ general meeting passes proposals on cash dividends, bonus issues or the conversion of capital reserve into share capital, the Bank shall implement the specific plans within two months after the conclusion of the ~~shareholders'~~ general meeting.
66	**Article 66** If a resolution of a shareholders' general meeting violates the laws and administrative regulations, a shareholder shall have the right to request the people's court to determine the resolution as invalid. If the procedure of convening a shareholders' general meeting, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles of Association, or the contents of a resolution violates the Articles of Association, a shareholder shall have the right to request the people's court to rescind the resolution within sixty days from the date on which the resolution is adopted.	**Article 66** If a resolution of a ~~shareholders'~~ general meeting violates the laws and administrative regulations, a shareholder shall have the right to request the people's court to determine the resolution as invalid. If the procedure of convening a ~~shareholders'~~ general meeting, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles of Association, or the contents of a resolution violates the Articles of Association, a shareholder shall have the right to request the people's court to rescind the resolution within sixty days from the date on which the resolution is adopted.
68	**Article 68** The Bank's proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with the requirements of Articles 72 to 74.	**Article 68** The Bank's proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with the requirements of Articles 72 to 74.

No.	Original Articles	Amended Articles
70	**Article 70** In relation to the matters mentioned in (2) to (8), (11) and (12) of Article 69, affected class shareholder, no matter if he has voting right at a general meeting or not, shall be entitled to vote at the class meeting. However, interested shareholders shall not be entitled to vote at class meeting. Interested shareholders mentioned in the preceding paragraph shall have the meaning as follows: (1) in case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to Article 36 of the Articles of Association, a Controlling Shareholder within the meaning defined in Article 340 of the Articles of Association; (2) in case of a repurchase by the Bank of shares by an offmarket agreement outside of the stock exchange under Article 36 of the Articles of Association, a shareholder to whom the proposed agreement relates; (3) in case of a restructuring of the Bank, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of other shareholders of that class.	**Article 70** In relation to the matters mentioned in (2) to (8), (11) and (12) of Article 69, affected class shareholder, no matter if he has voting right at a general meeting or not, shall be entitled to vote at the class meeting. However, interested shareholders shall not be entitled to vote at class meeting. Interested shareholders mentioned in the preceding paragraph shall have the meaning as follows: (1) in case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to ~~Article 36~~**Article 34** of the Articles of Association, a Controlling Shareholder within the meaning defined in ~~Article 340~~**Article 304** of the Articles of Association; (2) in case of a repurchase by the Bank of shares by an offmarket agreement outside of the stock exchange under ~~Article 36~~**Article 34** of the Articles of Association, a shareholder to whom the proposed agreement relates; (3) in case of a restructuring of the Bank, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of other shareholders of that class.
72	**Article 72** To hold a class meeting, a written notice shall be given with reference to the notice period requirement for convening a shareholders' general meeting in these Articles, so as to notify all the Shareholders of the relevant class listed on the register of the matters to be considered at the meeting and the meeting date and place.	**Article 72** To hold a class meeting, a written notice shall be given with reference to the notice period requirement for convening a ~~shareholders'~~ general meeting in these Articles, so as to notify all the Shareholders of the relevant class listed on the register of the matters to be considered at the meeting and the meeting date and place.

No.	Original Articles	Amended Articles
73	**Article 73** Notice of a class meeting shall be served exclusively on shareholders entitled to vote at such meeting. The procedures of any class meeting shall be conducted in a similar manner as any general meeting as far as possible. Provisions in the Articles of Association which relate to any general meeting shall apply to any class meeting.	**Article 73** Notice of a class meeting shall be served exclusively on shareholders entitled to vote at such meeting. The procedures of any class meeting shall be conducted in a similar manner as any general meeting as far as possible. Provisions in the Articles of Association **of the Bank** which relate to any general meeting shall apply to any class meeting.
74	**Article 74** Apart from holders of other classes of shares, holders of domestic shares and overseas listed foreign shares shall be regarded as holders of different classes of shares. The special procedures for voting by a class shareholder shall not apply in the following circumstances: (1) any proposed issue of domestic shares and foreign investment shares by the Bank in every 12 months, whether separate or concurrent, if such proposed issue of domestic shares and overseas listed foreign shares are approved by the shareholders in a general meeting by way of special resolution, and the number of domestic shares and overseas listed foreign shares proposed to be issued by the Bank does not exceed twenty percent of the shares of such class in issue; (2) where the Bank's plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulator under the State Council. (3) with the approval of such relevant regulators as the banking regulatory authorities of the State Council and the securities regulator under the State Council, holders of domestic shares of the Bank transfer the shares to holders of foreign investment shares, and list and trade the shares overseas.	**Article 74** Apart from holders of other classes of shares, holders of domestic shares and ~~overseas listed foreign~~ **H** shares shall be regarded as holders of ~~different~~**same** classes of shares. ~~The special procedures for voting by a class shareholder shall not apply in the following circumstances:~~ ~~(1) a~~**A**ny proposed issue of domestic shares and foreign investment shares by the Bank in every 12 months, whether separate or concurrent, if such proposed issue of domestic shares and ~~overseas listed foreign~~**H** shares are approved by the shareholders in a general meeting by way of special resolution, and the number of domestic shares and ~~overseas listed foreign~~**H** shares proposed to be issued by the Bank does not exceed twenty percent of the shares of such class in issue~~;~~ ~~(2) where the Bank's plan to issue domestic shares and overseas listed foreign~~ **H** ~~shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulator under the State Council.~~ **shall not apply to procedures for voting by a class shareholder.** ~~(3) with the approval of such relevant regulators as the banking regulatory authorities of the State Council and the securities regulator under the State Council, holders of domestic shares of the Bank transfer the shares to holders of foreign investment shares, and list and trade the shares overseas.~~

No.	Original Articles	Amended Articles
75	**Article 75** The holders of preference share are not entitled to attend any shareholders' general meeting of the Bank, nor do the preference shares carry voting rights in any shareholders' general meeting; however, in the event of any of the following circumstances, the Bank shall notify holders of preference shares of the shareholders' general meeting and follow the notice procedures to ordinary shareholders as provided under the Company Law and these Articles of Association. When attending the shareholders' general meeting, the holders of preference shares are entitled to vote at a separate class meeting with respect to the above matters and each preference share shall have one vote (preference shares held by the Bank do not entitle the Bank to vote): (1) amendments to the Articles of Association that relate to preference shares; (2) reduction of the registered capital of the Bank by more than ten percent on a single or aggregate basis; (3) merger, division, dissolution or change of corporate form of the Bank; (4) issuance of preference shares by the Bank; and (5) other events specified in laws, administrative regulations and department rules and the Articles of Association. Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including holders of preference shares with restored voting rights) and by more than two thirds of the votes held by holders of preference shares present at the meeting (excluding holders of preference shares with restored voting rights). Where the shareholders' general meeting votes on the matters set out in the second paragraph of this Article, the attendance and voting of ordinary shareholders (including holders of preference shares with restored voting rights) and holders of preference shares (excluding holders of preference shares with restored voting rights) shall be calculated and announced separately.	**Article 75** The holders of preference share are not entitled to attend any ~~shareholders'~~ general meeting of the Bank, nor do the preference shares carry voting rights in any ~~shareholders'~~ general meeting; however, in the event of any of the following circumstances, the Bank shall notify holders of preference shares of the ~~shareholders'~~ general meeting and follow the notice procedures to ordinary shareholders as provided under the Company Law and these Articles of Association. When attending the ~~shareholders'~~ general meeting, the holders of preference shares are entitled to vote at a separate class meeting with respect to the above matters and each preference share shall have one vote (preference shares held by the Bank do not entitle the Bank to vote): (1) amendments to the Articles of Association that relate to preference shares; (2) reduction of the registered capital of the Bank by more than ten percent on a single or aggregate basis; (3) merger, division, dissolution or change of corporate form of the Bank; (4) issuance of preference shares by the Bank; and (5) other events specified in laws, administrative regulations and department rules and the Articles of Association. Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including holders of preference shares with restored voting rights) and by more than two thirds of the votes held by holders of preference shares present at the meeting (excluding holders of preference shares with restored voting rights). Where the ~~shareholders'~~ general meeting votes on the matters set out in the second paragraph of this Article, the attendance and voting of ordinary shareholders (including holders of preference shares with restored voting rights) and holders of preference shares (excluding holders of preference shares with restored voting rights) shall be calculated and announced separately.

No.	Original Articles	Amended Articles
76	**Article 76** During the review and approval of the issuance of preference shares, the shareholders' general meeting shall vote on the following matters item by item: (1) the type and number of preference shares to be issued; (2) the issuance method, subscriber, and arrangement regarding placement for existing shareholders; (3) the nominal value, issuance price, pricing range, and price determination principles; (4) the method of dividend distribution for holders of preference shares, including dividend rate and determination principles, conditions of dividend distribution, method of dividend payments, whether dividend can be accumulated, and whether they may participate in the distribution of remaining profits, etc.; (5) the redemption provisions, including conditions and timing of redemption, redemption price and determination principles, and subject to exercise the right of redemption (if any); (6) the use of raised proceeds; (7) the share subscription agreement with conditions attached to its entry into effect concluded with the subscriber; (8) the validity period of the resolution; (9) the amendment proposed to the Articles of Association regarding profit distribution policies for preference shareholders and ordinary shareholders; (10) authorization to the Board of Directors to deal with specific matters of the issuance; (11) the other matters.	**Article 76** During the review and approval of the issuance of preference shares, the ~~shareholders'~~ general meeting shall vote on the following matters item by item: (1) the type and number of preference shares to be issued; (2) the issuance method, subscriber, and arrangement regarding placement for existing shareholders; (3) the nominal value, issuance price, pricing range, and price determination principles; (4) the method of dividend distribution for holders of preference shares, including dividend rate and determination principles, conditions of dividend distribution, method of dividend payments, whether dividend can be accumulated, and whether they may participate in the distribution of remaining profits, etc.; (5) the redemption provisions, including conditions and timing of redemption, redemption price and determination principles, and subject to exercise the right of redemption (if any); (6) the use of raised proceeds; (7) the share subscription agreement with conditions attached to its entry into effect concluded with the subscriber; (8) the validity period of the resolution; (9) the amendment proposed to the Articles of Association regarding profit distribution policies for preference shareholders and ordinary shareholders; (10) authorization to the Board of Directors to deal with specific matters of the issuance; (11) the other matters.

No.	Original Articles	Amended Articles
77	**Article 77** Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following: (1) a request to convene an extraordinary general meeting of shareholders; (2) a request to convene and preside over a shareholders' general meeting; (3) a request to submit a proposal or an interim proposal to a general meeting of shareholders; (4) a request to nominate the directors and supervisors who are not staff representatives of the Bank; (5) identifying controlling shareholder(s) according to the relevant provisions of the Articles of Association; (6) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of the Articles of Association; (7) identifying the 10 largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding more than five percent of the shares of the Bank in accordance with the Securities Law and relevant regulations; and (8) other circumstances provided under laws, administrative regulations, department rules and the Articles of Association.	**Article 77** Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following: (1) a request to convene an extraordinary general meeting of shareholders; (2) a request to convene and preside over a ~~shareholders'~~ general meeting; (3) a request to submit a proposal or an interim proposal to a general meeting ~~of shareholders~~; (4) a request to nominate the directors ~~and supervisors~~ who are not staff representatives of the Bank; (5) identifying controlling shareholder(s) according to the relevant provisions of the Articles of Association; (6) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of the Articles of Association; (7) identifying the 10 largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding more than five percent of the shares of the Bank in accordance with the Securities Law and relevant regulations; and (8) other circumstances provided under laws, administrative regulations, department rules and the Articles of Association.

No.	Original Articles	Amended Articles
78	**Article 78** Where the Bank repurchases ordinary shares by issuing preference shares publicly for the purpose of reducing registered capital, or repurchases ordinary shares from specific shareholders of the Company by issuing preference shares non-publicly as consideration, any resolution on the repurchase of ordinary shares at the shareholders' general meeting shall be passed by at least two-thirds of the voting rights held by the ordinary shareholders present at the meeting (including preference shareholders with restored voting rights). The Bank shall make an announcement on the resolution concerning repurchase of ordinary shares on the following day of decision at the shareholders' general meeting.	**Article 78** Where the Bank repurchases ordinary shares by issuing preference shares publicly for the purpose of reducing registered capital, or repurchases ordinary shares from specific shareholders of the Company by issuing preference shares non-publicly as consideration, any resolution on the repurchase of ordinary shares at the ~~shareholders'~~ general meeting shall be passed by at least two-thirds of the voting rights held by the ordinary shareholders present at the meeting (including preference shareholders with restored voting rights). The Bank shall make an announcement on the resolution concerning repurchase of ordinary shares on the following day of decision at the ~~shareholders'~~ general meeting.
81	**Article 81** These Rules shall be formulated and revised by the Board of Directors and became effective after approval of the shareholders' general meeting. Since the effective date of these Rules, the original rules of procedure for the Shareholders' general meeting of the Bank are automatically invalidated. The amendments to the rules of procedure shall be implemented after approved and passed by the Shareholders' general meeting as ordinary resolutions.	**Article 81** These Rules shall be formulated and revised by the Board of Directors and became effective after approval of the ~~shareholders'~~ general meeting. Since the effective date of these Rules, the original rules of procedure for the ~~Shareholders'~~ general meeting of the Bank are automatically invalidated. The amendments to the rules of procedure shall be implemented after approved and passed by the ~~Shareholders'~~ general meeting as ordinary resolutions.

No.	Original Clause	New Clause
1	**Article 1** For the purpose of further clarifying the duties and authorities of the Board of Directors of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as the "Bank") and its members, improving and regulating the consideration and decision-making procedures of the Board of Directors, urging the directors and the Board of Directors to effectively fulfill their obligations and raising the standard of the regulated operation and the scientific decision-making of the Board of Directors, these Rules are hereby are formulated in the light of the actual situation of the Bank and pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China (hereinafter referred to as the "Commercial Banking Law"), Corporate Governance Guidelines for Banking and Insurance Institutions, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the "Special Regulations"), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies, the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the "Mandatory Provisions"), 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 relevant laws, administrative regulations, rules and regulatory documents, as well as requirements of the securities regulatory authority in the place where the shares of the Bank are listed and the Articles of Association of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as the "Articles of Association").	**Article 1** For the purpose of further clarifying the duties and authorities of the Board of Directors of Guangzhou Rural Commercial Bank Co., Ltd. (hereinafter referred to as the "Bank") and its members, improving and regulating the consideration and decision-making procedures of the Board of Directors, urging the directors and the Board of Directors to effectively fulfill their obligations and raising the standard of the regulated operation and the scientific decision-making of the Board of Directors, these Rules are hereby formulated in the light of the actual situation of the Bank and pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China (hereinafter referred to as the "Commercial Banking Law"), Corporate Governance Guidelines for Banking and Insurance Institutions, ~~the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the "Special Regulations"),~~ the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies, ~~the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the "Mandatory Provisions"),~~ 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 relevant laws, administrative regulations, rules, and regulatory documents, as well as requirements of the securities regulatory authority in the place where the shares of the Bank are listed and the Articles of Association of Guangzhou Rural Commercial Bank Co., Ltd. **(2026 revised)** (hereinafter referred to as the "Articles of Association").

No.	Original Clause	New Clause
2	**Article 2** The Board of Directors shall be accountable to the shareholders' general meeting. The meeting of the Board of Directors is a major method adopted by the Board of Directors to discuss official business. Attending Board meetings according to regulations is a basic way for Directors to perform their duties.	**Article 2** The Board of Directors shall be accountable to the ~~shareholders'~~ general meeting. The meeting of the Board of Directors is a major method adopted by the Board of Directors to discuss official business. Attending Board meetings according to regulations is a basic way for Directors to perform their duties.
3	**Article 3** The Board of Directors of the Bank shall be consisted of seventeen members; the Board of Directors shall have one chairman and one or two vice chairman; including three executive directors and fourteen non-executive directors (including independent directors); the independent directors shall not be less than one-thirds of all directors of the Board in number and there shall be one independent director with expertise in accounting.	**Article 3** The Board of Directors of the Bank shall be consisted of seventeen members; the Board of Directors shall have one chairman and one ~~or two~~ vice chairman; including ~~three~~ **two** executive directors and fourteen non-executive directors (including independent directors) **and one employee director**; the independent directors shall not be less than one-thirds of all directors of the Board in number and there shall be one independent director with expertise in accounting.
5	**Article 5** The following persons shall not act as independent directors of the Bank: (1) persons who hold or whose close relatives hold one percent or above of the shares of the Bank; (2) persons who are employed or whose close relatives are employed by corporate shareholders which hold one percent or above of the shares of the Bank; (3) persons who are or whose close relatives are natural person shareholders among the top ten shareholders of the Bank; (4) persons who are employed or whose close relatives are employed by corporate shareholders which directly or indirectly hold 5% or above of the Bank's issued shares or by the top five corporate shareholders of the Bank; (5) persons who have held or whose close relatives have held positions in the Bank or in enterprises over which the Bank holds controlling interests or has de facto control;	**Article 5** The following persons shall not act as independent directors of the Bank: (1) persons who hold or whose close relatives hold one percent or above of the shares of the Bank **(excluding treasury shares)**; (2) persons who are employed or whose close relatives are employed by corporate shareholders which hold one percent or above of the shares of the Bank; (3) persons who are or whose close relatives are natural person shareholders among the top ten shareholders of the Bank; (4) persons who are employed or whose close relatives are employed by corporate shareholders which directly or indirectly hold 5% or above of the Bank's issued shares or by the top five corporate shareholders of the Bank; (5) persons who have held or whose close relatives have held positions in the Bank or in enterprises over which the Bank holds controlling interests or has de facto control;

No.	Original Clause	New Clause
	(6) persons who have held or whose close relatives have held positions in the Bank or in enterprises over which the Bank holds controlling interests or has de facto control in the 3 years before taking up the office; (7) persons who have held or whose close relatives have held positions in the enterprises which are not able to repay the loans granted by the Bank in time; (8) persons who have held or whose close relatives have held positions in the enterprises which have legal, accounting, auditing, management consulting and other business connections with the Bank or have an interests in the Bank in respect of claims, debts and others; (9) persons who or whose close relatives may be controlled or materially influenced by the major shareholder(s) and senior management of the Bank, resulting in the situations where the independency of their performance of duties would be hindered; (10) persons who, in other situations, are not allowed to act as independent directors by the banking regulatory authority of the State Council, securities regulatory authority of the place in which the Bank's shares are listed and other regulatory authorities or pursuant to the Articles of Association. The term "close relatives" in this Article means spouses, parents, children, grandparents, grandparents of spouses and siblings.	(6) persons who have held or whose close relatives have held positions in the Bank or in enterprises over which the Bank holds controlling interests or has de facto control in the 3 years before taking up the office; (7) persons who have held or whose close relatives have held positions in the enterprises which are not able to repay the loans granted by the Bank in time; (8) persons who have held or whose close relatives have held positions in the enterprises which have legal, accounting, auditing, management consulting and other business connections with the Bank or have an interests in the Bank in respect of claims, debts and others; (9) persons who or whose close relatives may be controlled or materially influenced by the major shareholder(s) and senior management of the Bank, resulting in the situations where the independency of their performance of duties would be hindered; (10) persons who, in other situations, are not allowed to act as independent directors by the banking regulatory authority of the State Council, securities regulatory authority of the place in which the Bank's shares are listed and other regulatory authorities or pursuant to the Articles of Association. The term "close relatives" in this Article means spouses, parents, children, grandparents, grandparents of spouses and siblings.

No.	Original Clause	New Clause
6	**Article 6** No person shall hold the position of independent director of the Bank in one of the following circumstances: (1) person who has been penalized due to corruption, bribery, embezzlement and appropriation of property or disruption of order of the market economy, or subject to deprivation of political rights for the crimes committed; (2) Director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises; (3) legal representative of companies or enterprises which have had their business licenses revoked and their business compulsorily closed down due to a violation of laws, for which such person was personally liable; (4) person with a relatively large amount of past-due and outstanding debts; (5) person who has been dismissed by the original employer for failure to perform duties diligently; (6) person who used to be key personnel in high-risk financial institutions and there is no proof proving that such person was not responsible for the cancellation or loss of assets of such institutions.	**Article 6** No person shall hold the position of independent director of the Bank in one of the following circumstances: (1) person who has been penalized due to corruption, bribery, embezzlement and appropriation of property or disruption of order of the market economy, or subject to deprivation of political rights for the crimes committed **and such sentence has expired for no more than five years, or who is granted probation, if no more than two years have passed since the expiration of the probation period**; (2) Director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises**, where no more than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise**; (3) legal representative of companies or enterprises which have had their business licenses revoked and their business compulsorily closed down due to a violation of laws, for which such person was personally liable**, where less than three years have elapsed since the date of such revocation or the order to close down**; (4) person **who is listed as a dishonest person subject to enforcement by the people's court due to failure to pay off** ~~with~~ a relatively large amount of past-due and outstanding debts; (5) person who has been dismissed by the original employer for failure to perform duties diligently; (6) person who used to be key personnel in high-risk financial institutions and there is no proof proving that such person was not responsible for the cancellation or loss of assets of such institutions.

No.	Original Clause	New Clause
7	**Article 7** The Board of Directors shall have one chairman and one to two vice chairmans. The chairman and vice chairman shall be directors and shall be elected or removed by more than half of all the directors.	**Article 7** The Board of Directors shall have one chairman and one ~~to two~~ vice chairman~~s~~. The chairman and vice chairman shall be directors and shall be elected or removed by more than half of all the directors.
11	**Article 11** The Board of Directors shall establish a Board Office, which shall be responsible for the preparation and the information disclosure of meetings of the shareholders' general meeting, the Board of Directors, and the special committees of the Board and other routine matters of the special committees of the Board of Directors.	**Article 11** The Board of Directors shall establish a Board Office, which shall be responsible for the preparation and the information disclosure of meetings of the ~~shareholders'~~ general meeting, the Board of Directors, and the special committees of the Board and other routine matters of the special committees of the Board of Directors.
12	**Article 12** The Board of Directors shall take the ultimate responsibility for operation and management of the Bank. The Board of Directors shall exercise the following powers according to the laws: (1) to convene shareholders' general meetings and report its work to the shareholders' general meetings; (2) to implement the resolutions of the shareholders' general meetings; (3) to formulate the development strategy of the Bank, supervise the implementation of the said strategies, and to decide on the business plans and investment plans of the Bank; (4) to prepare the annual financial budgets and final accounts of the Bank; (5) to prepare the venture capital distribution plan, profit distribution plan and the plan for making up the losses of the Bank;	**Article 12** The Board of Directors shall take the ultimate responsibility for operation and management of the Bank. The Board of Directors shall exercise the following powers according to the laws: (1) to convene ~~shareholders'~~ general meetings and report its work to the ~~shareholders'~~ general meetings; (2) to implement the resolutions of the ~~shareholders'~~ general meetings; **(3) to formulate proposals for implementing the decisions and arrangement of the Party Central Committee and the State Council and major national development strategy initiatives;** to formulate the development strategy of the Bank, supervise the implementation of the said strategies, and to decide on the business plans and investment plans of the Bank; (4) to ~~prepare~~ **formulate** the annual financial budgets and final accounts of the Bank; (5) to prepare the ~~venture capital distribution plan,~~ profit distribution plan and the plan formaking up the losses of the Bank;

No.	Original Clause	New Clause
	(6) to formulate the capital planning of the Bank and take ultimate responsibility for capital solvency management, to prepare plans for increase or reduction of the registered capital of the Bank, and to prepare plans for issue and listing of corporate bonds or other securities of the Bank; to perform the Bank's primary duty for capital management, and perform the following duties: setting limits on risk appetite and capital adequacy appropriate to the Bank's development strategy and external environment, considering and approving the implementation of the Bank's internal capital adequacy assessment process to ensure that capital adequately covers major risks; considering and approving capital management system to ensure the effectiveness of capital management policies and controls; overseeing the comprehensiveness, foresight and effectiveness of internal capital adequacy assessment procedures; considering and approving and overseeing the implementation of capital planning to meet the needs of the Bank's continuous operation and emergency capital replenishment; considering and approving the capital adequacy ratio management plan at least once a year, and considering the capital adequacy management report and internal capital adequacy assessment report, to receive audit reports regarding the implementation of the capital adequacy management and internal capital adequacy assessment process; considering and approving the policies, as well as the procedures and content of capital adequacy disclosure, and ensuring the truthfulness, accuracy and completeness of the disclosed information; to ensure that the Bank has sufficient resources to carry out capital management independently and effectively; (7) to prepare plans for the Bank's material acquisitions and acquisitions for the Bank's shares, merger, division, dissolution or liquidation or alteration of corporate form of the Bank;	(6) to formulate the capital planning of the Bank and take ultimate responsibility for capital solvency management, to prepare plans for increase or reduction of the registered capital of the Bank, and to prepare plans for issue and listing of corporate bonds or other securities of the Bank; to perform the Bank's primary duty for capital management, and perform the following duties: setting limits on risk appetite and capital adequacy appropriate to the Bank's development strategy and external environment, considering and approving the implementation of the Bank's internal capital adequacy assessment process to ensure that capital adequately covers major risks; considering and approving capital management system to ensure the effectiveness of capital management policies and controls; overseeing the comprehensiveness, foresight and effectiveness of internal capital adequacy assessment procedures; considering and approving and overseeing the implementation of capital planning to meet the needs of the Bank's continuous operation and emergency capital replenishment; considering and approving the capital adequacy ratio management plan at least once a year, and considering the capital adequacy management report and internal capital adequacy assessment report, to receive audit reports regarding the implementation of the capital adequacy management and internal capital adequacy assessment process; considering and approving the policies, as well as the procedures and content of capital adequacy disclosure, and ensuring the truthfulness, accuracy and completeness of the disclosed information; to ensure that the Bank has sufficient resources to carry out capital management independently and effectively; (7) to prepare plans for the Bank's material acquisitions and acquisitions for the Bank's shares, merger, division, dissolution or liquidation or alteration of corporate form of the Bank;

No.	Original Clause	New Clause
	(8) to consider and approve external investments, the purchase disposals and review pledge of assets, connected transactions, data governance, external donation, external guarantees, entrustments of others to manage the Bank's funds or other assets of the Bank in accordance with laws, regulations, regulatory requirements and Articles of Associations of the Bank, except for material matters regulated in the Articles of Association, which shall be decided by the shareholders' general meeting; (9) to take ultimate responsibility for related transactions management; the Board shall make an annual special report to the general meeting on the overall situation of related transactions and shall report to the CBIRC or its delegated authorities; (10) to decide on the establishment of internal management structure of the Bank; (11) to formulate the basic management system of the Bank; (12) to formulate the Bank's risk tolerance, risk management and internal control policies and assume ultimate responsibility for overall risk management; to perform the following duties: establishing risk culture; formulating risk management strategies; setting risk appetite and ensuring the establishment of risk limits; considering and approving policies and procedures for material risk management; overseeing senior management in conducting overall risk management; considering overall risk management reports; considering and approving information disclosure of overall risk and various material risks; appointing risk director or other senior management to take the lead in overall risk management; and other duties related to risk management. Various risks include: credit risk, market risk, liquidity risk, operational risk, country risk, bank book interest rate risk, reputation risk, strategic risk, information technology risk, financial innovation risk, case risk, statement consolidation management and other risks;	(8) to consider and approve external investments, the purchase disposals and review pledge of assets, connected transactions, data governance, external donation, external guarantees, entrustments of others to manage the Bank's funds or other assets of the Bank in accordance with laws, regulations, regulatory requirements and Articles of Associations of the Bank, except for material matters regulated in the Articles of Association, which shall be decided by the ~~shareholders'~~ general meeting; (9) to take ultimate responsibility for related transactions management; the Board shall make an annual special report to the general meeting on the overall situation of related transactions and shall report to the ~~CBIRC or its delegated authorities~~ **the banking regulatory and administrative authorities under the State Council**; **related-party transactions occurring between the Bank and its directors, members of senior management and their close relatives, enterprises directly or indirectly controlled by the aforementioned persons, and other related parties having affiliations with the directors or members of senior management shall be submitted to the Board of Directors for approval after review by the Related Transactions and Risk Management Committee of the Board of Directors. Regarding the aforementioned related-party transactions that involve routine financial products or services provided by the Bank and where neither the single transaction amount nor the cumulative transaction amount reaches the threshold for major related-party transactions, the Board of Directors may pass a unified resolution covering such categories of related-party transactions.** (10) to decide on the establishment of internal management structure of the Bank; (11) to formulate the basic management system of the Bank;

No.	Original Clause	New Clause
	(13) to prepare any amendment proposals to these Articles; to formulate the rules of procedures for the Shareholders' general meeting, the rules of procedures for the Board of Directors, and their amendment proposals respectively and to consider and approve the work rules of the special committees under the Board of Directors; (14) to formulate information disclosure system of the Bank and take the ultimate responsibilities for the truthfulness, accuracy, completeness and timeliness of financial statements and accounting reports of the Bank; (15) to take ultimate responsibility for the compliance of the Bank's business activities, and perform the following compliance management duties: to consider and approve the compliance policies of the Bank, and supervise the implementation of compliance policies; to consider and approve the compliance risk management report submitted by the senior management and evaluate the effectiveness of the Bank's compliance risk management to solve the compliance defects in a timely and effective manner; and other compliance management responsibilities; (16) to decide on the appointment, removal, remuneration, rewards and punishments of the president, the secretary to the Board of Directors and the person in charge of audit based on the recommendation of the Nomination and Remuneration Committee and the nomination of the chairman of the Board of Directors; to decide on the appointment or removal of the vice president, the assistant to the president, the business director, and other senior management recognized by the Board of Directors and the regulatory authority based on the proposals of the president and the remuneration, rewards and punishments thereof;	(12) to formulate the Bank's ~~risk tolerance,~~ risk management and internal control policies and assume ultimate responsibility for overall risk management; to perform the following duties: establishing risk culture; formulating risk management strategies; setting risk appetite and ensuring the establishment of risk limits; considering and approving policies and procedures for material risk management; overseeing senior management in conducting overall risk management; considering overall risk management reports; considering and approving information disclosure of overall risk and various material risks; appointing risk director or other senior management to take the lead in overall risk management; and other duties related to risk management. Various risks include: credit risk, market risk, liquidity risk, operational risk, country risk, bank book interest rate risk, reputation risk, strategic risk, information technology risk, financial innovation risk, case risk, statement consolidation management and other risks; (13) to prepare any amendment proposals to these Articles; to formulate the rules of procedures for the ~~Shareholders'~~ general meeting, the rules of procedures for the Board of Directors, and their amendment proposals respectively and to consider and approve the work rules of the special committees under the Board of Directors; (14) to formulate information disclosure system of the Bank and take the ultimate responsibilities for the truthfulness, accuracy, completeness and timeliness of financial statements and accounting reports of the Bank;

No.	Original Clause	New Clause
	(17) to determine the job responsibilities for manager, including the president, the vice president, the assistant to president, the secretary to the Board of Directors, person in charge of Audit and the business director; (18) to monitor the performance of senior management; (19) to receive the work report from the president and inspect the work of the president; (20) the Board of Directors shall establish a supervisory system for the management to formulate the code of conduct and terms of reference for management and business officers and that the normative documents shall specifically require employees at all levels to report any potential conflict of interests in a timely manner, provide particular rules and establish corresponding mechanisms; (21) the Board of Directors shall establish a reporting system and require the senior management to report to the Board of Directors and Directors the operation issues of the Bank, and the reporting system shall cover provisions for the following issues: 1. the content of the information reported to the Board of Directors and Directors and the minimum reporting standards; 2. the reporting frequency; 3. the reporting method; 4. the responsible body and liabilities arising from postponed or incomplete reporting; 5. the confidentiality obligations. (22) to evaluate and refine the corporate governance of the Bank on a regular basis; (23) to protect the legitimate interests of financial consumers and other interested parties; (24) to take responsibility for the management of shareholder affairs; to establish the mechanism for identification, verification and management of the conflict of interest between the Bank and shareholders, in particular Substantial Shareholders; shall, at least once a year, make an assessment of the majority shareholder's qualifications, financial position, shareholdings, related transactions in the previous year, exercise of shareholders' rights, fulfillment of obligations and commitments, implementation of the terms of the articles of association and agreements, and compliance with laws and regulations and regulatory requirements, and report such assessment at a general meeting or through written documents, with a copy to the CBIRC or its dispatched authorities; and take ultimate responsibility for shareholding management;	(15) to take ultimate responsibility for the compliance of the Bank's business activities **and the effectiveness of compliance management**, and perform the following compliance management duties: ~~to consider and approve the compliance policies of the Bank, and supervise the implementation of compliance policies; to consider and approve the compliance risk management report submitted by the senior management and evaluate the effectiveness of the Bank's compliance risk management to solve the compliance defects in a timely and effective manner; and other compliance management responsibilities~~ **review and approve the basic compliance management system; decide on the establishment of the compliance management department; decide on the appointment and dismissal of the Chief Compliance Officer, and establish a direct communication mechanism with the Chief Compliance Officer; decide on the dismissal of senior management personnel who are primarily or leadership responsible for major violations of laws and regulations, or major compliance risks; evaluate the effectiveness of compliance management and the level of compliance culture development, and urge the resolution of major issues in compliance management and compliance culture development; other compliance management responsibilities**; (16) to decide on the appointment, removal, remuneration, rewards and punishments of the president, the secretary to the Board of Directors and the person in charge of audit based on ~~the recommendation of the Nomination and Remuneration Committee and~~ the nomination of the chairman of the Board of Directors; to decide on the appointment or removal of the vice president, the assistant to the president, the business director, and other senior management recognized by the Board of Directors and the regulatory authority based on the proposals of the president and the remuneration, rewards and punishments thereof; (17) to determine the job responsibilities for ~~manager~~ **senior management**, including the president, the vice president, the assistant to president, the secretary to the Board of Directors, person in charge of Audit and the business director; (18) to monitor the performance of senior management; (19) to receive the work report from the president and inspect the work of the president;

No.	Original Clause	New Clause
	(25) to diligently and conscientiously organize the formulation of the shareholder commitment management system, the major shareholder commitment file management, the major shareholder commitment evaluation and other commitment management work, and assume the management responsibility of the major shareholders' commitment; (26) to take the ultimate responsibility for the formulation and update of the recovery plan and resolution plan proposal, and for approving the recovery plan and resolution plan proposal formulated or updated by the Bank, unless otherwise stipulated by the CBIRC; (27) the decision-making body for business continuity management, to take the ultimate responsibility for business continuity management, its main responsibilities including: to consider and approve business continuity management strategies, policies and procedures; to consider and approve senior management's business continuity management responsibilities, receive regular reports from senior management on business continuity management, and supervise and evaluate their performance; to consider and approve the annual audit report on business continuity management; (28) the decision-making body for emergency management and take the ultimate responsibility for the management of emergency response; (29) to take the ultimate responsibility for reputation risk management; be responsible for determining the Bank's reputation risk management strategies and overall objectives, grasping the reputation risk situation, and supervising the senior management in reputation risk management. The Board of Directors shall receive special reports on reputation events that result in significant losses to the Bank and the industry, significant market fluctuations, systemic risks or affect the stability of the social and economic order, and shall receive special reports on reputation risk management in the following year;	(20) the Board of Directors shall establish a supervisory system for the management to formulate the code of conduct and terms of reference for management and business officers and that the normative documents shall specifically require employees at all levels to report any potential conflict of interests in a timely manner, provide particular rules and establish corresponding mechanisms; (21) the Board of Directors shall establish a reporting system and require the senior management to report to the Board of Directors and Directors the operation issues of the Bank;~~,~~ ~~and the reporting system shall cover provisions for the following issues:~~ ~~1. the content of the information reported to the Board of Directors and Directors and the minimum reporting standards;~~ ~~2. the reporting frequency;~~ ~~3. the reporting method;~~ ~~4. the responsible body and liabilities arising from postponed or incomplete reporting;~~ ~~5. the confidentiality obligations.~~ (22) to evaluate and refine the corporate governance of the Bank on a regular basis; (23) to protect the legitimate interests of financial consumers and other interested parties; (24) to take responsibility for the management of shareholder affairs; to establish the mechanism for identification, verification and management of the conflict of interest between the Bank and shareholders, in particular Substantial Shareholders; shall, at least once a year, make an assessment of the majority shareholder's qualifications, financial position, shareholdings, related transactions in the previous year, exercise of shareholders' rights, fulfillment of obligations and commitments, implementation of the terms of the articles of association and agreements, and compliance with laws and regulations and regulatory requirements, and report such assessment at a general meeting or through written documents, with a copy to the ~~CBIRC or its dispatched authorities~~ **banking regulatory and administrative authorities under the State Council**; and take ultimate responsibility for shareholding management;

No.	Original Clause	New Clause
	(30) to take the ultimate responsibility for the risk management of internet loans and perform the following duties: to consider and approve the internet loans business plan, the management policy of partner institutions and the cross regional operation and management policy; to consider and approve the internet loans risk management system; to supervise the management and control of internet loans risks by senior management; to obtain regular evaluation reports on internet loans business, and keep abreast of the operation and management, risk level, consumer protection of internet loans business; other related duties; (31) to take the ultimate responsibility for anti-money laundering and anti-terrorism financing and money laundering risk management. To take the responsible for establishing objectives for building a money laundering risk management culture; to consider money laundering risk management strategies; to consider and approve policies and procedures for money laundering risk management; to authorize senior management to take the lead for money laundering risk management; to review anti-money laundering reports in a regular manner, and keep abreast of significant money laundering risk incident and its handling; other related responsibilities; (32) to take the ultimate responsibility for the protection of consumer rights and interests; to be responsible for formulating strategies, policies and objectives for consumer protection; to provide overall planning and guidance for consumer protection, supervise the effective implementation and enforcement of consumer protection strategies, policies and objectives; to oversee the performance of senior management's responsibilities for consumer protection and consider on related work; and to take ultimate responsibility for information disclosure on consumer protection;	(25) to diligently and conscientiously organize the formulation of the shareholder commitment management system, the major shareholder commitment file management, the major shareholder commitment evaluation and other commitment management work, and assume the management responsibility of the major shareholders' commitment; (26) to take the ultimate responsibility for the formulation and update of the recovery plan and resolution plan proposal, and for approving the recovery plan and resolution plan proposal formulated or updated by the Bank, unless otherwise stipulated by the ~~CBIRC~~ **banking regulatory and administrative authorities under the State Council**; (27) the decision-making body for business continuity management, to take the ultimate responsibility for business continuity management, its main responsibilities including: to consider and approve business continuity management strategies, policies and procedures; to consider and approve senior management's business continuity management responsibilities, receive regular reports from senior management on business continuity management, and supervise and evaluate their performance; to consider and approve the annual audit report on business continuity management; (28) the decision-making body for emergency management and take the ultimate responsibility for the management of emergency response; (29) to take the ultimate responsibility for reputation risk management; be responsible for determining the Bank's reputation risk management strategies and overall objectives, grasping the reputation risk situation, and supervising the senior management in reputation risk management. The Board of Directors shall receive special reports on reputation events that result in significant losses to the Bank and the industry, significant market fluctuations, systemic risks or affect the stability of the social and economic order, and shall receive special reports on reputation risk management in the following year;

No.	Original Clause	New Clause
	(33) to be responsible for formulating data strategies, approving or authorizing the approval of major issues related to data governance, urging senior management to improve the effectiveness of data governance, and taking ultimate responsibility for data governance; (34) to take the responsibility for determining the green credit development strategy, consider and approve the green credit objectives set by the senior management and the green credit reports, and supervise and evaluate the implementation of the Bank's green credit development strategy; (35) to take the ultimate responsibility for the management of remuneration and responsibility for the design of the Bank's remuneration system and policies; to conduct review on the Bank's performance remuneration recourse and recovery at least once a year; (36) to propose to the general meeting the appointment, re appointment or removal of the accounting firm that conducts regular statutory audits of the Bank's financial reports; (37) to take the responsibility for the establishment and improvement of directors' performance files; (38) to take the responsibility for formulating the vocational guidelines and value standards with which the Board of Directors and senior management shall comply; (39) to propose the Share Incentive Scheme; (40) to pay continuous attention to the status of the Bank's internal controls, establish a good internal control culture, and conduct regular studies and evaluations of the soundness, reasonableness and effectiveness of the Bank's internal controls; to be responsible for ensuring that the Bank establishes and implements an adequate and effective internal control system and that the Bank operates prudently within the legal and policy framework; to be responsible for clearly setting acceptable risk levels and ensuring that senior management takes necessary risk control measures; to be responsible for overseeing senior management's monitoring and evaluation of the adequacy and effectiveness of the internal control system;	(30) to take the ultimate responsibility for the risk management of internet loans and perform the following duties: to consider and approve the internet loans business plan, the management policy of partner institutions and the cross regional operation and management policy; to consider and approve the internet loans risk management system; to supervise the management and control of internet loans risks by senior management; to obtain regular evaluation reports on internet loans business, and keep abreast of the operation and management, risk level, consumer protection of internet loans business; other related duties; (31) to take the ultimate responsibility for anti-money laundering and anti-terrorism financing and money laundering risk management. To take the responsible for establishing objectives for building a money laundering risk management culture; to consider money laundering risk management strategies; to consider and approve policies and procedures for money laundering risk management; to authorize senior management to take the lead for money laundering risk management; to review anti-money laundering reports in a regular manner, and keep abreast of significant money laundering risk incident and its handling; other related responsibilities; (32) to take the ultimate responsibility for the protection of consumer rights and interests; to be responsible for formulating strategies, policies and objectives for consumer protection; to provide overall planning and guidance for consumer protection, supervise the effective implementation and enforcement of consumer protection strategies, policies and objectives; to oversee the performance of senior management's responsibilities for consumer protection and consider on related work; and to take ultimate responsibility for information disclosure on consumer protection; (33) to be responsible for formulating data strategies, approving or authorizing the approval of major issues related to data governance, urging senior management to improve the effectiveness of data governance, and taking ultimate responsibility for data governance;

No.	Original Clause	New Clause
	(41) to take the ultimate responsibility for the establishment, operation and maintenance of the internal audit system, as well as the independence and effectiveness of internal audit; the Board of Directors shall provide sufficient and stable internal audit staff in accordance with the scale and complexity of the Bank's business; to provide sufficient fund and include it in the financial budget; to take responsibility for approving the internal audit association, medium and long-term audit planning and annual audit plan; to provide necessary safeguards for the independence and objectiveness of internal audit work; to review the independence and effectiveness of internal audit work, and evaluate the quality of internal audit; (42) to take responsibility for performing corporate governance duties, formulate strategic decisions relating to the environment, provide effective governance and supervision regarding environmental, social and governance matters, and evaluate and manage material environmental and social risks; (43) to exercise any other duties and power conferred by laws, regulations, regulatory provisions and the Articles of Association. The functions and powers of the Board of Directors shall be exercised collectively by the Board of Directors. The functions and powers of the Board of Directors specified in the Company Law shall not be delegated to the chairman of the Board of Directors, any Director or any other body or individual. Where it is necessary to delegate certain powers to make a decision on a specific matter, such delegation shall be approved by means of Board resolutions in accordance with the laws. Each delegation shall be for one matter exclusively, and the functions and powers of the Board of Directors shall not be delegated to any other body or individual generally or permanently.	(34) to take the responsibility for determining the green credit development strategy, consider and approve the green credit objectives set by the senior management and the green credit reports, and supervise and evaluate the implementation of the Bank's green credit development strategy; (35) to take the ultimate responsibility for the management of remuneration and responsibility for the design of the Bank's remuneration system and policies; to conduct review on the Bank's performance remuneration recourse and recovery at least once a year; (36) to propose to the general meeting the appointment, re appointment or removal of the accounting firm that conducts regular statutory audits of the Bank's financial reports; (37) to take the responsibility for the establishment and improvement of directors' performance files; (38) to take the responsibility for formulating the vocational guidelines and value standards with which the Board of Directors and senior management shall comply; (39) to propose the Share Incentive Scheme; (40) to pay continuous attention to the status of the Bank's internal controls, establish a good internal control culture, and conduct regular studies and evaluations of the soundness, reasonableness and effectiveness of the Bank's internal controls; to be responsible for ensuring that the Bank establishes and implements an adequate and effective internal control system and that the Bank operates prudently within the legal and policy framework; to be responsible for clearly setting acceptable risk levels and ensuring that senior management takes necessary risk control measures; to be responsible for overseeing senior management's monitoring and evaluation of the adequacy and effectiveness of the internal control system;

No.	Original Clause	New Clause
		(41) to take the ultimate responsibility for the establishment, operation and maintenance of the internal audit system, as well as the independence and effectiveness of internal audit; the Board of Directors shall provide sufficient and stable internal audit staff in accordance with the scale and complexity of the Bank's business; to provide sufficient fund and include it in the financial budget; to take responsibility for approving the internal audit association, medium and long-term audit planning and annual audit plan; to provide necessary safeguards for the independence and objectiveness of internal audit work; to review the independence and effectiveness of internal audit work, and evaluate the quality of internal audit; (42) to take responsibility for performing corporate governance duties, formulate strategic decisions relating to the environment, provide effective governance and supervision regarding environmental, social and governance matters, and evaluate and manage material environmental and social risks; **(43) to bear ultimate responsibility for the asset custody business. Responsible for reviewing and approving the strategic plan for the asset custody business; ensuring the effective implementation of internal control and risk management for the asset custody business; overseeing the effective execution of the asset custody business planning and management;** ~~(43)~~**(44)** to exercise any other duties and power conferred by laws, regulations, regulatory provisions and the Articles of Association **or granted by the general meetings**.

No.	Original Clause	New Clause
		The functions and powers of the Board of Directors shall be exercised collectively by the Board of Directors. The functions and powers of the Board of Directors specified in the Company Law shall not be delegated to the chairman of the Board of Directors, any Director or any other body or individual. Where it is necessary to delegate certain powers to make a decision on a specific matter, such delegation shall be approved by means of Board resolutions in accordance with the laws. Each delegation shall be for one matter exclusively, and the functions and powers of the Board of Directors shall not be delegated to any other body or individual generally or permanently. **The Board of Directors is the body responsible for regulating the authorization management, and shall not be exempt from the responsibilities that it should take as stipulated by laws, rules and regulatory documents due to authorization.** **Any restrictions on the functions and powers of the Board of Directors in the Articles of Association of the Bank shall not be enforceable against bona fide third parties.**

No.	Original Clause	New Clause
13	**Article 13** The Board of Directors shall define its authority in relation to investment, purchase, disposal and review and writing down of assets, asset mortgage, related party transactions, data governance, external donation, external guarantees, entrustment of other bodies to manage the capital or other assets of the Bank, and shall establish strict examination and policy-making procedures. Material issues shall be submitted to the shareholders' general meeting for approval in accordance with the Articles of Association, and assessment and examination by relevant experts and professionals shall be arranged when necessary. Subject to laws, regulations, regulatory requirements and the provisions of the stock exchange on which the Bank's shares are listed, the single purchase or disposal of material assets by the Bank (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount not exceeding ten percent of the latest audited net assets shall be approved by the Board of Directors. Any excess of the above limit shall be approved by the shareholders' general meeting. The senior management's authority to invest and dispose of assets is delegated by the Board of Directors. The Board of Directors shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposal to dispose of the fixed assets exceeds thirty-three percent of the value of the fixed assets as shown on the latest audited balance sheet considered and approved by the general meeting. Disposals of the fixed assets mentioned in this Article include transfer of some asset interests, but do not include guarantee provided by pledge of fixed assets. The effectiveness of any disposal by the Bank of the fixed assets shall not be affected by any breach of the foregoing provisions in the 3rd paragraph of this Article.	**Article 13** The Board of Directors shall define its authority in relation to investment, purchase, disposal and review and writing down of assets, asset mortgage, related party transactions, data governance, external donation, external guarantees, entrustment of other bodies to manage the capital or other assets of the Bank, and shall establish strict examination and policy-making procedures. Material issues shall be submitted to the ~~shareholders'~~ general meeting for approval in accordance with the Articles of Association, and assessment and examination by relevant experts and professionals shall be arranged when necessary. Subject to laws, regulations, regulatory requirements and the provisions of the stock exchange on which the Bank's shares are listed, the single purchase or disposal of material assets by the Bank (including but not limited to equity interest, fixed assets and other assets) or provision of any guarantee(s) in an amount not exceeding ~~ten~~ **thirty percent** of the latest audited ~~net~~ **total assets** shall be approved by the Board of Directors. Any excess of the above limit shall be approved by the ~~shareholders'~~ general meeting. The senior management's authority to invest and dispose of assets is delegated by the Board of Directors. The Board of Directors shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposal to dispose of the fixed assets exceeds thirty-three percent of the value of the fixed assets as shown on the latest audited balance sheet considered and approved by the general meeting. Disposals of the fixed assets mentioned in this Article include transfer of some asset interests, but do not include guarantee provided by pledge of fixed assets. The effectiveness of any disposal by the Bank of the fixed assets shall not be affected by any breach of the foregoing provisions in the 3rd paragraph of this Article.

No.	Original Clause	New Clause
15	**Article 15** The chairman of the Board of Directors shall have the following duties and powers: (1) to preside over the shareholders' general meetings, and convene and preside over meetings of the Board of Directors; (2) to supervise and examine the implementation of resolutions of the Board of Directors; (3) to nominate to the Board of Directors candidates for the president, secretary to the Board of Directors, and the head of audit based on the recommendations of the Nomination and Remuneration Committee; (4) to formulate credentials in relation to duty performance for the president, secretary to the Board of Directors and the head of audit; (5) to sign certificates of shares, bonds and other securities of the Bank; (6) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank; (7) to exercise the duties and powers of a legal representative; (8) in the event of failure to convene a shareholders' general meeting or a Board of Directors meeting due to an occurrence of any severe natural disaster or any other force majeure event, to exercise his/her special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the shareholders' general meeting; (9) to be the foremost responsible person for handling equity affairs of the Bank; (10) other powers and rights provided by law, regulations, regulatory requirements and the Articles of Association and conferred by the Board of Directors.	**Article 15** The chairman of the Board of Directors shall have the following duties and powers: **(1) to convey the spirit of the Central Committee of the Communist Party of China and regulatory policies to the board of directors, informing the board of directors of the work that needs to be promoted and implemented, and urge rectification of problems pointed out by relevant supervision and inspection departments;** **(2) to organize and carry out strategic research, and host at least one strategic research or evaluation meeting attended by members of the Board of Directors and the management annually;** ~~(1)~~**(3)** to preside over the ~~shareholders'~~ general meetings, and convene and preside over meetings of the Board of Directors; ~~(2)~~**(4)** to supervise and examine the implementation of resolutions of the Board of Directors; ~~(3)~~**(5)** to nominate to the Board of Directors candidates for the president, secretary to the Board of Directors, and the head of audit based on the recommendations of the Nomination and Remuneration Committee; ~~(4)~~**(6)** to formulate credentials in relation to duty performance for the president, secretary to the Board of Directors and the head of audit; ~~(5) to sign certificates of shares, bonds and other securities of the Bank;~~ ~~(6)~~**(7)** to sign material documents of the Board of Directors ~~and other documents which shall be signed by the legal representative of the Bank~~; ~~(7) to exercise the duties and powers of a legal representative;~~ (8) in the event of failure to convene a ~~shareholders'~~ general meeting or a Board of Directors meeting due to an occurrence of any severe natural disaster or any other force majeure event, to exercise his/her special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the ~~shareholders'~~ general meeting; (9) to be the foremost responsible person for handling equity affairs of the Bank; (10) other powers and rights provided by law, regulations, regulatory requirements and the Articles of Association and conferred by the Board of Directors.

No.	Original Clause	New Clause
16	**Article 16** The vice chairman shall assist the chairman to perform his/her duties. Where the chairman is incapable of performing or is not performing his/her duties, the duties shall be performed by the vice chairman. Where the vice chairman is incapable of performing or is not performing his/her duties, a director nominated by more than half of the directors present at the Board meeting shall perform his/her duties.	**Article 16** The vice chairman shall assist the chairman to perform his/her duties. Where the chairman is incapable of performing or is not performing his/her duties, the duties shall be performed by the vice chairman. Where the vice chairman is incapable of performing or is not performing his/her duties, a director nominated by more than half of the directors present at the Board meeting shall perform his/her duties.
19	**Article 19** A Director shall be liable for compensation regarding any losses sustained by the Bank caused by his/her violation of the laws, administrative regulations or the Articles of Association in the performance of his/her duties.	**Article 19 If a director causes damage to others in fulfilling his/her duties with the Bank, the Bank shall be liable for compensation; if a director acts with willful or material default, he/she shall also be liable for compensation.** A Director shall be liable for compensation regarding any losses sustained by the Bank caused by his/her violation of the laws, administrative regulations or the Articles of Association in the performance of his/her duties.
20	**Article 20** Directors shall invest sufficient time in performing their duties, and attend at a minimum two thirds of the onsite meetings of the Board of Directors in person annually. A director who is unable to attend a meeting of the Board of Directors in person for a reason may authorize in writing another director to attend the meeting on his or her behalf. However, an independent director shall not appoint a non-independent director to attend the meeting on his or her behalf. When considering related party transactions, a non-related director may not appoint a related director to attend on his or her behalf. A director shall be deemed incapable of carrying out their duties if they fail to attend 2 consecutive Board of Directors meetings either personally or by appointing other directors to attend on their behalf, and the Board of Directors shall make a proposal to the shareholders' general meeting or staff representative assembly to remove such director. Directors shall independently, professionally and objectively express opinions at the meetings of the Board of Directors. An independent director shall work for the Bank for no less than 15 working days each year. An independent director serving as the member of the Related Party Transaction and Risk Management Committee and the Audit Committee shall work for the Bank for no less than 20 working days each year.	**Article 20** Directors shall invest sufficient time in performing their duties, and attend at a minimum two thirds of the onsite meetings of the Board of Directors in person annually. A director who is unable to attend a meeting of the Board of Directors in person for a reason may authorize in writing another director to attend the meeting on his or her behalf. However, an independent director shall not appoint a non-independent director to attend the meeting on his or her behalf. When considering related party transactions, a non-related director may not appoint a related director to attend on his or her behalf. A director shall be deemed incapable of carrying out their duties if they fail to attend 2 consecutive Board of Directors meetings either personally or by appointing other directors to attend on their behalf, and the Board of Directors shall make a proposal to the ~~shareholders'~~ general meeting or staff representative assembly to remove such director. Directors shall independently, professionally and objectively express opinions at the meetings of the Board of Directors. An independent director shall work for the Bank for no less than 15 working days each year. An independent director serving as the member of the Related Party Transaction and Risk Management Committee and the Audit Committee shall work for the Bank for no less than 20 working days each year.

No.	Original Clause	New Clause
21	**Article 21** Directors shall undertake the following fiduciary duties to the Bank Directors shall undertake the following fiduciary duties to the Bank in accordance with laws, administrative regulations, relevant rules of the securities regulatory authority of the place in which the Bank's shares are listed and the Articles of Association: (1) not to abuse their authority in accepting bribes or other unlawful income, and not to misappropriate the Bank's properties; (2) not to misappropriate funds of the Bank; (3) not to deposit any funds of the Banks into any account under their own names or names of other individuals; (4) not to loan any fund of the Bank or provide guarantee in favour of others supported by the property of the Bank in violation of the Articles of Association or without approval of the shareholders' general meeting or the Board of Directors; (5) not to enter into any contract or transaction with the Bank in violation of the Articles of Association or without approval of the shareholders' general meeting; (6) not to use their positions to procure business opportunities for themselves or others that should have otherwise available to the Bank, or operate businesses similar to that of the Bank for their own benefits or on behalf of others without approval of the shareholders' general meeting; (7) not to accept commissions paid by a third party for transactions conducted with the Bank; (8) not to divulge any confidential information of the Bank without authorization; (9) not to use their affiliations to damage the interests of the Bank; (10) to fulfill other fiduciary duties stipulated by laws, regulations and the Articles of Association. Income generated by the directors in violation of aforementioned shall be returned to the Bank, and he/she shall be liable to the Bank for compensation of any loss resulted therefrom.	**Article 21** Directors shall undertake the following fiduciary duties to the Bank in accordance with laws, administrative regulations, relevant rules of the securities regulatory authority of the place in which the Bank's shares are listed and the Articles of Association: (1) not to abuse their authority in accepting bribes or other unlawful income, and not to misappropriate the Bank's properties; (2) not to misappropriate funds of the Bank; (3) not to deposit any funds of the Banks into any account under their own names or names of other individuals; (4) not to loan any fund of the Bank or provide guarantee in favour of others supported by the property of the Bank in violation of the Articles of Association or without approval of the ~~shareholders'~~ general meeting or the Board of Directors; (5) not to enter into**, directly or indirectly,** any contract or transaction with the Bank ~~in violation of the Articles of Association or without approval of the shareholders' general meeting~~ **without being reviewed by the Board's Related Transactions and Risk Management Committee, reported to the Board, and resolved by the Board in accordance with** the provisions of the Articles of Association; (6) not to use their positions to procure business opportunities for themselves or others that should have otherwise available to the Bank, ~~or operate businesses similar to that of the Bank for their own benefits or on behalf of others without approval of the shareholders' general meeting~~ **except when reported to the Board and passed by the Board resolution, or when the Bank cannot exploit the business opportunity in accordance with laws, administrative regulations or the provisions of the Articles of Association**; **(7) not to engage in any business that is similar to that of the Bank for his own account or for the account of other persons, both without reporting to and being approved by resolutions of the Board;**

No.	Original Clause	New Clause
		~~(7)~~**(8)** not to accept commissions paid by a third party for transactions conducted with the Bank; ~~(8)~~**(9)** not to divulge any confidential information of the Bank without authorization; ~~(9)~~**(10)** not to use their affiliations to damage the interests of the Bank; ~~(10)~~**(11)** to fulfill other fiduciary duties stipulated by laws, regulations and the Articles of Association. Income generated by the directors in violation of aforementioned shall be returned to the Bank, and he/she shall be liable to the Bank for compensation of any loss resulted therefrom. **Where the close relatives of the directors and senior management personnel, the enterprises directly or indirectly controlled by the directors and senior management personnel or their close relatives, and the connected persons who have other related relationships with the directors and senior management enter into contracts or transactions with the Bank, the provisions in item (5) of this Article shall apply.**
22	**Article 22** Directors shall fulfill the following obligations of diligence in accordance with laws, regulations, regulatory requirements, relevant rules of the securities regulatory authority of the place in which the Bank's shares are listed and these Articles: (1) to exercise the rights conferred by the Bank with due discretion, care and diligence to ensure the commercial activities of the Bank comply with the requirements of PRC laws, administrative regulations and relevant PRC economic policies and are not beyond the business scope specified in the business license of the Bank; (2) to be responsible to the Bank and all shareholders, and treat all shareholders impartially while performing duties; (3) to pay continuous attentions to the operation and management conditions of the Bank; and have the right to request the senior management to provide relevant information reflecting the operation and management of the Bank in a comprehensive, timely and accurate manner or give explanations concerning relevant issues;	**Article 22** Directors shall fulfill the following obligations of diligence in accordance with laws, regulations, regulatory requirements, relevant rules of the securities regulatory authority of the place in which the Bank's shares are listed and these Articles: (1) to exercise the rights conferred by the Bank with due discretion, care and diligence to ensure the commercial activities of the Bank comply with the requirements of PRC laws, administrative regulations and relevant PRC economic policies and are not beyond the business scope specified in the business license of the Bank; (2) to be responsible to the Bank and all shareholders, and treat all shareholders impartially while performing duties; (3) to pay continuous attentions to the operation and management conditions of the Bank; and have the right to request the senior management to provide relevant information reflecting the operation and management of the Bank in a comprehensive, timely and accurate manner or give explanations concerning relevant issues;

No.	Original Clause	New Clause
	(4) to attend the meeting of the Board of Directors on time, conduct comprehensive reviews on the matters considered by the Board of Directors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment; (5) to be responsible for the resolutions of the Board of Directors; (6) to supervise the implementation of resolutions of the shareholders' general meeting and the Board of Directors by the senior management; (7) to actively participate in the training organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be acquainted with relevant laws, regulations and regulatory provisions, and possess the professional knowledge and ability required to perform duties on an ongoing basis; (8) to implement high standards of professional ethics, and consider the legitimate rights and interests of stakeholders; (9) to perform duties with due diligence and prudence, and ensure enough time and energy to perform duties; (10) to sign a written confirmation on the Bank's periodic report; to ensure the truthfulness, accuracy and completeness of the information disclosed by the Bank; (11) to honestly provide the Board of Supervisors with relevant information and materials, and not to hinder the Board of Supervisors or supervisors from exercising their functions and powers; (12) to fulfill other obligations of diligence stipulated by laws, regulations, regulatory requirements, provisions of the securities regulatory authorities of the place in which the Bank's shares are listed and the Articles of Association. Directors are entitled to know the various business operations and financial situations of the Bank and are entitled to supervise the performance of duties by other Directors and the senior management.	(4) to attend the meeting of the Board of Directors on time, conduct comprehensive reviews on the matters considered by the Board of Directors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment; (5) to be responsible for the resolutions of the Board of Directors; (6) to supervise the implementation of resolutions of the ~~shareholders'~~ general meeting and the Board of Directors by the senior management; (7) to actively participate in the training organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be acquainted with relevant laws, regulations and regulatory provisions, and possess the professional knowledge and ability required to perform duties on an ongoing basis; (8) to implement high standards of professional ethics, and consider the legitimate rights and interests of stakeholders; (9) to perform duties with due diligence and prudence, and ensure enough time and energy to perform duties; (10) to sign a written confirmation on the Bank's periodic report; to ensure the truthfulness, accuracy and completeness of the information disclosed by the Bank; (11) to honestly provide the ~~Board of Supervisors~~ **Audit Committee** with relevant information and materials, and not to hinder the ~~Board of Supervisors~~ **Audit Committee** ~~or supervisors~~ from exercising their functions and powers; (12) to fulfill other obligations of diligence stipulated by laws, regulations, regulatory requirements, provisions of the securities regulatory authorities of the place in which the Bank's shares are listed and the Articles of Association. Directors are entitled to know the various business operations and financial situations of the Bank and are entitled to supervise the performance of duties by other Directors and the senior management.

No.	Original Clause	New Clause
23	**Article 23** In accordance with the management requirements of the Bank, the Board of Directors has established the Related Party Transactions and Risk Management Committee, Nomination and Remuneration Committee, Strategy and Investment Committee (Sannong Committee), Audit Committee, Consumer Rights Protection Committee and other committees deemed appropriate by the Board of Directors. The Board of Directors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers. Each committee shall be consisted of at least three members. In principle, the chairman of the Related Party Transactions and Risk Management Committee, Nomination and Remuneration Committee and Audit Committee shall be independent directors. The number of independent directors shall account for more than half of the members of the Audit Committee and Nomination and Remuneration Committee respectively whilst the number of independent directors of the Related Party Transactions and Risk Management Committee shall take up in principle no less than one-third in proportion. Audit Committee members shall have the appropriate accounting, auditing, financial or legal expertise and experience. Chairman of the Related Party Transactions and Risk Management Committee shall be experienced in identification and management of all risks.	**Article 23** In accordance with the management requirements of the Bank, the Board of Directors has established the Related Party Transactions and Risk Management Committee, Nomination and Remuneration Committee, Strategy and Investment Committee (Sannong Committee), Audit Committee, Consumer Rights Protection Committee and other committees deemed appropriate by the Board of Directors. The Board of Directors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers. Each committee shall be consisted of at least three members. In principle, the chairman of the Related Party Transactions and Risk Management Committee, Nomination and Remuneration Committee and Audit Committee shall be independent directors. The number of independent directors shall account for more than half of the members of the Audit Committee and Nomination and Remuneration Committee respectively whilst the number of independent directors of the Related Party Transactions and Risk Management Committee shall take up in principle no less than one-third in proportion. Audit Committee members shall have the appropriate accounting, auditing, financial or legal expertise and experience. Chairman of the Related Party Transactions and Risk Management Committee shall be experienced in identification and management of all risks. **The Bank does not have a Board of Supervisors or supervisors; related functions and powers are exercised by bodies such as the Audit Committee.**

No.	Original Clause	New Clause
24	**Article 24** The Audit Committee has the following powers and duties: (1) shall review the quarterly (if any), interim and annual results of the Bank, inspect the accounting policy, financial positions, financial reporting procedures of the Bank; (2) shall take charge of the Bank's annual auditing, provide recommendation on the employment or replacement of an external audit institution, to prepare analytical reports on the authenticity, completeness, timeliness and accuracy of the information set out in audited financial reports and submitting the same to the Board of Directors for review and consideration; (3) shall be responsible to the Board of Directors, and under the authorization of the Board, to review important systems and reports such as the internal auditing charter, to approve mid and-long term auditing plans and annual auditing plans, and to guide, assess and evaluate the internal auditing; (4) shall perform other duties required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the place in which the shares of the Bank are listed, and as may be authorized by the Board of Directors.	**Article 24** The Audit Committee has the following powers and duties: (1) shall review the quarterly (if any), interim and annual results of the Bank **and issue written review opinions thereon**, inspect the accounting policy, financial positions, financial reporting procedures of the Bank**, and monitor the execution of consolidated statement management**; (2) shall take charge of the Bank's annual auditing, provide recommendation on the employment or replacement of an external audit institution, to prepare analytical reports on the authenticity, completeness, timeliness and accuracy of the information set out in audited financial reports and submitting the same to the Board of Directors for review and consideration; **verify the financial information that the Board of Directors intends to submit to the general meeting, and where doubts arise, engage, in the name of the Bank, a certified public accountant or practising auditor to conduct a review;** (3) shall be responsible to the Board of Directors, and under the authorization of the Board, to review important systems and **relevant internal audit** reports such as the internal auditing charter, to approve mid-and-long term auditing plans and annual auditing plans, and to guide, assess and evaluate the internal auditing **and supervise the internal audit work of the Bank, and have the authority to require the Board of Directors and the senior management to provide relevant information in respect of internal audits;**

No.	Original Clause	New Clause
		(4) shall supervise the performance of duties by the directors and senior management members in the course of their service to the Bank, and propose the removal of directors or senior management members who violate laws, regulations, the Articles of Association or resolutions of the general meeting; require directors or senior management members to rectify their conduct where such conduct is detrimental to the interests of the Bank; negotiate with the directors and senior management members on behalf of the Bank, or bring legal proceedings against the directors and senior management members in accordance with the provisions of the Company Law; and organize, as required, exit audits on directors and senior management members; **(5) shall assume ultimate responsibility for the evaluation of the performance of duties by the directors of the Bank; be responsible for establishing and improving the evaluation records for the performance of duties by the directors; supervise and evaluate the performance of key duties by the Board of Directors and the senior management and their members in respect of strategic management, business decision-making, financial management, remuneration management, capital management, internal control, comprehensive risk management, liquidity risk management, reputation risk management, compliance management, case prevention, financial services for agriculture, rural areas and farmers, related party transactions, information disclosure, data governance, consumer rights protection, anti-money laundering and other key areas, and report the evaluation results to the general meeting and regulatory authorities in accordance with relevant provisions;**

No.	Original Clause	New Clause
		(6) shall propose the convening of an extraordinary general meeting, and convene and preside over the general meeting where the Board of Directors fails to perform its duty to convene and preside over the general meeting as prescribed by the Company Law; and submit proposals to the general meeting; **(7) shall supervise the Board of Directors in establishing a sound business philosophy and value standards and in formulating development strategies suited to the circumstances of the Bank; conduct regular assessments of the scientific validity, rationality and soundness of the development strategies of the Bank, and prepare assessment reports;** **(8) shall supervise and inspect the business decision-making, risk management and internal control of the Bank, and urge rectification; conduct investigations where abnormal business conditions of the Bank are discovered, and where necessary, engage professional institutions such as accounting firms or law firms to assist in its work, with the costs to be borne by the Bank;** **(9) shall supervise the appointment procedures for directors;** **(10) shall supervise the implementation of the remuneration management system of the Bank and the scientific validity and rationality of the remuneration plans for senior management members;** **(11) shall assume supervisory responsibility for money laundering risk management, supervise the performance of duties by the Board of Directors and the senior management in respect of money laundering risk management and urge rectification, and make recommendations and provide opinions on the money laundering risk management of the Bank;**

No.	Original Clause	New Clause
		(12) shall communicate regularly with the banking regulatory authority of the State Council on the conditions of the Bank; ~~(4)~~**(13)** shall perform other duties required by the laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the place in which the shares of the Bank are listed, and as may be authorized by the Board of Directors.
26	**Article 26** The Related Party Transactions and Risk Management Committee performs the following duties: (1) to assist the Board in discharging its overall risk management responsibilities and take the responsibility for reviewing the effectiveness of the Bank's risk management and internal control; (2) to assist the Board in discharging its money laundering risk management responsibilities and take the responsibility for providing professional money laundering risk management advice to the Board; (3) to take the responsibility for the management, review and risk control of related transactions, focusing on the compliance, fairness and necessity of related transactions, and assuming corresponding responsibilities for the compliance of related transactions; (4) other matters as required by laws, administrative regulations, departmental rules, the securities regulatory authorities where the Bank's securities are listed and as authorised by the Board. A related transaction refers to the transfer of interests between the Bank and a related party. The Bank's related transactions include the following types: (1) related transactions regarding the credit extension;	**Article 26** The Related Party Transactions and Risk Management Committee performs the following duties: (1) to assist the Board in discharging its overall risk management responsibilities and take the responsibility for reviewing the effectiveness of the Bank's risk management and internal control; (2) to assist the Board in discharging its money laundering risk management responsibilities and take the responsibility for providing professional money laundering risk management advice to the Board; (3) to take the responsibility for the management, review and risk control of related transactions, focusing on the compliance, fairness and necessity of related transactions, and assuming corresponding responsibilities for the compliance of related transactions; (4) other matters as required by laws, administrative regulations, departmental rules, the securities regulatory authorities where the Bank's securities are listed and as authorised by the Board. A related transaction refers to the transfer of interests between the Bank and a related party. The Bank's related transactions include the following types: (1) related transactions regarding the credit extension;

No.	Original Clause	New Clause
	(2) related transactions regarding the transfer of resources; (3) related transactions regarding the provision of services; (4) deposits and other types of related transactions, and matters that may result in a transfer of the Bank's interests as determined in accordance with the principle of substance over form. General related party transactions shall be reviewed in accordance with the internal management system and authorization procedures of the Bank and reported to the Related Party Transactions and Risk Management Committee for filing. Material related party transactions shall be submitted to the Board of Directors for approval upon review by the related transaction and risk management committee. Material related party transactions involving Substantial Shareholders and their Controlling Shareholder, as well as de facto controller, shall, in principle, be submitted to the shareholder's general meeting for approval upon review by the Board of Directors, and resolutions made at the Board meeting shall be passed by at least two-thirds of the non-related directors. If the number of non-related directors present at the Board meeting is less than three, it shall be submitted to a general meeting for consideration. The independent directors shall submit written reports in respect of the fairness and compliance and the performance of the internal approval procedures of the material related party transactions on a case-by-case basis. If the independent directors consider it necessary, they may engage an independent third party, such as an intermediary to provide advice, at the Bank's expense. Material related transactions refer to transactions between the Bank and a single related party where the amount of a single transaction amounts to more than one percent of the Bank's net capital at the end of the previous quarter or, in aggregate, more than five percent of the Bank's net capital at the end of the previous quarter.	(2) related transactions regarding the transfer of resources; (3) related transactions regarding the provision of services; (4) deposits and other types of related transactions, and matters that may result in a transfer of the Bank's interests as determined in accordance with the principle of substance over form. General related party transactions shall be reviewed in accordance with the internal management system and authorization procedures of the Bank and reported to the Related Party Transactions and Risk Management Committee for filing. Material related party transactions shall be submitted to the Board of Directors for approval upon review by the related transaction and risk management committee. Material related party transactions involving Substantial Shareholders and their Controlling Shareholder, as well as de facto controller, shall, in principle, be submitted to the ~~shareholder's~~ general meeting for approval upon review by the Board of Directors, and resolutions made at the Board meeting shall be passed by at least two-thirds of the non-related directors. If the number of non-related directors present at the Board meeting is less than three, it shall be submitted to a general meeting for consideration. The independent directors shall submit written reports in respect of the fairness and compliance and the performance of the internal approval procedures of the material related party transactions on a case-by-case basis. If the independent directors consider it necessary, they may engage an independent third party, such as an intermediary to provide advice, at the Bank's expense. Material related transactions refer to transactions between the Bank and a single related party where the amount of a single transaction amounts to more than one percent of the Bank's net capital at the end of the previous quarter or, in aggregate, more than five percent of the Bank's net capital at the end of the previous quarter.

No.	Original Clause	New Clause
	After the cumulative amount of transactions between the Bank and a single related party reaches the criteria of the aforesaid, subsequent related transactions with every cumulative amount accounting for at least one percent of the net capital at the end of the previous quarter shall be re-determined as material related transactions. General related transactions refer to other related transactions other than material related transactions. The balance of credit extension granted by the Bank to a single related party shall not exceed ten percent of the Bank's net capital as at the end of the previous quarter. The aggregate balance of the Bank's credit extension to customers of a single related judicial person or group the unincorporated organisations associated shall not exceed fifteen percent of the Bank's net capital as at the end of the previous quarter. The balance of the Bank's credit extension to all related parties shall not exceed fifty percent of the Bank's net capital as at the end of the previous quarter.	After the cumulative amount of transactions between the Bank and a single related party reaches the criteria of the aforesaid, subsequent related transactions with every cumulative amount accounting for at least one percent of the net capital at the end of the previous quarter shall be re-determined as material related transactions. General related transactions refer to other related transactions other than material related transactions. The balance of credit extension granted by the Bank to a single related party shall not exceed ten percent of the Bank's net capital as at the end of the previous quarter. The aggregate balance of the Bank's credit extension to customers of a single related judicial person or group the unincorporated organisations associated shall not exceed fifteen percent of the Bank's net capital as at the end of the previous quarter. The balance of the Bank's credit extension to all related parties shall not exceed fifty percent of the Bank's net capital as at the end of the previous quarter.
32	**Article 32** The major duties of the secretary to the Board of Directors are: (1) ensuring that the Bank will prepare and submit the reports and documents required by the banking regulatory authority of the State Council and other competent authorities according to the laws; (2) ensuring that the Bank has complete organizational documents and records; (3) ensuring that the Bank's register of shareholders is properly set up and that persons entitled to obtain the Bank's relevant records and documents shall be able to obtain them in a timely manner;	**Article 32** The major duties of the secretary to the Board of Directors are: **(1) organizing and carrying out corporate governance research; assisting the chairman in drafting rules and regulations concerning major plans, and the formulation or revision of the operation of the Board of Directors;** ~~(1)~~**(2)** ensuring that the Bank will prepare and submit the reports and documents required by the banking regulatory authority of the State Council and other competent authorities according to the laws; ~~(2)~~**(3)** ensuring that the Bank has complete organizational documents and records, **implementing governance related systems of the Bank, and managing related affairs**;

No.	Original Clause	New Clause
	(4) being responsible for the preparation of the Bank's shareholders' general meetings and meetings of the Board of Directors, the maintenance of documents and the management of the Bank's shareholders' information; and being the person directly responsible for handling the Bank's shareholding affairs; (5) drafting documents and relevant rules and regulations of the Board of Directors and shareholders' general meetings; (6) being responsible for the organization and coordination of the disclosure of the Bank's information; (7) other duties authorized by the Board of Directors. The secretary to the Board of Directors shall comply with laws, regulations, regulatory requirements and the Articles of Association.	~~(3)~~**(4)** ensuring that the Bank's register of shareholders is properly set up and that persons entitled to obtain the Bank's relevant records and documents shall be able to obtain them in a timely manner; ~~(4)~~**(5) being responsible for coordinating the review and decision-making of major operation and management matters of the Bank by different governance entities;** being responsible for the preparation of the Bank's ~~shareholders'~~ general meetings and meetings of the Board of Directors, the maintenance of documents and the management of the Bank's shareholders' information; and being the person directly responsible for handling the Bank's shareholding affairs; ~~(5)~~**(6)** drafting documents and relevant rules and regulations of the Board of Directors and ~~shareholders'~~ general meetings; ~~(6)~~**(7)** being responsible for the organization and coordination of the disclosure of the Bank's information; **(8) being responsible for liaising with directors, organizing the provision of information and materials to directors, arranging director research, communicating and coordinating with relevant functional departments and its subsidiaries to support the operation of the Board of Directors and the performance of director duties;** **(9) following up on the implementation of resolutions of the board of directors and matters authorized by the Board of Directors, reporting to the chairman in a timely manner, and reporting important progress and significant situations to the board of directors;** **(10) cooperating in conducting evaluations of the Board of Directors and individual directors;** ~~(7)~~**(11)** other duties authorized by the Board of Directors. The secretary to the Board of Directors shall comply with laws, regulations, regulatory requirements and the Articles of Association.

No.	Original Clause	New Clause
35	**Article 35** In any of the following circumstances, the Bank shall convene an Extraordinary board of Directors Meeting: (1) proposed by shareholders representing more than one-tenth of the voting rights; (2) proposed by more than one-third of the directors; (3) proposed by more than two independent directors; (4) proposed by the Board of Supervisors; (5) deemed necessary by the chairman of the Board of Directors; (6) other circumstances as prescribed by the laws, regulations, regulatory provisions or the Articles of Association. The chairman of the Board of Directors shall convene the meeting within ten days of receiving such proposal, and preside over the meeting.	**Article 35** In any of the following circumstances, the Bank shall convene an ~~E~~extraordinary ~~b~~Board of Directors Meeting: (1) proposed by shareholders representing more than one-tenth of the voting rights; (2) proposed by more than one-third of the directors; (3) proposed by more than two independent directors; (4) proposed by the ~~Board of Supervisors~~ **Audit Committee**; (5) deemed necessary by the chairman of the Board of Directors; (6) other circumstances as prescribed by the laws, regulations, regulatory provisions or the Articles of Association. The chairman of the Board of Directors shall convene the meeting within ten days of receiving such proposal, and preside over the meeting.
37	**Article 37** The meetings of the Board of Directors shall be convened and presided over by the chairman of the Board; if the chairman is unable to or fail to perform his or her duties, the vice chairman of the Board shall convene and preside over the meeting; if the vice chairman is also unable to or fail to perform his or her duties, a director elected by more than half of all the directors present at the Board meeting will convene and preside over the meeting.	**Article 37** The meetings of the Board of Directors shall be convened and presided over by the chairman of the Board; if the chairman is unable to or fail to perform his or her duties, the vice chairman of the Board shall convene and preside over the meeting; if the vice chairman is also unable to or fail to perform his or her duties, a director elected by more than half of all the directors present at the Board meeting will convene and preside over the meeting.
38	**Article 38** Regular Board meetings are convened by the chairman, who shall provide written notice to all directors and supervisors fourteen days prior to the meeting. Prior notice shall also be given to the Board of Supervisors for their attendance at the meeting.	**Article 38** Regular Board meetings are convened by the chairman, who shall provide written notice to all directors ~~and supervisors~~ fourteen days prior to the meeting. ~~Prior notice shall also be given to the Board of Supervisors for their attendance at the meeting.~~

No.	Original Clause	New Clause
39	**Article 39** Written notice shall be given to all directors and supervisors at least three business days before the convening of an extraordinary board meeting. Such notice shall be sent to all directors and supervisors by hand, fax, email or other means. Where there are emergency situations that the extraordinary board meeting shall be held as soon as possible, the service of the notice regarding the forthcoming meeting may be made through telephone or orally at any time. However, the meeting convener shall provide explanation at the meeting.	**Article 39** Written notice shall be given to all directors ~~and supervisors~~ at least three business days before the convening of an extraordinary board meeting. Such notice shall be sent to all directors ~~and supervisors~~ by hand, fax, email or other means. Where there are emergency situations that the extraordinary board meeting shall be held as soon as possible, the service of the notice regarding the forthcoming meeting may be made through telephone or orally at any time. However, the meeting convener shall provide explanation at the meeting.
40	**Article 40** The written notice for convening the board meeting shall be delivered by hand, fax, e-mail or other means. Under the situations stipulated in the second paragraph of the preceding article, the notice of convening the board meeting and the service of meeting documents shall not be subject to the time limit and method of the preceding paragraph, and be notified by telephone or in person orally at any time, but shall be effectively served on the directors and supervisors before the meeting.	**Article 40** The written notice for convening the board meeting shall be delivered by hand, fax, e-mail or other means. Under the situations stipulated in the second paragraph of the preceding article, the notice of convening the board meeting and the service of meeting documents shall not be subject to the time limit and method of the preceding paragraph, and be notified by telephone or in person orally at any time, but shall be effectively served on the directors ~~and supervisors~~ before the meeting.
44	**Article 44** Board meetings should provide sufficient and accurate information in a timely manner before the meeting, including relevant background materials on the agenda topics and pertinent information and data necessary for directors to make decisions.	**Article 44** Board meetings should provide sufficient and accurate information in a timely manner before the meeting, including relevant background materials on the agenda topics and pertinent information and data necessary for directors to make decisions.
46	**Article 46** The Board shall give prior notice to the Board of Supervisors for their attendance when convening a Board meeting. Where not concurrently serving as a director, the president and the company secretary shall attend Board meetings. If considered necessary, the presider of the meeting may notify other relevant persons to attend Board meetings.	**Article 46** The Board shall ~~give prior notice to the Board of Supervisors for their attendance when convening~~ convene a Board meeting. Where not concurrently serving as a director, the president and the company secretary shall attend Board meetings. If considered necessary, the presider of the meeting may notify other relevant persons to attend Board meetings.

No.	Original Clause	New Clause
49	**Article 49** When a director authorizes other director or is authorized to attend the Board meeting, the following principles shall be followed: (1) When considering connected transactions, the non-connected directors shall not authorize the connected directors to attend the meeting, while the connected directors shall not accept the authorization of the non-connected directors either; (2) The independent directors shall not authorize the non-independent directors to attend the meeting, while the non-independent directors shall not accept the authorization of the independent directors either.	**Article 49** When a director authorizes other director or is authorized to attend the Board meeting, the following principles shall be followed: (1) When considering connected transactions, the non-connected directors shall not authorize the connected directors to attend the meeting, while the connected directors shall not accept the authorization of the non-connected directors either; (2) The independent directors shall not authorize the non-independent directors to attend the meeting, while the non-independent directors shall not accept the authorization of the independent directors either.
57	**Article 57** After voting of the attending Directors, the relevant staff of the Board of Directors Office shall responsively collect ballots cast by the directors, which shall be counted by the secretary to the Board or the relevant staff of the Board of Directors Office under the supervision of a supervisor or an independent director. For meetings held on the spot, the presider of the meeting shall announce the voting results on the spot; in other cases, the presider of the meeting shall request the secretary to the Board or the Board of Directors Office to notify the directors of the results after the end of the prescribed voting time limit. Where any director votes after the announcement of the voting result by the presider of the meeting or after the end of the voting time, his/her vote shall not be counted.	**Article 57** After voting of the attending Directors, the relevant staff of the Board of Directors Office shall responsively collect ballots cast by the directors, which shall be counted by the secretary to the Board or the relevant staff of the Board of Directors Office under the supervision of ~~a supervisor or~~ an independent director. For meetings held on the spot, the presider of the meeting shall announce the voting results on the spot; in other cases, the presider of the meeting shall request the secretary to the Board or the Board of Directors Office to notify the directors of the results after the end of the prescribed voting time limit. Where any director votes after the announcement of the voting result by the presider of the meeting or after the end of the voting time, his/her vote shall not be counted.
64	**Article 64** The Board shall act in strict accordance with the authorization of the general meeting and the Articles of Association, and shall not overstep its authority to form a resolution.	**Article 64** The Board shall act in strict accordance with the authorization of the general meeting and the Articles of Association, and shall not overstep its authority to form a resolution.

No.	Original Clause	New Clause
69	**Article 69** The secretary to the Board of Directors or the Board of Directors Office shall keep the minutes for board meetings. The minutes shall include the following: (1) the date and venue of the meeting, and the name of the convener; (2) the names of directors attending the meeting and the names of directors (proxies) appointed by others to attend the Board of Directors meeting; (3) the agenda of the meeting; (4) the main points of directors' speeches; (5) the method and results of the voting for each proposal (the voting results shall state the number of for and against votes and number of abstention). The Board of Directors Office shall distribute the compiled meeting minutes to all directors who attended the meeting within five days after the Board of Directors session concludes. Where any director has amendments, they shall provide feedback within three days of receiving the minutes. Failure to provide feedback shall be deemed as having no amendments. The Board of Directors Office shall, within three days after comprehensively incorporating all directors' feedback, distribute the final version of the minutes to each director and the person taking the minutes for signature and confirmation.	**Article 69** The secretary to the Board of Directors or the Board of Directors Office shall keep the minutes for board meetings. The minutes shall include the following: (1) the date and venue of the meeting, and the name of the convener; (2) the names of directors attending the meeting and the names of directors (proxies) appointed by others to attend the Board of Directors meeting; (3) the agenda of the meeting; (4) the main points of directors' speeches; (5) the method and results of the voting for each proposal (the voting results shall state the number of for and against votes and number of abstention). The Board of Directors Office shall distribute the compiled meeting minutes to all directors who attended the meeting within five days after the Board of Directors session concludes. Where any director has amendments, they shall provide feedback within three days of receiving the minutes. Failure to provide feedback shall be deemed as having no amendments. The Board of Directors Office shall, within three days after comprehensively incorporating all directors' feedback, distribute the final version of the minutes to each director and **the secretary to the Board present at the meetings** for signature and confirmation.
71	**Article 71** The attending directors shall sign on the meeting minutes and resolution records for confirmation on behalf of themselves and the directors who appoint them to attend the meeting. Any director who has different views on the meeting minutes or the resolution record may make written explanation when signing the minutes. Any director that neither signs for confirmation in accordance with the previous articles nor makes written explanation for his/her different opinions, shall be deemed to have fully agreed with the content of the meeting minutes and the resolution records.	**Article 71** The attending directors ~~shall sign on the meeting minutes and resolution records for confirmation~~ on behalf of themselves and the directors who appoint them to attend the meeting and **the secretary to the Board present at the meetings shall sign on the meeting minutes**. Any director who has different views on the meeting minutes or the resolution record may make written explanation when signing the minutes. Any director that neither signs for confirmation in accordance with the previous articles nor makes written explanation for his/her different opinions, shall be deemed to have fully agreed with the content of the meeting minutes and the resolution records.

No.	Original Clause	New Clause
73	**Article 73** The Directors shall be liable for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations or these Articles of Association and the Bank suffers serious loss as a result thereof, the Directors who participate in the passing of such resolution are liable to compensate the Bank therefor. However, if it can be proved that a Director has expressed his objection when the resolution is voted on, and if such objection was recorded in the minutes of the meeting, such Director shall be released from such liability.	**Article 73** The Directors shall be liable for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations or these Articles of Association and the Bank suffers serious loss as a result thereof, the Directors who participate in the passing of such resolution are liable to compensate the Bank therefor. However, if it can be proved that a Director has expressed his objection when the resolution is voted on, and if such objection was recorded in the minutes of the meeting, such Director shall be released from such liability.
78	**Article 78** These Rules are formulated and amended by the Board of Directors. After approved by a resolution at a Shareholders' general meeting, these Rules shall become effective, and since then the original rules of procedures for the Board of Directors of the Bank shall automatically lapse. Amendments to these Rules shall be implemented upon consideration and approval by ordinary resolution of the shareholders' general meeting.	**Article 78** These Rules are formulated and amended by the Board of Directors. After approved by a resolution at a ~~Shareholders'~~ general meeting, these Rules shall become effective, and since then the original rules of procedures for the Board of Directors of the Bank shall automatically lapse. Amendments to these Rules shall be implemented upon consideration and approval by ordinary resolution of the ~~shareholders'~~ general meeting.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Guangzhou Rural Commercial Bank Co., Ltd.*

廣州農村商業銀行股份有限公司*

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

(Stock code: 1551)

NOTICE OF 2025 AGM

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the "**AGM**") of Guangzhou Rural Commercial Bank Co., Ltd.* (the "**Bank**") will be held at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 9:30 a.m. on Friday, 29 May 2026, to consider, and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the proposal of the 2025 Work Report of the Board of Directors;

2. To consider and approve the proposal of the 2025 Work Report of the Board of Supervisors;

3. To consider and approve the proposal of the 2025 Annual Report;

4. To consider and approve the proposal of the 2025 Financial Statements;

5 To consider and approve the proposal of the 2025 Profit Distribution Plan;

6. To consider and approve the proposal of the 2026 Financial Budget;

7. To consider and approve the proposal of the 2025 Report on Sannong Financial Services;

8. To consider and approve the proposal of the estimated annual caps for material related party transactions involving major shareholders and their controlling shareholders, de facto controllers in 2026;

9. To consider and approve the proposal to engage an accounting firm to conduct the external audit of the Bank's 2026 Financial Report;

10. To consider and approve the proposal of by-election of director of the fourth session of the Board of Directors[(1)];

11. To consider and approve the proposal of amendments to the Rules of Procedure for Shareholders' General Meetings;

12. To consider and approve the proposal of amendments to the Rules of Procedure for the Board of Directors;

13. To consider and approve the proposal of dissolution of the Board of Supervisors;

SPECIAL RESOLUTION

14. To consider and approve the proposal of amendments to the Articles of Association;

By Order of the Board
Guangzhou Rural Commercial Bank Co., Ltd.*
Cai Jian
Chairman

Guangzhou, the PRC
8 May 2026

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Cai Jian, Ms. Deng Xiaoyun and Mr. Tan Bo; seven non-executive Directors, namely Mr. Ni Kai, Mr. Wang Xiaobin, Mr. Zuo Liang, Mr. Zhang Yan, Ms. Xing Qiuyu, Mr. Hu Geyou and Mr. Feng Yaoliang; and five independent non-executive Directors, namely Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Zhu Guilong, Mr. Zhang Hua and Mr. Ma Hok Ming.

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

(1) Proposed appointment of Mr. Lin Jianhao as an independent non-executive Director of the fourth session of the Board of Directors. For details, please refer to the announcement of the Bank dated 27 March 2026.

Notes:

1. Pursuant to the Listing Rules, all resolutions proposed at the AGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.grcbank.com) in accordance with the Listing Rules.

2. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected or registered.

In order to qualify for attending and voting at the AGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on Friday, 22 May 2026.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Friday, 22 May 2026 are entitled to attend and vote at the AGM.

3. PROXY

Every Shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Bank, to attend and vote on his/her behalf at the AGM.

A proxy must be appointed by an instrument in writing. Such instrument must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a legal person, then the instrument must be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing.

The instrument appointing the proxy must be deposited at the Bank's H Share Registrar, 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 specified for the holding of the AGM or any adjournment thereof (as the case may be).

If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other documents of authority under which the instrument is signed must be notarized.

The notarized power of attorney or other documents of authority must be deposited together and at the same time with the instrument appointing the proxy at the Bank's H Share Registrar.

4. OTHER BUSINESSES

(i) The AGM is expected to last for no more than half a working day. Shareholders and their proxies attending the AGM shall be responsible for their own traveling and accommodation expenses.

(ii) The address of Computershare Hong Kong Investor Services Limited:

Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
(For lodging share transfer documents)

17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
(For deposit of proxy form)

Tel: +852 2862 8555
Fax: +852 2865 0990

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Guangzhou Rural Commercial Bank Co., Ltd.*

廣州農村商業銀行股份有限公司*

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

(Stock code: 1551)

NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING OF 2026

NOTICE IS HEREBY GIVEN that the First H Shareholders Class Meeting of 2026 ("**H Shareholders Class Meeting**") of Guangzhou Rural Commercial Bank Co., Ltd.* (the "**Bank**") will be held at 13F, No. 1 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 10:30 a.m. on Friday, 29 May 2026, or immediately after the conclusion of 2025 annual general meeting and the First Domestic Shareholders Class Meeting of 2026 to be held on the same day (whichever is later), to consider, and if thought fit, pass the following resolution:

SPECIAL RESOLUTION

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

By Order of the Board
Guangzhou Rural Commercial Bank Co., Ltd.*
Cai Jian
Chairman

Guangzhou, the PRC
8 May 2026

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Cai Jian, Ms. Deng Xiaoyun and Mr. Tan Bo; seven non-executive Directors, namely Mr. Ni Kai, Mr. Wang Xiaobin, Mr. Zuo Liang, Mr. Zhang Yan, Ms. Xing Qiuyu, Mr. Hu Geyou and Mr. Feng Yaoliang; and five independent non-executive Directors, namely Mr. Liao Wenyi, Mr. Du Jinmin, Mr. Zhu Guilong, Mr. Zhang Hua and Mr. Ma Hok Ming.

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

Notes:

1. Pursuant to the Listing Rules, all resolutions proposed at the H Shareholders Class Meeting will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.grcbank.com) in accordance with the Listing Rules.

2. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE H SHAREHOLDERS CLASS MEETING

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected or registered.

In order to qualify for attending and voting at the H Shareholders Class Meeting, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on Friday, 22 May 2026.

H Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Friday, 22 May 2026 are entitled to attend and vote at the H Shareholders Class Meeting.

3. PROXY

Every H Shareholder who has the right to attend and vote at the H Shareholders Class Meeting is entitled to appoint one or more proxies, whether or not they are members of the Bank, to attend and vote on his/her behalf at the H Shareholders Class Meeting.

A proxy must be appointed by an instrument in writing. Such instrument must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a legal person, then the instrument must be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing.

The instrument appointing the proxy must be deposited at the Bank's H Share Registrar, 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 specified for the holding of the H Shareholders Class Meeting or any adjournment thereof (as the case may be).

If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other documents of authority under which the instrument is signed must be notarized.

The notarized power of attorney or other documents of authority must be deposited together and at the same time with the instrument appointing the proxy at the Bank's H Share Registrar.

4. OTHER BUSINESSES

(i) The H Shareholders Class Meeting is expected to last for no more than half a working day. H Shareholders and their proxies attending the H Shareholders Class Meeting shall be responsible for their own traveling and accommodation expenses.

(ii) The address of Computershare Hong Kong Investor Services Limited:

Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
(For lodging share transfer documents)

17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
(For deposit of proxy form)

Tel: +852 2862 8555
Fax: +852 2865 0990