THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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

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

交通銀行
BANK OF COMMUNICATIONS

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

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

(Stock Code: 03328)

2026 INTERIM PROFIT DISTRIBUTION PLAN
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
ISSUANCE QUOTA OF CAPITAL INSTRUMENTS AND TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL BONDS
ISSUANCE QUOTA OF FINANCIAL BONDS
AND
NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING

The notice convening the ESM to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Friday, 27 November 2026, is set out on pages 122 to 123 of this circular.

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

6 November 2026

TABLE OF CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 3

1. INTRODUCTION 3
2. 2026 INTERIM PROFIT DISTRIBUTION PLAN 4
3. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION 5
4. ISSUANCE QUOTA OF CAPITAL INSTRUMENTS AND TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL BONDS 6
5. ISSUANCE QUOTA OF FINANCIAL BONDS 9
6. THE ESM 11
7. RECOMMENDATION 12

APPENDIX **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION** 13

NOTICE OF ESM 122

In this circular, unless the context otherwise requires, the following expressions have the following meanings. Below definitions are arranged according to English alphabetical order.

"A Share(s)"	means the share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Bank which is/are listed on the Shanghai Stock Exchange and traded in RMB
"A-share Shareholder(s)"	means holder(s) of A Shares
"Articles of Association"	means the articles of association of Bank of Communications Co., Ltd. (as amended from time to time)
"Bank"	means Bank of Communications Co., Ltd. (交通銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
"Board"	means the Board of Directors of the Bank
"Company Law"	means the Company Law of the People's Republic of China, as amended from time to time
"Director(s)"	means the director(s) of the Bank
"ESM"	means the 2026 first extraordinary shareholders' meeting of the Bank to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Friday, 27 November 2026
"Hong Kong"	means Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	means The Stock Exchange of Hong Kong Limited
"H Share(s)"	means the overseas-listed foreign share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Bank which is/are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
"H-share Shareholder(s)"	means holder(s) of H Shares
"Listing Rules"	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Ministry of Finance"	means the Ministry of Finance of the People's Republic of China

"NFRA"	means the National Financial Regulatory Administration
"PRC"	means the People's Republic of China
"RMB"	means Renminbi, the lawful currency of the PRC
"Share(s)"	means A Share(s) and/or H Share(s)
"Shareholder(s)"	means the holder(s) of the share(s) of the Bank

交通銀行
BANK OF COMMUNICATIONS

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

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

(Stock Code: 03328)

Executive Directors:
Mr. Ren Deqi
Mr. Zhang Baojiang
Mr. Yin Jiuyong
Mr. Zhou Wanfu

Non-executive Directors:
Mr. Chang Baosheng
Mr. Liao, Yi Chien David
Mr. Chan Siu Chung
Mr. Mu Guoxin
Mr. Ai Dong

Independent Non-executive Directors:
Mr. Ma Jun
Mr. Wong Tin Chak
Mr. Xiao Wei
Ms. Liu Ruixia
Mr. Jin Panshi
Ms. Pan Yanhong

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

Place of Business in Hong Kong:
20 Pedder Street
Central
Hong Kong

To the Shareholders

Dear Sir or Madam,

2026 INTERIM PROFIT DISTRIBUTION PLAN
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
ISSUANCE QUOTA OF CAPITAL INSTRUMENTS AND
TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL BONDS
ISSUANCE QUOTA OF FINANCIAL BONDS
AND
NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING

1. INTRODUCTION

Reference is made to the announcements of the Bank dated 28 August 2026, in relation to, among other things, (i) the 2026 interim profit distribution plan, and (ii) the proposed amendments

to the Articles of Association. The purpose of the circular is to provide you with detailed information in relation to, among other things, the proposals of (i) 2026 interim profit distribution plan; (ii) proposed amendments of the Articles of Association; (iii) issuance quota of capital instruments and total loss-absorbing capacity non-capital bonds; and (iv) issuance quota of financial bonds, in order for you to make an informed decision to vote for or against the above proposed resolutions at the ESM.

2. 2026 INTERIM PROFIT DISTRIBUTION PLAN

On 28 August 2026, the Board considered and approved this proposal and resolved to submit by way of an ordinary resolution to the Shareholders for their consideration and approval of the profit distribution plan of the Bank for the half year ended 30 June 2026 at the ESM.

As reviewed by KPMG Huazhen LLP and KPMG, the Bank's net profit attributable to shareholders of the parent company for the first half of 2026 was RMB47.874 billion. The profit distribution will be made based on the total share capital registered on the record date for the implementation of the equity distribution. The profit distribution proposal is hereby submitted to the shareholders' meeting for consideration as follows:

Based on the total number of ordinary shares of 88,363,784,223 shares, a cash dividend of RMB0.168 per share (tax inclusive) will be distributed to the registered A-share Shareholders and H-share Shareholders, with total cash dividends amounting to RMB14.845 billion, representing 31.0% of the net profit attributable to shareholders of the parent company and 32.1% of the net profit attributable to ordinary shareholders of the parent company.

It is proposed that the shareholders' meeting authorise the Board, which shall in turn authorise senior management or its authorised representatives, to handle the specific matters relating to profit distribution.

If the shareholders' meeting approves the declaration of the interim dividend, the interim dividend is expected to be paid on Tuesday, January 26, 2027 to the shareholders whose names appear on the Bank's H-share register of members on Thursday, December 10, 2026, and on Friday, December 11, 2026 to the shareholders whose names appear on the Bank's A-share register of members on Thursday, December 10, 2026.

The ordinary share dividend distributed by the Bank will be denominated and declared in Renminbi, and paid in Renminbi or the equivalent amount in Hong Kong dollars. H-share Shareholders will be provided with the option to receive the dividend in Renminbi, and shall have the right to elect to receive all of the dividend (Hong Kong Securities Clearing (Nominees) Limited may elect to receive all or part of the dividend) in Renminbi or Hong Kong dollars.

The Bank will suspend registration of transfers of H shares from Saturday, December 5, 2026 to Thursday, December 10, 2026, both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to the interim dividend, all transfer documents in respect of the Bank's H shares 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, Wan Chai, Hong Kong, by no later than 4:30 p.m. on Friday, December 4, 2026.

3. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

In accordance with the requirements of relevant laws, regulations and regulatory rules, and taking into consideration the practice of the Bank, the Board resolved on 28 August 2026 to propose to make certain amendments to the Articles of Association. Details of the proposed amendments to the Articles of Association are set out in Appendix to this circular.

The Board also resolved to propose to seek the authorization to be granted by the shareholders' meeting of the Bank to the Board to authorize the Chairman, to make necessary and appropriate amendments to the Articles of Association in accordance with the opinions or requirements of the regulatory authorities, the stock exchanges where the Bank's shares are listed and the relevant authorities, and to deal with the approval of the amendments to the Articles of Association and the filing with the market supervision authorities and relevant matters.

Such proposal will be put forward at the ESM for the Shareholders' consideration and approval by way of a special resolution. Upon approval by the Shareholders at the ESM, the amended Articles of Association shall take effect upon the approval by the NFRA.

4. ISSUANCE QUOTA OF CAPITAL INSTRUMENTS AND TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL BONDS

To further enhance the Bank's ability to serve the real economy, strengthen its capital base, and meet the total loss-absorbing capacity compliance requirements applicable to global systemically important banks, the Bank (excluding its subsidiaries) plans to issue capital instruments and total loss-absorbing capacity non-capital bonds.

I. Issuance Plan of Capital Instruments

Issuance size	:	in an amount of not more than RMB210.0 billion or equivalent foreign currency(ies), which may be issued in batches within the validity period
Type of the instrument	:	write-down undated capital bonds and write-down tier 2 capital bonds, which meet the relevant requirements as stipulated in Rules on Capital Management of Commercial Banks, can be used to replenish capital of commercial banks
Issuance markets	:	including domestic and overseas markets
Maturity of bonds	:	write-down undated capital bonds' maturity shall be consistent with the duration of the Bank's continuous operation, and write-down tier 2 capital bonds' maturity shall not be less than 5 years
Means of loss absorption	:	upon the occurrence of the triggering events as specified in the issuing documents, the loss shall be absorbed by means of write-down
Issuance rate	:	to be determined with reference to market rates
Use of proceeds	:	write-down undated capital bonds shall be used to replenish other tier 1 capital of the Bank, and write-down tier 2 capital bonds shall be used to replenish tier 2 capital of the Bank
Term of validity of the resolution	:	From the date of approval by the shareholders' meeting to 24 months after the approval by the NFRA

II. Issuance Plan of Total Loss-absorbing Capacity Non-capital Bonds

Issuance size	:	not more than RMB250.0 billion or equivalent foreign currency(ies), which may be issued in batches within the validity period
Type of the bonds	:	write-down total loss-absorbing capacity non-capital bonds, which meet the relevant requirements of Administrative Measures on the Total Loss-absorbing Capacity of Global Systemically Important Banks, and can be used to replenish the external total loss-absorbing capacity of commercial banks
Issuance markets	:	including domestic and overseas markets.
Means of loss absorption	:	when the Bank enters into the disposal stage, the loss can be absorbed by means of write-down
Maturity of bonds	:	not less than one year
Issuance rate	:	to be determined with reference to market rates
Use of proceeds	:	to replenish external total loss-absorbing capacity of the Bank
Term of validity of the resolution	:	From the date of approval by the shareholders' meeting to 24 months after the approval by the NFRA

III. Authorization matters

i. Authorization matters related to bonds issuance

In order to smoothly promote the issuance of bonds, it is recommended to put forward at the Shareholders' meeting for the Shareholders' consideration to authorize the Board, and the Board further authorizes the senior management of the Bank or its authorized representatives, to handle all matters of issuance of the bonds (the abovementioned authorization will take effect from the date of approval by the shareholders' meeting to 24 months after the approval by the NFRA), including but not limited to:

1. In accordance with the issuance plan and the relevant requirements of the regulatory authorities and approval requirements, determining the specific terms for the issuance of the bonds, including but not limited to the issuance time, type of bonds, issuance size, maturity of bonds, interest rates of bonds, issuance prices, issuance markets, target subscribers, issuance currencies, methods of issuance, use of proceeds, and means of loss absorption, etc.

2. Handling the registration and custody of bonds, applying for listing and circulation of bonds, amending, signing and implementing all agreements, contracts and relevant documents occurred during the issuance of bonds, engaging intermediaries and other matters relating to the issuance of bonds.

3. Handling the application and approval procedures relating to the issuance of bonds and preparing, amending and submitting submission materials for the issuance of bonds in accordance with the requirements of the relevant government departments and regulatory authorities.

4. In accordance with policies and requirements of the relevant government departments and regulatory authorities as well as changes in market conditions, making necessary amendments to matters in relation to the issuance plan, except for matters that must be resolved again by the shareholders' meeting or the Board based on relevant laws, regulations and the Articles of Association.

ii. Relevant authorization matters during the duration of the bonds

It is put forward at the shareholders' meeting for the Shareholders' consideration to authorize the Board, and the Board further authorizes the senior management of the Bank or its authorized representatives, within the framework and principles deliberated and approved by the shareholders' meeting, from the date of completion of each tranche of bonds issuance, to handle all related matters such as interest payments, redemptions and write-downs (if any) during the duration of the bonds in accordance with the regulations and approval requirements promulgated by the relevant regulatory authorities, but if the Bank cancels interest payments in whole or in part, the matter shall still be submitted to the shareholders' meeting for consideration and approval.

5. ISSUANCE QUOTA OF FINANCIAL BONDS

In order to broaden the channels of funding and support the steady development of various businesses, the Bank (excluding its subsidiaries) plans to issue financial bonds.

I. Issuance plan of financial bonds

Issuance size	:	not more than RMB100.0 billion or equivalent foreign currency(ies), which may be issued in batches within the validity period
Issuance entities	:	head office and overseas branches
Issuance markets	:	including domestic and overseas markets
Type of the bonds	:	including but not limited to straight bonds, green financial bonds, technology innovation bonds, special financial bonds for loans to small and micro enterprises, special financial bonds for "agriculture, rural areas and farmers", carbon neutrality bonds (excluding tier-2 capital bonds, undated capital bonds, convertible corporate bonds and other supplementary capital nature bonds, as well as total loss-absorbing capacity non-capital bonds.)

Currency and maturity of the bonds	:	includes RMB and foreign currencies; maturity shall not exceed 10 years, which should be determined based on the Bank's structure of assets and liabilities, market conditions and investor demands prior to issuance
Issuance rate	:	to be determined with reference to market rates
Use of proceeds	:	to raise medium – and long-term funds, optimize structure of liabilities and support stable business development
Term of validity of the resolution	:	24 months from the date of approval by the shareholders' meeting

II. Authorization matters

i. Authorization matters related to bonds issuance

In order to smoothly promote the issuance of bonds, it is recommended to put forward at the shareholders' meeting for the Shareholders' consideration to authorize the Board, and the Board further authorizes the senior management of the Bank or its authorized representatives, to handle all matters of issuance of the bonds (The abovementioned authorization will valid for 24 months from the date of approval of this resolution by the shareholders' meeting) including but not limited to:

1. In accordance with the issuance plan and the relevant requirements of the regulatory authorities and approval requirements, determining the specific terms for the issuance of the bonds, including but not limited to determining the issuance time, type of bonds, issuance size, maturity of bonds, interest rates of bonds, issuance prices, issuance markets, target subscribers, issuance currencies, methods of issuance, use of proceeds, etc.

2. Handling the registration and custody of bonds, applying for listing and circulation of bonds, amending, signing and implementing all agreements, contracts and relevant documents occurring during the issuance of bonds, engaging intermediaries and other matters relating to the issuance of bonds.

3. Handling the application and approval procedures relating to the issuance of bonds and preparing, amending and submitting submission materials for the issuance of bonds in accordance with the requirements of the relevant government departments and regulatory authorities.

4. In accordance with policies and requirements of the relevant government departments and regulatory authorities as well as changes in market conditions, making necessary amendments to matters in relation to the issuance plan, except for matters that must be resolved again by the shareholders' meeting or the Board based on relevant laws, regulations and the Articles of Association.

ii. Authorization matters during the duration of the bonds

It is put forward at the shareholders' meeting for the Shareholders' consideration to authorize the Board, and the Board further authorizes the senior management of the Bank or its authorized representatives, within the framework and principles deliberated and approved by the shareholders' meeting, from the date of completion of each tranche of bonds issuance, to handle with full authority in all related matters such as repayment of principal and interest of the bonds.

6. THE ESM

The ESM will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Friday, 27 November 2026. The notice convening the ESM is set out on pages 122 to 123 of this circular.

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

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

7. RECOMMENDATION

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

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

Shanghai, the PRC
6 November 2026

Proposed amendments to the Articles of Association are as follows (amendments are shown in underlines and strikethroughs):

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		Chapter 1 General Provisions	Chapter 1 General Provisions
1	Article 2	According to Guo Fa (1986) No. 81, "Notice on Reconstitution of Bank of Communications issued by the State Council", BOCOM was reconstituted upon the model of a nation-wide shareholding commercial bank. The Bank was established by way of raising funds from targeted sources with the approval of Yin Fa (1987) No. 40, "Notice on Implementation of the State Council's 'Notice on Reconstitution of Bank of Communications' issued by the People's Bank of China" and was registered with the State Administrative Bureau for Industry and Commerce on 30 March 1987 and was granted a business licence. The Bank has been regulated according to the *Company Law* and has proceeded with the registration. The Bank's unified social credit code is 9131000010000595XD. Promoters of the Bank are: the Ministry of Finance of PRC, Shandong Electric Power Corporation, China FAW Group Corporation, China Great Wall Industries Corporation and China Aviation Industry Corporation I.	According to Guo Fa (1986) No. 81, "Notice on Reconstitution of Bank of Communications issued by the State Council", BOCOM was reconstituted upon the model of a nation-wide shareholding commercial bank. The Bank was established by way of raising funds from targeted sources with the approval of Yin Fa (1987) No. 40, "Notice on Implementation of the State Council's 'Notice on Reconstitution of Bank of Communications' issued by the People's Bank of China" and was registered with the State Administrative Bureau for Industry and Commerce on 30 March 1987 and was granted a business licence. ~~The Bank has been regulated according to the *Company Law* and has proceeded with the registration.~~ The Bank's unified social credit code is 9131000010000595XD. Promoters of the Bank are: the Ministry of Finance of PRC, Shandong Electric Power Corporation, China FAW Group Corporation, China Great Wall Industries Corporation and China Aviation Industry Corporation I.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
2	Article 3	The registered Chinese name of the Bank is: "交通銀行股份有限公司". The English name is: BANK OF COMMUNICATIONS Co., Ltd., abbreviated to "BOCOM".	The registered Chinese name of the Bank is: "交通銀行股份有限公司", **abbreviated as "交通銀行".** The English name is: BANK OF COMMUNICATIONS Co., Ltd., abbreviation: "BOCOM".
3	Article 4	The domicile of the Bank is: No. 188, Yincheng Zhonglu, Shanghai, People's Republic of China. Postal code: 200120. Telephone No.: 021-58781234 Facsimile No.: 021-58798398 Website: www.bankcomm.com	The domicile of the Bank is: No. 188, Yincheng Zhonglu, Shanghai, People's Republic of China. Postal code: 200120. ~~Telephone No.: 021-58781234~~ ~~Facsimile No.: 021-58798398~~ ~~Website: www.bankcomm.com~~
4	Article 10	..... The "Senior Executives" mentioned in these Articles of Association refers to all members of the Senior Management including the President, Executive Vice-presidents, Chief Financial Officer, Chief Risk Officer, Chief Information Officer, Chief Compliance Officer, Chief Business Officer and Board Secretary.	..... The "Senior Executives" mentioned in these Articles of Association refers to ~~all members of the Senior Management including~~ the President, Executive Vice-presidents, Chief Financial Officer, Chief Risk Officer, Chief Information Officer, Chief Compliance Officer, Chief Business Officer and Board Secretary**, and any other management personnel as determined by the Board of Directors**. **All senior executives are collectively referred to as the senior management.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		Chapter 3 Shares and Registered Capital	Chapter 3 Shares and Registered Capital
			Section 1 **Issuance and Transfer of Shares**
5	Original Article 20 (Deleted)	As approved by the State Council or the vetting authority authorized by the State Council, the Bank shall issue a maximum of 88,363,784,223 ordinary shares.	Delete
6	Original Article 26 (Deleted)	The transfer of shareholding and the registration of pledge of A shares of the Bank shall be conducted in accordance with the requirement of relevant laws, rules and regulations of the People's Republic of China and the requirements of the central securities depository organization. The transfer and registration of pledge of H Shares shall be conducted in accordance with the laws of Hong Kong, the rules of the stock exchange and the requirement of other regulations. Without the procedure of transfer or the registration of pledge, the transfer or the pledge of shares shall not be employed to work against the Bank and bona fide third party.	Delete
		Chapter 4 Capital Reduction and Repurchase of Shares	~~Chapter 4~~ **Section 2** Capital Reduction and Repurchase of Shares
		Chapter 5 Financial Assistance for the Purchase of the Bank's Shares	~~Chapter 5~~ **Section 3** Financial Assistance for the Purchase of the Bank's Shares

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
7	Article 36 (Original Article 38)	The Bank or its subsidiaries shall not, at any time or in any manner, provide any financial assistance to any person who acquires or intends to acquire the shares of the Bank. The person who acquires the shares of the Bank as aforesaid includes the person who assumes, directly or indirectly, obligations as a result of the purchase of the shares of the Bank. The Bank or its subsidiaries shall not, at any time or in any manner, provide financial assistance to reduce or discharge a person who assumes such obligations as aforesaid from such obligations. Where a violation of the provisions of the preceding paragraph causes any loss to the Bank, the liable directors and senior executives shall pay damages. This Article shall not apply to circumstances as described in Article 40 of this Chapter.	The Bank or its subsidiaries shall not, ~~at any time or in any manner,~~ provide ~~any~~ financial assistance ~~to any person who acquires or intends to acquire the shares of the Bank.~~ **through gifts, advances, guarantees, loans or any other forms to enable others to acquire the Bank's shares, except as provided for in the implementation of an employee stock ownership plan.** ~~The person who acquires the shares of the Bank as aforesaid includes the person who assumes, directly or indirectly, obligations as a result of the purchase of the shares of the Bank.~~ ~~The Bank or its subsidiaries shall not, at any time or in any manner, provide financial assistance to reduce or discharge a person who assumes such obligations as aforesaid from such obligations.~~ **In the best interests of the Bank, upon passing of the shareholders' resolution, or upon passing of the Board's resolution in accordance with these Articles of Association or as authorized by the shareholders' meeting, the Bank may provide financial assistance to third parties for acquisition of the Bank's shares, provided that the cumulative total amount of such financial assistance shall not exceed 10% of the total issued capital. Such Board's resolution shall be approved by a vote of not less than two-thirds of all directors.** Where a violation of the provisions of the preceding **two** paragraph**s** causes any loss to the Bank, the liable directors and senior executives shall pay damages. ~~This Article shall not apply to circumstances as described in Article 40 of this Chapter.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
8	Original Article 39 (Deleted)	The financial assistance referred to in this Chapter shall include, but not be limited to, the following forms: (1) gifts; (2) guarantees (including the assumption of obligations by the guarantor or the offering of property by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation to be made as a result of default on the part of the Bank itself), discharge or waiver of rights; (3) provisions of loans or entering into contracts in which the Bank has to perform obligations prior to the performance of obligations by the other party, changes to loans or to the contracting parties and the assignment of such loans or contracts; (4) any other forms of financial assistance given by the Bank when the Bank is unable to pay its debts or has no net assets or as a result of which the net assets of the Bank would be reduced to a material extent. The assumption of obligations referred to in this Chapter shall include the obligations assumed by the obligor by changing its financial position by entering into contracts or making arrangements (whether or not such contract or arrangement is enforceable and whether or not such person is liable individually or jointly with others) or by any other means.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
9	Original Article 40 (Deleted)	The following acts are not deemed as prohibited by the provisions of Article 38 of these Articles of Association: (1) distribution of dividends by the Bank by way of distributing its assets in accordance with relevant laws; (2) distribution of dividends by way of bonus shares; (3) reduction of registered capital, repurchase of shares of the Bank or adjustment of shareholding structure in accordance with these Articles of Association; (4) provision of funds by the Bank for the staff share schemes; (5) The Bank may, in the interest of the Bank, provide financial assistance for others to acquire shares of the Bank by a resolution of the Board of Directors, but the cumulative total of financial assistance may not exceed 10% of the total issued share capital. Where laws, regulations, rules and normative documents, as well as the provisions of these Articles of Association provide otherwise, such provision applies. Resolutions made by the Board of Directors shall be adopted by two-thirds or more of all the directors.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		Chapter 6 Share Certificates and Register of Shareholders	Chapter ~~6~~ **4** Share Certificates and Register of Shareholders
10	Article 37 (New)		**This Article is subject to Article 264 of these Articles of Association.** **Unless otherwise provided by the relevant laws and regulations governing uncertificated securities in the jurisdiction where the Bank's shares are listed, the Bank shall not issue H shares in certificated form.** **Any share certificates issued in respect of H shares shall remain valid until they are canceled or the relevant H shares are converted to uncertificated form.** **H shares held in certificated form may be converted to uncertificated form in accordance with the laws and regulations regarding uncertificated securities in the jurisdiction where the Bank's shares are listed.** **H shares held in uncertificated form may be converted to certificated form in accordance with the relevant laws and regulations governing uncertificated securities in the jurisdiction where the Bank's shares are listed, upon the occurrence of circumstances specified in such laws and regulations.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
11	Article 38 (Original Article 41)	The share certificates of the Bank shall be in registered form. The particulars to be set out in the share certificates of the Bank shall include those stipulated in the *Company Law* of PRC and other particulars which are required to be included by the stock exchanges on which the shares of the Bank are listed. The H shares issued by the Bank may adopt other forms of derivatives of depository receipts or share certificates outside PRC according to the laws and the practice of registration and deposit of securities of the place of listing.	The share certificates of the Bank shall be in registered form. **Subject to Article 37 of these Articles of Association,** the particulars to be set out in the share certificates of the Bank shall include those stipulated in the *Company Law* of PRC and other particulars which are required to be included by the stock exchanges on which the shares of the Bank are listed. ~~The H shares issued by the Bank may adopt other forms of derivatives of depository receipts or share certificates outside PRC according to the laws and the practice of registration and deposit of securities of the place of listing.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
12	Article 39 (Original Article 42)	Share certificates shall be signed by the Chairman of the Board of Directors. If the stock exchange on which the shares of the Bank are listed shall require the President or other Senior Managers of the Bank to sign thereon, such President or other Senior Managers so required shall also sign on such certificates. The signatures of the Chairman of the Board of Directors, the President or other relevant Senior Managers on the share certificates may also be made in a printed form. The share certificates shall be made effective after the seal of the Bank have been affixed thereto or the seal has been affixed thereto in a printed form. The affixing of the Bank seal upon the share certificate shall be authorized by the Board of Directors. In case of paperless issuance and trading of the Bank's shares, the applicable regulations of the securities regulatory authority in the place where the Bank's shares are listed shall prevail.	**Subject to Article 37 of these Articles of Association**, share certificates shall be signed by the Chairman of the Board of Directors. If the stock exchange on which the shares of the Bank are listed shall require the President or other ~~Senior Managers~~ **senior executives** of the Bank to sign thereon, such President or other ~~Senior Managers~~ **senior executives** so required shall also sign on such certificates. The signatures of the Chairman of the Board of Directors, the President or other relevant ~~Senior Managers~~ **senior executives** on the share certificates may also be made in a printed form. The share certificates shall be made effective after the seal of the Bank have been affixed thereto or the seal has been affixed thereto in a printed form. The affixing of the Bank seal upon the share certificate shall be authorized by the Board of Directors. ~~In case of uncertificated issuance and trading of the Bank's shares, the applicable regulations of the securities regulatory authority in the place where the Bank's shares are listed shall prevail.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
13	Article 40 (Original Article 43)	The Bank shall have a register of shareholders to register the following particulars: (1) the name (description) or address (domicile); (2) the class and number of shares held by each shareholder; (3) the serial number of the shares held by each shareholder; (4) the date when each shareholder is registered as a shareholder; Unless there is proof to the contrary, the register of shareholders shall be the conclusive evidence of the holding of the shares of the Bank by a shareholder. In case of paperless issuance and trading of the Bank's shares, the applicable regulations of the securities regulatory authority in the place where the Bank's shares are listed shall prevail.	The Bank shall have a register of shareholders to register the following particulars: (1) the name (description) or address (domicile); (2) the class and number of shares held by each shareholder; (3) the serial number of the shares held by each shareholder; (4) the date when each shareholder is registered as a shareholder; Unless there is proof to the contrary, the register of shareholders shall be the conclusive evidence of the holding of the shares of the Bank by a shareholder. ~~In case of uncertificated issuance and trading of the Bank's shares, the applicable regulations of the securities regulatory authority in the place where the Bank's shares are listed shall prevail.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
14	Article 41 (Original Article 44)	The Bank may keep the register of shareholders of H shares outside the Mainland in accordance with the understanding and agreements reached between the securities regulatory authority of the State Council and overseas securities regulatory authorities, and appoint an overseas agent to administer the same. The Bank shall keep a copy of the register of shareholders of H shares at the domicile of the Bank; the appointed overseas agent shall ensure the consistency of the original and the copy of the register of shareholders of H shares. In the event of inconsistency between the original and the copy of the register of shareholders of H shares, the original register shall prevail. The original copy of the register of shareholders of H Shares of the Bank shall be kept in Hong Kong.	The Bank may keep the register of shareholders of H shares outside the Mainland in accordance with the understanding and agreements reached between the securities regulatory authority of the State Council and overseas securities regulatory authorities, and appoint an overseas agent to administer the same. The Bank shall keep a copy of the register of shareholders of H shares at the domicile of the Bank; the appointed overseas agent shall ensure the consistency of the original and the copy of the register of shareholders of H shares. In the event of inconsistency between the original and the copy of the register of shareholders of H shares, the original register shall prevail. ~~The original copy of the register of shareholders of H Shares of the Bank shall be kept in Hong Kong.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
15	Article 42 (Original Article 45)	The Bank shall keep a complete register of shareholders. The register of shareholders shall contain the following parts: (1) the register of shareholders which shall be kept at the domicile of the Bank, being a register of all the shareholders other than those who are required to be registered under (2) and (3) of this Article; (2) the register of shareholders of the Bank which shall be kept in the place of the overseas stock exchange where the shares are listed, being a register of the shareholders of H shares; (3) the register of shareholders which is kept at other place(s) as the Board of Directors deems necessary for the listing of the shares (including preference shares) of the Bank.	The Bank shall keep a complete register of shareholders. The register of shareholders shall contain the following parts: (1) the register of shareholders which shall be kept at the domicile of the Bank, being a register of all the shareholders other than those who are required to be registered under (2)~~, and~~ (3) **and (4)** of this Article; (2) the register of shareholders of the Bank which shall be kept in the place of the overseas stock exchange where the shares are listed, being a register of the shareholders of H shares; (3) **the register of shareholders of the Bank which shall be kept in accordance with the relevant laws and regulations governing uncertificated securities in the jurisdiction where the shares are listed, being a register of the shareholders of H shares;** **(4)** the register of shareholders which is kept at other place(s) as the Board of Directors deems necessary for the listing of the shares (including preference shares) of the Bank.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
16	Article 43 (New)		**This Article is subject to Article 264 of these Articles of Association.** **The Bank shall maintain the H-share register in accordance with the relevant laws and regulations governing uncertificated securities in the jurisdiction where the Bank's shares are listed, and shall include in such register the matters required to be recorded under such laws and regulations.** **If any H shares are issued in uncertificated form or converted to uncertificated form, such H shares shall be recorded in the H-share register as held in uncertificated form. Except as provided by the relevant laws and regulations governing uncertificated securities in the jurisdiction where the Bank's shares are listed, such entry shall not be amended or deleted.** **Entries in the H-Share register have the evidentiary and other legal effects prescribed by the relevant laws and regulations governing uncertificated securities in the jurisdiction where the Bank's shares are listed. If there are any changes to any entry in the H-Share register relating to an H-Share shareholder, such shareholder will be notified in accordance with such laws and regulations.** **Any request to inspect or copy the H-share register shall comply with the relevant laws and regulations governing uncertificated securities in the jurisdiction where the Bank's shares are listed.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
17	Article 48 (Original Article 50)	If any shareholder whose name has been registered in the register of shareholders or any person who requires having his name (or description) entered into the register of shareholders has lost his share certificate(s) ("original share certificate(s)"), he may apply to the Bank for the issuance of (a) replacement certificate(s) in respect of such shares ("relevant shares"). The application for the issuance of replacement certificates by holders of A Shares who lost their share certificates shall be made in accordance with the relevant provision of the *Company Law*. The application for the issuance of replacement certificates by holders of H Shares who have lost their share certificates shall be made in accordance with the Laws of Hong Kong, the rules of the stock exchange, the operating rules of the share registration agency entrusted by the Bank or and other relevant provisions.	If any shareholder whose name has been registered in the register of shareholders or any person who requires having his name (or description) entered into the register of shareholders has lost his share certificate(s) ("original share certificate(s)"), he may apply to the Bank ~~for the issuance of (a) replacement certificate(s)~~ in respect of such shares ("relevant shares"). ~~The application for the issuance of replacement certificates by holders of A Shares who lost their share certificates shall be made in accordance with the relevant provision of the *Company Law*.~~ The application for the issuance of ~~replacement~~ certificates by **share**holders ~~of H Shares~~ who have lost their share certificates shall be ~~made~~ **processed** in accordance with ~~the Laws of Hong Kong~~ **relevant laws**, the rules of the stock exchange, the operating rules of the share registration agency entrusted by the Bank or and other relevant provisions.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
18	Article 49 (New)		**This Article is subject to Article 264 of these Articles of Association.** **The Bank shall not issue H shares in certificated form as a replacement for lost share certificates, nor shall the applicant be entitled to receive replacement share certificates for such H shares.** **The lost H-share certificates may be converted to uncertificated form in accordance with the relevant laws and regulations governing uncertificated securities in the jurisdiction where the Bank's shares are listed.**
19	Article 50 (Original Article 51)	Upon the issuance by the Bank of (a) replacement share certificate(s) pursuant to the provisions of this Chapter, the name (description) of a bona fide purchaser who acquired the new share certificate(s) as aforesaid or a shareholder who is subsequently registered as the owner of such shares (if being a bona fide purchaser) shall not be removed from the register of shareholders.	~~Upon the issuance by the Bank of (a) replacement share certificate(s)~~ **Where the Bank has processed an application under Article 48 in respect of the relevant shares** pursuant to the provisions of these **Articles of Association** ~~Chapter~~, the name (description) of a bona fide purchaser who acquired the **relevant shares** ~~new share certificate(s) as aforesaid~~ or a shareholder who is subsequently registered as the owner of such shares (if being a bona fide purchaser) shall not be removed from the register of shareholders.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
20	Article 51 (Original Article 52)	The Bank shall have no liability for any loss sustained by any person as a result of the cancellation of the original share certificates or issuance of replacement share certificates, unless it can be proved that the Bank has acted fraudulently.	The Bank shall have no liability for any loss sustained by any person as a result of the cancellation of the original share certificates or ~~issuance of replacement share certificates~~ **the conversion of H shares held in certificated form to uncertificated form**, unless it can be proved that the Bank has acted fraudulently.
		Chapter 7 Rights and Obligations of Shareholders	Chapter ~~7~~ **5** Rights and Obligations of Shareholders
21	Article 53 (Original Article 54)	A holder of ordinary shares of the Bank shall enjoy the following rights: ..... (3) to supervise the business operation and activities of the Bank, and to make proposals or inquiries in relation thereto; ..... (5) to receive information in accordance with the provisions of these Articles of Association, including inspect and copy: 1. these Articles of Association; 2. the register of shareholders;	A holder of ordinary shares of the Bank shall enjoy the following rights: ..... (3) to supervise the business operation and activities of the Bank, and to make proposals or inquiries in relation thereto; ..... (5) ~~to receive information in accordance with the provisions of these Articles of Association, including inspect and copy:~~ ~~1. these Articles of Association;~~ ~~2. the register of shareholders;~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		3. the share capital of the Bank; 4. a report on the total face value, total number of shares, highest and lowest prices and all payments made by the Bank in respect of each class of shares repurchased by the Bank since the last financial year; 5. minutes of shareholders' meetings, resolutions of the board of directors' meetings; 6. financial accounting reports. Notwithstanding the above, the request for inspection and making copies will be rejected by the Bank if the document concerned contains price sensitive information or trade secrets. The Bank reserves the right to charge reasonable fees.	~~3. the share capital of the Bank;~~ ~~4. a report on the total face value, total number of shares, highest and lowest prices and all payments made by the Bank in respect of each class of shares repurchased by the Bank since the last financial year;~~ ~~5. minutes of shareholders' meetings, resolutions of the board of directors' meetings;~~ ~~6. financial accounting reports.~~ **to inspect and copy the Bank's Articles of Association, the register of shareholders, the minutes of shareholders' meetings, the Board's resolutions, and the financial accounting reports, shareholders who meet the requirements may also inspect the Bank's accounting books and accounting vouchers**; Notwithstanding the above, the request for inspection and making copies will be rejected by the Bank if the document concerned contains price sensitive information or trade secrets. The Bank reserves the right to charge reasonable fees. .....

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
22	Original Article 58 (Deleted)	Shareholders, especially major shareholders shall own fiduciary duties to the Bank in accordance with the law, shall exercise their rights as shareholders in strict compliance with laws, regulations and the Articles of Association, and shall not seek any improper benefits or impair the interests of the Bank or lawful rights and interests of other stakeholders. Save for the obligations required under relevant laws and administrative regulations or the listing rules of a stock exchange on which the shares of the Bank are listed, in exercising its rights as a shareholder, a controlling shareholder shall not exercise his voting rights to make decisions which would prejudice the interests of all or some of the shareholders in respect of the following matters: (1) to exempt the Directors from their obligations to act in good faith and in the best interests of the Bank; (2) to authorize the Directors (in the interests of himself or themselves or other persons) to deprive the Bank in any manner of its assets, including but not limited to any opportunities beneficial to the Bank; (3) to authorize the Directors (in the interests of himself or themselves or other persons) to deprive the personal rights of other shareholders, including but not limited to any entitlement to distribution or voting rights but excluding reorganization of the Bank approved by the shareholders' meeting pursuant to these Articles of Association.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
23	Article 57 (New)		**The Bank's controlling shareholders and actual controllers shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, and the rules of the securities regulatory authority in the jurisdiction where the Bank's shares are listed, and shall safeguard the interests of the Bank.**
24	Article 58 (New)		**The controlling shareholders and actual controllers of the Bank shall comply with the following provisions:** **(1) They shall exercise shareholder rights in accordance with the law and shall not abuse their control or exploit related-party relationships to harm the legitimate rights and interests of the Bank or other shareholders;** **(2) They shall strictly fulfill all public statements and commitments made, and shall not alter or waive them without authorization;** **(3) They shall strictly fulfill information disclosure obligations in accordance with relevant regulations, actively cooperate with the Bank in carrying out information disclosure work, and promptly notify the Bank of any material events that have occurred or are expected to occur;** **(4) They shall not misappropriate the Bank's funds in any manner;**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
			(5) They shall not compel, instruct, or require the Bank or its relevant personnel to provide guarantees in violation of laws or regulations; **(6) They shall not use the Bank's material non-public information for personal gain, not disclose material non-public information related to the Bank in any manner, and not engage in illegal or non-compliant activities such as insider trading, short-swing trading, or market manipulation;** **(7) They shall not harm the legitimate rights and interests of the Bank and other shareholders through unfair related-party transactions, profit distribution, asset restructuring, external investments, or any other means;** **(8) They shall ensure the integrity of the Bank's assets, as well as the independence of its personnel, finances, organization, and operations, and shall not, in any way, compromise the Bank's independence;** **(9) Other provisions set forth in laws, administrative regulations, rules, regulatory rules, and these Articles of Association.**
25	Article 59 (New)		**Where a controlling shareholder or actual controller pledges shares of the Bank that it holds or effectively controls, it shall maintain the stability of the Bank's controlling interest and operations.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
26	Article 60 (New)		**Where a controlling shareholder or actual controller transfers shares of the Bank held by such person, such person shall comply with the restrictive provisions regarding share transfers set forth in laws, administrative regulations, rules, and regulatory rules, as well as any commitments made by such person regarding restrictions on share transfers.**
27	Article 61 (New)		**When a controlling shareholder nominates candidates for the Bank's Director, it shall comply with the conditions and procedures set forth in laws, administrative regulations, rules, regulatory rules, and these Articles of Association. A controlling shareholder shall not establish an approval process for the results of personnel elections at the shareholders' meeting or for resolutions on the appointment of Directors by the Board.**
28	Article 62 (Original Article 59)	"Controlling shareholder" in the preceding Article refers to the shareholder who holds shares accounting for more than 50% of the total share capital of the Bank; or the shareholder who holds less than 50% of the shares but the voting rights attached to his/her shares are sufficient to have a significant impact on the resolutions of the meeting.	"Controlling shareholder" ~~in the preceding Article~~ refers to the shareholder who holds shares accounting for more than 50% of the total share capital of the Bank; or the shareholder who holds less than 50% of the shares but the voting rights attached to his/her shares are sufficient to have a significant impact on the resolutions of the meeting**; or a controlling shareholder as defined by the securities regulatory rules of the jurisdiction where the Bank's shares are listed**.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
29	Article 64 (Original Article 61)	Shareholders, especially major shareholders, who owe overdue facility to the Bank shall not exercise the voting rights during the facility overdue period and shall not be counted in the quorum of the shareholders' meeting, and the directors nominated by such shareholders shall not exercise their voting rights at the meeting of the Board of Directors and shall not be counted in the quorum of the Board of Directors' meeting. 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 be used in priority for the repayment of the Bank's outstanding loans. The Bank shall record the aforesaid case in the minutes of the shareholders' meeting and the Board of Directors' meeting. The Bank shall not offer better terms for credit to the shareholders than those of other non-related persons on the same type of transactions. The credit balance of the Bank to the same shareholder shall not exceed 10% of the surplus of the capital of the Bank. The total credit balance of the Bank to the corporate clients where the same shareholder is in shall not exceed 15% of the surplus of the capital of the Bank.	Shareholders, especially major shareholders, who owe overdue facility to the Bank shall not exercise the voting rights during the facility overdue period and shall not be counted in the quorum of the shareholders' meeting, and the directors nominated by such shareholders shall not exercise their voting rights at the meeting of the Board of Directors and shall not be counted in the quorum of the Board of Directors' meeting. 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 be used in priority for the repayment of the Bank's outstanding loans. The Bank shall record the aforesaid case in the minutes of the shareholders' meeting and the Board of Directors' meeting. The Bank shall not offer better terms for credit to the shareholders than those of other non-related persons on the same type of transactions. ~~The credit balance of the Bank to the same shareholder shall not exceed 10% of the surplus of the capital of the Bank. The total credit balance of the Bank to the corporate clients where the same shareholder is in shall not exceed 15% of the surplus of the capital of the Bank.~~
30	Original Article 62 (Deleted)	The Bank shall not provide guarantee for financing for debts to shareholders that hold 5% or more of the Bank's voting shares or their related units, except in case of shareholders providing counter-guarantee with certificates of deposit or treasury bonds.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		Chapter 8 Party Organization (Party Committee)	Chapter ~~8~~ **6** Party Organization (Party Committee)
31	Article 65 (Original Article 63)	The Bank shall establish the Committee of Communist Party of the Bank of Communications Co., Ltd. (hereinafter referred to as the "Party Committee"). The Party Committee shall consist of one secretary, two deputy secretaries and several other members. The chairman of the Board of Directors and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Eligible members of the Party Committee could be elected as members of the Board of Directors and the Senior Management through legal procedures, while eligible members of the Board of Directors and the Senior Management could be elected as members of the Party Committee subject to relevant rules and procedures. Adhering to the unity of strengthening the Party's leadership and improving corporate governance, and achieving organic integration, integrated promotion, and coordinated actions. Meanwhile, the Bank shall establish a discipline inspection and supervisory organization as required by relevant regulations.	The Bank shall establish the Committee of Communist Party of the Bank of Communications Co., Ltd. (hereinafter referred to as the "Party Committee"). The Party Committee shall consist of one secretary, two deputy secretaries and several other members. The chairman of the Board of Directors and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Eligible members of the Party Committee could be elected as members of the Board of Directors and the Senior Management through legal procedures, while eligible members of the Board of Directors and the Senior Management could be elected as members of the Party Committee subject to relevant rules and procedures. Adhering to the unity of strengthening the Party's leadership and improving corporate governance, ~~and~~ achieving organic integration, integrated promotion, and coordinated actions**, and pursue high-quality development of the Bank led by high-quality Party building**. Meanwhile, the Bank shall establish a discipline inspection and supervisory organization as required by relevant regulations.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
32	Article 66 (Original Article 64)	The Party Committee shall, in accordance with the Constitution of the Communist Party of the People's Republic of China and other rules and regulations of the Party, perform the following duties: i. In-depth study and implementation of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strengthen the Party's political construction in the Bank, adhere to and implement the fundamental system, basic systems and important systems of Socialism with Chinese Characteristics, ensure and supervise the Bank's implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as the important work arrangements from higher-level Party organizations;	The Party Committee shall, in accordance with the Constitution of the Communist Party of the People's Republic of China and other rules and regulations of the Party, perform the following duties: i. **Uphold the Central Committee of the Party's centralized and unified leadership over financial work,** in-depth study and implementation of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strengthen the Party's political construction in the Bank, adhere to and implement the fundamental system, basic systems and important systems of Socialism with Chinese Characteristics, ensure and supervise the Bank's implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as the important work arrangements from higher-level Party organizations**, and unwaveringly follow the path of financial development with Chinese characteristics**;

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		ii. Strengthen management and control of personnel selection and appointment procedures, effectively reinforcing the building of leadership team, cadre team and talent team of the Bank, responsible for standards, procedures, inspections, recommendations and supervisions, combine the principle of the Party's supervision of officials together with the rights of the Board of Directors to select management as well as the rights of management to select and appoint personnel; iii. Research and discuss issues relating to the reform, development and stability of the Bank, major operational and management matters and other major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders' meeting, the Board of Directors and the Senior Management in performing their duties in accordance with laws and regulations and support employee representative conferences in carrying out its work;	ii. Strengthen management and control of personnel selection and appointment procedures, **adhere to the standards of strong political integrity, strong competence, and strong professional ethic**, effectively reinforcing the building of leadership team, cadre team and talent team of the Bank, responsible for standards, procedures, inspections, recommendations and supervisions, combine the principle of the Party's supervision of officials together with the rights of the Board of Directors to select management as well as the rights of management to select and appoint personnel**, and forge a high-quality, professional financial officials team and talent pool that is loyal, upright and accountable**; iii. Research and discuss issues relating to the reform, development and stability of the Bank, major operational and management matters and other major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders' meeting, the Board of Directors and the Senior Management in performing their duties in accordance with laws and regulations and support employee representative conferences in carrying out its work;

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		iv. Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, and support the Party discipline inspection and supervisory organization in earnestly performing its supervisory responsibilities; v. 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 branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank; vi. Other material matters that fall within the duty of the Party Committee. The Party Committee's research and discussion as preliminary procedure shall be performed before making decisions on major business and management matters at the meeting of shareholders, Board of Directors or Senior Management pursuant to the relevant powers and the prescribed procedures.	iv. Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, **strengthen the Bank's culture of integrity** and support the Party discipline inspection and supervisory organization in earnestly performing its supervisory responsibilities; v. 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 branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank; vi. Other material matters that fall within the duty of the Party Committee. The Party Committee's research and discussion as preliminary procedure shall be performed before making decisions on major business and management matters at the meeting of shareholders, Board of Directors or Senior Management pursuant to the relevant powers and the prescribed procedures.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		Chapter 9 Shareholders' Meetings	Chapter ~~9~~ 7 Shareholders' Meetings
33	Article 67 (Original Article 65)	The Shareholders' meeting of the Bank shall be composed of all shareholders. The shareholders' meeting is the governing body of the Bank and shall exercise the following powers in accordance with laws, regulations, regulatory rules and these Articles of Association: ..... (11) to examine and approve the matters of the establishment of a major legal entity by the Bank, equity investment, investment on bonds, asset purchasing, asset disposal, asset write off, mortgage of assets and the provision of other guarantees unrelated to commercial banking business, external donations, etc.;	The Shareholders' meeting of the Bank shall be composed of all shareholders. The shareholders' meeting is the governing body of the Bank and shall exercise the following powers in accordance with laws, regulations, regulatory rules and these Articles of Association: ..... (11) to examine and approve**, or authorize the Board of Directors to approve the Bank's** ~~the matters of the establishment of a major legal entity by the Bank,~~ equity investment, investment on bonds, asset purchasing, asset disposal, asset write off, mortgage of assets and the provision of other guarantees unrelated to commercial banking business, **related-party transactions, establishment of and adjustments to organizations, important matters concerning legal entities,** external donations, etc.; .....

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
34	Article 72 (Original Article 70)	A notice of shareholders' meeting shall satisfy the following requirements: (1) it shall be in writing; (2) it shall record the registered date for entitlement of shareholders entitled to attend the shareholders' meeting; (3) it shall specify the place, the date and the time of the meeting; (4) it shall state the matters to be considered; (5) it shall provide the shareholders with all such information and explanations as are necessary for full understanding of the matters to be discussed and making of an informed decision by the shareholders on the matters to be considered, which shall include the provision of concrete terms and contracts (if any) of the proposed transaction together with a detailed explanation of the causes and consequences thereof in the event the Bank proposes a reorganization, including without limitation, merger, repurchase of its shares, restructuring of share capital or other manners of reorganization;	~~A notice of shareholders' meeting shall satisfy the following requirements:~~ ~~(1) it shall be in writing;~~ ~~(2) it shall record the registered date for entitlement of shareholders entitled to attend the shareholders' meeting;~~ ~~(3) it shall specify the place, the date and the time of the meeting;~~ ~~(4) it shall state the matters to be considered;~~ ~~(5) it shall provide the shareholders with all such information and explanations as are necessary for full understanding of the matters to be discussed and making of an informed decision by the shareholders on the matters to be considered, which shall include the provision of concrete terms and contracts (if any) of the proposed transaction together with a detailed explanation of the causes and consequences thereof in the event the Bank proposes a reorganization, including without limitation, merger, repurchase of its shares, restructuring of share capital or other manners of reorganization;~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(6) if any of the Directors, President or other Senior Managers has a material interests in matters to be considered, he shall disclose the nature and the extent of such interest; if the matters to be considered have an effect on such Directors, the President or other Senior Managers in the capacity of a shareholder which differs from other shareholders of the same class, such differences shall be specified;	~~(6) if any of the Directors, President or other Senior Managers has a material interests in matters to be considered, he shall disclose the nature and the extent of such interest; if the matters to be considered have an effect on such Directors, the President or other Senior Managers in the capacity of a shareholder which differs from other shareholders of the same class, such differences shall be specified;~~
		(7) it shall contain the full text of any special resolution proposed to be passed at the meeting;	~~(7) it shall contain the full text of any special resolution proposed to be passed at the meeting;~~
		(8) it shall expressly specify in writing that all ordinary shareholders (including preferred shares with voting rights restored) and shareholders holding special voting shares, etc. are entitled to attend the shareholders' meeting. The shareholders entitled to attend and vote at the meeting shall have the right to appoint one or more than one proxy to attend the meeting on his behalf and to vote thereat and the proxy or proxies need not be a shareholder;	~~(8) it shall expressly specify in writing that all ordinary shareholders (including preferred shares with voting rights restored) and shareholders holding special voting shares, etc. are entitled to attend the shareholders' meeting. The shareholders entitled to attend and vote at the meeting shall have the right to appoint one or more than one proxy to attend the meeting on his behalf and to vote thereat and the proxy or proxies need not be a shareholder;~~
		(9) it shall specify the time and place for the delivery of the relevant instrument for appointing proxy;	~~(9) it shall specify the time and place for the delivery of the relevant instrument for appointing proxy;~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(10) it shall record the name and the telephone number of the standing corresponding person of the meeting. (11) where the meeting is to be held in the form of network or in other forms, it shall specify the voting time and procedure for network or other forms in the notice of the meeting.	~~(10) it shall record the name and the telephone number of the standing corresponding person of the meeting.~~ ~~(11) where the meeting is to be held in the form of network or in other forms, it shall specify the voting time and procedure for network or other forms in the notice of the meeting.~~ **A notice of shareholders' meeting shall include the following information:** **(1) the date, place, and time of the meeting;** **(2) the matters and proposals to be submitted for consideration at the meeting;** **(3) a clear statement that all ordinary shareholders (including preference shareholders whose voting rights have been reinstated) are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend the meeting and participate in voting, such proxy need not be a shareholder of the Bank;** **(4) the registered date for shareholders entitled to attend the shareholders' meeting;** **(5) the name and telephone number of the standing corresponding person of the meeting;** **(6) the time and procedures for voting via the Internet or other means.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
35	Article 73 (Original Article 123)	If the matter with respect to director or election is proposed to be discussed at a shareholders' meeting, the notice or circular letter of the meeting shall disclose the information of the director or candidate in detail. The contents below shall be included at least: (1) individual situation including education background, work experience and part-time experience etc.; (2) with or without relationship with the Bank or the controlling shareholder and actual controller of the Bank; (3) number of the Bank's shares in their possession; (4) whether being punished by the securities regulatory authority of the State Council, the stock exchange or other administrations concerned or not; (5) other information to be disclosed as required by the stock exchange in the place where the Bank's shares are listed.	If the matter with respect to director or election is proposed to be discussed at a shareholders' meeting, the notice or circular letter of the meeting shall disclose the information of the director or candidate in detail. The contents below shall be included at least: (1) individual situation including education background, work experience and part-time experience etc.; (2) with or without relationship with the Bank or the controlling shareholder and actual controller of the Bank; (3) number of the Bank's shares in their possession; (4) whether being punished by the securities regulatory authority of the State Council, the stock exchange or other administrations concerned or not; (5) other information to be disclosed as required by the stock exchange in the place where the Bank's shares are listed.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
36	Article 74 (Original Article 71)	Notice of a shareholders' meeting shall be given to the shareholders (whether or not such shares carry the right to vote at the shareholders' meeting) by announcement or in other manners prescribed in Article 242 of these Articles of Association. The announcement referred to in the preceding paragraph shall be published on the website of the stock exchange where the Bank's shares are listed and in the media satisfying the conditions set by the securities regulatory authority of the State Council. Once the announcement has been made, all holders of A shares shall be deemed to have received the relevant notice of the shareholders' meeting. After the notice of meeting of the shareholders' meeting is issued, unless there are legitimate reasons, the meeting shall not be delayed or cancelled and the motion described in that notice shall not be cancelled. Once the delay or cancellation of the meeting or cancellation of motion is unavoidable, the convener shall declare the reason at least 2 business days before the original date of meeting. Where the meeting is postponed, the new date of meeting shall also be disclosed. If the shareholders' meeting needs to be rescheduled because of force majeure or other justifiable reasons, the registered date for entitlement shall not be changed accordingly.	Notice of a shareholders' meeting shall be given to the shareholders (whether or not such shares carry the right to vote at the shareholders' meeting) by announcement or in other manners prescribed in ~~Article 242 of~~ these Articles of Association. ~~The announcement referred to in the preceding paragraph shall be published on the website of the stock exchange where the Bank's shares are listed and in the media satisfying the conditions set by the securities regulatory authority of the State Council. Once the announcement has been made, all holders of A shares shall be deemed to have received the relevant notice of the shareholders' meeting.~~ After the notice of meeting of the shareholders' meeting is issued, unless there are legitimate reasons, the meeting shall not be delayed or cancelled and the motion described in that notice shall not be cancelled. Once the delay or cancellation of the meeting or cancellation of motion is unavoidable, the convener shall **announce such circumstances and** declare the **detailed** reason **for the delay or cancellation** at least 2 ~~business~~ **trading** days before the original date of meeting. Where the meeting is postponed, the new date of meeting shall also be disclosed. ~~If the shareholders' meeting needs to be rescheduled because of force majeure or other justifiable reasons, the registered date for entitlement shall not be changed accordingly.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
37	Article 75 (Original Article 72)	An individual shareholder who attends the meeting in person shall present his ID cards or other valid personal identity document; a proxy who attends the meeting on behalf of others shall present his valid personal identity document and a written power of attorney.	An individual shareholder who attends the meeting in person shall present his ID cards or other valid personal identity document; a proxy who attends the meeting on behalf of others shall present his valid personal identity document and a written power of attorney. .....
38	Original Article 73 (Deleted)	Any shareholder who is entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (whether being a shareholder or not) as his proxies to attend and vote at such meeting on his behalf. Such proxy or proxies may exercise the following rights pursuant to the appointment made by the appointing shareholder: (1) the right of such shareholder to speak at the shareholders' meeting; (2) to act on his own or join with other persons to demand for a poll; (3) to exercise the right to vote by a show of hands or by poll; however, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote on a poll. If such shareholder is the approved clearing agencies (or its agent) defined in the laws of the place where the shares of the Bank are listed, he shall authorize any one person or more whom he deems appropriate to be his representative in any shareholders' meeting or any types of shareholders' meeting. If one or more person(s) are authorized, the authorization letter shall state the number and class of shares each person represents. Persons authorized as such shall exercise rights as an individual shareholder of the Bank for the approved clearing agencies (or its agent) he represents.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
39	Article 76 (Original Article 74)	A shareholder shall appoint his proxy in writing. An instrument appointing a proxy shall be signed by the appointer or an attorney authorized by him in writing; if the appointer is a legal entity, the same shall be affixed with the seal of such legal entity, or signed by its Directors or a duly authorized person or representative. The proxy for voting shall cover the following: (1) the name of the proxy; (2) whether the proxy can exercise the voting right; (3) for those who can exercise voting right, instructions on voting in favour of, against or of abstention for each matter on the agenda of the shareholders' meeting;	~~A shareholder shall appoint his proxy in writing. An instrument appointing a proxy shall be signed by the appointer or an attorney authorized by him in writing; if the appointer is a legal entity, the same shall be affixed with the seal of such legal entity, or signed by its Directors or a duly authorized person or representative.~~ The proxy for voting **issued by a shareholder authorizing another person to attend the shareholders' meeting on their behalf** shall cover the following: (1) ~~the name of the proxy~~**the principal's name or corporate name, and the class and number of shares held in the Bank**; **(2) the name or corporate name of the proxy;** ~~(2) whether the proxy can exercise the voting right~~; (3) ~~for those who can exercise voting right~~, **specific** instructions **from the shareholder include, among others, instructions to vote** ~~on voting~~ in favour of, against or of abstention for each matter on the agenda of the shareholders' meeting;

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(4) whether the proxy can exercise the voting right on extraordinary motion which may be included on the agenda of the shareholders' meeting. If the proxy can exercise the voting right, the precise instructions on how to exercise such voting right shall be included; (5) the date of the instrument for appointing proxy issued and signed and the period of validity; (6) the signature and seal of the one who appoints. If the one who appoints is a body corporate, the seal of the body corporate shall be affixed. If there are no obvious instructions on the aforesaid (2), (3) and (4) in the instrument for appointing proxy, the proxy shall be deemed to be authorized to vote by his own will.	(4) ~~whether the proxy can exercise the voting right on extraordinary motion which may be included on the agenda of the shareholders' meeting. If the proxy can exercise the voting right, the precise instructions on how to exercise such voting right shall be included;~~ ~~(5)~~ the date of the instrument for appointing proxy issued and signed and the period of validity; ~~(6)~~ **(5)** the signature ~~and~~ **(or** seal**)** of the one who appoints. If the one who appoints is a~~body~~ corporate **shareholder**, the seal of the ~~body~~ corporate **entity** shall be affixed. If there are no obvious instructions on the aforesaid ~~(2),~~ (3) ~~and (4)~~ in the instrument for appointing proxy, the proxy shall be deemed to be authorized to vote by his own will.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
40	Article 77 (Original Article 75)	An instrument appointing a proxy shall be deposited at least 24 hours prior to the commencement of the relevant meeting at which the proxy is appointed to vote or 24 hours before the time appointed for voting at the domicile of the Bank or such other place as the notice of meeting may specify. If the instrument appointing a proxy is signed by a person authorized by the appointer, the powers of attorney or other instruments of authorization shall be notarised. The powers of attorney or other instruments of authorization so notarised together with the proxy form shall be deposited at the domicile of the Bank or such other place as the notice of meeting may specify at the same time as the instrument appointing the proxy is so deposited. In the event that the appointer is a legal person, such shareholder shall be represented at the shareholders' meeting of the Bank by its legal representative or the person authorized by its Board of Directors or other governing body of such appointer.	An instrument appointing a proxy shall be deposited at least 24 hours prior to the commencement of the relevant meeting at which the proxy is appointed to vote or 24 hours before the time appointed for voting at the domicile of the Bank or such other place as the notice of meeting may specify. If the instrument appointing a proxy is signed by a person authorized by the appointer, the powers of attorney or other instruments of authorization shall be notarised. The powers of attorney or other instruments of authorization so notarised together with the proxy form shall be deposited at the domicile of the Bank or such other place as the notice of meeting may specify at the same time as the instrument appointing the proxy is so deposited. In the event that the appointer is a legal person, such shareholder shall be represented at the shareholders' meeting of the Bank by its legal representative or the person authorized by its Board of Directors or other governing body of such appointer.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
			If the shareholder is a recognized clearing institution (or its agent) as defined by the relevant laws and regulations of the jurisdiction where the Bank's shares are listed, such shareholder may authorize one or more persons it deems appropriate to act as its representative at any shareholders' meeting or any class of shareholders' meeting; if more than one person is authorized, the power of attorney shall specify the number and class of shares to which each such person's authorization applies. A person so authorized may exercise rights on behalf of the recognized clearing institution (or its agent) as if such person were an individual shareholder of the Bank.
41	Original Article 76 (Deleted)	The instrument delivered to a shareholder by the Board of Directors of the Bank for appointing a proxy shall be in such form so as to enable the shareholders to instruct freely at his choice the proxy to vote in favour of, against or abstain from voting on any resolution and to give instruction on each item of the business put to vote at the meeting. Such instrument of proxy shall specify that if no instruction is given by the shareholder, the proxy may vote in the way as he thinks fit.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
42	Article 85 (Original Article 84)	Resolutions of shareholders' meeting shall be divided into ordinary resolutions and special resolutions. An ordinary resolution of a shareholders' meeting shall be passed by more than half of the votes cast by the shareholders present in person or by proxy at the shareholders' meeting. A special resolution of a shareholders' meeting shall be passed by two thirds or more of the votes cast by the shareholders present in person or by proxy at the shareholders' meeting.	Resolutions of shareholders' meeting shall be divided into ordinary resolutions and special resolutions. An ordinary resolution of a shareholders' meeting shall be passed by more than half of the votes cast by the shareholders present in person or by proxy at the shareholders' meeting. A special resolution of a shareholders' meeting shall be passed by two thirds or more of the votes cast by the shareholders present in person or by proxy at the shareholders' meeting. **The following matters shall be approved by the shareholders' meeting through a special resolution:** **(1) Increasing or decreasing the Bank's share capital and issuing any class of shares, warrants, or other similar securities; determining or authorizing the Board to determine matters related to the Bank's issued preference shares, including but not limited to repurchase, conversion, and dividend distribution;** **(2) The issuance of corporate bonds or the listing of the Bank;** **(3) The Bank's division, merger, change of corporate form, dissolution, and liquidation;**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
			(4) Amendments to these Articles of Association; **(5) The acquisition of the Bank's shares;** **(6) To deliberate on and approve, or authorize the Board to approve, matters such as the establishment of legal entities by the Bank, major acquisitions and mergers, major investments, major asset disposals, and major external guarantees;** **(7) Equity incentive plan proposals and employee stock ownership plans;** **(8) Removal of independent directors;** **(9) Other matters required by laws, regulations, or supervisory provisions, or as provided in these Articles of Association, as well as other matters that the shareholders' meeting, by ordinary resolution, deems to have a material impact on the Bank and that require adoption by special resolution.** **Except for the matters listed above that must be approved by a special resolution, all other matters requiring approval by the shareholders' meeting shall be approved by an ordinary resolution.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
43	Original Article 90 (Deleted)	On a poll taken at a meeting, shareholders (including their proxies) who are entitled to two or more votes are not required to cast all their votes in favour of or against a resolution.	Delete
44	Original Article 91 (Deleted)	The following matters shall be passed by ordinary resolution at a shareholders' meeting: (1) the work reports of the Board of Directors; (2) plans for profit distribution and for making up of losses prepared by the Board of Directors; (3) election, replacement and dismissal of relevant directors, and decisions on remunerations of directors; (4) annual budget, statement of final accounts, balance sheet, profit and loss statement and other financial statements of the Bank; (5) review and approval of any change to use of proceeds raised; (6) appointment or removal of accounting firm that conducts periodic statutory audit of the financial reports of the Bank; (7) other matters except those required by the laws, regulations, regulatory rules or these Articles of Association to be passed by special resolution at a shareholders' meeting.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
45	Original Article 92 (Deleted)	The following matters shall be passed by special resolution at the shareholders' meeting: (1) an increase or reduction of the share capital of the Bank, or issuance of any class of shares, warrants and other similar securities and decide or authorize the Board of Directors to decide the matters relating to the Bank's issued preference shares, including, but not limited to, making decision on repurchases or conversions of or distribution of dividend payments on such preference shares; (2) an issuance of corporate debentures by the Bank or listing of the Bank; (3) the merger, division, change in the form, dissolution and liquidation of the Bank; (4) amendments to these Articles of Association; (5) acquisition of the shares of the Bank; (6) reviewing and approving or authorizing the board of directors to approve the establishment of the legal entities, major mergers and acquisitions, and major investment projects, major asset disposal and major guarantees provided to others etc. by the Bank; (7) proposed equity incentive plan and Employee Share Ownership Plans;	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(8) removal of independent directors; (9) other matters which are resolved by ordinary resolutions in the shareholders' meeting to be of material effect to the Bank or stipulated in laws, regulations, regulatory rules and these Articles of Association to be passed by special resolutions.	
46	Article 91 (Original Article 93)	An independent Director shall have the right to propose to the Board of Directors to convene an extraordinary meeting. The board of directors shall make a written response with respect to agreement or disagreement with convening such an extraordinary meeting in accordance with the laws, administrative regulations and these Articles of Association within 10 days of receiving the request. Where the board of directors agrees to convene an extraordinary meeting, it shall issue the notice of holding the meeting within 5 days after the resolution of the board of directors is made. Where the board of directors disagrees to convene the extraordinary meeting, it shall explain the reason concerned and issue the notice.	~~An independent Director shall have the right to propose to the Board of Directors to convene an extraordinary meeting.~~ The board of directors shall make a written response with respect to agreement or disagreement with convening such an extraordinary meeting in accordance with the laws, administrative regulations and these Articles of Association within 10 days of receiving the request. Where the board of directors agrees to convene an extraordinary meeting, it shall issue the notice of holding the meeting within 5 days after the resolution of the board of directors is made. Where the board of directors disagrees to convene the extraordinary meeting, it shall explain the reason concerned and issue the notice.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
47	Article 93 (Original Article 94)	Shareholders who request to convene an extraordinary meeting or a class shareholders' meeting shall follow the procedures set out below: (1) shareholders who individually or in aggregate hold 10% or more of the voting rights of all the shares having the right to vote in such a meeting may sign one or several written requisitions in the same form requesting the Board of Directors to convene an extraordinary meeting or a class shareholders' meeting, and the subject matter of the meeting shall be specified. The board of directors shall make a written response with respect to agreement or disagreement with holding that extraordinary meeting within 10 days after receiving the request according to the laws, administrative regulations and the regulations of this document. The calculation of the number of shares held as aforesaid shall be made as at the date of the written requisitions. (2) If the board of directors agrees to convene such an extraordinary meeting or a similar meeting, it shall issue the notice of convening such meeting within 5 days after the resolution of the board is made. The modification with respect to the original request shall be approved by the shareholders concerned.	~~Shareholders who request to convene an extraordinary meeting or a class shareholders' meeting shall follow the procedures set out below:~~ ~~(1) shareholders who individually or in aggregate hold 10% or more of the voting rights of all the shares having the right to vote in such a meeting may sign one or several written requisitions in the same form requesting the Board of Directors to convene an extraordinary meeting or a class shareholders' meeting, and the subject matter of the meeting shall be specified. The board of directors shall make a written response with respect to agreement or disagreement with holding that extraordinary meeting within 10 days after receiving the request according to the laws, administrative regulations and the regulations of this document. The calculation of the number of shares held as aforesaid shall be made as at the date of the written requisitions.~~ ~~(2) If the board of directors agrees to convene such an extraordinary meeting or a similar meeting, it shall issue the notice of convening such meeting within 5 days after the resolution of the board is made. The modification with respect to the original request shall be approved by the shareholders concerned.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(3) If the board of directors does not agree to convene such an extraordinary meeting or a similar meeting, or does not make a response within 10 days after receiving the request, shareholders individually or in aggregate holding 10% or more of the shares of the Bank for more than 90 consecutive days are entitled to convene and preside over the meeting on their own in accordance with the relevant provisions of the Company Law and other laws, regulations and normative documents. The Bank shall be liable to pay all reasonable compensation for the expenses incurred in convening and holding a meeting by the shareholders as a result of the failure of the Board of Directors to convene such meeting upon the aforesaid requisitions and such compensation shall be deducted from any payment payable to the Directors who are in default of their duties.	~~(3) If the board of directors does not agree to convene such an extraordinary meeting or a similar meeting, or does not make a response within 10 days after receiving the request, shareholders individually or in aggregate holding 10% or more of the shares of the Bank for more than 90 consecutive days are entitled to convene and preside over the meeting on their own in accordance with the relevant provisions of the Company Law and other laws, regulations and normative documents.~~ ~~The Bank shall be liable to pay all reasonable compensation for the expenses incurred in convening and holding a meeting by the shareholders as a result of the failure of the Board of Directors to convene such meeting upon the aforesaid requisitions and such compensation shall be deducted from any payment payable to the Directors who are in default of their duties.~~ **Shareholders who, individually or collectively, hold 10 percent or more of the Bank's shares (including preference shares with restored voting rights, etc.) and request the Board to convene an extraordinary shareholders' meeting shall submit such request to the Board in writing. The Board shall, in accordance with the provisions of laws, administrative regulations, and these Articles of Association, provide a written response indicating its approval or disapproval of convening the extraordinary shareholders' meeting within 10 days of receiving such request.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
			If the Board agrees to convene an extraordinary shareholders' meeting, it shall issue a notice convening the meeting within 5 days after the Board resolution is adopted; any changes to the original request set forth in the notice shall be subject to the consent of the relevant shareholders. If the Board does not consent to convening an extraordinary shareholders' meeting, or fails to provide a response within 10 days of receiving the request, shareholders who individually or collectively hold 10 percent or more of the Bank's shares (including preference shares with restored voting rights, etc.) may propose to the Audit Committee that an extraordinary shareholders' meeting be convened by submitting a written request to the Audit Committee. If the Audit Committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the meeting within 5 days of receiving the request; any changes to the original request set forth in the notice shall require the consent of the relevant shareholders.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
			If the Audit Committee fails to issue a notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the Audit Committee has declined to convene and preside over the meeting; shareholders who, individually or collectively, have held 10 percent or more of the Bank's shares (including preference shares with restored voting rights, etc.) for 90 consecutive days or more may convene and preside over the meeting on their own.
48	Original Article 103 (Deleted)	In the event a count of the votes has been made at a shareholders' meeting, the result thereof shall be recorded in the minutes of the meeting. The minutes of the meeting and the signature book of the shareholders attending the meeting, together with the instrument for appointing proxy shall be kept at the domicile of the Bank.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
49	Article 103 (Original Article 106)	When the Bank holds a shareholders' meeting, the Board of Directors, the Audit Committee and shareholders who individually or in aggregate hold 1% or more of the shares of the Bank have the right to submit the written motion to the Bank. The bank shall place the matters which are described in the motion and under the responsibility of the meeting into the agenda of that meeting. Shareholders who individually or in aggregate hold 1% or more of the Bank's shares may submit the written provisional motion to the convener 10 days before the date of the shareholder's meeting. The provisional proposal shall have a clear topic and a specific resolution. The convener shall issue the supplementary notice of the shareholders' meeting within 2 days after receiving the motion to declare the content of the motion, and submit the provisional proposal to the Shareholder's meeting for consideration. However, such provisional proposal motion shall not apply if it violates laws, administrative regulations, or the provisions of these Articles of Association, or falls outside the scope of functions and powers of the Shareholder's meeting. In addition to the situation aforementioned, the convener shall not amend the motion specified in the notice of meeting or increase new motions after issuing the notice of the meeting. Any motion not specified in the notice of the meeting or not in accordance with the provision in Article 105 of this document shall not be voted and determined at the shareholders' meeting.	When the Bank holds a shareholders' meeting, the Board of Directors, the Audit Committee and shareholders who individually or in aggregate hold 1% or more of the shares of the Bank have the right to submit the written motion to the Bank. ~~The bank shall place the matters which are described in the motion and under the responsibility of the meeting into the agenda of that meeting.~~ Shareholders who individually or in aggregate hold 1% or more of the Bank's shares may submit the written provisional motion to the convener 10 days before the date of the shareholder's meeting. ~~The provisional proposal shall have a clear topic and a specific resolution.~~ The convener shall issue the supplementary notice of the shareholders' meeting within 2 days after receiving the motion to declare the content of the motion, and submit the provisional proposal to the Shareholder's meeting for consideration. However, such provisional proposal motion shall not apply if it violates laws, administrative regulations, or the provisions of these Articles of Association, or falls outside the scope of functions and powers of the Shareholder's meeting. In addition to the situation aforementioned, the convener shall not amend the motion specified in the notice of meeting or increase new motions after issuing the notice of the meeting. Any motion not specified in the notice of the meeting or not in accordance with the provision in Article ~~105~~**102** of this document shall not be voted and determined at the shareholders' meeting.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
50	Original Article 107 (Deleted)	In addition to the situation provided in Article 106 Paragraph 2, regarding the motion raised by shareholders in advance, the Board of Directors or other conveners shall act in the best interests of the Bank and shareholders and examine such in accordance with the requirement of Article 105. If such motion are deemed not to be included in the agenda of the shareholders' meeting, the Board of Directors or other conveners shall forward an explanation in advance to the shareholder raising such motion.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		Chapter 11 Board of Directors	Chapter~~11~~**9** Board of Directors
51	Article 116 (Original Article 120)	Directors of the Bank shall be natural persons. Directors shall be elected or replaced at the shareholders' meeting. The term of office shall be three years. Upon the expiration of the term, a Director shall be eligible for re-election and re-appointment. The members of directors of the Bank are composed of Executive Directors, Non-executive Directors (including Independent Directors), and Staff Director(s). Executive directors refer to directors who, in addition to serving as directors, also undertake the duties of Senior Management; non-executive directors refer to directors who do not hold other positions in the Bank other than directors and do not assume the duties of Senior Management. Directors need not hold any shares of the Bank. The term of office of a director shall be counted from the date of accession to the expiration of the term. If a new director is not elected in time when the term of office of the original director is expired, the original director shall fulfill the director's duty in accordance with the laws, administrative regulations, department rules and the regulations in this document before the new director takes the post.	Directors of the Bank shall be natural persons. Directors shall be elected or replaced at the shareholders' meeting. The term of office shall be three years. Upon the expiration of the term, a Director shall be eligible for re-election and re-appointment. The members of directors of the Bank are composed of Executive Directors, Non-executive Directors (including Independent Directors), and Staff Director(s). ~~Executive directors refer to directors who, in addition to serving as directors, also undertake the duties of Senior Management; non-executive directors refer to directors who do not hold other positions in the Bank other than directors and do not assume the duties of Senior Management.~~ ~~Directors need not hold any shares of the Bank.~~ The term of office of a director shall be counted from the date of accession to the expiration of the term. If a new director is not elected in time when the term of office of the original director is expired, the original director shall fulfill the director's duty in accordance with the laws, administrative regulations, department rules and the regulations in this document before the new director takes the post.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
52	Article 117 (Original Article 121)	The list of persons proposed for election as directors shall be submitted as a motion for the considering of shareholders' meeting. The nomination and election procedure for non-employee directors shall be as below: (1) Subject to the number of board members stipulated in the Articles of Association and according to the number of directors to be elected, shareholders who individually or jointly hold one percent or more of the total voting shares of the Bank and the Personnel and Remuneration Committee of the Board of Directors have the right to propose director candidates. (2) The Personnel and Remuneration Committee shall conduct preliminary review on the qualifications and eligibility of the candidates for directors, and qualified candidates shall be reviewed and approved by the Board of Directors. Upon approval, the Board of Directors shall submit a written proposal for the candidates of directors to the shareholders' meeting.	The list of persons proposed for election as directors shall be submitted as a motion for the considering of shareholders' meeting. The **general methods and procedures for the** nomination and election ~~procedure for non-employee~~ directors shall be as below: (1) Subject to the number of board members stipulated in these Articles of Association and according to the number of directors to be elected, shareholders who individually or jointly hold one percent or more of the total voting shares of the Bank and ~~the Personnel and Remuneration Committee of~~ the Board of Directors have the right to propose director candidates**, and they shall attach detailed information of the candidates to their proposals**. (2) The Personnel and Remuneration Committee shall conduct preliminary review on the qualifications and eligibility of the candidates for directors, and qualified candidates shall be reviewed and approved by the Board of Directors. Upon approval, the Board of Directors shall submit a written proposal for the candidates of directors to the shareholders' meeting.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(3) Any director candidate shall, prior to the convening of the shareholders' meeting, make written undertakings that he agrees to accept the nomination, undertakes that the publicly disclosed information is true and complete, and warrants that he will effectively perform his duties and functions as a director after he is elected.	(3) Any director candidate shall, prior to the convening of the shareholders' meeting, make written undertakings that he agrees to accept the nomination, undertakes that the publicly disclosed information is true and complete, and warrants that he will effectively perform his duties and functions as a director after he is elected.
		(4) The convenor of the Shareholders' meeting shall disclose to shareholders, in accordance with the laws, regulations and the Articles of Association of the Bank, detailed information of the director candidates before the shareholders' meeting is convened, so that the shareholders can have sufficient knowledge about the candidates before voting.	(4) The convenor of the Shareholders' meeting shall disclose to shareholders, in accordance with the laws, regulations and these Articles of Association of the Bank, detailed information of the director candidates before the shareholders' meeting is convened, so that the shareholders can have sufficient knowledge about the candidates before voting.
		(5) Each director candidate shall be voted on one by one basis at the shareholders' meeting.	(5) Each director candidate shall be voted on one by one basis at the shareholders' meeting.
		(6) In case of urgent need of filling vacant position for director, the Personnel and Remuneration Committee of the Board of Directors or shareholders who are eligible to make nominations shall propose candidates to the Board of Directors for review and approval, and the candidates shall be voted and elected at the shareholders' meeting.	(6) In case of urgent need of filling vacant position for director, ~~the Personnel and Remuneration Committee of~~ the Board of Directors or shareholders who are eligible to make nominations shall propose candidates ~~to the Board of Directors for review and approval, and the candidates shall be voted and elected at the~~ **with a recommendation to** shareholders' meeting **to elect the Director**.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
53	Original Article 124 (Deleted)	When there is a vacancy of Directors resulting from the expiration of the term of Directors or any reasons, the Board of Directors shall offer motions with persons proposed for election to shareholders' meeting. The manners in which persons proposed for election as directors shall be formulated by the Board of Directors. Brief information and background of persons proposed for election as directors shall be disclosed when a notice of shareholders' meeting is given.	Delete
54	Original Article 125 (Deleted)	Those who are entitled to offer motions with persons proposed for election as Directors in shareholders' meeting according to Article 121 of these Articles of Association shall attach details of such persons proposed for election to the proposal. Shareholders shall submit their proposals for director nomination, if any, at least 10 days prior to holding of the meeting. Shareholders who have nominated non-independent directors and their affiliates may no longer nominate independent directors.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
55	Article 121 (Original Article 128)	Directors shall abide by laws, administrative rules and regulations, regulatory rules and these Articles of Association, and assume the following duties and obligations towards the Bank: (1) shall exercise the rights granted by the Bank prudently, conscientiously and diligently, to facilitate that the commercial behaviours of the Bank shall comply with the requirement of the relevant laws and regulations and of each economy policy of the State. The commercial behaviours shall lie within the requirement of the laws and the approved business scope; (2) to be responsible for the Bank and all shareholders when performing their duties, and treat all shareholders equally; (3) to read with due diligence of all business and financial reports of the Bank and continue to be concerned about the operation and management of business of the Bank, with right to require the Senior Management to provide relevant information reflecting the Bank's operation and management in a comprehensive, timely and accurate manner or to make explanations on relevant issues; (4) to personally exercise the legal responsibilities to manage the company without being unduly influenced by others. Directors shall not transfer his management responsibilities to others prior to the informed approval by the shareholders' meeting in accordance with relevant laws and regulations;	Directors shall abide by laws, administrative rules and regulations, regulatory rules and these Articles of Association, and assume the following duties and obligations towards the Bank: (1) ~~shall exercise the rights granted by the Bank prudently, conscientiously and diligently, to facilitate that the commercial behaviours of the Bank shall comply with the requirement of the relevant laws and regulations and of each economy policy of the State. The commercial behaviours shall lie within the requirement of the laws and the approved business scope;~~ ~~(2)~~ to be responsible for the Bank and all shareholders when performing their duties, and treat all shareholders equally; ~~(3)~~ **(2)** ~~to read with due diligence of all business and financial reports of the Bank and~~ **to** continue to be concerned about the operation and management of business of the Bank, with right to require the Senior Management to provide relevant information reflecting the Bank's operation and management in a comprehensive, timely and accurate manner or to make explanations on relevant issues; ~~(4) to personally exercise the legal responsibilities to manage the company without being unduly influenced by others. Directors shall not transfer his management responsibilities to others prior to the informed approval by the shareholders' meeting in accordance with relevant laws and regulations;~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(5) to participate in board meetings on time, fully reviewing matters considered by the Board of Directors, expressing opinions independently, professionally and objectively, and independently voting on the basis of prudent judgment; (6) to take responsibility for the resolutions of the Board of Directors; signing written confirmation opinions on the Bank's periodic reports to ensure that the information disclosed by the Bank is true, accurate and complete;	~~(5)~~ **(3)** to participate in board meetings on time, fully reviewing matters considered by the Board of Directors, expressing opinions independently, professionally and objectively, and independently voting on the basis of prudent judgment; ~~(6)~~ **(4)** to take responsibility for the resolutions of the Board of Directors; ~~signing written confirmation opinions on the Bank's periodic reports to ensure that the information disclosed by the Bank is true, accurate and complete;~~ .....
56	Article 124 (Original Article 131)	If the resignation of a Director causes the number of Directors of the Bank to fall below the minimum number allowed by the Company Law or two-thirds of the number prescribed by these Articles of Association, such Director shall continue to perform his/her duties as a Director in accordance with the requirements of the laws, administrative regulations and these Articles of Association before the election of the newly elected Director takes effect. In the event of a major risk disposal in the Bank, the directors of the Bank may not resign without the approval of the banking regulatory authority of the State Council.	If the resignation of a Director causes the number of Directors of the Bank to fall below the minimum number allowed by the Company Law or two-thirds of the number prescribed by these Articles of Association, **or where the resignation of a member of the Audit Committee causes the number of members on the Audit Committee to fall below the statutory minimum or results in a lack of accounting professionals,** such Director shall continue to perform his/her duties as a Director in accordance with the requirements of the laws, administrative regulations and these Articles of Association before the election of the newly elected Director takes effect. In the event of a major risk disposal in the Bank, the directors of the Bank may not resign without the approval of the banking regulatory authority of the State Council. .....

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
57	Article 127 (Original Article 134)	Independent Directors shall be proposed by shareholders who individually or jointly hold one percent of the Bank's total voting shares, the Personnel and Remuneration committee of the Board of Directors for election at shareholders' meetings. A nominator shall not nominate a candidate for independent director a person with whom he or she has an interest or any other closely related person whose independent performance of duties is likely to be impaired as a candidate for independent director. Where the Shareholders' meeting of the Bank elects two or more independent directors, a cumulative voting system shall be implemented. The same shareholder may propose one person for election as an Independent Director. Shareholders of the Bank may appoint an investor protection organisation established according to law to exercise the right to nominate independent directors on behalf of the shareholders. Prior to appointment, Independent Directors shall be approved by the banking regulatory authority of the State Council and the securities supervisory authority in the places of listing.	Independent Directors shall be proposed by shareholders who individually or jointly hold one percent of the Bank's total voting shares, ~~the Personnel and Remuneration committee of~~ **or by** the Board of Directors for election at shareholders' meetings. A nominator shall not nominate a candidate for independent director a person with whom he or she has an interest or any other closely related person whose independent performance of duties is likely to be impaired as a candidate for independent director. **Shareholders who have already nominated non-independent Directors and their affiliates shall not nominate Independent Directors.** Where the Shareholders' meeting of the Bank elects two or more independent directors, a cumulative voting system shall be implemented. ~~The same shareholder may propose one person for election as an Independent Director.~~ Shareholders of the Bank may appoint an investor protection organisation established according to law to exercise the right to nominate independent directors on behalf of the shareholders. Prior to appointment, Independent Directors shall be approved by the banking regulatory authority of the State Council and the securities supervisory authority in the places of listing.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
58	Article 129 (Original Article 136)	Independent Directors shall be of quality and profession and with good reputation and shall fulfil the following conditions: ..... (2) Perform duties independently, without being influenced by the Bank's major shareholders, actual controllers or other entities or individuals with interests in the Bank and meet the independence requirements stipulated in Article 135 of these Articles of Association; ..... (5) Have 8 years or more of work experience in law, economy, finance, accounting or other fields that are conducive to performing the duties of Independent Directors; (6) Be familiar with the operation and management of commercial banks and relevant laws, administrative rules and regulations; (7) Be able to read, understand and analyse credit statistical and financial statements of commercial banks; ..... Any Independent Director shall not serve as an independent director in more than two commercial banks at the same time. If he concurrently serves as an independent director of a banking or insurance institution, such institutions shall not have an affiliated relationship and there shall be no conflict of interest.	Independent Directors shall be of quality and profession and with good reputation and shall fulfil the following conditions: ..... (2) ~~Perform duties independently, without being influenced by the Bank's major shareholders, actual controllers or other entities or individuals with interests in the Bank and meet~~**Meet** the independence requirements stipulated in Article ~~135~~**128** of these Articles of Association; ..... (5) Have ~~8~~**5** years or more of work experience in law, economy, finance, accounting or other fields that are conducive to performing the duties of Independent Directors; ~~(6) Be familiar with the operation and management of commercial banks and relevant laws, administrative rules and regulations;~~ ~~(7)~~ **(6)** Be able to read, understand and analyse ~~credit statistical and financial statements o~~f commercial banks**' financial reports and statistical reports**; ..... Any Independent Director shall not serve as an independent director in more than two commercial banks at the same time. If he concurrently serves as an independent director of a banking or insurance institution, such institutions shall not have an affiliated relationship **with the Bank** and there shall be no conflict of interest.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
59	Article 138 (Original Article 145)	Independent Directors may resign before the expiration of the term. An Independent Director who resigns shall submit a written resignation report to the Board of Directors, in which he or she shall explain any information related to his resignation or any information to which the attention of the Bank's shareholders and creditors shall be drawn in his or her opinion. The Bank shall disclose the reasons for the resignation of the Independent Director and any matters of concern. If the resignation of an Independent Director will result in the failure of the ratio of Independent Directors in the board of directors or its special committees to comply with the provisions of Measures for the Administration of Independent Directors of Listed Companies or the Article of Association of the Bank, or if there is a shortage of accounting professionals among the Independent Directors, the Independent Director who plans to resign shall continue to perform his or her duties until the date when a new Independent Director takes office, unless the resignation is due to the lack of qualifications as a director of the Bank or the loss of independence. The Bank shall complete the by re-election within sixty days after the Independent Director submits his or her resignation.	Independent Directors may resign before the expiration of the term. An Independent Director who resigns shall submit a written resignation report to the Board of Directors, in which he or she shall explain any information related to his resignation or any information to which the attention of the Bank's shareholders and creditors shall be drawn in his or her opinion. The Bank shall disclose the reasons for the resignation of the Independent Director and any matters of concern. If the resignation of an Independent Director will result in the failure of the ratio of Independent Directors in the board of directors or its special committees to comply with the provisions of Measures for the Administration of Independent Directors of Listed Companies or ~~the Article~~ **these Articles** of Association of the Bank, or if there is a shortage of accounting professionals among the Independent Directors, the Independent Director who plans to resign shall continue to perform his or her duties until the date when a new Independent Director takes office, unless the resignation is due to the lack of qualifications as a director of the Bank or the loss of independence. **If an Independent Director fails to meet the requirements of Article 129, Paragraph 1, Item (i) or (ii) of these Articles of Association, he or she shall immediately cease performing his or her duties and resign from office.** The Bank shall complete the by re-election within sixty days after the Independent Director submits his or her resignation.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
60	Article 140 (Original Article 147)	Independent Directors shall be removed at the proposal of the Board of Directors to shareholders' meeting because of the following: ..... (2) changes of duties which render such Independent Directors disqualified and the persons concerned have not filed resignation; ..... Any Independent Director who fails to comply with the paragraph (1) or (2) of Article 136 of these Article of Association shall immediately cease the performance of his or her duties and resign. If he or she fails to tender a resignation, the board of directors shall immediately remove him or her from office in accordance with the relevant provisions as soon as it knows or should have known the fact.	Independent Directors shall be removed at the proposal of the Board of Directors to shareholders' meeting because of the following: ..... (2) ~~changes of duties which render~~ **disqualification of** such Independent Directors ~~disqualified~~ and the persons concerned have not filed resignation; ..... ~~Any Independent Director who fails to comply with the paragraph (1) or (2) of Article 136 of these Article of Association shall immediately cease the performance of his or her duties and resign. If he or she fails to tender a resignation, the board of directors shall immediately remove him or her from office in accordance with the relevant provisions as soon as it knows or should have known the fact.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
61	Original Article 148 (Deleted)	Written notice of the removal of Independent Directors by shareholders' meeting requested by the Board of Directors shall be served on such Independent Directors within one month prior to the shareholders' meeting. Such Independent Directors are entitled to present views in verbal or written form prior to vote and to report such views to the banking regulatory authority of the State Council no less than five days prior to the shareholders' meeting. Prior to voting, shareholders shall consider the statement of such Independent Directors at the meeting.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
62	Article 142 (Original Article 150)	The Board of Directors shall have the following duties and powers: ..... (9) within the scope of authorization by shareholders' meeting, to consider and approve the Bank's equity investment, investment on bonds, asset purchasing, asset disposal, asset write off, mortgage of assets and the provision of other guarantees unrelated to commercial banking business, external donations and data governance; (10) to determine the establishment of the internal functional departments and the establishment of domestic first-tier branches, overseas branches and domestic and overseas subsidiaries of the Bank; (11) to appoint or dismiss the President and the Secretary of the Board of Directors of the Bank and determine their remunerations, rewards and punishments; identify the chairman and members of the special committees of the Board of Directors;	The Board of Directors shall have the following duties and powers: ..... (9) within the scope of authorization by shareholders' meeting, to consider and approve the Bank's equity investment, investment on bonds, asset purchasing, asset disposal, asset write off, mortgage of assets and the provision of other guarantees unrelated to commercial banking business, **related-party transactions, the establishment and restructuring of institutions, important matters concerning legal entities**, external donations and data governance; ~~(10) to determine the establishment of the internal functional departments and the establishment of domestic first-tier branches, overseas branches and domestic and overseas subsidiaries of the Bank;~~ ~~(11)~~ **(10)** to appoint or dismiss the President ~~and the Secretary of the Board of Directors of the Bank~~**, the Executive Vice Presidents and other senior executives** and determine their remunerations, rewards and punishments; identify the chairman and members of the special committees of the Board of Directors;

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(12) according to the nominations of the President, to appoint or dismiss the Vice-president, Chief Financial Officer, Chief Risk Officer, Chief Information Officer, Chief Business Officer and other Senior Management personnel and determine their remunerations, rewards and punishments; ..... (18) to establish and implement a clear line of responsibility and accountability system throughout the Bank, and regularly evaluate and improve the Bank's corporate governance; ..... (24) to consider the Bank's strategic development plan, basic management system, annual operation plan and assessment and evaluation methods for the Bank's inclusive finance business;	~~(12) according to the nominations of the President, to appoint or dismiss the Vice-president, Chief Financial Officer, Chief Risk Officer, Chief Information Officer, Chief Business Officer and other Senior Management personnel and determine their remunerations, rewards and punishments;~~ ..... ~~(18)~~ **(16)** to ~~establish and implement a clear line of responsibility and accountability system throughout the Bank, and~~ regularly evaluate and improve the Bank's corporate governance; **(17) Review the Bank's basic compensation management policies;** ..... ~~(24) to consider the Bank's strategic development plan, basic management system, annual operation plan and assessment and evaluation methods for the Bank's inclusive finance business;~~ .....

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
63	Article 143 (Original Article 151)	The Board of Directors shall define the limitations of its rights in making decisions on equity investment, investment on bonds, connected transaction, asset purchasing, asset disposal, asset write off, asset mortgage and the provision of other guarantees unrelated to commercial banking business, and ensure that complete and thorough policies and procedures are enacted. Consultations on material investment items with relevant experts and professionals are required. And the matters requiring report to shareholders' meeting shall be submitted to shareholders' meeting for approval in accordance with these Articles of Association.	The Board of Directors shall define the limitations of its rights in making decisions on equity investment, investment on bonds, ~~connected transaction,~~ asset purchasing, asset disposal, asset write off, asset mortgage and the provision of other guarantees unrelated to commercial banking business, **related-party transactions, the establishment and restructuring of institutions, important matters concerning legal entities, and external donations,** and ensure that complete and thorough policies and procedures are enacted. Consultations on material investment items with relevant experts and professionals are required. And the matters requiring report to shareholders' meeting shall be submitted to shareholders' meeting for approval in accordance with these Articles of Association.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
64	Original Article 152 (Deleted)	The Board of Directors shall not, without the prior approval of shareholders' meetings, dispose or agree to dispose of any fixed assets of the Bank where the aggregate value of the estimated consideration for the proposed disposition and the value of the consideration for any such disposition of any fixed assets of the Bank that has been completed in a period of four months immediately preceding the proposed disposition exceeds 33% of the value of the fixed assets of the Bank as shown in the most recent audited balance sheet. For the purposes of this Article, disposition includes an act of transferring certain interests in the assets other than by way of provision of security. The validity of a disposition by the Bank shall not be affected by the breach of the first paragraph of this Article.	Delete
65	Article 147 (Original Article 156)	The Office of the Board of Directors shall be established under the Board of Directors, responsible for preparation for shareholders' meeting, meetings of the Board of Directors and its special committees, disclosure of information and other daily business of the Board of Directors and its special committees, and shall undertake the equity management (including but not limited to the collection, arrangement and submission of equity pledge information) and other daily assignments.	The Office of the Board of Directors shall be established under the Board of Directors, responsible for preparation for shareholders' meeting, meetings of the Board of Directors and its special committees, disclosure of information**,** **investor relations management** and other daily business of the Board of Directors and its special committees, and shall undertake the equity management (including but not limited to the collection, arrangement and submission of equity pledge information) and other daily assignments.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
66	Article 153 (Original Article 162)	Resolutions of the Board of Directors shall be approved and adopted by more than half of all Directors, but for the following matters, the resolution shall be approved and adopted by two-thirds or more of all Directors, and the meetings of the Board of Directors should not be held by adoption of written resolutions: ..... (9) the establishment of important legal entities, material merger and acquisition, material investment and material asset disposal;	Resolutions of the Board of Directors shall be approved and adopted by more than half of all Directors, but for the following matters, the resolution shall be approved and adopted by two-thirds or more of all Directors, and the meetings of the Board of Directors should not be held by adoption of written resolutions: ..... (9) the establishment of ~~important~~ legal entities, material merger and acquisition, material investment and material asset disposal; .....

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
67	Original Article 167 (Deleted)	In case where vacancies resulted from the resignation or departure of Directors cause the number of Directors of the Bank to fall below the number of Directors serving on or being appointed to the Board at the time after the second last shareholders' meeting, the activities of the Board of Directors in the period between the occurrence of vacancies and the next shareholders' meeting are still in effect, unless there are significant vacancies in the Board of Directors stated in paragraph 2 of this Article. When the quorum and valid number of votes of the Board of Directors are considered in accordance with Article 160, the total number of Directors on the Board shall be reduced by the number of vacancies. When the number of persons of the Board of Directors of the Bank falls below one-half of the number of persons required in these Articles of Association, this shall be deemed as significant vacancies. The Board of Directors shall immediately convene an extraordinary meeting for the by-election. The powers of the Board of Directors prior to by-election shall be limited to implementing the matters resolved before the occurrence of significant vacancies (except those means employed by the Board of Directors for the protection of the interest of the Bank in case of emergency).	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
68	Article 160 (Original Article 170)	The Strategy Committee shall exercise the following functions and duties: ..... (5) considering and effecting or authorizing the senior management or its authorized representatives to effect the preliminary communication, negotiation and preparation of the bid for M&A projects for which the Bank is required to participate in the bidding;	The Strategy Committee shall exercise the following functions and duties: ..... ~~(5) considering and effecting or authorizing the senior management or its authorized representatives to effect the preliminary communication, negotiation and preparation of the bid for M&A projects for which the Bank is required to participate in the bidding;~~ .....
69	Article 161 (Original Article 171)	The Audit Committee shall exercise the following functions and duties: ..... (3) guiding, reviewing and assessing the internal audit work, as well as the internal audit system and the implementation of the system;	The Audit Committee shall exercise the following functions and duties: ..... (3) guiding, reviewing**, supervising** and assessing the internal audit work, ~~as well as~~ **reviewing** the internal audit system and **overseeing** the implementation of the system; .....

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
70	Article 163 (Original Article 173)	The Personnel and Remuneration Committee shall exercise the following functions and duties: ..... (5) reviewing the fundamental system and policy of the Bank in remuneration management;	The Personnel and Remuneration Committee shall exercise the following functions and duties: ..... (5) reviewing the fundamental system and policy of the Bank in remuneration management **and periodically evaluating the reasonableness of compensation distribution**; .....
71	Article 164 (Original Article 174)	The Social Responsibility (ESG) and Consumer Rights Protection Committee of the Board of Directors shall exercise the following functions and duties: (1) preparing social responsibility strategies and policies applicable to the Bank, as well as plans and measures for fulfillment of social responsibility, regularly reviewing the achievement of social responsibility work objectives, and submitting annual social responsibility reports to the Board of Directors; ..... (6) supervising, inspecting and assessing the implementation of social responsibility, ESG and consumer protection strategies, policies, plans and measures, and making suggestions to the Board of Directors;	The Social Responsibility (ESG) and Consumer Rights Protection Committee ~~of the Board of Directors~~ shall exercise the following functions and duties: (1) preparing social responsibility strategies and policies applicable to the Bank, as well as plans and measures for fulfillment of social responsibility, regularly reviewing the achievement of social responsibility work objectives, and submitting ~~annual social responsibility~~ **sustainability** reports to the Board of Directors; ..... (6) supervising, inspecting and assessing the implementation of **the Bank's** social responsibility, ESG and consumer protection strategies, policies, plans and measures, and making suggestions to the Board of Directors; .....

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
72	Article 166 (Original Article 176)	The Bank shall have a Board Secretary who shall be responsible to the Board of Directors. The position is nominated by the Chairman of the Board and appointed or dismissed by the Board of Directors. The Board Secretary is a Senior Manager of the Bank. The term of office of the Board Secretary shall be three years, renewable upon re-election and re-appointment.	The Bank shall have a Board Secretary who shall be responsible to **the Bank and** the Board of Directors. The position is nominated by the Chairman of the Board and appointed or dismissed by the Board of Directors. ~~The Board Secretary is a Senior Manager of the Bank. The term of office of the Board Secretary shall be three years, renewable upon re-election and re-appointment.~~
73	Article 167 (Original Article 177)	The Board Secretary shall meet the following requirements: (1) to possess qualification above undergraduate degree, with extensive working experience in serving as secretary and management and shareholding issues. (2) well-versed in accounting, taxation, law, finance and corporate governance, with excellent personal conduct and professional ethics; to abide by the laws and execute duties with honesty; to possess strong communication skills and be flexible in handling issues. (3) to meet the qualifications as required by regulatory bodies in all places of listing.	The Board Secretary shall meet the following requirements: (1) to possess qualification above undergraduate degree, with ~~extensive~~ working experience in ~~serving as secretary and management and shareholding issues~~ **finance, accounting, auditing, legal compliance, financial services or other fields necessary for performing the duties of a Board Secretary**; (2) ~~well-versed in accounting, taxation, law, finance and corporate governance, with~~ **to possess** excellent personal conduct and professional ethics; to abide by the laws and execute duties with honesty; to possess strong communication skills and be flexible in handling issues. (3) to meet the qualifications as required by regulatory bodies in all places of listing.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		Chapter 12 Senior Management	Chapter ~~12~~**10 President and Other** Senior ~~Management~~ **Executives**
74	Original Article 181 (Deleted)	Senior Management consists of the President, Vice-president, Chief Financial Officer, Chief Risk Officer, Chief Compliance Officer, Chief Information Officer, Chief Business Officer and other members as decided by the Board of Directors.	Delete
75	Article 171 (Original Article 182)	The Bank shall have one President and several Executive Vice-presidents. The President shall be appointed or dismissed by the Board of Directors. Executive Vice-presidents, Chief Financial Officer, Chief Compliance Officer, Chief Risk Officer, Chief Information Officer and Chief Business Officer shall be nominated by the president, and appointed or dismissed by the Board of Directors. The Bank shall select and appoint Senior Management personnel in strict accordance with relevant laws and regulations, regulatory provisions and these Articles of Association. The Senior Management personnel shall have a term of office of three (3) years and may be re-appointed as the Senior Management personnel upon expiry of the term. The Bank's controlling shareholders, actual controllers and their affiliates shall not interfere with the normal selection and appointment procedures for the Senior Management personnel or bypass the Board of Directors to directly appoint or dismiss the Senior Management personnel.	The Bank shall have one President and several Executive Vice-~~presidents~~ **Presidents**. The President **serves a three-year term of office and** shall be appointed or dismissed by the Board of Directors**,** ~~Presidents~~ **and may be reappointed for consecutive terms**. Executive Vice-~~presidents~~ **Presidents**, Chief Financial Officer~~, Chief Compliance Officer~~, Chief Risk Officer, Chief Information Officer**, Chief Compliance Officer** and Chief Business Officer shall be nominated by the president, and appointed or dismissed by the Board of Directors. The Bank shall select and appoint ~~Senior Management personnel~~ **senior executives** in strict accordance with relevant laws and regulations, regulatory provisions and these Articles of Association. ~~The Senior Management personnel shall have a term of office of three (3) years and may be re-appointed as the Senior Management personnel upon expiry of the term.~~ The Bank's controlling shareholders, actual controllers and their affiliates shall not interfere with the normal selection and appointment procedures for the Senior Management personnel or bypass the Board of Directors to directly appoint or dismiss the Senior Management personnel.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
76	Original Article 183 (Deleted)	The President shall be accountable to the Board of Directors and accept the supervision of, and all functional departments, branch offices and other members of the Senior Management shall be accountable to the president.	Delete
77	Article 172 (Original Article 184)	The President shall perform the following duties and powers: ..... (9) within the authority granted by the Board of Directors, to authorize members of the Senior Management, the management personnel of all functional departments and branch offices to conduct business activities;	The President **is accountable to the Board and** shall perform the following powers: ..... (9) within the authority granted by the Board of Directors, to authorize ~~members of the Senior Management~~ **senior executives**, the management personnel of all functional departments and branch offices to conduct business activities; .....
78	Article 174 (Original Article 186)	The President and members of the Senior Management shall act with honesty, transparency, accountability, and diligence in accordance with the laws, regulations, regulatory rules and these Articles of Association, engage in proper professional conduct, abide by high standards of professional ethics, have obligations of loyalty and diligence to the Bank, perform duties in good faith, dutifully, and prudentially, and guarantee that he has sufficient time and energy to perform duties, and shall not be slack in performing duties or perform duties beyond the scope of authority.	The President and members of the ~~Senior Management~~ **senior executives** shall act with honesty, transparency, accountability, and diligence in accordance with the laws, regulations, regulatory rules and these Articles of Association, engage in proper professional conduct, abide by high standards of professional ethics, have obligations of loyalty and diligence to the Bank, perform duties in good faith, dutifully, and prudentially, and guarantee that he has sufficient time and energy to perform duties, and shall not be slack in performing duties or perform duties beyond the scope of authority.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
79	Article 179 (Original Article 191)	The Senior Management shall establish and enhance a system of meetings and formulate corresponding rules on the work of the Senior Management, which shall be reported to the Board of Directors and implemented after being approved by it. The rules on the work of the Senior Management shall include the contents below: (1) convening conditions, procedures and participators of the relevant conference; (2) respective duties and works of the president and other members of Senior Management; (3) authority of using the capital and asset of the Bank and signing the significant contracts, and system of reporting to the Board of Directors; (4) other matters which are deemed to be necessary by the Board of Directors.	The Senior Management shall establish and enhance a system of meetings and formulate corresponding rules on the work of the Senior Management, which shall be reported to the Board of Directors and implemented after being approved by it. The rules on the work of the Senior Management shall include the contents below: (1) convening conditions, procedures and participators of the relevant conference; (2) respective duties and works of the president and other ~~members of Senior Management~~ **senior executives**; (3) authority of using the capital and asset of the Bank and signing the significant contracts, and system of reporting to the Board of Directors; (4) other matters which are deemed to be necessary by the Board of Directors.
80	Article 180 (Original Article 192)	Any member of the Senior Management may submit the resignation prior to the expiration of his/her term of office in accordance with the procedures and rules stipulated in the labor contract entered into by and between such member and the Bank.	~~Any member of the Senior Management may submit the resignation prior to the expiration of his/her term of office in accordance with the procedures and rules stipulated in the labor contract entered into by and between such member and the Bank.~~ **Senior executives shall submit a written resignation report to the Bank and complete the necessary resignation review procedures upon their resignation.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		Chapter 13 Qualifications and Obligations of the Directors, President and other Senior Managers of the Bank	Chapter ~~13~~ **11** Qualifications and Obligations of the Directors, President and other ~~Senior Managers~~ **Senior Executives** of the Bank
81	Article 181 (Original Article 193)	According to the relevant stipulations of the banking regulatory authority of the State Council, the appointments of the Bank's Directors, Secretary of the Board of Directors and Senior Management, which are required to be reported to the corresponding ministry for approval, shall be examined by the banking regulatory authority of the State Council. The Bank shall follow the requirements on qualifications of the positions of the Directors, Board Secretary and Senior Managers of the Bank by the securities regulatory authority of the State Council.	According to the relevant stipulations of the banking regulatory authority of the State Council, the appointments of the Bank's Directors~~, Secretary of the Board of Directors~~ and ~~Senior Management~~ **senior executives**, which are required to be reported to the corresponding ministry for approval, shall be examined by the banking regulatory authority of the State Council. The Bank shall follow the requirements on qualifications of the positions of the Directors~~, Board Secretary~~ and ~~Senior Managers~~ **senior executives** of the Bank by the securities regulatory authority of the State Council.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
82	Article 182 (Original Article 194)	A person shall not serve as Directors, President or other Senior Manager if any of the following circumstances applies: (1) the person who is incapable or with limited capabilities under the law to perform duties and responsibilities of this position; (2) the person has been convicted of an offence of corruption, bribery, misappropriation of embezzlement of properties or violating social and economic order, and less than five years have elapsed since the expiration of the enforcement period; or the person has been deprived of political rights due to conviction and less than five years have elapsed since the expiration of the enforcement period; or if suspension of the sentence of the person is announced, it has not been two years since completion of probation; (3) the person is a former director or factory manager or manager of a company or an enterprise which has become insolvent and such person is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;	A person shall not serve as Directors, President or other ~~Senior Manager~~ **senior executives** if any of the following circumstances applies: (1) the person who is incapable or with limited capabilities under the law to perform duties and responsibilities of this position; (2) the person has been ~~convicted of an offence of~~ corruption, bribery, misappropriation of embezzlement of properties or violating **the order of socialist market economy** ~~social and economic order, and less than the expiration of the enforcement period~~; or the person has been deprived of political rights due to conviction and less than five years have elapsed since the expiration of the enforcement period; or if suspension of the sentence of the person is announced, it has not been two years since completion of probation; (3) the person is a former director or factory manager or manager of a company or an enterprise which has become insolvent and such person is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(4) the person was the legal representative of a company or a representative of a company or an enterprise whose business licence has been revoked or been ordered to close down as a result of the violation of the laws and who is personally liable, where less than three years have elapsed since the date of revocation of the business licence or the order to close of such company or enterprise;	(4) the person was the legal representative of a company or a representative of a company or an enterprise whose business licence has been revoked or been ordered to close down as a result of the violation of the laws and who is personally liable, where less than three years have elapsed since the date of revocation of the business licence or the order to close of such company or enterprise;
		(5) the person who was formerly removed or dismissed by other commercial banks or organizations due to breach of fiduciary duty, and inability to act honestly and diligently in discharging his duties;	~~(5) the person who was formerly removed or dismissed by other commercial banks or organizations due to breach of fiduciary duty, and inability to act honestly and diligently in discharging his duties;~~
		(6) the person who was the principal person-in-charge of a licensed financial institution that had suffered involuntary closure or loss of assets, and is unable to present evidence to prove that he was not liable for the above-said situations;	~~(6) the person who was the principal person-in-charge of a licensed financial institution that had suffered involuntary closure or loss of assets, and is unable to present evidence to prove that he was not liable for the above-said situations;~~
		(7) the shareholder or a staff of shareholder who has loan from the Bank (not including the loan guarantee by certificate of deposit or national bond pledge) that exceed the amount of audited net assets value of the previous year;	~~(7) the shareholder or a staff of shareholder who has loan from the Bank (not including the loan guarantee by certificate of deposit or national bond pledge) that exceed the amount of audited net assets value of the previous year;~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(8) the person who has loan personally from the Bank or person who works for the enterprise which has loan from the Bank, and the loan is due and outstanding;	~~(8) the person who has loan personally from the Bank or person who works for the enterprise which has loan from the Bank, and the loan is due and outstanding;~~
		(9) the person is listed as a dishonest judgment debtor by a people's court for his or her failure to repay a relatively large amount of personal indebtedness which is overdue and outstanding;	~~(9)~~ **(5) the person is listed as a dishonest judgment debtor by a people's court for his or her failure to repay a relatively large amount of personal indebtedness which is overdue and outstanding;**
		(10) the person is under criminal investigation by the judicial authorities due to possible violation of criminal laws, where such investigation is still pending;	~~(10) the person is under criminal investigation by the judicial authorities due to possible violation of criminal laws, where such investigation is still pending;~~
		(11) the person is prohibited by the laws or administrative regulations from acting as a leader of an enterprise;	~~(11) the person is prohibited by the laws or administrative regulations from acting as a leader of an enterprise;~~
		(12) the person is a non-natural person;	~~(12) the person is a non-natural person;~~
		(13) the person who is banned from the market and the person whose ban has not been lifted by the securities regulatory authority of the State Council; and the person who has been convicted of violation of the relevant securities regulations, which involved fraud and dishonest acts, by a relevant supervisory authority at the place of overseas listing, and where less than five years have elapsed since the day of such conviction;	~~(13)~~ **(6)** the person who ~~is~~ **has been** banned from **entering** the **securities** market ~~and the person whose ban has not been lifted~~ by the securities regulatory authority of the State Council~~; and the person who has been convicted of violation of the relevant securities regulations, which involved fraud and dishonest acts, by a relevant supervisory authority at the place of overseas listing, and where less than five years have elapsed since the day of such conviction;~~**, the term of which has not expired;**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(14) the person has been publicly identified by the stock exchange as not suitable to serve as a director and senior management of a listed company, the term of which has not expired; (15) other situations stipulated in the laws and administrative regulations, and by the supervision institutions. The Directors of the Bank shall, when the circumstances of (7) and (8) of this Article apply, bypass considering the transactions of those enterprises which have outstanding loans from the Bank. If serving Directors experience circumstances stated in the Company Law which prohibit them from acting as directors and are banned from the market by the securities regulatory authority of the State Council, the Board of Directors of the Bank shall cause such Directors to cease performing duties from the date they are informed of such circumstances and shall propose a replacement according to relevant procedures at the shareholders' meeting.	~~(14)~~ **(7)** the person has been publicly identified by the stock exchange as not suitable to serve as a director and senior management of a listed company, the term of which has not expired; ~~(15)~~ **(8)** other situations stipulated in the laws and administrative regulations, and by the supervision institutions. ~~The Directors of the Bank shall, when the circumstances of (7) and (8) of this Article apply, bypass considering the transactions of those enterprises which have outstanding loans from the Bank.~~ ~~If serving Directors experience circumstances stated in the Company Law which prohibit them from acting as directors and are banned from the market by the securities regulatory authority of the State Council, the Board of Directors of the Bank shall cause such Directors to cease performing duties from the date they are informed of such circumstances and shall propose a replacement according to relevant procedures at the shareholders' meeting.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		If serving President experiences circumstances stated in the Company Law which prohibit them from acting as senior executives and are banned from the market by the securities regulatory authority of the State Council, the Board of Directors of the Bank shall cause such Presidents to cease performing duties from the date they are informed of such circumstances and shall propose a replacement according to relevant procedures at the shareholders' meeting.	~~If serving President experiences circumstances stated in the Company Law which prohibit them from acting as senior executives and are banned from the market by the securities regulatory authority of the State Council, the Board of Directors of the Bank shall cause such Presidents to cease performing duties from the date they are informed of such circumstances and shall propose a replacement according to relevant procedures at the shareholders' meeting.~~ **Any election, appointment, or hiring of Directors or senior executives in violation of this Article shall be invalid. If a Director or a senior executive falls under any of the circumstances listed in this Article during their tenure, the Bank shall remove them from office and suspend their duties.**
83	Original Article 195 (Deleted)	The validity of an act of Directors, President, and other Senior Managers of the Bank acting on behalf of the Bank vis-à-vis a bona fide third party shall not be affected by the irregularities in the appointment, election or qualification of such person.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
84	Original Article 196 (Deleted)	In addition to the obligations imposed by the laws, the administrative regulations or the listing rules of any stock exchanges on which the shares of the Bank are listed, a Director, President, and other Senior Manager of the Bank shall owe a duty to each shareholder in respect of the following obligations in the exercise of duties and powers entrusted to them by the Bank: (1) not to cause the Bank to exceed the scope of business stipulated in its business licence; (2) to act faithfully in the best interests of the Bank; (3) not to deprive the Bank of its assets in any manner, including, but not limited to, not to usurp the opportunities beneficial to the Bank; (4) not to deprive the personal interests of the shareholders including, but not limited to, the rights to distribution and voting rights save and except pursuant to a restructuring of the Bank submitted to shareholders for approval in shareholders' meeting in accordance with these Articles of Association.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
85	Article 183 (New)		**Directors and senior executives shall comply with the laws, administrative regulations, and these Articles of Association; and owe a duty of loyalty to the Bank. They shall take measures to avoid conflicts of interest between their own interests and those of the Bank; and they shall not use their authority to seek improper benefits.** **Directors and senior executives owe the following duties of loyalty to the Bank:** **(1) not to embezzle the Bank's property or misappropriate the Bank's funds;** **(2) not to deposit the Bank's funds in accounts opened in their own name or in the name of any other individual;** **(3) not to use their authority to offer or accept bribes or other illegal income;** **(4) not to directly or indirectly, enter into contracts or conduct transactions with the Bank without reporting to the Board or the Shareholders' Meeting and obtaining a resolution from the Board or the Shareholders' Meeting in accordance with these Articles of Association;**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
			(5) not to use the conveniences of their position to seek business opportunities belonging to the Bank for themselves or others, except where such opportunities have been reported to the Board or the Shareholders' Meeting and approved by a resolution of the Shareholders' Meeting, or where the Bank is prohibited from utilizing such business opportunities pursuant to laws, administrative regulations, or these Articles of Association; **(6) not to engage in, or operate on behalf of others, business activities similar to those of the Bank without reporting to the Board or the Shareholders' Meeting and obtaining approval by a resolution of the Shareholders' Meeting;** **(7) not to accept commissions from transactions between others and the Bank for their own personal gain;** **(8) not to disclose the Bank's confidential information without authorization;** **(9) not to exploit their affiliated relationships to the detriment of the Bank's interests;**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
			(10) other duties of loyalty as prescribed by laws, administrative regulations, departmental rules, and these Articles of Association. **Any income obtained by Directors or senior executives in violation of this Article shall belong to the Bank; if such violation causes losses to the Bank, they shall bear liability for compensation.** **Where close relatives of Directors or senior executives, enterprises directly or indirectly controlled by Directors, senior executives, or their close relatives, or other related parties having other affiliations with Directors or senior executives enter into contracts or conduct transactions with the Bank, subparagraph (4) of the second paragraph of this Article shall apply.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
86	Article 184 (New)		**Directors and senior executives shall comply with the laws, administrative regulations and these Articles of Association and owe a duty of diligence to the Bank. They shall exercise the reasonable care that a prudent manager would typically exercise in the best interests of the Bank when performing their duties.** **Directors and Senior Management owe the following duties of diligence to the Bank:** **(1) To exercise the rights granted by the Bank with prudence, diligence, and care to ensure that the Bank's business conduct complies with national laws, administrative regulations, and various national economic policies, and that its business activities do not exceed the scope of business specified in its business license;** **(2) To treat all shareholders fairly;**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
			(3) To keep abreast of the Bank's business operations and management status in a timely manner; **(4) To sign a written confirmation regarding the Bank's periodic reports to ensure that the information disclosed by the Bank is true, accurate, and complete;** **(5) To provide truthful information and materials to the Audit Committee and shall not obstruct the Audit Committee from exercising its powers;** **(6) Other duties of diligence prescribed by laws, administrative regulations, departmental rules, and these Articles of Association.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
87	Article 185 (Original Article 197).	The Directors, President and other Senior Managements of the Bank have a duty of loyalty to the Bank, shall adopt measures to avoid conflicts between their own interests and the interests of the Bank, and may not take advantage of their powers to seek improper benefits. The Directors, President and other Senior Managements of the Bank have a duty of diligence to the Bank, and shall exercise due care that a manager ordinarily exercises the best interest of the Bank in executing their functions. Where a Director, President or other Senior Management of the Bank causes any harm to any other person for execution of his or her functions, the Bank is liable in damages, and if the Director, President and other Senior Management of the Bank causes the harm intentionally or with gross negligence, the Director, President and other Senior Management shall also be in damages. Where the controlling shareholder or actual controller of the Bank instructs a Director, President or other Senior Management to engage in any conduct harming the interests of the Bank or its shareholders, the controlling shareholder or actual controller shall be jointly and severally liable with the Director, President and other Senior Management.	~~The Directors, President and other Senior Managements of the Bank have a duty of loyalty to the Bank, shall adopt measures to avoid conflicts between their own interests and the interests of the Bank, and may not take advantage of their powers to seek improper benefits.~~ ~~The Directors, President and other Senior Managements of the Bank have a duty of diligence to the Bank, and shall exercise due care that a manager ordinarily exercises the best interest of the Bank in executing their functions.~~ Where a Director, President or other ~~Senior Management~~ **senior executives** of the Bank causes any harm to any other person for execution of his or her functions, the Bank is liable in damages, and if the Director, President and other ~~Senior Management~~ **senior executives** of the Bank causes the harm intentionally or with gross negligence, the Director, President and other ~~Senior Management~~ **senior executives** shall also be in damages. Where the controlling shareholder or actual controller of the Bank instructs a Director, President or other ~~Senior Management~~ **senior executives** to engage in any conduct harming the interests of the Bank or its shareholders, the controlling shareholder or actual controller shall be jointly and severally liable with the Director, President and other ~~Senior Management~~ **senior executives**.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
88	Original Article 198 (Deleted)	In discharging their duties, the Directors, President and other Senior Managers of the Bank shall observe the fiduciary principle and shall not put themselves in a position where their personal interests may conflict with the duties they assumed. Such principle shall include but not be limited to, the undertaking of the following obligations: (1) to act honestly in the best interest of the Bank; (2) to exercise powers within, and not to exceed the scope of, their authority; (3) to exercise the discretionary power vested in them personally and not allow themselves to exercise such discretionary power under the direction or influence of another person and, unless and to the extent permitted by the laws or administrative regulations or the informed consent of the shareholders' meeting, not to delegate the exercise of their discretion; (4) to treat the shareholders of the same class equally and to treat the shareholders of different classes fairly;	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(5) unless otherwise provided herein or with the informed consent of the shareholders' meeting, not to enter into contracts, transactions or arrangements with the Bank except those conducted in the normal course of business of the Bank and which comply with the relevant rules of the Bank in relation to the management of connected transactions; (6) without the informed consent of shareholders' meeting, not to use the property of the Bank in any manner for their own benefits; (7) not to exploit their positions to accept bribes or other unlawful income nor to deprive the Bank of its property in any manner, including, but limited to, usurp the opportunities beneficial to the Bank;	

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(8) without the informed consent of shareholders' meeting, not to accept any commission in connection with the transactions of the Bank; (9) to abide by these Articles of Association, to perform their duties faithfully, to protect the interests of the Bank, and not to pursue personal benefits by exploiting their positions and authorities in the Bank; (10) without the informed consent of shareholders' meeting, not to compete in any way with the Bank; (11) not to misappropriate the funds of the Bank or to lend the funds of the Bank to others in breach of rules; not to deposit the assets of the Bank in the accounts opened under their own names or the names of other persons; not to use the assets of the Bank as security for the liabilities of the shareholders of the Bank or any other persons in breach of rules;	

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		(12) without the informed consent of shareholders' meeting, not to disclose any confidential information of the Bank acquired during their terms of office, nor to defraud the Bank of the benefit of such information, provided that such information may be disclosed to a court of law or other governmental authorities under the following situations: 1. disclosure is required by the laws; 2. disclosure is required in the public interest; 3. disclosure is required in the interests of such Directors, President and other Senior Managers. (13) not to engage in any other act that violates the duty of loyalty to the Bank. The income of the directors, president, and other senior managers obtained through violating the provisions above shall belong to the Bank.	

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
89	Original Article 199 (Deleted)	The Directors, President and other Senior Managers of the Bank shall not knowingly cause any one of the following persons or organizations ("connected persons") to do such acts which such Directors, President and other Senior Managers are prohibited from doing: (1) the spouse or the minor children of Directors, President and other Senior Managers of the Bank; (2) a trustee of Directors, President and other Senior Managers or the Bank or of the persons mentioned in (1) of this Article; (3) a partner of Directors, President and other Senior Managers of the Bank or of the persons mentioned in (1) and (2) of this Article; (4) companies actually and solely controlled by Directors, President and other Senior Managers of the Bank, or companies actually and jointly controlled by the persons referred to in (1), (2) and (3) of this Article or the Directors, President and other Senior Managers of the Bank; (5) the Directors, President and other Senior Managers of the Bank being controlled as mentioned in (4) of this Article.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
90	Article 186 (Original Article 200)	The Directors, President and other Senior Managers of the Bank shall complete the overall handover procedures when they resign their positions successfully or their terms of office are expired. The honesty and the fiduciary duties of them shall not be terminated after the expiration of their terms of office. The obligations to keep the trade secret of the Bank confidential shall survive the expiration of his term of office until such secrete becomes publicly known. The continuance of other obligations shall be determined on a fair basis depending on the length of the time between its occurrence and their departure from office and the circumstances and the conditions under which their relations with the Bank were terminated.	The Directors, President and other ~~Senior Managers~~ **senior executives** of the Bank shall complete the overall handover procedures when they resign their positions successfully or their terms of office are expired. The ~~honesty and the~~ fiduciary duties of them shall not be terminated after the expiration of their terms of office. ~~The obligations to keep the trade secret of the Bank confidential shall survive the expiration of his term of office until such secrete becomes publicly known. The continuance of other obligations shall be determined on a fair basis depending on the length of the time between its occurrence and their departure from office and the circumstances and the conditions under which their relations with the Bank were terminated.~~ **Such obligations shall remain in effect for a reasonable period. The liabilities incurred by the aforementioned individuals during their tenure when performing their duties shall not be waived or terminated upon their departure.**
91	Original Article 201 (Deleted)	The liabilities of Directors, President and other Senior Managers of the Bank in respect of the breach of certain substantive obligations may be discharged with the informed consent by shareholders' meeting except for the circumstances provided for in Article 58 of these Articles of Association.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
92	Original Article 202 (Deleted)	In an event that the Directors, President and other Senior Managers of the Bank are interested materially, directly or indirectly, in a contract, transaction or arrangement made or proposed to be made with the Bank (except for the service contract of the Directors, President and other Senior Managers of the Bank), they shall disclose to the Board of Directors the nature and extent of their interest at the earliest opportunity, whether or not the relevant matters are subject to the approval by the Board of Directors in normal circumstances. If any connected person of Directors, President and other Senior Managers of the Bank is interested in certain contracts, transactions or arrangements, such Directors, President and other Senior Managers shall also be deemed as interested in the same. Unless the Directors, President and other Senior Managers of the Bank so interested has disclosed such interest to the Board of Directors as required in this Article and the Board of Directors has approved the same in meeting in which he has not been counted in the quorum and has refrained from voting, the Bank shall have the right to revoke such contracts, transactions or arrangements except as against a bona fide party without notice of the breach of the duty by the Directors, President and other Senior Managers concerned.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
93	Original Article 203 (Deleted)	If, before the Bank first considers the entering into of the relevant contract, transaction or arrangement, the Directors, President and other Senior Managers of the Bank give notice to the Board of Directors, stating that by reasons of the facts contained in the notice they are interested in such contract, transaction or arrangement to be entered into by the Bank subsequently, such Directors, President and other Senior Managers shall be deemed to have made such disclosure as stipulated in the preceding Article of the Chapter to the extent as stated in the notice.	Delete
94	Original Article 204 (Deleted)	The Bank shall not in any manner pay taxes on behalf of any of its Directors, President and other Senior Managers.	Delete
95	Original Article 205 (Deleted)	The ordinary course of business of the Bank includes provision of loans and guarantees for loans. The Bank may provide loans and guarantees of loans to relevant Directors, President and other Senior Managers and their connected persons, provided the terms of such loans and guarantee of loans shall be on normal commercial terms. Unsecured loans shall not be provided. If the provision of a loan made by the Bank is in breach of the provisions of the preceding Article, the recipient of the loan shall repay the same forthwith regardless of the terms of such loans.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
96	Original Article 206 (Deleted)	Guarantees for loans provided by the Bank in breach of the provisions of Article 205 of these Articles of Association shall be unenforceable against the Bank except under the following situations: (1) at the time when the loans were made to the related persons of the Directors, President and other Senior Managers of the Bank or those of its parent company, the lender has no knowledge of the circumstances; (2) the security provided by the Bank has been legally sold by the lender to a bona fide purchaser.	Delete
97	Original Article 207 (Deleted)	The guarantee referred to in the preceding Article shall include the assumption obligations by the guarantor or the provision of property to secure the performance of obligations by the obligor.	Delete
		Chapter 14 Financial Accounting System and Distribution of Profits	Chapter ~~14~~ **12** Financial Accounting System and Distribution of Profits

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
98	Article 189 (Original Article 210)	The Bank shall prepare a financial report at the end of each accounting year and the same shall be audited by an accounting firm in accordance with relevant laws. The financial report of the Bank shall be prepared not only in accordance with PRC accounting standards and legal regulations, but also in accordance with international accounting standards or the accounting standards of the place outside PRC where the shares of the Bank are listed. If there are any material discrepancies in the financial reports prepared in accordance with the two accounting standards, such discrepancies shall be expressly stated in the notes of the financial report. When distributing the after tax profits of the Bank for the relevant accounting year, the Bank shall allocate funds to the statutory reserve, by reference to the amount of net profits as audited by the PRC accounting standards. However, when allocating funds to the discretionary reserve and distributing dividends, the lesser amount of the profits distributable to shareholders shown in the respective audit under PRC accounting standards and international accounting standards or that of the overseas place where the Bank's shares are listed shall be the figure used.	**The Bank's fiscal year runs from January 1 to December 31 of the Gregorian calendar.** The Bank shall prepare a financial report at the end of each accounting year and the same shall be audited by an accounting firm in accordance with relevant laws. The financial report of the Bank shall be prepared not only in accordance with PRC accounting standards and legal regulations, but also in accordance with international accounting standards or the accounting standards of the place outside PRC where the shares of the Bank are listed. If there are any material discrepancies in the financial reports prepared in accordance with the two accounting standards, such discrepancies shall be expressly stated in the notes of the financial report. When distributing the after tax profits of the Bank for the relevant accounting year, ~~the Bank shall allocate funds to the statutory reserve, by reference to the amount of net profits as audited by the PRC accounting standards. However, when allocating funds to the discretionary reserve and distributing dividends,~~ the lesser amount ~~of the profits distributable to shareholders shown in the respective audit under PRC accounting standards and international accounting standards or that of the overseas place where the Bank's shares are listed shall be the figure used.~~ **of after-tax profits as shown in the two sets of financial statements referred to above shall be adopted as the basis**.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
99	Article 190 (Original Article 211)	The annual financial report of the Bank and the interim financial report, which proceed the interim profit distribution, shall include the following: (1) balance sheet; (2) income statement; (3) statement of changes in equity; (4) cash flows statement; (5) Notes to financial statements.	~~The annual financial report of the~~ **The** Bank**'s** ~~and the interim~~ financial report~~, which proceed the interim profit distribution,~~ shall include the following: (1) balance sheet; (2) income statement; (3) ~~statement of changes in equity~~ **cash flows statement**; (4) ~~cash flows statement~~ **statement of changes in equity**; (5) Notes to financial statements.
100	Article 194 (Original Article 215)	No books of account other than those provided by the laws shall be established by the Bank. The assets of the Bank shall not be registered, deposited in account opened and operated under the name of any individual.	No books of account other than those provided by the laws shall be established by the Bank. The assets of the Bank shall not be registered, deposited in account opened and operated under the name of any individual.
101	Article 196 (Original Article 217)	..... Shareholders shall be entitled to dividend of any share before making call in arrears but shall not be entitled to dividends of any advance on subscription announced or distributed before the subscription payment day.	..... ~~Shareholders shall be entitled to dividend of any share before making call in arrears but shall not be entitled to dividends of any advance on subscription announced or distributed before the subscription payment day.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
102	Article 199 (Original Article 220)	.....	.....
		The profit distribution of the Bank should focus on the reasonable return on investment for investors, and the profit distribution policy should maintain continuity and stability. Unless under special circumstances, the Bank shall distribute dividends mainly in the form of cash if it records profit in the year and the accumulated undistributed profits are positive, and the profits distributed in the form of cash each year shall not be less than 10% of the net profit attributable to shareholders of the Bank as according to the Group for that accounting year. The special circumstances shall include: (i) the Bank's capital adequacy level does not meet the requirements of the regulatory authorities including the banking regulatory authority of the State Council; (ii) the regulatory authorities including the banking regulatory authority of the State Council take regulatory measures to restrict profit distribution of the banks; and (iii) other circumstances that are not suitable for profit distribution as provided by the laws, regulations and regulatory documents.	The profit distribution of the Bank should focus on the reasonable return on investment for investors, and the profit distribution policy should maintain continuity and stability. Unless under special circumstances, the Bank shall **preferentially** distribute dividends ~~mainly~~ in the form of cash if it records profit in the year and the accumulated undistributed profits are positive, and the profits distributed in the form of cash each year shall not be less than 10% of the net profit attributable to shareholders of the Bank as according to the Group for that accounting year. The special circumstances shall include: (i) the Bank's capital adequacy level does not meet the requirements of the regulatory authorities including the banking regulatory authority of the State Council; (ii) the regulatory authorities including the banking regulatory authority of the State Council take regulatory measures to restrict profit distribution of the banks; and (iii) other circumstances that are not suitable for profit distribution as provided by the laws, regulations and regulatory documents.
		.....	.....

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		If the Bank records profit in the previous accounting year, but the Board of Directors does not make any proposal of cash profit distribution after the end of the previous accounting year, the reasons thereof and the use of funds not available for distribution and retained by the Bank shall be explained in details in its periodic reports and the Independent Directors shall give an independent opinion in this regard.	If the Bank records profit in the previous accounting year, but the Board of Directors does not make any proposal of cash profit distribution after the end of the previous accounting year, the reasons thereof**, the measures proposed to enhance investor returns,** and the use of funds not available for distribution and retained by the Bank shall be explained in details in its periodic reports and the Independent Directors shall give an independent opinion in this regard. .....

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		Chapter 16 Appointment of Accounting Firm	Chapter ~~16~~ **14** Appointment of Accounting Firm
103	Article 209 (Original Article 230)	The accounting firm appointed by the Bank shall have the following rights: (1) to inspect the books and accounts, records or evidence of the Bank at any time and to require Directors, President or other members of the Senior Management of the Bank to provide the relevant information and explanation; (2) to require the Bank to take all reasonable steps to obtain from its branch offices and subsidiaries information and explanation which are necessary for such accounting firm to carry out its duties; (3) to attend meetings of shareholders and receive notices and other information related to such meeting which any shareholder is entitled to receive and speak at any meeting of shareholders about the matters related to its being the accounting firm of the Bank.	~~The accounting firm appointed by the Bank shall have the following rights:~~ ~~(1) to inspect the books and accounts, records or evidence of the Bank at any time and to require Directors, President or other members of the Senior Management of the Bank to provide the relevant information and explanation;~~ ~~(2) to require the Bank to take all reasonable steps to obtain from its branch offices and subsidiaries information and explanation which are necessary for such accounting firm to carry out its duties;~~ ~~(3) to attend meetings of shareholders and receive notices and other information related to such meeting which any shareholder is entitled to receive and speak at any meeting of shareholders about the matters related to its being the accounting firm of the Bank.~~ **The Bank guarantees to provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information, and shall not refuse, conceal, or misrepresent such information.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
104	Original Article 232 (Deleted)	If the office of the accounting firm becomes vacant, the Board of Directors shall, before convening of the shareholders' meeting, have the right to appoint an accounting firm to fill such vacancy provided that if there is another accounting firm in office for the Bank during the period of such vacancy, such accounting firm may act.	Delete
105	Article 211 (Original Article 233)	The remuneration or the manner in which such remuneration shall be determined shall be decided by the shareholders' meeting. The remuneration of the accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.	The **audit fees of the accounting firm** ~~remuneration or the manner in which such remuneration shall be determined~~ shall be decided by the shareholders' meeting. ~~The remuneration of the accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
106	Original Article 234 (Deleted)	Where a resolution is proposed to be passed at a shareholders' meeting to appoint a firm other than an incumbent accounting firm to fill any vacant office of an accounting firm, or to re-appoint an accounting firm who has been appointed by the Board of Directors to fill a vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions should apply: (1) a copy of the resolution relating to the appointment and vacation of office shall be sent to the accounting firm proposed to be appointed or the accounting firm which intends to vacate its office or the accounting firm who has vacated from its office in the relevant accounting year, before the notice of meeting of the shareholders' meeting is served on the shareholders (vacating office includes leaving by removal, resignation and retirement). (2) if the accounting firm which is vacating its office makes a representation in writing and requests the Bank to notify the shareholders of that representation, the Bank should, unless the written representation is received beyond the deadline, take the following measures:	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		1. in any notice of the resolution given to the shareholders, state the fact of the representation having been made; 2. send a copy of the representation to the shareholders who are entitled to receive notice of shareholders'. (3) if the Bank does not send the representations of the relevant accounting firm under provision (2) of this Article, such accounting firm may require that the representation be read out at the shareholders' meeting and may make further statements. (4) an accounting firm which is vacating its office shall be entitled to attend the following meeting: 1. the meeting at which its term of office would otherwise have expired; 2. the meeting at which it is proposed to fill the vacancy caused by its removal; 3. the meeting convened due to its resignation. The accounting firm vacating its office shall be entitled to receive all notices or other relevant information of the said meetings, and speak at the said meetings in respect of the affairs in which it is involved as a former accounting firm of the Bank.	

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
107	Article 212 (Original Article 235)	When the Bank dismisses or does not re-appoint an accounting firm, it shall give advance notice to the accounting firm. The accounting firm shall have the right to make representations at the shareholders' meeting. Where the accounting firm resigns, it shall state in the meeting whether or not there are irregularities in the Bank.	When the Bank dismisses or does not re-appoint an accounting firm, it shall give advance notice to the accounting firm. The accounting firm shall have the right to make representations ~~at the shareholders' meeting~~. **when the Bank's shareholders' meeting votes on the termination of the accounting firm's engagement**. Where the accounting firm resigns, it shall state in the meeting whether or not there are irregularities in the Bank.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
108	Original Article 236 (Deleted)	An accounting firm may resign by depositing a written notice of resignation at the registered address of the Bank. The notice shall be effective on the date when the notice is deposited at the registered address of the Bank or a later date specified in the notice. Such notice shall contain the following statements: (1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Bank; or (2) a statement of any such circumstances. When the Bank receives the written notice referred to in the aforesaid Article, it shall within 14 days send a copy of the notice to the supervisory authorities. If the notice contains the statement mentioned in (2) of the aforesaid provision, a copy of the aforesaid representation shall be sent by prepaid post to each shareholder who is entitled to receive the financial report of the Bank. The address of the recipient shall be as recorded in the register of shareholders. When the notice of resignation of the accounting firm contains a statement of any such circumstances, the accounting firm may require the Board of Directors to convene an extraordinary meeting for the purpose of hearing its explanation of the circumstances in connection with its resignation.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		Chapter 19 Merger, Division, Dissolution and Liquidation	Chapter ~~19~~ **17** Merger, Division, Dissolution and Liquidation
109	Original Article 253 (Deleted)	The merger or division of the Bank shall follow the following provisions: (1) to draft proposal of merger or division by the Board of Directors; (2) to pass resolution by the shareholders' meeting in accordance with these Articles of Association; (3) to execute agreements of merger or division by all parties involved; (4) to proceed to apply the relevant approval procedures in accordance with the laws; (5) to manage all the matters concerning the merger and division such as creditor's rights and debts of the parties; (6) to proceed with cancellation or alternations of registration.	Delete

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
110	Article 230 (Original Article 255)	The merger of the Bank may take the forms of merger of absorption and merger by establishment of a new company. In the event of merger of the Bank, the parties involved in the merger shall execute a merger agreement and prepare a balance sheet and a list of assets. The Bank shall notify the creditors within 10 days from the date of the merger resolution and shall make announcement in the National Enterprise Credit Information Publicity System within 30 days thereof. When the completion of the merger, the creditor's rights and debts of the parties involved in the merger shall be assumed by the Bank surviving the merger or the new company established after the merger.	The merger of the Bank may take the forms of merger of absorption and merger by establishment of a new company. In the event of merger of the Bank, the parties involved in the merger shall execute a merger agreement and prepare a balance sheet and a list of assets. The Bank shall notify the creditors within 10 days from the date of the merger resolution and shall make announcement in **a newspaper or through** the National Enterprise Credit Information Publicity System within 30 days thereof. **Creditors may, within 30 days of receiving such notice, or if they did not receive the notice, within 45 days as from the date of the public announcement, require the Bank to settle its debts or provide corresponding security.** When the completion of the merger, the creditor's rights and debts of the parties involved in the merger shall be assumed by the Bank surviving the merger or the new company established after the merger.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
111	Original Article 256 (Deleted)	Those creditors who received the notice of the liquidation committee shall within 30 days from the date of receipt of such notice, and those who have not received the notice shall within 45 days as from the date of the announcement, be entitled to require the Bank to repay the debts or provide relevant guarantees. The Bank shall not undergo merger or division if the Bank is not able to repay debts or provide relevant guarantees.	Delete
112	Article 242 (Original Article 268)	Upon the completion of the liquidation of the Bank, the liquidation committee shall prepare a liquidation report, statement of income and expenditure and the financial accounts for the liquidation which, upon verification by an accountant registered in PRC, shall be submitted to the shareholders' meeting, the relevant supervisory authorities or the People's Court for confirmation. The liquidation committee shall submit within 30 days after the confirmation by the shareholders' meeting, the relevant supervisory authorities or the People's Court the documents mentioned above to the registration authority of the Bank and apply for the cancellation of the registration of the Bank and announce the termination of the Bank.	Upon the completion of the liquidation of the Bank, the liquidation committee shall prepare a liquidation report, ~~statement of income and expenditure and the financial accounts for the liquidation which, upon verification by an accountant registered in PRC, shall be~~ **and** submit~~ted~~ **it** to the shareholders' meeting, the relevant supervisory authorities or the People's Court for confirmation~~.~~ ~~The liquidation committee shall submit within 30 days after the confirmation by the shareholders' meeting, the relevant supervisory authorities or the People's Court the documents mentioned above to the~~ **then submit it to the corporate** registration authority ~~of the Bank~~ and apply for the cancellation of the registration of the Bank and announce the termination of the Bank.

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
113	Article 246 (Original Article 272)	If directors and senior managements violated a law, an administrative regulation, the article of association of the Bank cause any loss to the Bank, a shareholder holding alone or shareholders holding in aggregate 1% or more of the shares of a corporation for 180 consecutive days or more may institute an action in a people's court in accordance with the relevant provisions of laws, regulations, rules and normative documents such as the Company Law.	~~If directors and senior managements violated a law, an administrative regulation, the article of association of the Bank cause any loss to the Bank, a shareholder holding alone or shareholders holding in aggregate 1% or more of the shares of a corporation for 180 consecutive days or more may institute an action in a people's court in accordance with the relevant provisions of laws, regulations, rules and normative documents such as the Company Law.~~

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
		Where any other person infringes upon the lawful rights and interests of the Bank, causing any loss to the Bank, the shareholder or shareholders in the preceding paragraph of these article of association may institute an action in a people's court under the relevant provisions of laws, regulations, rules and normative documents such as the Company Law. Where the director or senior managements of the Bank violates the law, the administrative regulation, or the Article of Association, causing any harm to the interests of shareholders, the shareholder may institute an action in a people's court.	**Where any Director other than a member of the Audit Committee, or any Senior Management, violates any law, regulation or the provisions of these Articles of Association in the performance of his or her duties with the Bank and thereby causes losses to the Bank, any shareholder or shareholders who have individually or collectively held more than 1% of the Bank's shares for a period of more than 180 consecutive days shall have the right to make a written request to the Audit Committee to institute legal proceedings with the People's Court. Where any member of the Audit Committee violates any law, regulation or the provisions of these Articles of Association in the performance of his or her duties with the Bank and thereby causes losses to the Bank, the aforesaid shareholder or shareholders may make a written request to the Board of Directors to institute legal proceedings with the People's Court.**

Serial No.	Article No.	Pre-revision Articles	Post-revision Articles
			If the Audit Committee or the Board refuses to file a lawsuit upon receiving a written request from a shareholder as provided in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receipt of the request, or if the situation is urgent and failure to file a lawsuit immediately would cause irreparable harm to the Bank's interests, the shareholder specified in the preceding paragraph shall have the right to institute legal proceedings directly with the People's Court in their own name for the benefit of the Bank. Where any other person infringes upon the lawful rights and interests of the Bank, causing any loss to the Bank, the shareholder or shareholders in the preceding paragraph of these article of association may institute an action in a people's court under the relevant provisions of laws, regulations, rules and normative documents such as the Company Law. Where ~~the~~ **any** director or ~~senior managements~~ **senior executive** of the Bank violates the law, the administrative regulation, or these ~~Article~~ **Articles** of Association, causing any harm to the interests of shareholders, the shareholder may institute an action in a people's court.
		Chapter 23 Supplementary Provisions	Chapter ~~23~~ **21** Supplementary Provisions
114	Article 264 (New)		**Articles 37, 43, and 49 shall apply upon the Bank's H Shares becoming participating securities pursuant to the relevant laws and regulations governing uncertificated securities in the jurisdiction where the Bank's shares are listed.**
Note: The numbering involved in the relevant chapters, clauses and cross-references has also been adjusted accordingly.			

交通銀行
BANK OF COMMUNICATIONS

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

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

(Stock Code: 03328)

NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the extraordinary shareholders' meeting (the "**ESM**") of Bank of Communications Co., Ltd. (the "**Bank**") will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the People's Republic of China (the "**PRC**") at 9:30 a.m on Friday, 27 November 2026, for the purpose of passing the following resolutions:

As Ordinary Resolution

1. To consider and, if thought fit, to approve the 2026 interim profit distribution plan.

As Special Resolutions

2. To consider and, if thought fit, to approve the proposed amendments to Articles of Association of the Bank (details of which are set out in Appendix to the circular of the Bank dated 6 November 2026).

3. To consider and, if thought fit, to approve the issuance quota of capital instruments and total loss-absorbing capacity non-capital bonds.

4. To consider and, if thought fit, to approve the issuance quota of financial bonds.

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

Shanghai, the PRC
6 November 2026

Notes:

1. Closure of register of members for H shares and eligibility for attending the ESM

The shareholders whose names appear on the register of members for H shares of the Bank at the close of business on Friday, 20 November 2026 are entitled to attend the ESM with their passports or other identity papers.

The register of members for H shares of the Bank will be closed from Monday, 23 November 2026 to Friday, 27 November 2026 (both days inclusive), during which period no transfer of the H shares will be registered.

Holders of the H shares intending to attend the ESM shall lodge all the transfer documents for H shares together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Bank in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 20 November 2026.

2. Proxy

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

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

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

3. Method of voting at the ESM

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a shareholders' meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the ESM will demand a poll in relation to the proposed resolutions at the ESM.

4. Other issues

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

As at the date of this notice, the directors of the Bank are Mr. Ren Deqi, Mr. Zhang Baojiang, Mr. Yin Jiuyong, Mr. Zhou Wanfu, Mr. Chang Baosheng, Mr. Liao, Yi Chien David*, Mr. Chan Siu Chung*, Mr. Mu Guoxin*, Mr. Ai Dong*, Mr. Ma Jun#, Mr. Wong Tin Chak#, Mr. Xiao Wei#, Ms. Liu Ruixia#, Mr. Jin Panshi# and Ms. Pan Yanhong#.*

* *Non-executive directors*

\# *Independent non-executive directors*