
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Huishang Bank Corporation Limited*, you should at once hand this circular, together with the proxy form and the reply slip, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Huishang Bank Corporation Limited*
徽商銀行股份有限公司*

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

(Stock Code: 3698)

(1) PROPOSED ABOLISHMENT OF THE BOARD OF SUPERVISORS
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
**(3) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE GENERAL MEETING**
**(4) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD**
AND
**NOTICE OF THE 2026 FIRST EXTRAORDINARY
GENERAL MEETING**

A notice convening the Extraordinary General Meeting to be held at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC at 9:30 a.m. on Monday, February 2, 2026 is set out on pages 168 to 170 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon. For H Shareholders, the proxy form should be returned to Computershare Hong Kong Investor Services Limited and for Domestic Shareholders, the proxy form should be returned to the Bank's registered office and principal place of business in the PRC, in each case, in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof (i.e. before 9:30 a.m. on Sunday, February 1, 2026 for the purpose of the EGM). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited (for H Shareholders) or to the Bank's registered office and principal place of business in the PRC (for Domestic Shareholders) on or before Tuesday, January 13, 2026.

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

December 19, 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION	7
APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETING	128
APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD	154
NOTICE OF THE EXTRAORDINARY GENERAL MEETING	168

DEFINITIONS

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

“Articles of Association”	the Articles of Association of Huishang Bank Corporation Limited that are currently in effect
“Bank”	Huishang Bank Corporation Limited (徽商銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange
“Board”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“Company Law”	the Company Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	ordinary share(s) issued by the Bank in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Extraordinary General Meeting” or “EGM”	the 2026 first extraordinary general meeting of the Bank to be held at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC at 9:30 a.m. on Monday, February 2, 2026
“H Share(s)”	overseas-listed foreign investment share(s) in the share capital of the Bank, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	December 15, 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	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
“Notice of the EGM”	notice of the EGM dated December 19, 2025
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure of the General Meeting”	the Rules of Procedure of the Shareholders’ General Meeting of Huishang Bank Corporation Limited that are currently in effect
“Rules of Procedure of the Board”	the Rules of Procedure of the Board of Directors of Huishang Bank Corporation Limited that are currently in effect
“Share(s)”	the Domestic Share(s) and the H Share(s) of the Bank
“Shareholder(s)”	the shareholder(s) of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank

Unless otherwise specified in this circular, the currency used in this circular shall be Renminbi.

The translated English names for the PRC nationals, entities, departments, facilities, certificates, titles, laws, regulations and the like included in this circular and for which no official English translation exists are unofficial translations for identification purposes only. In case of inconsistency in such case, the Chinese name shall prevail.

LETTER FROM THE BOARD



Huishang Bank Corporation Limited*

徽商銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3698)

Executive Director:

Mr. Kong Qinglong (*President*)

Non-executive Directors:

Mr. Ma Lingxiao

Mr. Lu Hao

Mr. Wang Zhaohui

Mr. Zuo Dunli

Mr. Gao Yang

Mr. Wang Wenjin

Independent non-executive Directors:

Mr. Dai Peikun

Ms. Zhou Yana

Mr. Liu Zhiqiang

Mr. Yin Jianfeng

Ms. Huang Aiming

Mr. Xu Jiabin

*Registered office and principal place
of business in the PRC:*

Huishang Bank Building

No. 1699 Yungu Road

Hefei

Anhui Province

the PRC

*Principal place of business
in Hong Kong:*

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wan Chai

Hong Kong

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED ABOLISHMENT OF THE BOARD OF SUPERVISORS
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
THE GENERAL MEETING
(4) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD
AND
NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The Extraordinary General Meeting of the Bank will be held on Monday, February 2, 2026, and the following resolutions will be proposed at the EGM:

- (1) the matter related to the abolishment of the Board of Supervisors;

LETTER FROM THE BOARD

- (2) the Articles of Association (Revised);
- (3) the Rules of Procedure of the General Meeting (Revised); and
- (4) the Rules of Procedure of the Board (Revised).

Items (1) to (2) are special resolutions and items (3) to (4) are ordinary resolutions.

The purpose of this circular is to incorporate the Notice of the EGM, and to provide you with details regarding the resolutions mentioned above.

II. MATTERS TO BE CONSIDERED AT THE EGM

1. Matter Related to the Abolishment of the Board of Supervisors

In accordance with the Company Law and other laws, regulations and regulatory requirements, and in light of the actual situation of the Bank, the Bank proposes to abolish the Board of Supervisors, with the Audit Committee under the Board exercising the powers of the Board of Supervisors as stipulated in the Company Law and regulatory systems; each specialized committees under the Board of Supervisors shall be abolished simultaneously; the current Supervisors shall no longer serve as Supervisors of the Bank; and the Rules of Procedure of the Board of Supervisors of Huishang Bank Corporation Limited and other relevant corporate governance documents pertaining to the Board of Supervisors, shall be repealed accordingly.

The abolishment of the Board of Supervisors will be subject to the consideration and approval by the EGM, and shall become effective upon the consideration and approval of the amended Articles of Association by the EGM and the approval of the banking regulatory authority.

2. Articles of Association (Revised)

In order to further improve the corporate governance system, in accordance with the Company Law, the Notice on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law (《關於公司治理監管規定與公司法銜接有關事項的通知》) and other laws and regulations, regulatory requirements, as well as the actual situation of the Bank, the Bank proposes to amend the Articles of Association. The amended Articles of Association consist of 19 chapters including 329 articles. The specific amendments are set out in Appendix I to this circular.

Meanwhile, the Board proposes to the EGM to authorize the Board, and the Board will delegate such authorization to the Chairman/President and delegated persons of the Chairman/President, to make adjustments and amendments to the Articles of Association approved by the EGM in accordance with the requirements and recommendations of regulatory authorities, and to handle registration of the changes, filing and other related matters with the

LETTER FROM THE BOARD

market supervision authority and other relevant government departments after the Articles of Association are approved by the banking regulatory authority. The amended Articles of Association shall become effective from the date of approval by the banking regulatory authority.

3. Rules of Procedure of the General Meeting (Revised)

In order to improve the corporate governance of the Bank, and taking into account the proposed amendments to the Articles of Association, the Bank proposes to amend the Rules of Procedure of the General Meeting. The amended regulation consists of 6 chapters including 80 articles, and its name will be adjusted to the Rules of Procedure of the Shareholders' Meeting of Huishang Bank Corporation Limited (the "**Rules of Procedure of the Shareholders' Meeting**"). The specific amendments are set out in Appendix II to this circular.

At the same time, the Board proposes to the EGM to authorize the Board, and the Board will delegate such authorization to the Chairman/President and delegated persons of the Chairman/President, to make corresponding amendments to the Rules of Procedure of the Shareholders' Meeting in accordance with the opinions or requirements of regulatory authorities, the stock exchange where the Bank's shares are listed, and other relevant departments.

4. Rules of Procedure of the Board (Revised)

In order to improve the corporate governance of the Bank and optimize the operating mechanism of the Board, in accordance with the Company Law and other laws and regulations, and taking into account the proposed amendments to the Articles of Association and the actual condition of the Bank, the Bank proposes to amend the Rules of Procedure of the Board. The amended regulation consists of 11 chapters including 68 articles. The specific amendments are set out in Appendix III to this circular.

At the same time, the Board proposes to the EGM to authorize the Board, and the Board will delegate such authorization to the Chairman/President and delegated persons of the Chairman/President, to make corresponding amendments to the Rules of Procedure of the Board in accordance with the opinions or requirements of regulatory authorities, the stock exchange where the Bank's shares are listed, and other relevant departments.

III. THE EGM

The Bank will hold the EGM at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC at 9:30 a.m. on Monday, February 2, 2026, to consider and, if thought fit, to pass resolutions in respect of the matters set out in the Notice of the EGM. A proxy form and a reply slip have been published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Bank at www.hsbank.com.cn. The Notice of the EGM is set out on pages 168 to 170 of this circular.

LETTER FROM THE BOARD

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the proxy form in accordance with the instruction printed thereon. If you intend to attend the EGM, you are required to complete and return the reply slip to the H Share Registrar (for H Shareholders) or the registered office and principal place of business of the Bank in the PRC (for Domestic Shareholders) on or before Tuesday, January 13, 2026. The reply slip may be submitted or delivered by hand, by post or by fax to the H Share Registrar (for H Shareholders) or the registered office and principal place of business of the Bank in the PRC (for Domestic Shareholders). Completion and return of the proxy form and reply slip will not preclude a Shareholder from attending and voting at the EGM.

IV. RECOMMENDATION

The Board considers that the resolutions to be proposed at the EGM are in the interests of the Bank and the Shareholders as a whole and accordingly recommends that the Shareholders vote in favor of the resolutions to be proposed at the EGM and as set out in the Notice of the EGM.

**The Board of
Huishang Bank Corporation Limited***

Hefei, Anhui Province, the PRC
December 19, 2025

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Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
CHAPTER 1 GENERAL PROVISIONS	CHAPTER 1 GENERAL PROVISIONS	
<p>Article 8 From the date on which it becomes effective, the Articles shall become a legally binding document that regulates the organisation and acts of the Bank, as well as the rights and obligations between the Bank and its shareholders, and amongst the shareholders themselves.</p> <p>The Articles shall be binding on the Bank and the shareholders, directors, supervisors and the senior management of the Bank. The aforementioned persons can enforce their rights on matters relating to the Bank in accordance with the Articles.</p> <p>According to the Articles, shareholders may initiate legal proceedings against other shareholders, the Bank itself, and the directors, supervisors and the senior management of the Bank. The Bank may initiate legal proceedings against the shareholders, directors, supervisors and the senior management.</p> <p>The concept of “initiating legal proceedings” referred to in this Article shall include the initiation of legal proceedings at courts or the application of arbitration to arbitration institutions.</p>	<p>Article 8 From the date on which it becomes effective, the Articles shall become a legally binding document that regulates the organisation and acts of the Bank, as well as the rights and obligations between the Bank and its shareholders, and amongst the shareholders themselves.</p> <p>The Articles shall be binding on the Bank and the shareholders, directors, supervisors and the senior management of the Bank. The aforementioned persons can enforce their rights on matters relating to the Bank in accordance with the Articles.</p> <p>According to the Articles, shareholders may initiate legal proceedings against other shareholders, the Bank itself, and the directors, supervisors and the senior management of the Bank. The Bank may initiate legal proceedings against the shareholders, directors, supervisors and the senior management.</p> <p>The concept of “initiating legal proceedings” referred to in this Article shall include the initiation of legal proceedings at courts or the application of arbitration to arbitration institutions.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
The concept of “senior management” referred to in the Articles shall mean the Bank’s president, vice president, secretary to the Board of Directors, assistant to the president and other senior management members as determined by the Board of Directors.	The concept of “senior management” referred to in the Articles shall mean the Bank’s president, vice president, secretary to the Board of Directors, assistant to the president and other senior management members as determined by the Board of Directors.	
CHAPTER 3 SHARES AND REGISTERED CAPITAL	CHAPTER 3 SHARES AND REGISTERED CAPITAL	
Section 1 Share Issue	Section 1 Share Issue	
Article 14 The Bank shall have ordinary shares at all times. The Bank may issue other classes of shares such as preference shares according to its needs and upon the approval from the applicable authorities of the State Council. In these Articles, preference shares refer to the other classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders shall participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank (such as voting rights) are restricted.	Article 14 The Bank shall have ordinary shares at all times. The Bank may issue other classes of shares such as preference shares according to its needs and upon the approval from the applicable authorities of the State Council. In these Articles, preference shares refer to the other classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders shall participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank (such as voting rights) are restricted.	Adjusted the numbering of chapters and articles.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Unless otherwise specified, references in Chapters 3 to 18 of these Articles to share(s) (including H Shares) and share certificate(s) shall refer to ordinary share(s) and ordinary share certificate(s) and references to shareholders in Chapters 3 to 18 of these Articles shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in Chapter 19 of these Articles.</p> <p>The Bank shall adopt the principles of openness, fairness and impartiality when issuing shares, and each share in the same class shall have the same rights.</p> <p>Each share of the same class issued at the same time shall be on the same conditions and at the same price. All entities or individuals subscribing for the shares shall pay the same price for each share.</p>	<p>Unless otherwise specified, references in Chapters 3 to 18 of these Articles to share(s) (including H Shares) and share certificate(s) shall refer to ordinary share(s) and ordinary share certificate(s) and references to shareholders in Chapters 3 to 18 of these Articles shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in Chapter 19 of these Articles.</p> <p>The Bank shall adopt the principles of openness, fairness and impartiality when issuing shares, and each share in the same class shall have the same rights.</p> <p>Each share of the same class issued at the same time shall be on the same conditions and at the same price. All entities or individuals subscribing for the shares shall pay the same price for each share.</p>	
<p>Section 2 Increase or Reduction and Repurchase of Shares</p>	<p>Section 2 Increase or Reduction and Repurchase of Shares</p>	
<p>Article 24 The Bank may reduce its registered capital. The reduction of the registered capital of the Bank shall be handled in accordance with the procedures stipulated by the Company Law, the Commercial Banking Law and other relevant regulations and provisions of the Articles.</p>	<p>Article 24 The Bank may reduce its registered capital. The reduction of the registered capital of the Bank shall be handled in accordance with the procedures stipulated by the Company Law, the Commercial Banking Law and other relevant regulations and provisions of the Articles.</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>The Bank must prepare a balance sheet and a list of assets when it intends to reduce its registered capital.</p> <p>The Bank shall notify its creditors within ten (10) days of adopting the resolution to reduce its registered capital and shall publish an announcement of the resolution in a form and media designated by the Bank within thirty (30) days. Creditors shall, within thirty (30) days of receiving a written notice or within forty-five (45) days since the date of the announcement for those who have not received a written notice, be entitled to require the Bank to pay its debts or to provide a corresponding guarantee for repayment.</p> <p>The registered capital of the Bank after reduction shall not be less than the statutory minimum.</p>	<p>The Bank must <u>shall</u> prepare a balance sheet and a list of assets when it intends to reduce its registered capital.</p> <p>The Bank shall notify its creditors within ten (10) days of adopting the resolution to reduce its registered capital and shall publish an announcement of the resolution in a form and media designated by the Bank within thirty (30) days. Creditors shall, within thirty (30) days of receiving a written notice or within forty-five (45) days since the date of the announcement for those who have not received a written notice, be entitled to require the Bank to pay its debts or to provide a corresponding guarantee for repayment.</p> <p>The registered capital of the Bank after reduction shall not be less than the statutory minimum.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 28 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained from the shareholders at a general meeting in accordance with the Articles. The Bank may, having first obtained the prior approval of shareholders at a general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but shall not be limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchase shares.</p> <p>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</p> <p>Where the Bank has the right to repurchase redeemable shares, the repurchase price must be set at a maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, tenders must be made available to all shareholders in the same manner.</p>	<p>Article 28 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained from the shareholders at a general shareholders' meeting in accordance with the Articles. The Bank may, having first obtained the prior approval of shareholders at a general shareholders' meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but shall not be limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchase shares.</p> <p>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</p> <p>Where the Bank has the right to repurchase redeemable shares, the repurchase price must shall be set at a maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, tenders must shall be made available to all shareholders in the same manner.</p>	Improved expressions.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p align="center">Section 3 Transfer and Pledge of Shares</p>	<p align="center">Section 3 Transfer and Pledge of Shares</p>	
<p>Article 34 Shares which have been in issue before the Bank’s initial public offering shall not be transferred within one (1) year from the date of the Bank’s listing and trading on a stock exchange.</p> <p>Directors, supervisors and the members of senior management shall, during their term of office, regularly inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding. During the term of office of the aforementioned persons, the shares transferred each year shall not exceed 25% of the total number of shares held by that individual. The shares of the Bank held by the aforementioned persons shall not be transferred within one (1) year from the date of initial listing and on the exchange. The aforementioned persons shall not transfer shares of the Bank held by them within six (6) months after they cease to be employed. If the securities regulatory authorities of the jurisdiction in which the Bank’s shares are listed have restrictions on transfers of overseas- listed foreign shares, those provisions shall prevail.</p>	<p>Article 34 Shares which have been in issue before the Bank’s initial public offering shall not be transferred within one (1) year from the date of the Bank’s listing and trading on a stock exchange. <u>Where there are other provisions for the transfer of shares held by the shareholders or actual controller of the Bank imposed by the laws, administrative regulations or the State Council’s securities regulatory authority, such provisions shall prevail.</u></p> <p>Directors,—supervisors and the members of senior management shall; during their term of office, regularly inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding. During the term of office <u>as determined at the time of their assumption of office</u> of the aforementioned persons, the shares transferred each year shall not exceed 25% of the total number of shares held by that individual. The shares of the Bank held by the aforementioned persons shall not be transferred within one (1) year from the date of initial listing and on the exchange. The aforementioned persons shall not transfer shares of the Bank held by them within six (6) months after they cease to be employed. If the securities regulatory authorities of the jurisdiction in which the Bank’s shares are listed have restrictions on transfers of overseas-listed foreign shares, those provision(s) shall prevail.</p>	<p>Amended in accordance with Article 160 of the new Company Law.</p> <p>Article 160 Shares already issued by the company before public offering shall not be transferred within one year after the shares of the company are listed and traded on the stock exchange. Where the transfer of the company’s shares held by the shareholders or its <i>de facto</i> controllers of listed companies is otherwise stipulated by laws, administrative regulations, or requirements by the securities regulatory authorities under the State Council, such provisions shall prevail.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
	<p><u>Where the shares are pledged within the time limit for transfer prescribed by laws or administrative regulations, the pledgee shall not exercise the pledge right within the time limit for transfer.</u></p>	<p>The directors, supervisors and senior management personnel of the company shall declare to the company the number of its shares held by them and the alternation of such shares. During their term of office determined at the time of his/her assumption of office, they shall not transfer more than 25% of the total number of the company's shares they held in a given year or transfer any shares of the company within one year from the date when the company's shares are listed for trading. Within six months of their departure, the aforesaid personnel shall not transfer the company's shares held by them. The Articles of Association may make other restrictive provisions on the transfer of shares held by directors, supervisors, and senior management members of the company.</p> <p>Where the shares are pledged within the time limit for transfer prescribed by laws or administrative regulations, the pledgee may not exercise the pledge right within the time limit for transfer.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 35 If any director, supervisor or members of senior management of the Bank or shareholders holding over 5% of the Bank’s shares either sells shares in the Bank within six (6) months of the purchase date or purchases additional shares in the Bank within six (6) months of selling their shares in the Bank, the Board of Directors of the Bank shall confiscate the profits made from such transactions and the profits shall belong to the Bank. If a securities company holds over 5% of the shares because of a purchase of remaining shares under an underwriting arrangement, any subsequent sale of such shares shall not be subject to the 6-month restriction period.</p> <p>Where the Board of Directors of the Bank fails to confiscate the profits in accordance with the provisions of the preceding paragraph, the shareholders shall have the right to demand that Board of Directors do so within thirty (30) days. Where the Board of Directors of the Bank still fails to confiscate the profits within that period, the shareholders shall have the right to directly initiate legal proceedings at the people’s court in their own names for the benefit of the Bank.</p> <p>Where the Board of Directors of the Bank fails to confiscate the profits in accordance with the provisions in paragraph 1, the directors who are responsible for the failure shall be jointly liable in accordance with the applicable laws.</p>	<p>Article 35 If any director,supervisor or members of senior management of the Bank or shareholders holding over 5% of the Bank’s shares either sells shares in the Bank within six (6) months of the purchase date or purchases additional shares in the Bank within six (6) months of selling their shares in the Bank, the Board of Directors of the Bank shall confiscate the profits made from such transactions and the profits shall belong to the Bank. If a securities company holds over 5% of the shares because of a purchase of remaining shares under an underwriting arrangement, any subsequent sale of such shares shall not be subject to the 6-month restriction period.</p> <p>Where the Board of Directors of the Bank fails to confiscate the profits in accordance with the provisions of the preceding paragraph, the shareholders shall have the right to demand that Board of Directors do so within thirty (30) days. Where the Board of Directors of the Bank still fails to confiscate the profits within that period, the shareholders shall have the right to directly initiate legal proceedings at the people’s court in their own names for the benefit of the Bank.</p> <p>Where the Board of Directors of the Bank fails to confiscate the profits in accordance with the provisions in paragraph 1, the directors who are responsible for the failure shall be jointly liable in accordance with the applicable laws.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p align="center">CHAPTER 5 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</p>	<p align="center">CHAPTER 5 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</p>	
<p>Article 40 Share certificates of the Bank shall be in registered form and shall specify the following major items:</p> <p>(1) name of the Bank;</p> <p>(2) date of the Bank’s establishment;</p> <p>(3) the class of the share certificates, the par value of each share and the number of shares represented by each share certificate;</p> <p>(4) serial number of the share certificate;</p> <p>(5) other matters that must be specified according to the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed; and</p> <p>(6) other matters that must be specified according to the Company Law and other relevant laws and administrative regulations.</p> <p>The overseas-listed foreign shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing in, the jurisdiction in which the shares of the Bank are listed.</p>	<p>Article 40 Share certificates of the Bank shall be in registered form and shall specify the following major items:</p> <p>(1) name of the Bank;</p> <p>(2) date of the Bank’s establishment;</p> <p>(3) the class of the share certificates, the par value of each share and the number of shares represented by each share certificate;</p> <p>(4) serial number of the share certificate;</p> <p>(5) other matters that must<u>shall</u> be specified according to the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed; and</p> <p>(6) other matters that must<u>shall</u> be specified according to the Company Law and other relevant laws and administrative regulations.</p> <p>The overseas-listed foreign shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing in, the jurisdiction in which the shares of the Bank are listed.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>During the period when H shares are listed in Hong Kong, the Bank must ensure that all its listing documents pertaining to H shares include the statements stipulated below, and shall further instruct and cause its share registrars to refuse to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until the holder delivers to the share registrar a signed form in respect of the shares including the following statements:</p> <p>(1) the purchaser of shares agrees with the Bank and each shareholder of the Bank, and the Bank agrees with each shareholder, to observe and comply with the Company Law, the Special Regulations and other requirements of the relevant laws, administrative regulations and the Articles.</p> <p>(2) the purchaser of shares agrees with the Bank, each of the other shareholders, the directors, the supervisors, and the members of senior management, and the Bank (acting both for itself and for each director, supervisor and member of senior management) agrees with each shareholder to refer all differences and claims arising from the Articles or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Bank to arbitration in accordance with the Articles, and any referral to an arbitration tribunal shall be deemed to authorize the tribunal to conduct its hearing in an open hearing and to publish its findings. The findings of the arbitration tribunal shall be final and conclusive.</p>	<p>During the period when H shares are listed in Hong Kong, the Bank must shall ensure that all its listing documents pertaining to H shares include the statements stipulated below, and shall further instruct and cause its share registrars to refuse to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until the holder delivers to the share registrar a signed form in respect of the shares including the following statements:</p> <p>(1) the purchaser of shares agrees with the Bank and each shareholder of the Bank, and the Bank agrees with each shareholder, to observe and comply with the Company Law, the Special Regulations and other requirements of the relevant laws, administrative regulations and the Articles.</p> <p>(2) the purchaser of shares agrees with the Bank, each of the other shareholders, the directors, the supervisors, the supervisors, and the members of senior management, and the Bank (acting both for itself and for each director, supervisor and member of senior management) agrees with each shareholder to refer all differences and claims arising from the Articles or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Bank to arbitration in accordance with the Articles, and any referral to an arbitration tribunal shall be deemed to authorize the tribunal to conduct its hearing in an open hearing and to publish its findings. The findings of the arbitration tribunal shall be final and conclusive.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(3) the purchaser of shares agrees with the Bank and each shareholder of the Bank that shares in the Bank are freely transferable by the holder of such shares.</p> <p>(4) the purchaser of shares authorizes the Bank to enter into a contract on his behalf with each director and member of senior management whereby such directors and members of senior management undertake to observe and comply with their obligations to shareholders stipulated in the Articles.</p>	<p>(3) the purchaser of shares agrees with the Bank and each shareholder of the Bank that shares in the Bank are freely transferable by the holder of such shares.</p> <p>(4) the purchaser of shares authorizes the Bank to enter into a contract on his behalf with each director and member of senior management whereby such directors and members of senior management undertake to observe and comply with their obligations to shareholders stipulated in the Articles.</p>	
<p>CHAPTER 6 SHAREHOLDERS’ GENERAL MEETINGS</p>	<p>CHAPTER 6 SHAREHOLDERS’ GENERAL MEETINGS</p>	
<p>Section 1 Shareholders</p>	<p>Section 1 Shareholders</p>	
<p>Article 52 A shareholder of the Bank is a person who lawfully holds shares in the Bank and whose name (description) is entered in the register of shareholders.</p> <p>Shareholders of the Bank shall comply with the requirements of the banking regulatory authority or other regulatory authorities.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders who hold shares of the same class will have the same rights and obligations.</p>	<p>Article 52 A shareholder of the Bank is a person who lawfully holds shares in the Bank and whose name (description) is entered in the register of shareholders.</p> <p>Shareholders of the Bank shall comply with the requirements of the banking regulatory authority or other regulatory authorities.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders who hold shares of the same class will have the same rights and obligations.</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Where two or more persons are registered as the joint holders of any shares, they must be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p> <p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p> <p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death (in a manner deemed appropriate by the Board of Directors) for the purpose of changing the register of shareholders; and</p> <p>(4) as far as all joint shareholders are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificate of the relevant shares from the Bank, to receive notices of the Bank, to attend the shareholders' general meeting convened by the Bank or to exercise all the voting rights attached to the relevant shares; and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares.</p>	<p>Where two or more persons are registered as the joint holders of any shares, they must <u>shall</u> be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p> <p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p> <p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death (in a manner deemed appropriate by the Board of Directors) for the purpose of changing the register of shareholders; and</p> <p>(4) as far as all joint shareholders are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificate of the relevant shares from the Bank, to receive notices of the Bank, to attend the shareholders' general—meeting convened by the Bank or to exercise all the voting rights attached to the relevant shares; and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
Any receipts issued to the Bank by one of the joint shareholders for any dividend, bonus issue or return on capital payable to such joint shareholders shall be treated as a valid receipt that has been issued by all the joint shareholders to the Bank.	Any receipts issued to the Bank by one of the joint shareholders for any dividend, bonus issue or return on capital payable to such joint shareholders shall be treated as a valid receipt that has been issued by all the joint shareholders to the Bank.	
<p>Article 53 Holders of shares of the Bank shall enjoy the following rights (if the Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to personally attend or appoint a proxy to attend shareholders' general meetings, and to exercise voting rights based on the number of shares held by them;</p> <p>(3) to supervise the business operation of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(4) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles;</p>	<p>Article 53 Holders of shares of the Bank shall enjoy the following rights (if the Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to personally attend or appoint a proxy to attend shareholders' general meetings, and to exercise voting rights based on the number of shares held by them;</p> <p>(3) to supervise the business operation of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(4) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles;</p>	Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(5) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed and the Articles, including:</p> <p>1. to obtain a copy of the Articles after paying the costs and expenses incurred; and</p> <p>2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <p>(i) all parts of the register of shareholders;</p> <p>(ii) the personal information of the directors, supervisors and other members of senior management of the Bank;</p> <p>(iii) status of the Bank's share capital;</p> <p>(iv) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p>	<p>(5) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed and the Articles, including:</p> <p>1. to obtain a copy of the Articles after paying the costs and expenses incurred; and</p> <p>2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <p>(i) all parts of the register of shareholders;</p> <p>(ii) the personal information of the directors, supervisors and other members of senior management of the Bank;</p> <p>(iii) status of the Bank's share capital;</p> <p>(iv) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(v) minutes of the shareholders' general meetings;</p> <p>(vi) the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors;</p> <p>Other than item (ii), the documents referred to in items (i) to (vi) shall be maintained at the Hong Kong address of the Bank in accordance with Stock Exchange Listing Rules and available for inspection free of charge by both the public shareholders and H shareholders, whereas item (v) will only be available for inspection by the shareholders.</p> <p>If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven (7) days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involves price sensitive information and the Bank's trade secrets.</p>	<p>(v) minutes of the shareholders' general meetings;</p> <p>(vi) the latest audited financial statements, directors' reports, and auditors' report and report of the Bank's Board of Supervisors;</p> <p>Other than item (ii), the documents referred to in items (i) to (vi) shall be maintained at the Hong Kong address of the Bank in accordance with Stock Exchange Listing Rules and available for inspection free of charge by both the public shareholders and H shareholders, whereas item (v) will only be available for inspection by the shareholders.</p> <p>If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven (7) days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involves price sensitive information and the Bank's trade secrets.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(7) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting in relation to the merger or division of the Bank); and</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles.</p> <p>If any person holding an interest in the shares either directly or indirectly exercises their rights without disclosing their rights to the Bank, the Bank shall not thus compromise the rights of such persons by freezing it or in any other manner.</p>	<p>(6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(7) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting in relation to the merger or division of the Bank); and</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles.</p> <p>If any person holding an interest in the shares either directly or indirectly exercises their rights without disclosing their rights to the Bank, the Bank shall not thus compromise the rights of such persons by freezing it or in any other manner.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 56 If any director and member of senior management has violated the laws, administrative regulations or provisions of the Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% or more shares in the Bank for one hundred and eighty (180) consecutive days may make a written request to the Board of Supervisors to initiate legal proceedings at the people’s court. If the Board of Supervisors has violated laws, administrative regulations or provisions of the Articles in performing its duties and therefore has caused loss to the Bank, the shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people’s court.</p> <p>If the Board of Supervisors or the Board of Directors rejects or fails to initiate legal proceedings within thirty (30) days after receiving the request, or the situation is so urgent that the Bank’s interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people’s court in their own names for the benefit of the Bank.</p>	<p>Article 56 If any director and member of senior management <u>other than members of the Audit Committee</u> has violated the laws, administrative regulations or provisions of the Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% or more shares in the Bank for one hundred and eighty (180) consecutive days may make a written request to the <u>Audit Committee</u> Board of Supervisors to initiate legal proceedings at the people’s court. If <u>a member of the Audit Committee</u> Board of Supervisors has violated laws, administrative regulations or provisions of the Articles in performing its duties and therefore has caused loss to the Bank, the <u>aforementioned</u> shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people’s court.</p> <p>If the <u>Audit Committee</u> Board of Supervisors or the Board of Directors rejects or fails to initiate legal proceedings within thirty (30) days after receiving the request, or the situation is so urgent that the Bank’s interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people’s court in their own names for the benefit of the Bank.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors and with reference to Article 38 of the Guidelines for the Articles of Association of Listed Companies.</p> <p>Article 38 If a director other than members of the audit committee or senior management contravenes the law, administrative regulations or these Articles of Association when carrying out his duties resulting in losses to the company, shareholders individually or together holding 1% or more of the shares for 180 days or more continuously may request the audit committee in writing to commence litigation in the People’s Court. If members of the audit committee contravene the law, administrative regulations or these Articles of Association when carrying out its duties resulting in losses to the company, the shareholders may request the Board in writing to commence litigation at the people’s court.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>If any other person infringes on the Bank’s interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people’s court pursuant to procedures stated in the two preceding paragraphs.</p>	<p>If any other person infringes on the Bank’s interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people’s court pursuant to procedures stated in the two preceding paragraphs.</p>	<p>If the audit committee or board of directors refuses to commence litigation upon receipt of the shareholder’s written request under the preceding paragraph, or does not commence litigation within 30 days upon receipt of the request, or the situation is so urgent that without an immediate litigation it will cause irreparable losses to the company, the shareholders so entitled under the previous paragraph may commence litigation directly at the people’s court under their own names for the interest of the company.</p> <p>If any person intervenes with the lawful interests of the company and results in losses suffered by the company, a shareholder so entitled under the first paragraph may commence litigation at the people’s court in accordance with the two preceding paragraphs.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 60 Any unit or individual together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of the total number of shares of the Bank, shall report to the banking regulatory authority for approval in advance.</p> <p>Any unit or individual together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of the total number of shares of the Bank, shall report to the banking regulatory authority within ten working days after obtaining their equity interests.</p> <p>Any shareholder who shall but does not obtain approval from the banking regulatory authority, or who fails to report to the regulatory authority, shall be prohibited from exercising the following rights:</p> <ol style="list-style-type: none"> 1. right to request the convening of a shareholders’ general meeting (including class shareholders’ general meeting); 2. voting right; 	<p>Article 60 Any unit or individual together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of the total number of shares of the Bank, shall report to the banking regulatory authority for approval in advance.</p> <p>Any unit or individual together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of the total number of shares of the Bank, shall report to the banking regulatory authority within ten working days after obtaining their equity interests.</p> <p>Any shareholder who shall but does not obtain approval from the banking regulatory authority, or who fails to report to the regulatory authority, shall be prohibited from exercising the following rights:</p> <ol style="list-style-type: none"> 1. right to request the convening of a shareholders’ general—meeting (including class shareholders’ general meeting); 2. voting right; 	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>3. nomination right of candidate for director and supervisor;</p> <p>4. right of proposals;</p> <p>5. right of disposition;</p> <p>6. other rights limited as required by the regulatory authorities.</p> <p>If a shareholder holding the Excess Shares fails to obtain the approval from the banking regulatory authority, the shareholder must transfer the shareholding within the period prescribed by the banking regulatory authority.</p> <p>Notwithstanding the foregoing provisions, shareholders of the Bank holding the Excess Shares shall not be subject to any restrictions when exercising the rights stipulated in items (1) and (6) of Article 53 of the Articles.</p>	<p>3. nomination right of candidate for director and supervisor;</p> <p>4. right of proposals;</p> <p>5. right of disposition;</p> <p>6. other rights limited as required by the regulatory authorities.</p> <p>If a shareholder holding the Excess Shares fails to obtain the approval from the banking regulatory authority, the shareholder must transfer the shareholding within the period prescribed by the banking regulatory authority.</p> <p>Notwithstanding the foregoing provisions, shareholders of the Bank holding the Excess Shares shall not be subject to any restrictions when exercising the rights stipulated in items (1) and (6) of Article 53 of the Articles.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 61 If shareholders use their equity interests in the Bank to provide guarantees for themselves or others, they shall strictly comply with the requirements of laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance. Majority shareholders shall not, with equity interest held in the Bank, provide guarantee for debts other than those belonging to themselves and their related parties, and shall not, in the form of pledge of equity interest, to hold the equity interest of the Bank on behalf of others, to hold shares illegally through a related party, or to transfer equity interest in a disguised manner. The Office of the Board of Directors is responsible for daily work such as collecting, collating and reporting of such information in relation to pledge of equity interests of the Bank. Upon the registration of pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely, accurate and complete manner so as to meet the Bank's requirements on risk management and information disclosure.</p>	<p>Article 61 If shareholders use their equity interests in the Bank to provide guarantees for themselves or others, they shall strictly comply with the requirements of laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance. Majority shareholders shall not, with equity interest held in the Bank, provide guarantee for debts other than those belonging to themselves and their related parties, and shall not, in the form of pledge of equity interest, to hold the equity interest of the Bank on behalf of others, to hold shares illegally through a related party, or to transfer equity interest in a disguised manner. The Office of the Board of Directors is responsible for daily work such as collecting, collating and reporting of such information in relation to pledge of equity interests of the Bank. Upon the registration of pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely, accurate and complete manner so as to meet the Bank's requirements on risk management and information disclosure.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Where a shareholder who serves on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than 2% of share capital or voting rights in the Bank pledges his/her equity interests in the Bank, it shall make an application and filing to the Board of Directors of the Bank in advance, stating the basic information of the pledge including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgees. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Bank's shareholding, corporate governance, as well as the risk and related party transaction control, no filing shall be made. The director(s) appointed by a shareholder proposing to pledge his/her shares in the Bank shall avoid attending the meeting of the Board of Directors at which such proposal is considered.</p>	<p>Where a shareholder who serves on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than 2% of share capital or voting rights in the Bank pledges his/her equity interests in the Bank, it shall make an application and filing to the Board of Directors of the Bank in advance, stating the basic information of the pledge including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgees. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Bank's shareholding, corporate governance, as well as the risk and related party transaction control, no filing shall be made. The director(s) appointed by a shareholder proposing to pledge his/her shares in the Bank shall avoid attending the meeting of the Board of Directors at which such proposal is considered.</p>	
<p>Where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meetings, as well as the voting rights of the director(s) nominated by such shareholder at board meetings, shall be subject to restrictions.</p>	<p>Where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meetings, as well as the voting rights of the director(s) nominated by such shareholder at board meetings, shall be subject to restrictions.</p>	
<p>Shareholders shall not pledge the Bank's shares if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net equity value held by them in the Bank in the previous year.</p>	<p>Shareholders shall not pledge the Bank's shares if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net equity value held by them in the Bank in the previous year.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 63 In addition to the obligations required under the laws, administrative regulations or the provisions stipulated by a stock exchange located at the jurisdiction in which the shares of the Bank are listed, when exercising their rights as a shareholder, controlling shareholders shall not exercise their voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders:</p> <p>(1) relieving a director or supervisor of their responsibility to act in good faith and in the best interests of the Bank;</p> <p>(2) approving a director or a supervisor in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank, regardless of whether the deprivation is made for the director or supervisor’s benefit or for the benefit of others; and</p> <p>(3) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to a Bank restructuring submitted to and adopted at the shareholders’ general meeting in accordance with the Articles.</p>	<p>Article 63 In addition to the obligations required under the laws, administrative regulations or the provisions stipulated by a stock exchange located at the jurisdiction in which the shares of the Bank are listed, when exercising their rights as a shareholder, controlling shareholders shall not exercise their voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders:</p> <p>(1) relieving a director or supervisor of their responsibility to act in good faith and in the best interests of the Bank;</p> <p>(2) approving a director or a supervisor in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank, regardless of whether the deprivation is made for the director or supervisor’s benefit or for the benefit of others; and</p> <p>(3) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to a Bank restructuring submitted to and adopted at the shareholders’ general meeting in accordance with the Articles.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Section 2 General Provisions on Shareholders' General Meetings</p>	<p>Section 2 General Provisions on Shareholders' General Meetings</p>	
<p>Article 67 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to decide on the business policies and significant investment plans of the Bank;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to examine and approve reports made by the Board of Directors;</p> <p>(4) to examine and approve reports made by the Board of Supervisors;</p> <p>(5) to examine and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6) to examine and approve the Bank's plans for profit distribution and tax loss carryforward;</p> <p>(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p>	<p>Article 67 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to decide on the business policies and significant investment plans of the Bank;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors—and supervisors;</p> <p>(2) to examine and approve reports made by the Board of Directors;</p> <p>(4) to examine and approve reports made by the Board of Supervisors;</p> <p>(3) to examine and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(4) to examine and approve the Bank's plans for profit distribution and tax loss carryforward;</p> <p>(5) to adopt resolutions concerning the increase or reduction in the Bank's registered</p>	<p>Amended in accordance with Article 59, Article 112, Article 152 of the new Company Law.</p> <p>Article 59 of the new Company Law The shareholders' meeting may exercise the following functions and powers:</p> <p>(1) to elect and replace directors or supervisors and to determine matters relating to the remuneration of the directors or supervisors;</p> <p>(2) to consider and approve the reports of the board;</p> <p>(3) to consider and approve reports of the board of supervisors;</p> <p>(4) to consider and approve the company's profit distribution plan and loss recovery plan;</p> <p>(5) to resolve on the increase or reduction of the registered capital of the company;</p> <p>(6) to resolve on the issuance of corporate bonds;</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(8) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;</p> <p>(9) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</p> <p>(10) to amend the Articles, to consider and adopt the rules of procedure of the shareholders' general meetings, Board of Directors' meetings and Board of Supervisors' meetings;</p> <p>(11) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(12) to examine and approve proposals raised by shareholders who individually or jointly hold 3%¹ or more of the total voting shares of the Bank (the "Proposing Shareholders");</p> <p>(13) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;</p>	<p>(6) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;</p> <p>(7) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</p> <p>(8) to amend the Articles, to consider and adopt the rules of procedure of the shareholders' general meetings, Board of Directors' meetings and Board of Supervisors' meetings;</p> <p>(9) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(10) to examine and approve proposals raised by shareholders who individually or jointly hold 1% or more of the total voting shares of the Bank (the "Proposing Shareholders");</p> <p>(11) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;</p>	<p>(7) to resolve on the merger, demerger, dissolution, liquidation or change of corporate form of the company;</p> <p>(8) to amend the Articles of Association;</p> <p>(9) to exercise other functions and powers stipulated in the Articles of Association;</p> <p>The shareholders' meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.</p> <p>Article 112 The provisions of the first paragraph and second paragraph of Article 59 of the Company Law regarding the functions and powers of the shareholders' meeting of a limited liability company shall apply to the shareholders' meeting of a joint stock limited company.</p> <p>Article 152 The shareholders' meeting may authorize the board of directors to decide to issue shares not exceeding 50% of the issued shares within three years. However, the use of non-monetary assets as capital contributions shall be subject to a resolution of the shareholders' meeting.</p>

1 Pursuant to the additional proposal titled "to consider and approve the Ordinary Resolution on the Proposal on Amendments to the Articles of Association of Huishang Bank (Concerning Proposing Shareholders)" submitted by Zhongjing Xinhua Asset Investment Management Co., Ltd. (中靜新華資產管理有限公司), a shareholder of the Bank, to the 2024 annual general meeting of the Bank, and approved by the 2024 annual general meeting through a special resolution, this article has been amended as follows and is currently pending regulatory approval: **Article 67(12)** shall be amended as: to examine and approve proposals raised by shareholders who individually or jointly hold 1% or more of the total voting shares of the Bank (the "Proposing Shareholders").

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(14) to examine the guarantees made pursuant to Article 68 of the Articles;</p> <p>(15) to examine the related party transactions which require approval by the shareholders' general meeting as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles;</p> <p>(16) to examine and approve the matters concerning the change of the use of proceeds;</p> <p>(17) to examine the stock incentive plans and employee stock ownership plans;</p> <p>(18) to determine the issuance of preference shares; to determine or authorise the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; and</p> <p>(19) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities as well as the Articles.</p>	<p>(12) to examine the guarantees made pursuant to Article 68 of the Articles;</p> <p>(13) to examine the related party transactions which require approval by the shareholders' general meeting as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles;</p> <p>(14) to examine and approve the matters concerning the change of the use of proceeds;</p> <p>(15) to examine the stock incentive plans and employee stock ownership plans;</p> <p>(16) to determine the issuance of preference shares; to determine or authorise the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; and</p> <p>(17) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities as well as the Articles.</p>	<p>If the board of directors decides to issue shares in accordance with the provisions of the preceding paragraph, resulting in changes in the registered capital or the number of issued shares of the company, the amendment of such item in the articles of association need not be voted by the shareholders' meeting.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>The shareholder's general meeting shall not delegate the statutory powers exercised by itself to the Board of Directors, other institutions or individuals to exercise. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p><u>The shareholders' meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds; may authorize the Board of Directors to decide to issue shares not exceeding 50% of the issued shares within three years, but if non-monetary assets are used as capital contributions, a resolution of the shareholders' meeting shall be required.</u></p> <p>The shareholder's general meeting shall not delegate the statutory powers exercised by itself to the Board of Directors, other institutions or individuals to exercise. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 68 In the following situations, the guarantees extended by the Bank shall be considered and passed at the shareholders' general meetings.</p> <p>(1) any subsequent guarantees to be provided once the total amount of external guarantees given by the Bank and its subsidiaries companies (subsidiary banks) has reached or exceeded 50% of their latest audited net assets;</p> <p>(2) any subsequent guarantees to be provided once the total amount of external guarantees given by the Bank has reached or exceeded 30% of its latest audited total assets;</p> <p>(3) guarantees to any party with a gearing ratio exceeding 70%;</p> <p>(4) any single guarantee exceeding 10% of the latest audited net assets; and</p> <p>(5) any guarantee provided to shareholders, <i>de facto</i> controllers and their related parties.</p>	<p>Article 68 In the following situations, the guarantees extended by the Bank shall be considered and passed at the shareholders' general meetings.:</p> <p>(1) any subsequent guarantees to be provided once the total amount of external guarantees given by the Bank and its subsidiaries companies (subsidiary banks) has reached or exceeded 50% of their latest audited net assets;</p> <p>(2) any subsequent guarantees to be provided once the total amount of external guarantees given by the Bank has reached or exceeded 30% of its latest audited total assets;</p> <p><u>(3) the guarantee with its amount provided by the Bank to others within one year exceeds 30% of the Bank's audited total assets for the latest period;</u></p> <p>(4) guarantees to any party with a gearing ratio exceeding 70%;</p> <p>(5) any single guarantee exceeding 10% of the latest audited net assets; and</p> <p>(6) any guarantee provided to shareholders, <i>de facto</i> controllers and their related parties.</p>	<p>Amended in accordance with Article 135 of the new Company Law.</p> <p>Article 135 Matters concerning the purchase or disposal of material assets or the guarantees provided to others by a listed company within one year that exceeds 30% of the company's total assets, a resolution shall be made by the shareholders' meeting and adopted by the shareholders representing more than two-thirds of the voting rights who are present at the meeting.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 69 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisors and members of senior management of the Bank without approval in the form of a special resolution passed in a shareholders' general meeting.</p>	<p>Article 69 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisors and members of senior management of the Bank without approval in the form of a special resolution passed in a shareholders' general meeting.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 71 An extraordinary general meeting shall be convened within two (2) months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles;</p> <p>(2) the outstanding loss of the Bank is at least one-third of the Bank's total share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (the "Requesting Shareholders") have requested to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated on the day on which the shareholders submit a written request to convene the meeting;</p>	<p>Article 71 An extraordinary <u>shareholders' general</u> meeting shall be convened within two (2) months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles;</p> <p>(2) the outstanding loss of the Bank is at least one-third of the Bank's total share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (the "Requesting Shareholders") have requested to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated on the day on which the shareholders submit a written request to convene the meeting;</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(4) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) more than half of and not less than two independent directors propose to convene the meeting;</p> <p>(6) the Board of Supervisors proposes to convene the meeting; and</p> <p>(7) any other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles.</p>	<p>(4) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) more than half of and not less than two independent directors propose to convene the meeting;</p> <p>(6) the Board of Supervisors Audit Committee proposes to convene the meeting; and</p> <p>(7) any other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles.</p>	
<p>Section 3 The Convening of Shareholders’ General Meetings</p>	<p>Section 3 The Convening of Shareholders’ General Meetings</p>	
<p>Article 75 The shareholders’ general meeting shall be convened by the Board of Directors. If the Board of Directors is unable or fails to perform its duty in convening the shareholders’ general meeting, the Board of Supervisors shall promptly convene the meeting. If the Board of Supervisors does not convene the meeting, the shareholders who individually or jointly hold 10% or more of the Bank’s total voting shares for not less than ninety (90) consecutive days (the “Convening Shareholders”) may convene such meetings on their own initiative.</p>	<p>Article 75 The shareholders’ general meeting shall be convened by the Board of Directors. If the Board of Directors is unable or fails to perform its duty in convening the shareholders’ general meeting, the Board of Supervisors Audit Committee shall promptly convene the meeting. If the Board of Supervisors Audit Committee does not convene the meeting, the shareholders who individually or jointly hold 10% or more of the Bank’s total voting shares for not less than ninety (90) consecutive days (the “Convening Shareholders”) may convene such meetings on their own initiative.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 77 The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Board of Supervisors shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten (10) days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene and preside over the shareholders' general meeting on its own initiative.</p>	<p>Article 77 The Board of Supervisors Audit Committee shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene an extraordinary shareholders' general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary shareholders' general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Board of Supervisors Audit Committee shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary shareholders' general meeting or fails to give its response within ten (10) days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors Audit Committee may convene and preside over the shareholders' general meeting on its own initiative.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>The external supervisors shall have the right to propose the Board of Supervisors to recommend that the Board of Directors convene an extraordinary general meeting if all the external supervisors are in unanimous consent, and the Board of Supervisors shall give a written opinion as to whether it agrees or disagrees within ten (10) days upon receipt of such proposals. If the Board of Supervisors refuses to convene the extraordinary general meeting, it shall give an explanation.</p>	<p>The external supervisors shall have the right to propose the Board of Supervisors to recommend that the Board of Directors convene an extraordinary general meeting if all the external supervisors are in unanimous consent, and the Board of Supervisors shall give a written opinion as to whether it agrees or disagrees within ten (10) days upon receipt of such proposals. If the Board of Supervisors refuses to convene the extraordinary general meeting, it shall give an explanation.</p>	
<p>Article 78 When the Requesting Shareholders request to convene an extraordinary general meeting or any class shareholders' meeting, they shall act in compliance with the following procedures:</p> <p>The Requesting Shareholders shall have the right to propose to the Board of Directors to convene an extraordinary general meeting or any class shareholders' meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten (10) days of receiving the proposal.</p>	<p>Article 78 When the Requesting Shareholders request to convene an extraordinary <u>shareholders' general</u> meeting or any class shareholders' meeting, they shall act in compliance with the following procedures:</p> <p>The Requesting Shareholders shall have the right to propose to the Board of Directors to convene an extraordinary <u>shareholders' general</u> meeting or any class shareholders' meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene an extraordinary <u>generalshareholders'</u> meeting within ten (10) days of receiving the proposal.</p>	<p>Amended based on Article 114 of the new Company Law and the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p> <p>Article 114 If the shareholders who individually or collectively hold more than 10% of the shares of the company request to convene an interim shareholders' meeting, the board of directors and the board of supervisors shall, within 10 days after the receipt of such request, decide whether to hold an interim shareholders' meeting and reply to the shareholders in writing.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>If the Board of Directors agrees to convene the extraordinary general meeting or class shareholders' meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or class shareholders' meeting, or fails to give its response within ten (10) days of receiving the proposal, the Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene an extraordinary shareholders' general meeting or class shareholders' meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>If the Board of Supervisors agrees to convene an extraordinary general meeting or class shareholders' meeting, a notice for convening such meeting shall be issued within five (5) days of receiving the proposal. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p>	<p>If the Board of Directors agrees to convene the extraordinary general<u>shareholders'</u> meeting or class shareholders' meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general<u>shareholders'</u> meeting or class shareholders' meeting, or fails to give its response within ten (10) days of receiving the proposal, the Requesting Shareholders shall have the right to propose to the Board of Supervisors <u>Audit Committee</u> to convene an extraordinary shareholders' general meeting or class shareholders' meeting and this proposal shall be made to the Board of Supervisors <u>Audit Committee</u> in writing; <u>the Audit Committee shall decide whether to convene the extraordinary shareholders' meeting or class shareholders' meeting within ten (10) days after receipt of the request in accordance with the provisions of laws, administrative regulations and the Articles of Association, and give a written reply.</u></p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>If the Board of Supervisors fails to issue a notice convening such a meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting or class shareholders' meeting, and the Requesting Shareholders may convene and preside over the meeting.</p>	<p>If the Board of Supervisors <u>Audit Committee</u> agrees to convene an extraordinary <u>shareholders' general</u> meeting or class shareholders' meeting, a notice for convening such meeting shall be issued within five (5) days of receiving the proposal <u>from the date of the resolution</u>. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p><u>If the Audit Committee disagrees with convening the extraordinary shareholders' meeting or the class shareholders' meeting, or fails to give a reply within ten (10) days upon receipt of the proposal</u> If the Board of Supervisors fails to issue a notice convening such a meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary <u>shareholders' general</u> meeting or class shareholders' meeting, and the Requesting Shareholders may convene and preside over the meeting.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 79 If either the Board of Supervisors or shareholders propose to convene a shareholders’ general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority and other relevant regulatory authorities of the place in which the Bank is operating.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders’ general meeting shall not be less than 10%.</p> <p>The Board of Supervisors or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated and to other relevant regulatory authorities when the Board of Supervisors or the Requesting Shareholders issue the notice of shareholders’ general meeting and the announcement of the resolutions passed at the shareholders’ general meeting.</p>	<p>Article 79 If either the Board of Supervisors <u>Audit Committee</u> or shareholders propose to convene a shareholders’ general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority and other relevant regulatory authorities of the place in which the Bank is operating.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders’ general meeting shall not be less than 10%.</p> <p>The Board of Supervisors <u>Audit Committee</u> or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated and to other relevant regulatory authorities when the Board of Supervisors or the Requesting Shareholders issue the notice of shareholders’ general meeting and the announcement of the resolutions passed at the shareholders’ general meeting.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 80 With respect to a shareholders’ general meeting convened by the Board of Supervisors or the shareholders, the Board of Directors and the secretary of the Board shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.</p> <p>If the Board of Directors fails to offer the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders by relying on the announcement regarding the notice convening the shareholders’ general meeting. The register of shareholders offered to the conveners shall only be used for the shareholders’ general meeting and shall not be used for other purposes.</p>	<p>Article 80 With respect to a shareholders’ general meeting convened by the Board of Supervisors <u>Audit Committee</u> or the shareholders, the Board of Directors and the secretary of the Board shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.</p> <p>If the Board of Directors fails to offer the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders by relying on the announcement regarding the notice convening the shareholders’ general meeting. The register of shareholders offered to the conveners shall only be used for the shareholders’ general meeting and shall not be used for other purposes.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p>
<p>Article 81 Necessary costs arising out of a shareholders’ general meeting convened by the Board of Supervisors or the Requesting Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.</p>	<p>Article 81 Necessary costs arising out of a shareholders’ general meeting convened by the Board of Supervisors <u>Audit Committee</u> or the Requesting Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Section 4 Proposals and Notice of Shareholders’ General Meetings</p>	<p>Section 4 Proposals and Notice of Shareholders’ General Meetings</p>	
<p>Article 83 When the Bank convenes shareholders’ general meetings, the Proposing Shareholders, the Board of Directors and the Board of Supervisors shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders’ general meeting into the agenda.</p> <p>The Proposing Shareholders may submit provisional proposals to the conveners in writing ten(10) days prior to the date of the general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals.</p> <p>Except for the circumstances provided in the above paragraph, after issuing the notice of the shareholders’ general meeting, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general meeting.</p> <p>Proposals which have not been set out in the notice of shareholders’ general meeting or which are not in compliance with Article 82 of the Articles shall not be put forward and voted upon as resolutions at a shareholders’ general meeting.</p>	<p>Article 83 When the Bank convenes shareholders’ general meetings, the Proposing Shareholders, the Board of Directors and the Board of Supervisors <u>Audit Committee</u> shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders’ general meeting into the agenda.</p> <p>The Proposing Shareholders may submit provisional proposals to the conveners in writing ten (10) days prior to the date of the shareholders’ general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals.</p> <p>Except for the circumstances provided in the above paragraph, after issuing the notice of the shareholders’ general meeting, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the shareholders’ general meeting.</p> <p>Proposals which have not been set out in the notice of shareholders’ general meeting or which are not in compliance with Article 82 of the Articles shall not be put forward and voted upon as resolutions at a shareholders’ general meeting.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 86 Notice of shareholders' general meeting shall meet the following requirements:</p> <p>(1) it is in written form;</p> <p>(2) it indicates the date, venue and duration of the meeting;</p> <p>(3) it shall state the matters and proposals to be considered at the meeting;</p> <p>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization and Bank restructuring proposals or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any), and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p>	<p>Article 86 Notice of shareholders' general meeting shall meet the following requirements:</p> <p>(1) it is in written form;</p> <p>(2) it indicates the date, venue and duration of the meeting;</p> <p>(3) it shall state the matters and proposals to be considered at the meeting;</p> <p>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization and Bank restructuring proposals or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any),² and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(5) if any of the directors, supervisors or members of senior management have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or member of senior management as shareholders compared to other shareholders of that same class, they shall explain this difference;</p> <p>(6) it shall contain the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote on his/her behalf, and such proxy need not be a shareholder;</p> <p>(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the shareholders' general meeting;</p> <p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person of the meeting; and</p>	<p>(5) if any of the directors; supervisors or members of senior management have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director; supervisor or member of senior management as shareholders compared to other shareholders of that same class, they shall explain this difference;</p> <p>(6) it shall contain the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote on his/her behalf, and such proxy need not be a shareholder;</p> <p>(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the shareholders' general meeting;</p> <p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person of the meeting; and</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(11) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles.</p> <p>The standard proxy form shall also be delivered together with the notice of shareholders' general meeting.</p>	<p>(11) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles.</p> <p>The standard proxy form shall also be delivered together with the notice of shareholders' general meeting.</p>	
<p>Article 88 If the elections of directors and supervisors are intended to be discussed at the shareholder's general meeting, the notice of the shareholders' general meeting shall, in compliance with laws, administrative regulations, departmental rules, regulatory documents and the requirements of the relevant regulatory authority and the Articles, fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars such as education level, work experience and any part-time work undertaken;</p> <p>(2) whether there is any connected relationship with the Bank or with the controlling shareholders and <i>de facto</i> controllers of the Bank;</p>	<p>Article 88 If the elections of directors and supervisors are intended to be discussed at the shareholder's general meeting, the notice of the shareholders' general meeting shall, in compliance with laws, administrative regulations, departmental rules, regulatory documents and the requirements of the relevant regulatory authority and the Articles, fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars such as education level, work experience and any part-time work undertaken;</p> <p>(2) whether there is any connected relationship with the Bank or with the controlling shareholders and <i>de facto</i> controllers of the Bank;</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the securities regulatory authority of the State Council and other relevant departments, and any stock exchange disciplinary action; and</p> <p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Stock Exchange Listing Rules.</p> <p>Except for the election of directors and supervisors via cumulative voting, the election of each director and supervisor shall be voted upon on a separate basis.</p>	<p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the securities regulatory authority of the State Council and other relevant departments, and any stock exchange disciplinary action; and</p> <p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Stock Exchange Listing Rules.</p> <p>Except for the election of directors and supervisors via cumulative voting, the election of each director and supervisor shall be voted upon on a separate basis.</p>	
<p>Section 5 The Holding of Shareholders' General Meetings</p>	<p>Section 5 The Holding of Shareholders' General Meetings</p>	
<p>Article 91 Any shareholder entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one (1) or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. However, majority shareholder's proxies shall not be those other than shareholders and their related parties, persons acting in concert, directors and supervisors nominated, and majority shareholder shall not be a proxy of non-related parties or persons acting in concert to attend a shareholders' general meeting. A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(1) the same right of speech as the shareholder at the shareholders' general meeting;</p>	<p>Article 91 Any shareholder entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one (1) or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. However, majority shareholder's proxies shall not be those other than shareholders and their related parties, persons acting in concert, directors and supervisors nominated, and majority shareholder shall not be a proxy of non-related parties or persons acting in concert to attend a shareholders' general meeting. A proxy may exercise the following powers at a shareholders' general-meeting:</p> <p>(1) the same right of speech as the shareholder at the shareholders' general meeting;</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(2) have authority to demand or join other shareholders in demanding a poll; and</p> <p>(3) have the right to vote by hand or on a poll, but when more than one (1) proxy has been appointed, the proxies only have the right to vote on a poll.</p> <p>If majority shareholder is an institutional investor such as an equity investment fund, it shall disclose its corporate governance and voting policies in relation to the Bank, including the relevant procedures for deciding to exercise voting rights, to the ultimate beneficiary of equity interests held by it and the Bank.</p>	<p>(2) have authority to demand or join other shareholders in demanding a poll; and</p> <p>(3) have the right to vote by hand or on a poll, but when more than one (1) proxy has been appointed, the proxies only have the right to vote on a poll.</p> <p>If majority shareholder is an institutional investor such as an equity investment fund, it shall disclose its corporate governance and voting policies in relation to the Bank, including the relevant procedures for deciding to exercise voting rights, to the ultimate beneficiary of equity interests held by it and the Bank.</p>	
<p>Article 99 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, but the figures recorded in the attendance records will prevail.</p> <p>The registration process for the meeting shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.</p>	<p>Article 99 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, but the figures recorded in the attendance records will prevail.</p> <p>The registration process for the meeting shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.</p>	Improved expressions.
<p>Article 100 When the shareholders' general meeting is being convened, the Bank's directors, supervisors and the secretary to the Board of Directors shall attend the meeting. Members of senior management shall observe the meeting.</p>	<p>Article 100 When the shareholders' general meeting is being convened, the Bank's directors, supervisors and the secretary to the Board of Directors shall attend the meeting. Members of senior management shall observe the meeting.</p>	Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 101 A shareholders’ general meeting convened by the Board of Directors shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties, the vice chairman of the Board of Directors shall chair and preside over the meeting. If the vice chairman is unable or fails to perform his/her duties, a director elected by not less than half of the directors shall chair and preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting.</p> <p>A shareholders’ general meeting convened by the Board of Supervisors shall be chaired and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall chair and preside over the meeting.</p>	<p>Article 101 A shareholders’ general meeting convened by the Board of Directors shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties, the vice chairman of the Board of Directors shall chair and preside over the meeting. If the vice chairman is unable or fails to perform his/her duties, a director elected by not lessmore than half of the directors shall chair and preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting.</p> <p>A shareholders’ general meeting convened by the Board—of Supervisors <u>Audit Committee</u> shall be chaired and presided over by the chairman of the Board—of Supervisors <u>Audit Committee</u>. If the chairman of the Board of Supervisors <u>Audit Committee</u> is unable or fails to perform his/her duties, a supervisor <u>member of the Audit Committee</u> jointly nominated elected by not lessmore than half of the supervisors <u>members of the Audit Committee</u> shall chair and preside over the meeting.</p>	<p>Amended in accordance with Article 114 of the new Company Law.</p> <p>Article 114 The shareholders’ meetings shall be convened by the board of directors and shall be presided over by the chairperson. Where the chairperson is unable or fails to perform his/her duties, the meetings shall be presided over by the vice chairperson; where the vice chairperson is unable or fails to perform his/her duties, the meetings shall be presided over by a director jointly recommended by more than half of the directors.</p> <p>If the board of directors is incapable of performing or is not performing its duties to convene the shareholders’ meeting, the board of supervisors should convene and preside over the shareholders’ meeting in a timely manner. If the board of supervisors fails to convene and preside over the shareholders’ meeting, shareholders individually or jointly holding 10% or more of the company’s shares for 90 days or more consecutively may unilaterally convene and preside over the shareholders’ meeting.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the generalshareholders' meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>Where shareholders individually or in aggregate holding 10% or more of the company's shares request to convene an extraordinary shareholders' meeting, the board of directors and the board of supervisors shall, within ten days after receipt of such request, decide whether to convene the extraordinary shareholders' meeting and reply to the shareholders in writing.</p>
<p>Article 103 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors should both report to the shareholders on the work they have undertaken over the past year, and each independent director shall also give a report on their duties to the shareholders.</p>	<p>Article 103 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors should both report to the shareholders on the work they have undertaken over the past year, and each independent director shall also give a report on their duties to the shareholders.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 104 Unless confidential trade secrets of the Bank are involved which shall not be divulged, the directors, supervisors and members of senior management shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.</p>	<p>Article 104 Unless confidential trade secrets of the Bank are involved which shall not be divulged, the directors, supervisors and members of senior management shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 105 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors, supervisors and members of senior management who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of Bank voting shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and the corresponding response or explanation, etc.;</p> <p>(6) the name of the lawyer, vote counter and scrutineer; and</p>	<p>Article 105 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors, supervisors and members of senior management who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of Bank voting shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and the corresponding response or explanation, etc.;</p> <p>(6) the name of the lawyer, vote counter and scrutineer; and</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(7) any other matters required by the shareholders’ general meeting or the provisions of the Articles to be recorded in the minutes.</p> <p>The minutes of the shareholders’ general meeting may be made in the form of a summary or resolution, etc.</p>	<p>(7) any other matters required by the shareholders’ general meeting or the provisions of the Articles to be recorded in the minutes.</p> <p>The minutes of the shareholders’ general meeting may be made in the form of a summary or resolution, etc.</p>	
<p>Article 106 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and shall form part of the Bank’s files. The secretary to the Board of Directors shall preserve the files in accordance with the Bank’s record management guidelines for a perpetual term.</p>	<p>Article 106 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and shall form part of the Bank’s files. The secretary to the Board of Directors shall preserve the files in accordance with the Bank’s record management guidelines for a perpetual term.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Section 6 The Voting Procedures and Resolutions of Shareholders’ General Meetings</p>	<p>Section 6 The Voting Procedures and Resolutions of Shareholders’ General Meetings</p>	
<p>Article 109 If the matter demanded to be resolved by a poll is the election of the chairman of the shareholders’ general meeting or the adjournment of the meeting, a poll shall be taken immediately. The chairman can decide when a poll will be taken if it is demanded for any other matters, the meeting may continue and other matters may be discussed. The results of that poll shall be considered as resolutions passed at the meeting.</p>	<p>Article 109 If the matter demanded to be resolved by a poll is the election of the chairman of the shareholders’ general meeting or the adjournment of the meeting, a poll shall be taken immediately. The chairman can decide when a poll will be taken if it is demanded for any other matters, the meeting may continue and other matters may be discussed. The results of that poll shall be considered as resolutions passed at the meeting.</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 111 The following matters shall be resolved by way of ordinary resolution:</p> <p>(1) work reports by the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss carryforward plans as proposed by the Board of Directors;</p> <p>(3) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors;</p> <p>(4) reports regarding the Bank’s annual financial budget and final accounts;</p> <p>(5) the appointment or dismissal of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(6) any other matters not required by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities or the Articles to be resolved by way of special resolution.</p>	<p>Article 111 The following matters shall be resolved by way of ordinary resolution:</p> <p>(1) work reports by the Board of Directors—and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss carryforward plans as proposed by the Board of Directors;</p> <p>(3) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors;</p> <p>(4) reports regarding the Bank’s annual financial budget and final accounts;</p> <p>(5) the appointment or dismissal of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(6) any other matters not required by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities or the Articles to be resolved by way of special resolution.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 114 The suggested list of candidates to serve as directors and supervisors shall be put forward to the shareholders’ general meeting for voting.</p> <p>Cumulative polling may be used for the election of directors and supervisors in a shareholders’ general meeting, where it is in accordance with the provisions of the Articles or a resolution passed in a shareholder’s general meeting.</p> <p>The Bank shall ensure the continuity of the Board of Directors, and except for re-elections at expiration of office, the number of directors that shall be replaced and re-elected by the Board of Directors each year shall not exceed one-third of the number of directors on the Board of Directors.</p>	<p>Article 114 The suggested list of candidates to serve as directors and supervisors shall be put forward to the shareholders’ general meeting for voting.</p> <p>Cumulative polling may be used for the election of directors—and supervisors in a shareholders’ general meeting, where it is in accordance with the provisions of the Articles or a resolution passed in a shareholder’s general meeting.</p> <p>The Bank shall ensure the continuity of the Board of Directors, and except for re-elections at expiration of office, the number of directors that shall be replaced and re-elected by the Board of Directors each year shall not exceed one-third of the number of directors on the Board of Directors.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 115 The general procedures for nomination and election of directors or supervisors are as follows:</p> <p>(1) according to the number of persons to be elected and in accordance with the Articles, a list of nominated candidates for directors and supervisors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors or the nomination committee of the preceding Board of Supervisors. Shareholders individually or jointly holding 3% or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors or candidates for supervisors to the Board of Supervisors.</p> <p>Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors nominated by such shareholder and their associates shall not, on principle, exceed the one-third of the total number of directors on the Board of Directors.</p>	<p>Article 115 The general procedures for nomination and election of directors—or supervisors are as follows:</p> <p>(1) according to the number of persons to be elected and in accordance with the Articles, a list of nominated candidates for directors and supervisors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors—or the nomination committee of the preceding Board of Supervisors. Shareholders individually or jointly holding 3% or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors or candidates for supervisors to the Board of Supervisors.</p> <p>Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors nominated by such shareholder and their associates shall not, on principle, exceed the one-third of the total number of directors on the Board of Directors.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(2) the nomination and remuneration committee of the Board of Directors and the nomination committee of the Board of Supervisors shall respectively conduct preliminary verification on the qualifications and eligibility of the candidates for directors or supervisors, and the names of qualified candidates shall be submitted to the Board of Directors or the Board of Supervisors for consideration. After approval by way of resolution from the Board of Directors or the Board of Supervisors, written proposals regarding the candidates for directors or supervisors shall be submitted to the shareholders' general meeting.</p> <p>(3) before the aforementioned shareholders' general meeting mentioned is convened, the nominees shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors or supervisors are truthful and complete and that they shall conscientiously perform their obligations upon election.</p> <p>(4) the Board of Directors or the Board of Supervisors shall disclose in accordance with the laws, regulations and the Articles, detailed information of the nominees to shareholders before the shareholders' general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting.</p>	<p>(2) the nomination and remuneration committee of the Board of Directors and the nomination committee of the Board of Supervisors shall respectively conduct preliminary verification on the qualifications and eligibility of the candidates for directors or supervisors, and the names of qualified candidates shall be submitted to the Board of Directors or the Board of Supervisors for consideration. After approval by way of resolution from the Board of Directors or the Board of Supervisors, written proposals regarding the candidates for directors or supervisors shall be submitted to the shareholders' general meeting.</p> <p>(3) before the aforementioned shareholders' general meeting mentioned is convened, the nominees shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors or supervisors are truthful and complete and that they shall conscientiously perform their obligations upon election.</p> <p>(4) the Board of Directors or the Board of Supervisors shall disclose in accordance with the laws, regulations and the Articles, detailed information of the nominees to shareholders before the shareholders' general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(5) each candidate for director or supervisor shall be voted for on a separate basis at the shareholders' general meeting unless cumulative polling is adopted.</p> <p>(6) if it is necessary to fill a vacant position for a director or supervisor, the nomination and remuneration committee of the Board of Directors, the nomination committee of the Board of Supervisors or shareholders eligible to make nominations shall submit proposals to the Board of Directors or the Board of Supervisors for consideration, and the position shall be elected or replaced after the shareholders' general meeting.</p> <p>(7) if there are any specific provisions regarding the method and procedure of nominating independent directors, external supervisors or employee representatives acting as directors and supervisors, as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles, those provisions shall prevail.</p> <p>If the number of shares with voting rights held by the controlling shareholder exceeds 30% of the total number of shares with voting rights in the Bank, the elections of directors and supervisors at the shareholders' general meeting shall be carried out via cumulative polling in accordance with Article 379 of the Article of Association.</p>	<p>(5) each candidate for directoror supervisor shall be voted for on a separate basis at the shareholders' general meeting unless cumulative polling is adopted.</p> <p>(6) if it is necessary to fill a vacant position for a director or supervisor, the nomination and remuneration committee of the Board of Directors; the nomination committee of the Board of Supervisors or shareholders eligible to make nominations shall submit proposals to the Board of Directorsor the Board of Supervisors for consideration, and the position shall be elected or replaced after the shareholders' general meeting.</p> <p>(7) if there are any specific provisions regarding the method and procedure of nominating independent directors; external supervisors or employee representatives acting as directors and supervisors, as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles, those provisions shall prevail.</p> <p>If the number of shares with voting rights held by the controlling shareholder exceeds 30% of the total number of shares with voting rights in the Bank, the elections of directors and supervisors at the shareholders' general meeting shall be carried out via cumulative polling in accordance with Article 37925 of the Article of Association.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 116 If directors and supervisors are elected by way of cumulative polling, and candidates have the same number of votes with vacancies in the number of candidates to be elected, additional election rounds using cumulative polling should be held with regard to the candidates with the same votes until the vacancies are filled.</p>	<p>Article 116 If directors—and supervisors are elected by way of cumulative polling, and candidates have the same number of votes with vacancies in the number of candidates to be elected, additional election rounds using cumulative polling should be held with regard to the candidates with the same votes until the vacancies are filled.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 118 Apart from proposals regarding the procedure or administration of the shareholders' general meeting for which resolutions may be made by a show of hands and counted by the chairman of the meeting acting in good faith, all other matters shall be decided on by a poll.</p>	<p>Article 118 Apart from proposals regarding the procedure or administration of the shareholders' general meeting for which resolutions may be made by a show of hands and counted by the chairman of the meeting acting in good faith, all other matters shall be decided on by a poll.</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 119 Before a proposal is put to vote at a shareholders' general meeting, two (2) representatives of the shareholders shall be nominated to count the votes and to act as the scrutineer. If a shareholder has an material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders and representatives of supervisors. At the same time, the auditors of the Bank, the H Share Registrar or external accountants (who are qualified as auditors) shall be appointed as the scrutineer. The chairman of the meeting shall announce the voting outcome at the meeting and shall declare, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Article 119 Before a proposal is put to vote at a shareholders' general meeting, two (2) representatives of the shareholders shall be nominated to count the votes and to act as the scrutineer. If a shareholder has ana material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders and representatives of supervisors—the members of the Audit Committee. At the same time, the auditors of the Bank, the H Share Registrar or external accountants (who are qualified as auditors) shall be appointed as the scrutineer. The chairman of the meeting shall announce the voting outcome at the meeting and shall declare, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 122 For every resolution, the chairman of the shareholders’ general meeting shall announce the voting circumstances, the voting outcome, and whether the resolution has been passed based on the voting outcome.</p> <p>Prior to formally announcing the voting outcome, all interested parties attending the meeting in person, including the Bank, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting results confidential.</p>	<p>Article 122 For every resolution, the chairman of the shareholders’ general meeting shall announce the voting circumstances, the voting outcome, and whether the resolution has been passed based on the voting outcome.</p> <p>Prior to formally announcing the voting outcome, all interested parties attending the meeting in person, including the Bank, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting results confidential.</p>	<p>Improved expressions.</p>
<p>Article 123 If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes, and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately.</p> <p>If the votes are counted at a shareholders’ general meeting, the recount shall be recorded into the minutes.</p> <p>The minutes and the list of signatures by shareholders and proxies in attendance shall be kept at the Bank’s domicile.</p>	<p>Article 123 If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes, and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately.</p> <p>If the votes are counted at a shareholders’ general meeting, the recount shall be recorded into the minutes.</p> <p>The minutes and the list of signatures by shareholders and proxies in attendance shall be kept at the Bank’s domicile.</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 126 If the proposal regarding the election of the directors or supervisors is approved at the shareholders’ general meeting, the newly elected director or supervisor’s term of service shall commence on the date on which the resolution is passed, except as otherwise provided by laws, administrative regulations, departmental rules, regulatory documents or otherwise required by relevant regulatory authorities.</p>	<p>Article 126 If the proposal regarding the election of the directors—or supervisors is approved at the shareholders’ general meeting, the newly elected director—or supervisor’s term of service shall commence on the date on which the resolution is passed, except as otherwise provided by laws, administrative regulations, departmental rules, regulatory documents or otherwise required by relevant regulatory authorities.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Section 7 Special Procedures for Voting by a Certain Class of Shareholders</p>	<p>Section 7 Special Procedures for Voting by a Certain Class of Shareholders</p>	
<p>Article 131 The shareholders of the class of share that are affected, whether they originally have voting rights at former shareholders’ general meetings, shall be entitled to vote on the matters concerning subparagraphs (2) to (8), (11) and (12) of the preceding Article at the meeting for this class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for this class of shareholders.</p>	<p>Article 131 The shareholders of the class of share that are affected, whether they originally have voting rights at former shareholders’ general meetings, shall be entitled to vote on the matters concerning subparagraphs (2) to (8), (11) and (12) of the preceding Article at the meeting for this class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for this class of shareholders.</p>	<p>Adjusted the numbering of chapters and articles.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) if the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 27 of the Articles or has repurchased its own shares through public transaction on a stock exchange, “shareholders with conflicts of interests” shall mean the controlling shareholders defined in Article 379 of the Articles;</p> <p>(2) if the Bank has repurchased shares under an off-market agreement in accordance with Article 27 of the Articles, “shareholders with conflicts of interests” shall mean shareholders who are connected with the aforementioned agreement; and</p> <p>(3) under a restructuring scheme of the Bank, “shareholders with conflicts of interests” shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>	<p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) if the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 27 of the Articles or has repurchased its own shares through public transaction on a stock exchange, “shareholders with conflicts of interests” shall mean the controlling shareholders defined in Article 37925 of the Articles;</p> <p>(2) if the Bank has repurchased shares under an off-market agreement in accordance with Article 27 of the Articles, “shareholders with conflicts of interests” shall mean shareholders who are connected with the aforementioned agreement; and</p> <p>(3) under a restructuring scheme of the Bank, “shareholders with conflicts of interests” shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
CHAPTER 7 BOARD OF DIRECTORS	CHAPTER 7 BOARD OF DIRECTORS	
Section 1 Directors	Section 1 Directors	
<p>Article 136 Directors of the Bank shall be a natural person and are not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors).</p> <p>Directors of the Bank shall have the necessary professional knowledge, work experience and basic qualities as well as good professional ethics in order to carry out their duties.</p> <p>Directors shall not serve as a director concurrently in financial institutions which may have a conflict of interest with the Bank.</p>	<p>Article 136 Directors of the Bank shall be a natural personss and are not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors <u>and employee directors</u>).</p> <p>Directors of the Bank shall have the necessary professional knowledge, work experience and basic qualities as well as good professional ethics in order to carry out their duties.</p> <p>Directors shall not serve as a directorss concurrently in financial institutions which may have a conflict of interest with the Bank.</p>	<p>Amended based on Article 68 and Article 120 of the new Company Law and the actual situation of and the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p> <p>Article 68 If the board of directors of the company has more than three members, it may include an employees’ representative of the company. Where a company has 300 or more employees, the Board shall include the employees’ representatives of the company unless the board of supervisors has been established and includes employees’ representatives of the company according to law. The employees’ representatives in the board of directors shall be democratically elected by the employees through the employees’ representative congress, employees’ congress or by other means.</p> <p>Article 120 A joint stock limited company shall have a board of directors, unless otherwise stipulated in Article 128 of the Company Law.</p> <p>The provisions of Article 67, the first paragraph of Article 68, Article 70, and Article 71 of the Company Law shall apply to a joint stock limited company.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Section 2 Independent Directors</p> <p>Article 150 The nomination and remuneration committee of the Board of Directors, and shareholders who individually or jointly hold 1% or more of the Bank’s total number of outstanding shares with voting rights and the Board of Supervisors may nominate independent directors, who shall be elected at a shareholders’ general meeting. Shareholders who have nominated non-independent directors and their related parties shall not simultaneously nominate independent directors. If the number of the voting shares held by the controlling shareholders exceeds 30% of the total number of shares of the Bank, the cumulative voting system stated in Article 379 herein shall be adopted to elect independent directors.</p>	<p>Section 2 Independent Directors</p> <p>Article 150 The nomination and remuneration committee of the Board of Directors, and shareholders who individually or jointly hold 1% or more of the Bank’s total number of outstanding shares with voting rights and the Board of Supervisors may nominate independent directors, who shall be elected at a shareholders’ general meeting. Shareholders who have nominated non-independent directors and their related parties shall not simultaneously nominate independent directors. If the number of the voting shares held by the controlling shareholders exceeds 30% of the total number of shares of the Bank, the cumulative voting system stated in Article 37925 herein shall be adopted to elect independent directors.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 156 To ensure the effective performance of duties and powers by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(1) the Bank shall ensure that independent directors have the same right to information as other directors. The Bank must inform independent directors in advance and provide them with sufficient materials in accordance with the legally-stipulated time in relation to any matter to be decided by the Board of Directors. If the independent directors consider that the materials are insufficient, they may request for supplements. Where two (2) or more independent directors consider that such materials are insufficient or that the arguments are ambiguous, they may jointly submit a written request to the Board of Directors proposing to postpone the convening of the Board meeting or postpone the discussion of such matter, and the Board of Directors shall comply with such requests.</p> <p>The materials provided by the Bank to independent directors shall be kept by the Bank and the independent directors for at least five (5) years.</p>	<p>Article 156 To ensure the effective performance of duties and powers by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(1) the Bank shall ensure that independent directors have the same right to information as other directors. The Bank must <u>shall</u> inform independent directors in advance and provide them with sufficient materials in accordance with the legally-stipulated time in relation to any matter to be decided by the Board of Directors. If the independent directors consider that the materials are insufficient, they may request for supplements. Where two (2) or more independent directors consider that such materials are insufficient or that the arguments are ambiguous, they may jointly submit a written request to the Board of Directors proposing to postpone the convening of the Board meeting or postpone the discussion of such matter, and the Board of Directors shall comply with such requests.</p> <p>The materials provided by the Bank to independent directors shall be kept by the Bank and the independent directors for at least five (5) years.</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(2) the Bank shall provide the necessary working conditions for independent directors. The secretary to the Board of Directors shall actively assist the independent directors in the performance of their duties, for example, explaining the background, providing materials and information, etc..</p> <p>(3) the relevant personnel of the Bank shall cooperate positively and shall not refuse to act, hinder or conceal anything and shall not interfere with the independent exercise of the independent directors' powers and duties.</p> <p>(4) the expenses incurred from engaging intermediaries by independent directors shall be borne by the Bank.</p> <p>(5) the Bank shall give appropriate allowances to independent directors. Proposals on the standards of allowance shall be formulated by the Board of Directors, discussed and approved at a shareholders' general meeting and shall be disclosed in the annual report.</p> <p>Save for the abovementioned allowance, independent directors shall not obtain additional undisclosed benefits from the Bank and its major Shareholders, or any entities or persons who have interests in the Bank.</p>	<p>(2) the Bank shall provide the necessary working conditions for independent directors. The secretary to the Board of Directors shall actively assist the independent directors in the performance of their duties, for example, explaining the background, providing materials and information, etc..</p> <p>(3) the relevant personnel of the Bank shall cooperate positively and shall not refuse to act, hinder or conceal anything and shall not interfere with the independent exercise of the independent directors' powers and duties.</p> <p>(4) the expenses incurred from engaging intermediaries by independent directors and other costs necessary for the exercise of their duties shall be borne by the Bank.</p> <p>(5) the Bank shall give appropriate allowances to independent directors. Proposals on the standards of allowance shall be formulated by the Board of Directors, discussed and approved at a shareholders' general meeting and shall be disclosed in the annual report.</p> <p>Save for the abovementioned allowance, independent directors shall not obtain additional undisclosed benefits from the Bank and its major Shareholders, or any entities or persons who have interests in the Bank.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 159 The Board of Directors or the Board of Supervisors has the right to propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances:</p> <p>(1) serious dereliction of duty;</p> <p>(2) failure to resign from his/her position when he/she is no longer qualified to be an independent director due to a change in his/her position;</p> <p>(3) failure to attend in person for three (3) consecutive Board meetings;</p> <p>(4) other circumstances provided by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles where an independent director is no longer suitable for holding such a position.</p>	<p>Article 159 The Board of Directors or the Board of Supervisors has the right to propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances:</p> <p>(1) serious dereliction of duty;</p> <p>(2) failure to resign from his/her position when he/she is no longer qualified to be an independent director due to a change in his/her position;</p> <p>(3) failure to attend in person for three (3) consecutive Board meetings;</p> <p>(4) other circumstances provided by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles where an independent director is no longer suitable for holding such a position.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 160 A proposal submitted by the Board of Supervisors in connection with the dismissal of an independent director shall only be submitted to a shareholders’ general meeting for consideration after such proposal has been adopted by two-thirds or more of the total number of supervisors. An independent director may, before the Board of Supervisors renders the proposal of dismissal, explain to the Board of Supervisors the relevant circumstances, make representations and defend himself/herself.</p> <p>If the Board of Supervisors proposes at a shareholders’ general meeting to dismiss an independent director, it shall report to the banking regulatory authority and issue a written notice to the independent director within one (1) month of such a shareholders’ general meeting. The independent director shall have the right to express their opinion orally or in writing before the voting, and shall have the right to submit such an opinion to the banking regulatory authority five (5) days prior to the shareholders’ general meeting. The shareholders shall vote after reviewing the independent director’s opinion.</p>	<p>Article 160 A proposal submitted by the Board of Supervisors <u>Board of Directors</u> in connection with the dismissal of an independent director shall only be submitted to a shareholders’ general meeting for consideration after such proposal has been adopted by two-thirds or more of the total number of the members of the supervisors <u>directors</u>. An independent director may, before the Board of Supervisors <u>Board of Directors</u> renders the proposal of dismissal, explain to the Board of Supervisors <u>Board of Directors</u> the relevant circumstances, make representations and defend himself/herself.</p> <p>If the Board of Supervisors <u>Board of Directors</u> proposes at a shareholders’ general meeting to dismiss an independent director, it shall report to the banking regulatory authority and issue a written notice to the independent director within one (1) month of such a shareholders’ general meeting. The independent director shall have the right to express their <u>his/her</u> opinion orally or in writing before the voting, and shall have the right to submit such an opinion to the banking regulatory authority five (5) days prior to the shareholders’ general meeting. The shareholders shall vote after reviewing the independent director’s opinion.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Section 3 Board of Directors</p> <p>Article 162 The Board of Directors shall be composed of fifteen (15) to nineteen (19) directors of which the independent directors shall account for one third or more of the total number of directors.</p>	<p>Section 3 Board of Directors</p> <p>Article 162 The Board of Directors shall be composed of fifteen (15) to nineteen (19) directors of which the independent directors shall account for one third or more of the total number of directors.</p> <p><u>The members of the Board of Directors shall include representatives of the employees, who shall be democratically elected by the employees of the Bank through employee representative meeting, employee meetings or other manners.</u></p>	<p>Amended in accordance with Article 68 and Article 120 of the new Company Law.</p> <p>Article 68 In a limited liability company with more than 300 employees, except where a board of supervisors is established in accordance with the law and includes employee representatives, the board of directors should include employee representatives. Employee representatives on the board of directors are elected through democratic processes such as the employees’ congress, shareholders’ meeting of employees, or other forms by the company’s employees. Article 120.....</p> <p>The provisions of Article 67, the first paragraph of Article 68, Article 70, and Article 71 of the Company Law shall apply to a joint stock limited company.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 163 The Board of Directors shall perform the following duties:</p> <p>(1) convene and report at shareholders' general meetings;</p> <p>(2) implement resolutions of the shareholders' general meeting;</p> <p>(3) make decisions on the Bank's operational development strategies, business plans and investment plans and supervise the implementation of the strategies;</p> <p>(4) formulate the Bank's annual financial budgets and accounts, proposals on profit distribution and tax loss carryforward;</p> <p>(5) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities;</p> <p>(6) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank;</p> <p>(7) decide on matters within the scope authorized at a shareholders' general meeting, including major external investments and acquisitions, disposal of assets and major guarantees, etc.;</p>	<p>Article 163 The Board of Directors shall perform the following duties:</p> <p>(1) convene and report at shareholders' general meetings;</p> <p>(2) implement resolutions of the shareholders' general meeting;</p> <p>(3) make decisions on the Bank's operational development strategies, business plans and investment plans and supervise the implementation of the strategies;</p> <p>(4) formulate the Bank's annual financial budgets and accounts, proposals on profit distribution and tax loss carryforward;</p> <p>(5) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities;</p> <p>(6) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank;</p> <p>(7) <u>within the scope authorized at a shareholders' meeting</u>, decide on matters within the scope authorized at a shareholders' general meeting <u>that fall outside the scope of the Bank's general banking operations</u>, including major external investments and acquisitions, disposal of assets and major guarantees, etc.;</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
(8) review and approve significant related party transactions, and submit special reports annually at the shareholders' general meeting on the implementation of the related party transactions management systems and the particulars of related party transactions;	(8) review and approve significant related party transactions, and submit special reports annually at the shareholders' general meeting on the implementation of the related party transactions management systems and the particulars of related party transactions;	
(9) decide on the establishment of the Bank's internal management entities;	(9) decide on the establishment of the Bank's internal management entities;	
(10) appoint or remove the Bank's president and secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank's senior management including the executive vice president and other members of senior management in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;	(10) appoint or remove the Bank's president and secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank's senior management including the executive vice president and other members of senior management in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;	
(11) formulate the basic management systems, decide on the policies on risk tolerance, risk management, internal control and compliance of the Bank and assume ultimate responsibility for comprehensive risk management;	(11) formulate the basic management systems, decide on the policies on risk tolerance, risk management, internal control and compliance of the Bank and assume ultimate responsibility for comprehensive risk management;	
(12) formulate amendments to the Articles, the procedures of shareholders' general meetings and Board meetings;	(12) formulate amendments to the Articles, the <u>rules of</u> procedures of shareholders' general meetings and <u>the rules of procedures of the Board meetings</u> ;	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(13) propose at a shareholders' general meeting the engagement, dismissal or discontinuance of engagement of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p>	<p>(13) propose at a shareholders' general meeting the engagement, dismissal or discontinuance of engagement of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p>	
<p>(14) be responsible for approving the Bank's internal auditing charter, medium and long term audit plans and annual audit plans;</p>	<p>(14) be responsible for approving the Bank's internal auditing charter, medium and long term audit plans and annual audit plans;</p>	
<p>(15) supervise the work performance of the members of senior management, listen to the president's work report and inspect the president's work, with the right to require the president and other members of senior management to provide various particulars and information on the Bank's operation, to ensure the proper performance of their duties;</p>	<p>(15) supervise the work performance of the members of senior management, listen to the president's work report and inspect the president's work, with the right to require the president and other members of senior management to provide various particulars and information on the Bank's operation, to ensure the proper performance of their duties;</p>	
<p>(16) be responsible for the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, completeness, accuracy and timeliness of the Bank's accounting and financial statements;</p>	<p>(16) be responsible for the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, completeness, accuracy and timeliness of the Bank's accounting and financial statements;</p>	
<p>(17) evaluate regularly and improve continuously the corporate governance of the Bank according to the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles;</p>	<p>(17) evaluate regularly and improve continuously the corporate governance of the Bank according to the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles;</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(18) draw up share incentive and employee share ownership plans of the Bank; and decide on the measures to link employees’ basic remuneration system of the Bank;</p> <p>(19) be responsible for the equity management of the Bank and assume the ultimate responsibility for the Bank’s equity affairs management;</p> <p>(20) safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(21) establish the mechanism for identification, review and management of the conflict of interests between the Bank and shareholders, in particular substantial shareholders;</p> <p>(22) other rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles and the shareholders’ general meeting.</p>	<p>(18) draw up share incentive and employee share ownership plans of the Bank; and decide on the measures to link employees’ basic remuneration system of the Bank;</p> <p>(19) be responsible for the equity management of the Bank and assume the ultimate responsibility for the Bank’s equity affairs management;</p> <p>(20) safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(21) establish the mechanism for identification, review and management of the conflict of interests between the Bank and shareholders, in particular substantial shareholders;</p> <p>(22) other rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles and the shareholders’ general meeting.</p>	
<p>Article 165 When removing the president of the Bank within their term of office, the Board of Directors shall inform the Board of Supervisors in time and provide a written explanation to the Board of Supervisors.</p> <p>The Board of Directors shall not directly appoint and dismiss the vice president and other members of senior management without the nomination by the president.</p>	<p>Article 165 When removing the president of the Bank within their term of office, the Board of Directors shall inform the Board of Supervisors in time and provide a written explanation to the Board of Supervisors.</p> <p>The Board of Directors shall not directly appoint and dismiss the vice president and other members of senior management without the nomination by the president.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 171 The meetings of the Board of Directors are divided into regular meetings and extraordinary meetings, and shall be convened and presided by the chairman.</p> <p>The Board of Directors shall notify the supervisors in advance of the Board meetings.</p> <p>The Board of Directors shall hold at least four (4) regular meetings annually. Notices of Board meetings shall be sent to all directors and supervisors in writing at least fourteen (14) days before the meeting, and the meeting documents shall be sent to all directors and supervisors at least five (5) days before the meeting.</p>	<p>Article 171 The meetings of the Board of Directors are divided into regular meetings and extraordinary meetings, and shall be convened and presided by the chairman.</p> <p>The Board of Directors shall notify the supervisors in advance of the Board meetings.</p> <p>The Board of Directors shall hold at least four (4) regular meetings annually. Notices of Board meetings shall be sent to all directors and supervisors in writing at least fourteen (14) days before the meeting, and the meeting documents shall be sent to all directors and supervisors at least five (5) days before the meeting.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 172 The chairman shall convene and preside over an extraordinary meeting within ten(10) days of receiving such a proposal under the following circumstances:</p> <p>(1) it is deemed necessary by the chairman;</p> <p>(2) it is proposed by more than one-third of the directors;</p>	<p>Article 172 The chairman shall convene and preside over an extraordinary meeting within ten(10) days of receiving such a proposal under the following circumstances:</p> <p>(1) it is deemed necessary by the chairman;</p> <p>(2) it is proposed by more than one-third of the directors;</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(3) it is proposed by the Board of Supervisors;</p> <p>(4) it is proposed by more than two independent directors;</p> <p>(5) it is proposed by the proposing shareholders;</p> <p>(6) it is proposed by the president;</p> <p>(7) other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles.</p> <p>The notice of an extraordinary Board meeting shall be served on all directors and supervisors in writing five (5) days before the meeting, and the meeting documents shall be served on all directors three (3) days before the meeting.</p> <p>In case of emergency, the service of notices and meeting documents for an extraordinary Board meeting shall not be subject to the time-limit stated in the preceding paragraph, but must be effectively served on the directors and supervisors before the meeting.</p>	<p>(3) it is proposed by the Board of Supervisors <u>Audit Committee</u>;</p> <p>(4) it is proposed by more than two independent directors;</p> <p>(5) it is proposed by the proposing shareholders;</p> <p>(6) it is proposed by the president;</p> <p>(7) other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles.</p> <p>The notice of an extraordinary Board meeting shall be served on all directors and supervisors in writing five (5) days before the meeting, and the meeting documents shall be served on all directors three (3) days before the meeting.</p> <p>In case of emergency, the service of notices and meeting documents for an extraordinary Board meeting shall not be subject to the time-limit stated in the preceding paragraph, but must <u>shall</u> be effectively served on the directors and supervisors before the meeting.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 173 Board meetings may be convened in the form of a physical meeting (including telephone conference, video conference, etc.) and the adoption of written resolutions.</p> <p>Physical Board meetings shall be recorded or taped. The Board shall ensure that each attending director can hear the other directors’ clearly and can communicate with each other where a Board meeting is convened by telephone conference or video conference. Should any director be unable to sign the Board minutes at such a meeting in a timely manner, such director shall vote orally and sign the written resolution as soon as possible.</p> <p>The director’s oral vote must have the same effect as signing the written resolution, provided that the later written resolution confirms the oral vote during the meeting. Should the written resolution differ from the oral vote, the oral vote shall prevail.</p> <p>If a Board meeting is convened by means of adopting written resolutions, the directors or other directors entrusted by them shall write “agree”, “object” or “abstain” on the resolution clearly. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles, the resolution shall be deemed adopted.</p>	<p>Article 173 Board meetings may be convened in the form of a physical meeting (including telephone conference, video conference, etc.) and the adoption of written resolutions.</p> <p>Physical Board meetings shall be recorded or taped. The Board shall ensure that each attending director can hear the other directors’ clearly and can communicate with each other where a Board meeting is convened by telephone conference or video conference. Should any director be unable to sign the Board minutes at such a meeting in a timely manner, such director shall vote orally and sign the written resolution as soon as possible.</p> <p>The director’s oral vote must <u>shall</u> have the same effect as signing the written resolution, provided that the later written resolution confirms the oral vote during the meeting. Should the written resolution differ from the oral vote, the oral vote shall prevail.</p> <p>If a Board meeting is convened by means of adopting written resolutions, the directors or other directors entrusted by them shall write “agree”, “object” or “abstain” on the resolution clearly. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles, the resolution shall be deemed adopted.</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 174 When the chairman of the Board of Directors cannot or fails to perform their duties of convening and presiding over an extraordinary Boarding meeting, the vice chairman shall act on their behalf; when the vice chairman cannot or fails to perform their duties of convening and presiding over an extraordinary Board meeting, a Director elected by not less than half of all the directors shall act on their behalf.</p>	<p>Article 174 When the chairman of the Board of Directors cannot or fails to perform their duties of convening and presiding over ana extraordinary BoardingBoard meeting, the vice chairman shall act on their behalf; when the vice chairman cannot or fails to perform their duties of convening and presiding over ana extraordinary Board meeting, a Director elected by not lessmore than half of all the directors shall act on their behalf.</p>	<p>Amended in accordance with Article 122 of the new Company Law.</p> <p>Article 122The chairman of the board of directors shall convene and preside over the board meetings and examine the implementation of the resolutions of the board of directors. The vice chairman shall assist the chairman to preside over the board meetings. If the chairman is unable or fails to perform his/her duties, the vice chairman shall perform the duties of the chairman; where the vice chairman is unable or fails to perform his/her duties, a director jointly elected by half or more of the members of the board of directors shall perform the duties of the chairman.</p>
<p>Article 176 Board meetings shall only be held when more than half of the directors attend the meeting. The Board of Directors shall resolve the matters proposed to be resolved by means of a meeting. Resolutions adopted at the Board meeting must be approved by more than half of the directors.</p> <p>Each director shall have one (1) vote for Board resolutions.</p>	<p>Article 176 Board meetings shall only be held when more than half of the directors attend the meeting. The Board of Directors shall resolve the matters proposed to be resolved by means of a meeting. Resolutions adopted at the Board meeting must shall be approved by more than half of the directors.</p> <p>Each director shall have one (1) vote for Board resolutions.</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
Section 4 Chairman	Section 4 Chairman	
<p>Article 186 The chairman of the Board of Directors shall have the following duties and powers:</p> <p>(1) to preside over shareholders' general meetings, and convene and preside over meetings of the Board of Directors;</p> <p>(2) to supervise and examine the implementation of resolutions of the Board of Directors;</p> <p>(3) to sign certificates of shares, bonds and others securities of the Bank;</p> <p>(4) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;</p> <p>(5) to exercise the duties and powers of a legal representative;</p> <p>(6) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the shareholders in a general meeting;</p>	<p>Article 186 The chairman of the Board of Directors shall have the following duties and powers:</p> <p>(1) to preside over shareholders' general meetings, and convene and preside over meetings of the Board of Directors;</p> <p>(2) to supervise and examine the implementation of resolutions of the Board of Directors;</p> <p>(3) to sign certificates of shares, bonds and others securities of the Bank;</p> <p>(4) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;</p> <p>(5) to exercise the duties and powers of a legal representative;</p> <p>(6) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the shareholders' in a general meeting;</p>	<p>Amended in accordance with Article 122 of the new Company Law.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(7) to decide on unconventional information disclosure caused by emergencies, and to subsequently report to the Board of Directors; and</p> <p>(8) other powers and rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities, the Articles and by the Board of Directors.</p> <p>The vice chairman shall assist the chairman in his/her work. If the chairman of the Board is unable or fails to perform their duties and powers, the vice chairman shall exercise such duties on their behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by not less than half of directors jointly to exercise such duties and powers on their behalf.</p>	<p>(7) to decide on unconventional information disclosure caused by emergencies, and to subsequently report to the Board of Directors; and</p> <p>(8) other powers and rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities, the Articles and by the Board of Directors.</p> <p>The vice chairman shall assist the chairman in his/her work. If the chairman of the Board is unable or fails to perform their duties and powers, the vice chairman shall exercise such duties on their behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by not less<u>more</u> than half of directors jointly to exercise such duties and powers on their behalf.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p style="text-align: center;">Section 5 Board Committees</p> <p>Article 187 The Board of Directors shall establish the strategic development and consumer rights protection committee, the nomination and remuneration committee, the risk management committee, the related party transaction control committee and the audit committee, and these committees shall be accountable to the Board of Directors. A person-in-charge shall be appointed to each Board committee to take charge of convening the activities of the Board committee; in principal, a person-in-charge of a Board committee may not concurrently serve as the person-in-charge of other Board committees. The number of members of each committee shall be no less than three. In particular, independent directors shall form the majority of the audit committee, the related party transactions management committee, the nomination and remuneration committee, and the persons-in-charge shall be independent directors; the proportion of independent directors in the risk management committee shall not be less than one-third in principle.</p>	<p style="text-align: center;">Section 5 Board Committees</p> <p>Article 187 The Board of Directors shall establish the strategic development and consumer rights protection committee, the nomination and remuneration committee, the risk management committee, the related party transaction control committee and the audit committee, and these committees shall be accountable to the Board of Directors. A person-in-charge shall be appointed to each Board committee to take charge of convening the activities of the Board committee; in principal, a person-in-charge of a Board committee may not concurrently serve as the person-in-charge of other Board committees. The number of members of each committee shall be no less than three. In particular, independent directors shall form the majority of the audit committee, the related party transactions management committee, the nomination and remuneration committee, and the persons-in-charge shall be independent directors; the proportion of independent directors in the risk management committee shall not be less than one-third in principle.</p>	<p>Amended in accordance with Article 121 of the new Company Law and the first paragraph of the Notice of the National Financial Regulatory Administration on Matters Relating to the Convergence of Corporate Governance Regulatory Requirements with the Company Law (《國家金融監督管理總局關於公司治理監管規定與公司法銜接有關事項的通知》).</p> <p>Article 121..... Employee representatives among the Board members may serve as members of the audit committee.....</p> <p>1. Financial institutions may, in accordance with their articles of association, set up an audit committee composed of directors in the board of directors, which exercises the duties and powers of the board of supervisors as stipulated by the Company Law and regulatory requirements, in lieu of establishing the board of supervisors or appointing supervisors.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>All members of the audit committee shall be non-executive directors (including independent directors) who have professional knowledge and work experience in any field of financial affairs, audit, accounting and law; moreover, at least one independent director of the audit committee shall be a professional in financial affairs or accounting. The person-in-charge of the risk management committee shall have experience in judging and managing all kinds of risks.</p>	<p><u>The Audit Committee exercises the powers of the Board of Supervisors as stipulated by the Company Law and regulatory systems.</u> All members of the audit committee shall be non-executive directors (including independent directors) who have professional knowledge and work experience in any field of financial affairs, audit, accounting and law; moreover, at least one independent director of the audit committee shall be a professional in financial affairs or accounting. <u>Eligible employee directors may serve as members of the Audit Committee.</u> The person-in-charge of the risk management committee shall have experience in judging and managing all kinds of risks.</p>	
<p>Section 6 Secretary to the Board of Directors</p>	<p>Section 6 Secretary to the Board of Directors</p>	
<p>Article 195 The Bank’s Directors or members of senior management may concurrently serve as the secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties as the secretary to the Board of Directors. The president, supervisors and the accountants of the accountants’ firms engaged by the Bank, as well as other persons prohibited by the laws, administrative rules, departmental regulations and other regulatory documents to serve as secretary to the Board of Directors shall not serve as the secretary to the Board of Directors.</p>	<p>Article 195 The Bank’s Directors or members of senior management may concurrently serve as the secretary to the Board of Directors, but they must <u>shall</u> ensure they have sufficient energy and time to undertake their duties as the secretary to the Board of Directors. The president, supervisors and the accountants of the accountants’ firms engaged by the Bank, as well as other persons prohibited by the laws, administrative rules, departmental regulations and other regulatory documents to serve as secretary to the Board of Directors shall not serve as the secretary to the Board of Directors.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>If a director of the Bank concurrently serves as the secretary to the Board of Directors, if an action has to be taken by the director and the secretary to the Board of Directors respectively, the person serving concurrently as director and the secretary of the Board of Directors shall not take such action in both of their capacities.</p>	<p>If a director of the Bank concurrently serves as the secretary to the Board of Directors, if an action has to be taken by the director and the secretary to the Board of Directors respectively, the person serving concurrently as director and the secretary of the Board of Directors shall not take such action in both of their capacities.</p>	
<p>CHAPTER 8 SENIOR MANAGEMENT</p>	<p>CHAPTER 8 SENIOR MANAGEMENT</p>	
<p>Section 1 Senior Management</p>	<p>Section 1 Senior Management</p>	
<p>Article 197 The senior management shall abide by laws, regulations, regulatory requirements and the Articles, possess good professional ethics, observe high standards of professional ethics, assume obligations of fidelity and diligence to the Bank, perform their duties in good faith, and with due diligence and prudence, and guarantee sufficient time and energy to perform their duties; shall not be negligent in performing their duties or perform duties beyond their authority; and shall not seek business opportunities belonging to the Bank for themselves or other persons, accept benefits in relation to the transactions of the Bank, take part-time jobs in other economic organizations, but shall report to the Board of Directors and Board of Supervisors in a timely, complete and truthful manner, their connected relationships with other shareholders of the Bank.</p>	<p>Article 197 The senior management shall abide by laws, regulations, regulatory requirements and the Articles, possess good professional ethics, observe high standards of professional ethics, assume obligations of fidelity and diligence to the Bank, perform their duties in good faith, and with due diligence and prudence, and guarantee sufficient time and energy to perform their duties; shall not be negligent in performing their duties or perform duties beyond their authority; and shall not seek business opportunities belonging to the Bank for themselves or other persons, accept benefits in relation to the transactions of the Bank, take part-time jobs in other economic organizations, but shall report to the Board of Directors and Board of Supervisors in a timely, complete and truthful manner, their connected relationships with other shareholders of the Bank.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 200 The senior management shall establish systems of reporting information to the Board of Directors and its Board committees as well as the Board of Supervisors and its committees, specifying the types, contents, timing and manner etc. of the information to be reported, ensuring that the directors and the supervisors can timely and accurately receive information of every description, and reporting to the Board of Directors on the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank according to the requirements of the Board of Directors and in a timely, accurate and complete manner.</p>	<p>Article 200 The senior management shall establish systems of reporting information to the Board of Directors and its Board committees as well as the Board of Supervisors and its committees, specifying the types, contents, timing and manner etc. of the information to be reported, ensuring that the directors and the supervisors—can timely and accurately receive information of every description, and reporting to the Board of Directors on the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank according to the requirements of the Board of Directors and in a timely, accurate and complete manner.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 201 The senior management shall submit themselves to the supervision of the Board of Supervisors, regularly report to the Board of Supervisors on information regarding the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank, and shall not obstruct or hinder the inspection, audit or other activities carried out by the Board of Supervisors according to its functions and powers.</p> <p>The senior management carries out operation management activities in accordance with the Articles of the Bank and the authorization of the Board of Directors to ensure that the Bank's operations are consistent with the development strategies, risk preferences and other policies approved by the Board of Directors.</p>	<p>Article 201 The senior management shall submit themselves to the supervision of the Board of Supervisors <u>Audit Committee</u>, regularly report to the Board of Supervisors <u>Audit Committee</u> on information regarding the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank, and shall not obstruct or hinder the inspection, audit or other activities carried out by the Board of Supervisors <u>Audit Committee</u> according to its functions and powers.</p> <p>The senior management carries out operation management activities in accordance with the Articles of the Bank and the authorization of the Board of Directors to ensure that the Bank's operations are consistent with the development strategies, risk preferences and other policies approved by the Board of Directors.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p>
<p>Article 202 The operational management activities of the Bank conducted legally by the senior management within their scope of authority shall not be intervened. The senior management shall have the right to request the Board of Supervisors to raise objections to the Board of Directors' acts of intervention in the operational management activities, and report to the banking regulatory authority.</p>	<p>Article 202 The operational management activities of the Bank conducted legally by the senior management within their scope of authority shall not be intervened. The senior management shall have the right to request the Board of Supervisors <u>Audit Committee</u> to raise objections to the Board of Directors' acts of intervention in the operational management activities, and report to the banking regulatory authority.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p align="center">Section 2 The President</p>	<p align="center">Section 2 The President</p>	
<p>Article 208 The president shall be accountable to the Board of Directors and shall perform the following functions and powers:</p> <p>(1) take charge of the daily operation and management of the Bank, organise the implementation of the resolutions of the Board of Directors and report the work to the Board of Directors;</p> <p>(2) submit annual business plans and investment proposals to the Board of Directors and organize the implementation upon approval by the Board of Directors;</p> <p>(3) draft proposals on the establishment of the Bank’s internal management entities;</p> <p>(4) draft the Bank’s basic management system;</p> <p>(5) formulate the Bank’s specific regulations;</p> <p>(6) propose to the Board of Directors to engage or dismiss the vice presidents and other members of senior management affirmed by the regulatory authority;</p>	<p>Article 208 The president shall be accountable to the Board of Directors and shall perform the following functions and powers:</p> <p>(1) take charge of the daily operation and management of the Bank, organise the implementation of the resolutions of the Board of Directors and report the work to the Board of Directors;</p> <p>(2) submit annual business plans and investment proposals to the Board of Directors and organize the implementation upon approval by the Board of Directors;</p> <p>(3) draft proposals on the establishment of the Bank’s internal management entities;</p> <p>(4) draft the Bank’s basic management system;</p> <p>(5) formulate the Bank’s specific regulations;</p> <p>(6) propose to the Board of Directors to engage or dismiss the vice presidents and other members of senior management affirmed by the regulatory authority;</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(7) engage or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors;</p>	<p>(7) engage or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors;</p>	
<p>(8) authorize members of senior management of the Bank and persons in charge of internal departments and branches to conduct operational activities;</p>	<p>(8) authorize members of senior management of the Bank and persons in charge of internal departments and branches to conduct operational activities;</p>	
<p>(9) draw up the Bank’s proposals on annual financial budgets and final accounts, the Bank’s profit distribution proposal, tax loss carry forward proposal, plans for increase or reduction of registered capital, issue and listing of bonds or negotiable securities, and put forward the proposals to the Board of Directors;</p>	<p>(9) draw up the Bank’s proposals on annual financial budgets and final accounts, the Bank’s profit distribution proposal, tax loss carry forward proposal, plans for increase or reduction of registered capital, issue and listing of bonds or negotiable securities, and put forward the proposals to the Board of Directors;</p>	
<p>(10) review and approve general related party transactions;</p>	<p>(10) review and approve general related party transactions;</p>	
<p>(11) decide on the appointment and dismissal of the Bank’s staff, and approve proposals on wages, benefits, rewards and punishment;</p>	<p>(11) decide on the appointment and dismissal of the Bank’s staff, and approve proposals on wages, benefits, rewards and punishment;</p>	
<p>(12) formulate plans on emergency treatment and risk prevention; adopt emergency measures when any major emergency arises and promptly report them to the Board of Directors, the Board of Supervisors and the banking regulatory authority; and</p>	<p>(12) formulate plans on emergency treatment and risk prevention; adopt emergency measures when any major emergency arises and promptly report them to the Board of Directors, the Board of Supervisors and the banking regulatory authority; and</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
(13) other powers and rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities, the Articles and by the Board of Directors.	(13) other powers and rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities, the Articles and by the Board of Directors.	
<p>Article 209 The president shall formulate the “Terms of Reference of the President” and implement such rules after being approved by the Board of Directors.</p> <p>The Terms of Reference of the president shall include the following:</p> <p>(1) conditions and procedures for convening a presidential meeting and the participating personnel;</p> <p>(2) specific duties and division of work of the president, vice presidents and other members of senior management;</p> <p>(3) use of funds and assets, authority for entering into material contracts and the system of reporting to the Board of Directors and the Board of Supervisors; and</p> <p>(4) other matters which are deemed necessary by the Board of Directors.</p>	<p>Article 209 The president shall formulate the “Terms of Reference of the President” and implement such rules after being approved by the Board of Directors.</p> <p>The Terms of Reference of the president shall include the following:</p> <p>(1) conditions and procedures for convening a presidential meeting and the participating personnel;</p> <p>(2) specific duties and division of work of the president, vice presidents and other members of senior management;</p> <p>(3) use of funds and assets, authority for entering into material contracts and the system of reporting to the Board of Directors and the Board of Supervisors Audit Committee; and</p> <p>(4) other matters which are deemed necessary by the Board of Directors.</p>	Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank and having the Audit Committee exercise the functions and powers of the Board of Supervisors.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>CHAPTER 9 BOARD OF SUPERVISORS</p>	<p>CHAPTER DELETED</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>CHAPTER 10 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, AND SENIOR MANAGEMENT</p>	<p>CHAPTER 9 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, AND SENIOR MANAGEMENT</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 270 The qualifications for the positions of directors, supervisors and members of senior management of the Bank shall meet the requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles. In accordance with aforementioned requirements, the qualifications of the directors and members of senior management shall be verified by the banking regulatory authority.</p>	<p>Article 216 The qualifications for the positions of directors, supervisors and members of senior management of the Bank shall meet the requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles. In accordance with aforementioned requirements, the qualifications of the directors and members of senior management shall be verified by the banking regulatory authority.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 271 No person shall hold the position of director, supervisor or member of senior management of the Bank in one of the following circumstances, even if he/she otherwise holds appropriate qualifications for the position of director (including independent director), supervisor and member of senior management as specified in the Articles:</p> <p>(1) the person without or with limited capacity for civil conduct;</p>	<p>Article 217 No person shall hold the position of director, supervisor or member of senior management of the Bank in one of the following circumstances, even if he/she otherwise holds appropriate qualifications for the position of director (including independent director), supervisor and member of senior management as specified in the Articles:</p> <p>(1) the person without or with limited capacity for civil conduct;</p>	<p>Amended in accordance with Article 178 of the new Company Law.</p> <p>Article 178 None of the following persons shall serve as a director, supervisor, or senior officers of a company:</p> <p>(1) Incapacitated or limited capacity for civil conduct;</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(2) the person who has been penalized or sentenced due for corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five (5) years has not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</p> <p>(3) director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three (3) years has not elapsed from which the liquidation of the company or enterprise was completed;</p> <p>(4) legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three (3) years has not elapsed form which the business license of the company or enterprise was revoked;</p> <p>(5) the person with relatively large amounts of due and outstanding debt;</p> <p>(6) the person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p>	<p>(2) the person who has been penalized or sentenced due for corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five (5) years has not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out; <u>where probation has been granted, two (2) years has not elapsed from the date of completion of the probationary period;</u></p> <p>(3) director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three (3) years has not elapsed from which the liquidation of the company or enterprise was completed;</p> <p>(4) legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three (3) years has not elapsed form<u>from</u> which the business license of the company or enterprise was revoked <u>and the business of such companies or enterprises were compulsorily closed down;</u></p>	<p>(2) Has been sentenced to criminal punishment for embezzlement, bribery, misappropriation of property, misappropriation of property or disruption of the socialist market economic order, or has been deprived of political rights for a crime, and the period after the conclusion of the sanction period has not exceeded five years, and has been granted probation, and not more than two years have passed since the expiration of the probation period;</p> <p>(3) Where he has served as a director or factory director or manager of a company or enterprise that underwent bankruptcy liquidation and is personally responsible for the bankruptcy of that company or enterprise, and it has not been more than three years since the completion of the bankruptcy liquidation of that company or enterprise;</p> <p>(4) Where he has served as the legal representative of a company or enterprise whose business license has been revoked or which has been ordered to close down for violation of the law and is personally responsible, and less than three years have passed since the date of revocation of the business license or order to close down of the company or enterprise;</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(7) the person banned from holding leadership positions as stipulated by laws and administrative regulations;</p> <p>(8) non-natural person;</p> <p>(9) the person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling; and</p> <p>(10) other persons who are prohibited from holding leadership positions as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities or the Articles.</p> <p>The election, appointment or employment of directors, supervisors and members of senior management in violation of the Articles shall be void. In the event that any circumstance above occurs during a director, supervisor or member of senior management’s term of office, that person shall be dismissed.</p>	<p>(5) the person <u>who is listed as a discredited debtor by a people’s court</u> with relatively large amounts of due and outstanding debt;</p> <p>(6) the person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p> <p>(7) the person banned from holding leadership positions as stipulated by laws and administrative regulations;</p> <p>(8) non-natural person;</p> <p>(9) the person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling; and</p> <p>(10) other persons who are prohibited from holding leadership positions as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities or the Articles.</p> <p>The election, appointment or employment of directors, supervisors and members of senior management in violation of the Articles shall be void. In the event that any circumstance above occurs during a director, supervisor or member of senior management’s term of office, that person shall be dismissed.</p>	<p>(5) A person who has been listed as a dishonest judgment defaulter by the People’s Court for not being able to settle a large amount of debt due.</p> <p>The company’s any election and appointment of directors and supervisors or employment of senior management staff in breach of the aforesaid regulations will be void.</p> <p>The company shall dismiss the director, supervisor and senior management member if he is involved in the said circumstances set out in paragraph 1 herein during his term of office.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 273 In addition to the obligations stipulated by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles, in exercising their duties and functions, the directors, supervisors, and members of senior management of the Bank shall also owe the following obligations to each and every shareholder:</p> <p>(1) to ensure that the Bank does not operate beyond the scope of business stipulated in its business license;</p> <p>(2) to act in good faith and in the best interests of the Bank;</p> <p>(3) not to deprive the Bank of its assets in any way, including but not limited to depriving the Bank of any advantageous business opportunities; and</p> <p>(4) not to deprive the shareholders of any personal rights and interests, including but not limited to the right to distributions and the right to vote, but excluding the submission of company restructuring proposals to the shareholders' general meeting in accordance with the Articles.</p>	<p>Article 219 In addition to the obligations stipulated by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles, in exercising their duties and functions, the directors, supervisors, and members of senior management of the Bank shall also owe the following obligations to each and every shareholder:</p> <p>(1) to ensure that the Bank does not operate beyond the scope of business stipulated in its business license;</p> <p>(2) to act in good faith and in the best interests of the Bank;</p> <p>(3) not to deprive the Bank of its assets in any way, including but not limited to depriving the Bank of any advantageous business opportunities; and</p> <p>(4) not to deprive the shareholders of any personal rights and interests, including but not limited to the right to distributions and the right to vote, but excluding the submission of company restructuring proposals to the shareholders' general-meeting in accordance with the Articles.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 274 The directors, supervisors, and the members of senior management of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.</p>	<p>Article 220 The directors, supervisors, and the members of senior management of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 275 The directors, supervisors, and members of senior management of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations:</p> <p>(1) to act in good faith and in the best interests of the Bank;</p> <p>(2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority;</p> <p>(3) to exercise the discretion conferred on them in person and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or through the informed consent of shareholders in a shareholders’ general meeting;</p> <p>(4) to treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging to different classes;</p> <p>(5) not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by the Articles or if there is informed consent from shareholders through a shareholders’ general meeting;</p>	<p>Article 221 The directors, supervisors, and members of senior management of the Bank must<u>shall</u> act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations:</p> <p>(1) to act in good faith and in the best interests of the Bank;</p> <p>(2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority;</p> <p>(3) to exercise the discretion conferred on them in person and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or through the informed consent of shareholders in a shareholders’ general meeting;</p> <p>(4) to treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging to different classes;</p> <p>(5) not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by the Articles or if there is informed consent from shareholders through a shareholders’ general meeting;</p>	<p>Amended in accordance with the second paragraph of Article 182 of the new Company Law.</p> <p>Article 182 If any director, supervisor or senior management members directly or indirectly concludes a contract or conducts a transaction with the company, he/she should report the matters relating to the conclusion of the contract or transaction to the Board or shareholders’ meeting, subject to the approval of the Board or shareholders’ meeting according to the Articles of Association.</p> <p>The provisions of the preceding paragraph shall apply if any near relatives of the directors, supervisors or senior management members, or any of the enterprises directly or indirectly controlled by the directors, supervisors or senior management members or their near relatives, or any related parties with other related-party relationship with the directors, supervisors or senior management members, concludes a contract or conducts a transaction with the company.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(6) not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting;</p>	<p>(6) not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting;</p>	
<p>(7) not to accept bribes or other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank;</p>	<p>(7) not to accept bribes or other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank;</p>	
<p>(8) not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p>	<p>(8) not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p>	
<p>(9) to comply with the Articles, perform their duties faithfully and to safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain;</p>	<p>(9) to comply with the Articles, perform their duties faithfully and to safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain;</p>	
<p>(10) not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p>	<p>(10) not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general-meeting;</p>	
<p>(11) not to misappropriate the funds of the Bank or lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his own name or in the name of others, not to use the Bank's assets as security for the debts of the shareholders of the Bank or others; and</p>	<p>(11) not to misappropriate the funds of the Bank or lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his own name or in the name of others, not to use the Bank's assets as security for the debts of the shareholders of the Bank or others; and</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(12) not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the court or other relevant regulatory authorities if the disclosure is:</p> <ol style="list-style-type: none"> 1. in accordance with the law; 2. in the public interest; or 3. required for the own interests of directors, supervisors, and members of senior management. 	<p>(12) not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the court or other relevant regulatory authorities if the disclosure is:</p> <ol style="list-style-type: none"> 1. in accordance with the law; 2. in the public interest; or 3. required for the own interests of directors, supervisors, and members of senior management. <p><u>When an immediate family member of a director or senior management, an enterprise directly or indirectly controlled by a director, senior management or his/her immediate family member, and a related party having other related party relationships with a director or senior management, enters into contracts or transactions with the Bank, the preceding paragraph shall apply.</u></p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 276 The directors, supervisors, and members of senior management of the Bank shall not direct the following persons or institutions (“related persons”) to take any acts which the directors, supervisors, and members of senior management are themselves prohibited from taking:</p> <p>(1) the spouse or underage children of the directors, supervisors, and members of senior management of the Bank;</p> <p>(2) a trustee of any of the directors, supervisors, and members of senior management of the Bank or a trustee of the persons referred to in item (1) of this Article;</p> <p>(3) a partner of the directors, supervisors, or other member of senior management of the Bank or a partner of the persons referred to in items (1) and (2) of this Article;</p> <p>(4) a company which is under the <i>de facto</i> control of the directors, supervisors, and members of senior management of the Bank, or a company which is under the <i>de facto</i> joint control of the persons referred to in items (1), (2) and (3) of this Article or with other directors, supervisors, and members of senior management of the Bank; and</p> <p>(5) the directors, supervisors, managers and members of senior management of the companies referred to in item (4) of this Article.</p>	<p>Article 222 The directors, supervisors, and members of senior management of the Bank shall not direct the following persons or institutions (“related persons”) to take any acts which the directors, supervisors, and members of senior management are themselves prohibited from taking:</p> <p>(1) the spouse or underage children of the directors, supervisors, and members of senior management of the Bank;</p> <p>(2) a trustee of any of the directors, supervisors, and members of senior management of the Bank or a trustee of the persons referred to in item (1) of this Article;</p> <p>(3) a partner of the directors, supervisors, or other member of senior management of the Bank or a partner of the persons referred to in items (1) and (2) of this Article;</p> <p>(4) a company which is under the <i>de facto</i> control of the directors, supervisors, and members of senior management of the Bank, or a company which is under the <i>de facto</i> joint control of the persons referred to in items (1), (2) and (3) of this Article or with other directors, supervisors, and members of senior management of the Bank; and</p> <p>(5) the directors, supervisors, managers and members of senior management of the companies referred to in item (4) of this Article.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 277 The fiduciary duties owed by the directors, supervisors, and members of senior management of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.</p>	<p>Article 223 The fiduciary duties owed by the directors, supervisors, and members of senior management of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 279 The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director, supervisor, and member of senior management of the Bank who has violated any obligations, unless the circumstances specified in Article 63 apply.</p>	<p>Article 225 The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director, supervisor, and member of senior management of the Bank who has violated any obligations, unless the circumstances specified in Article 63 apply.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 280 The directors, any of its associates (as defined under the Stock Exchange Listing Rules), supervisors, or members of senior management of the Bank have direct or indirect have material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors, and members of senior management), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible.</p> <p>Unless the directors, supervisors, and members of senior management of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors, and members of senior management are in breach of their obligations.</p>	<p>Article 226 The directors, any of its associates (as defined under the Stock Exchange Listing Rules); supervisors, or members of senior management of the Bank have direct or indirect have material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors, and members of senior management), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible.</p> <p>Unless the directors, supervisors, and members of senior management of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors, and members of senior management are in breach of their obligations.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
If the related persons of a director, supervisor, or member of senior management of the Bank has any conflict of interests with any contracts, transactions or arrangements, the director, supervisor and member of senior management shall be deemed to have a conflict of interests as well.	If the related persons of a director; supervisor ; or member of senior management of the Bank has any conflict of interests with any contracts, transactions or arrangements, the director; supervisor and member of senior management shall be deemed to have a conflict of interests as well.	
Article 281 If the Bank considers entering into contracts, transactions or arrangements for the first time, and the interested directors, supervisors, and members of senior management of the Bank have provided a written notice to the Board of Directors and Board of Supervisors stating that they have an conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director, supervisor, and member of senior management concerned shall be deemed to have made the disclosure as required in the preceding article of this chapter to the extent as set out in the notice.	Article 227 If the Bank considers entering into contracts, transactions or arrangements for the first time, and the interested directors; supervisors ; and members of senior management of the Bank have provided a written notice to the Board of Directors and Board of Supervisors stating that they have an conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director; supervisor ; and member of senior management concerned shall be deemed to have made the disclosure as required in the preceding article of this chapter to the extent as set out in the notice.	Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.
Article 282 The Bank shall not in any way pay taxes for the directors, supervisors, and members of senior management of the Bank.	Article 228 The Bank shall not in any way pay taxes for the directors; supervisors ; and members of senior management of the Bank.	Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 283 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors, and members of senior management of the Bank and of its holding company, nor shall the Bank provide the same to their related persons.</p> <p>The preceding paragraph shall not apply in the following circumstances:</p> <p>(1) loans or loan guarantees provided by the Bank to its subsidiary banks;</p> <p>(2) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors, president, or other members of senior management of the Bank pursuant to their employment contracts which were adopted by the shareholders' general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities; and</p> <p>(3) loans and loan guarantees provided by the Bank to the relevant directors, supervisors, and members of senior management of the Bank and their related persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.</p>	<p>Article 229 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors, and members of senior management of the Bank and of its holding company, nor shall the Bank provide the same to their related persons.</p> <p>The preceding paragraph shall not apply in the following circumstances:</p> <p>(1) loans or loan guarantees provided by the Bank to its subsidiary banks;</p> <p>(2) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors, president, or other members of senior management of the Bank pursuant to their employment contracts which were adopted by the shareholders' general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities; and</p> <p>(3) loans and loan guarantees provided by the Bank to the relevant directors, supervisors, and members of senior management of the Bank and their related persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 286 When the directors, supervisors, and members of senior management of the Bank are in breach of the obligations owed towards the Bank, aside from the various rights and remedies provided by the laws and administrative regulations, the Bank shall have the right to take the following measures:</p> <p>(1) to require the directors, supervisors, and members of senior management concerned to compensate the Bank for the losses caused by their dereliction of duties;</p> <p>(2) to rescind any concluded contracts or transactions between the Bank and the directors, supervisors, and other members of senior management concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors, and members of senior management of the Bank are in breach of their obligations);</p> <p>(3) to require the directors, supervisors, and members of senior management concerned to hand over any benefits which have been obtained from their breach of obligations;</p>	<p>Article 232 When the directors, supervisors, and members of senior management of the Bank are in breach of the obligations owed towards the Bank, aside from the various rights and remedies provided by the laws and administrative regulations, the Bank shall have the right to take the following measures:</p> <p>(1) to require the directors, supervisors, and members of senior management concerned to compensate the Bank for the losses caused by their dereliction of duties;</p> <p>(2) to rescind any concluded contracts or transactions between the Bank and the directors, supervisors, and other members of senior management concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors, and members of senior management of the Bank are in breach of their obligations);</p> <p>(3) to require the directors, supervisors, and members of senior management concerned to hand over any benefits which have been obtained from their breach of obligations;</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(4) to recover funds which should have been received by the Bank, including but not limited to commission from the directors, supervisors, and members of senior management concerned; and</p> <p>(5) to request the directors, supervisors, and members of senior management concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.</p>	<p>(4) to recover funds which should have been received by the Bank, including but not limited to commission from the directors; supervisors, and members of senior management concerned; and</p> <p>(5) to request the directors; supervisors, and members of senior management concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.</p>	
<p>Article 287 The Bank shall enter into written contracts with the directors and the supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</p> <p>(1) remuneration for the directors, supervisors or members of senior management of the Bank;</p> <p>(2) remuneration for the directors, supervisors or members of senior management of the subsidiary banks of the Bank;</p> <p>(3) remuneration for those providing other services for managing the Bank and its subsidiary banks; and</p> <p>(4) compensation to directors or supervisors for loss of their office or upon retirement.</p> <p>Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank and claim benefits due to them for the foregoing matters.</p>	<p>Article 233 The Bank shall enter into written contracts with the directors and the supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</p> <p>(1) remuneration for the directors, supervisors or members of senior management of the Bank;</p> <p>(2) remuneration for the directors, supervisors or members of senior management of the subsidiary banks of the Bank;</p> <p>(3) remuneration for those providing other services for managing the Bank and its subsidiary banks; and</p> <p>(4) compensation to directors or supervisors for loss of their office or upon retirement.</p> <p>Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank and claim benefits due to them for the foregoing matters.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 288 The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders’ general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The “acquisition of the Bank” previously mentioned refers to one of the following circumstances:</p> <p>(1) a takeover offer made by any person to all shareholders; or</p> <p>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</p> <p>If the directors and supervisors concerned do not comply with the provisions of this article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>	<p>Article 234 The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders’ general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The “acquisition of the Bank” previously mentioned refers to one of the following circumstances:</p> <p>(1) a takeover offer made by any person to all shareholders; or</p> <p>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</p> <p>If the directors and supervisors concerned do not comply with the provisions of this article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>CHAPTER 11 INCENTIVE AND RESTRAINT MECHANISMS</p>	<p>CHAPTER 10 INCENTIVE AND RESTRAINT MECHANISMS</p>	
<p>Article 289 The Bank shall establish a work performance evaluation system for those in the Board of Directors and the Board of Supervisors, specifying the work performance standards for the directors and the supervisors and establishing and maintaining the records detailing the extent to which the directors and the supervisors have performed their duties and the evaluation of performance of duties.</p>	<p>Article 235 The Bank shall establish a work performance evaluation system for those in the Board of Directors and the Board of Supervisors, specifying the work performance standards for the directors and the supervisors and establishing and maintaining the records detailing the extent to which the directors and the supervisors have performed their duties and the evaluation of performance of duties.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 290 The work performance evaluation system for the directors and supervisors shall involve different kinds of evaluation, such as self-evaluation, evaluation by the Board of Directors, evaluation by the Board of Supervisors and external evaluation.</p> <p>The Board of Supervisors is responsible for conducting a comprehensive work performance evaluation of the directors and supervisors of the Bank, and shall report the final evaluation results to the banking regulatory authority and circulate the results and a notice at the shareholders' general meeting.</p>	<p>Article 236 The work performance evaluation system for the directors and supervisors shall <u>may</u> involve different kinds of evaluation, such as self-evaluation <u>by the directors and supervisors, mutual</u> evaluation by between the Board of Directors, evaluation by the Board of Supervisors and external evaluation <u>and evaluation by the Audit Committee.</u></p> <p>The Board of Supervisors <u>Audit Committee</u> is responsible for conducting a comprehensive work performance evaluation of the directors and supervisors of the Bank, and shall report the final evaluation results to the banking regulatory authority and circulate the results and a notice at the shareholders' general meeting.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p> <p>Article 31 of the Provisional Measures for the Evaluation of Performance of Duties by directors and supervisors of Banking and Insurance Institutions (《銀行保險機構董事監事履職評價辦法(試行)》)</p> <p>The work performance evaluation system for the directors may include self-evaluation by directors, mutual evaluation between the directors, evaluation by the board of directors, external evaluation, and final evaluation by the board of supervisors. The work performance evaluation system for the supervisors may include self-evaluation by supervisors, mutual evaluation between the supervisors, external evaluation, and final evaluation by the board of supervisors.</p> <p>Paragraph 2 of Article 55 of the Governance Code of Listed Companies (《上市公司治理準則》): The performance evaluation of independent directors is conducted by self-evaluation and mutual evaluation, etc.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 292 The Board of Supervisors shall establish the work performance evaluation system of the members of senior management, specifying details such as the content, standards and form etc. of the evaluation. The Board of Supervisors shall report the evaluation results and basis of evaluation of the members of senior management to the banking regulatory authority and circulate the results at the shareholders' general meeting.</p>	<p>Article 238 The Board of Supervisors Board of Directors shall establish the work performance evaluation system of the members of senior management, specifying details such as the content, standards and form etc. of the evaluation. The Board of Supervisors Audit Committee shall report the evaluation results and basis of evaluation of the members of senior management to the banking regulatory authority and circulate the results at the shareholders' general meeting.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 293 The directors and supervisors shall not participate in the decision-making process of their work performance evaluation and remuneration (other than completing their self-evaluation).</p>	<p>Article 239 The directors and supervisors shall not participate in the decision-making process of their work performance evaluation and remuneration (other than completing their self-evaluation).</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 294 Subject to the approval through the shareholders' general meeting, the Bank may set up professional liability insurance or a risk fund system for the directors, supervisors and members of senior management.</p>	<p>Article 240 Subject to the approval through the shareholders' general meeting, the Bank may set up professional liability insurance or a risk fund system for the directors, supervisors and members of senior management.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p align="center">CHAPTER 12 PARTY ORGANIZATION OF THE BANK</p>	<p align="center">CHAPTER 11 PARTY ORGANIZATION</p>	
<p>Article 296 According to the requirements of the Constitution of the Communist Party, as approved by the superior Party organization, the Party Committee of the Bank shall consist of seven (7) to eleven (11) members, including one (1) secretary and two (2) deputy secretaries (including one (1) deputy secretary with specific duty). Members of the Party Committee of the Bank are elected at the congress for a term of five (5) years.</p> <p>1. Secretary of the Party Committee and chairman of the Board of Directors shall be the same individual and Party member president shall also serve as the deputy secretary of the Party Committee.</p> <p>2. Eligible members of the leading group of the Party Committee of the Bank can join the Board of Directors, Board of Supervisors, and Senior Management through statutory procedures, while eligible Party members of the Board of Directors, Board of Supervisors, and Senior Management can also join the Party Committee of the Bank in accordance with relevant regulations and procedures.</p>	<p>Article 242 According to the requirements of the Constitution of the Communist Party, as approved by the superior Party organization, the Party Committee of the Bank shall consist of seven (7) to eleven (11) members, including one (1) secretary and two (2) deputy secretaries (including one (1) deputy secretary with specific duty). Members of the Party Committee of the Bank are elected at the congress for a term of five (5) years.</p> <p>1. Secretary of the Party Committee and chairman of the Board of Directors shall be the same individual and Party member president shall also serve as the deputy secretary of the Party Committee.</p> <p>2. Eligible members of the leading group of the Party Committee of the Bank can join the Board of Directors; Board of Supervisors, and Senior Management through statutory procedures, while eligible Party members of the Board of Directors; Board of Supervisors, and Senior Management can also join the Party Committee of the Bank in accordance with relevant regulations and procedures.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 297 Before the Board of Directors or Senior Management make decisions on material issues, those issues must be considered and discussed by the Party Committee of the Bank. Material operation and management issues of the Bank must be considered and discussed by the Party Committee and then submitted to the Board of Directors or Senior Management for making decisions. Main contents considered and discussed by the Party Committee involved in decisions on material issues include:</p> <ol style="list-style-type: none"> 1. The Bank's implementation of the Party's route, guidelines and policies, national laws and regulations, major initiatives on important decision from superior authority. 2. The Bank's development strategy, mid-to-long term development plan, guidelines for production and operation and the annual plan. 3. The Bank's principle and directional issues on asset restructuring, transfer of property rights, capital operations, significant investment and construction of major projects. 4. The Bank's formulation and modification of important reform programs and management system. 	<p>Article 243 Before the Board of Directors or Senior Management make decisions on material issues, those issues must shall be considered and discussed by the Party Committee of the Bank. Material operation and management issues of the Bank must be considered and discussed by the Party Committee and then submitted to the Board of Directors or Senior Management for making decisions. Main contents considered and discussed by the Party Committee involved in decisions on material issues include:</p> <ol style="list-style-type: none"> 1. The Bank's implementation of the Party's route, guidelines and policies, national laws and regulations, major initiatives on important decision from superior authority. 2. The Bank's development strategy, mid-to-long term development plan, guidelines for production and operation and the annual plan. 3. The Bank's principle and directional issues on asset restructuring, transfer of property rights, capital operations, significant investment and construction of major projects. 4. The Bank's formulation and modification of important reform programs and management system. 	Improved expressions.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
5. Merger, division, change or dissolution of the Bank, establishment and adjustment of internal management organs, and establishment and cancellation of affiliated branch organs.	5. Merger, division, change or dissolution of the Bank, establishment and adjustment of internal management organs, and establishment and cancellation of affiliated branch organs.	
6. The Bank's major issues, such as re-election plan of members of the Board of Directors or Senior Management and candidates.	6. The Bank's major issues, such as re-election plan of members of the Board of Directors or Senior Management and candidates.	
7. Appointment, assessment, remuneration, management and supervising of Directors and senior and mid-level management of the Bank.	7. Appointment, assessment, remuneration, management and supervising of Directors and senior and mid-level management of the Bank.	
8. Major issues involving staff immediate interests.	8. Major issues involving staff immediate interests.	
9. The Bank's important measures taken that involve the political responsibility and social responsibility of the Bank, such as safety production of great importance and maintenance of stability.	9. The Bank's important measures taken that involve the political responsibility and social responsibility of the Bank, such as safety production of great importance and maintenance of stability.	
10. The Bank's material issues in respect of human resources management.	10. The Bank's material issues in respect of human resources management.	
11. Other material issues subject to the consideration and discussion of the Party Committee of the Bank.	11. Other material issues subject to the consideration and discussion of the Party Committee of the Bank.	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
CHAPTER 13 STAKEHOLDERS	CHAPTER 12 STAKEHOLDERS	
<p>Article 313 The Bank shall establish direct channels of communication to enable its staff to communicate with the Board of Directors, the Board of Supervisors and the members of senior management such that the staff can raise their opinions on the Bank’s operational and financial conditions, as well as the major policy decisions involving their interests.</p>	<p>Article 259 The Bank shall establish direct channels of communication to enable its staff to communicate with the Board of Directors, the Board of Supervisors Audit Committee and the members of senior management such that the staff can raise their opinions on the Bank’s operational and financial conditions, as well as the major policy decisions involving their interests.</p>	<p>Amend based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.</p>
<p>CHAPTER 14 FINANCIAL ACCOUNTING SYSTEM, PROFITS DISTRIBUTION AND AUDIT</p>	<p>CHAPTER 13 FINANCIAL ACCOUNTING SYSTEM, PROFITS DISTRIBUTION AND AUDIT</p>	
<p>Section 1 Financial Accounting System and Distribution of Profits</p>	<p>Section 1 Financial Accounting System and Distribution of Profits</p>	
<p>Article 323 The after-tax profits of the Bank for the year shall be distributed in the following order of priority:</p> <p>(1) to make up for the losses of previous years;</p> <p>(2) to set aside 10% to statutory reserve funds;</p> <p>(3) to set aside general reserves;</p> <p>(4) to pay dividends on preference shares;</p> <p>(5) to set aside discretionary reserve funds; and</p>	<p>Article 269 The after-tax profits of the Bank for the year shall be distributed in the following order of priority:</p> <p>(1) to make up for the losses of previous years;</p> <p>(2) to set aside 10% to statutory reserve funds;</p> <p>(3) to set aside general reserves;</p> <p>(4) to pay dividends on preference shares;</p> <p>(5) to set aside discretionary reserve funds; and</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(6) to divide profits and pay dividends to ordinary shareholders in proportion to their shareholdings.</p> <p>No further contribution may be required when the accumulated amount of the statutory reserve funds of the Bank reaches 50% of its registered capital. The shareholders' general meeting shall decide on whether to set aside discretionary reserve funds after setting aside statutory reserve funds and general reserves and payment of dividends on preference shares. The Bank shall not distribute profits to shareholders before making up losses and setting aside statutory reserve funds and general reserves.</p> <p>Where the shareholders' general meeting distributes profits to shareholders in violation of the foregoing provisions, the shareholders concerned must return to the Bank the profits distributed in violation of the provisions.</p> <p>Shares held by the Bank shall not participate in the distribution of profits.</p> <p>Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities, the Bank shall not distribute profits to investors. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits if it has distributable profits.</p>	<p>(6) to divide profits and pay dividends to ordinary shareholders in proportion to their shareholdings.</p> <p>No further contribution may be required when the accumulated amount of the statutory reserve funds of the Bank reaches 50% of its registered capital. The shareholders' general meeting shall decide on whether to set aside discretionary reserve funds after setting aside statutory reserve funds and general reserves and payment of dividends on preference shares. The Bank shall not distribute profits to shareholders before making up losses and setting aside statutory reserve funds and general reserves.</p> <p>Where the shareholders' general meeting distributes profits to shareholders in violation of the foregoing provisions, the shareholders concerned must shall return to the Bank the profits distributed in violation of the provisions.</p> <p>Shares held by the Bank shall not participate in the distribution of profits.</p> <p>Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities, the Bank shall not distribute profits to investors. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits if it has distributable profits.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>The profit distribution of the Bank shall prioritize reasonable investment returns for investors, while considering the sustainable development of the Bank. It should comprehensively assess factors such as the Bank's capital adequacy ratio, risk management, annual operating plan, external operating environment, profitability and brand image.</p> <p>The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and the Articles.</p>	<p>The profit distribution of the Bank shall prioritize reasonable investment returns for investors, while considering the sustainable development of the Bank. It should comprehensively assess factors such as the Bank's capital adequacy ratio, risk management, annual operating plan, external operating environment, profitability and brand image.</p> <p>The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and the Articles.</p>	
<p>Article 324 The reserve of the Bank shall be used for making up the Bank's losses, expanding the Bank's scale of operation or increasing the capital of the Bank, but capital reserve shall not be used for making up the Bank's losses.</p> <p>When the statutory reserve is converted to capital, the balance of such reserve shall not be less than 25% of the Bank's registered capital before conversion.</p>	<p>Article 270 The reserve of the Bank shall be used for making up the Bank's losses, expanding the Bank's scale of operation or increasing the <u>registered</u> capital of the Bank, but capital reserve shall not be used for making up the Bank's losses.</p> <p><u>When using the reserve to cover the loss of the Bank, the discretionary reserve funds and statutory reserve shall be used first; if the loss still cannot be covered, the capital reserve can be used in accordance with regulations.</u></p> <p>When the statutory reserve is converted to increased registered capital, the balance of such reserve shall not be less than 25% of the Bank's registered capital before conversion.</p>	<p>Amended in accordance with Article 214 of the new Company Law.</p> <p>Article 214 The reserve of the company shall be used for making up the company's losses, expanding the company's production and operation or increasing the registered capital of the company.</p> <p>When using the reserve to cover the loss of the company, the discretionary reserve funds and statutory reserve shall be used first; if the loss still cannot be covered, the capital reserve can be used in accordance with regulations.</p> <p>When the statutory reserve is converted to increased registered capital, the balance of such reserve shall not be less than 25% of the company's registered capital before conversion.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 327 Monies paid in advance of calls on any shares shall carry interest. However, shareholders shall not have any right to receive dividends declared thereafter in relation to any such monies paid in advance.</p> <p>For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the pre-condition of abiding by relevant PRC laws, administrative regulations and departmental rules, but the right shall only be exercised after the expiration of the applicable limitation period.</p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas-listed shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.</p> <p>The Bank has the right to sell the shares of the shareholders of overseas-listed foreign shares through the methods the Board of Directors deems appropriate and must be subject to the following conditions:</p> <p>1. The Bank has distributed dividends on such shares at least three (3) times in a period of twelve (12) years and the dividends are not claimed by anyone during that period;</p>	<p>Article 273 Monies paid in advance of calls on any shares shall carry interest. However, shareholders shall not have any right to receive dividends declared thereafter in relation to any such monies paid in advance.</p> <p>For dividends not claimed by anyone, the Bank may exercise the right to retrieve such unclaimed dividend under the pre-condition of abiding by relevant PRC laws, administrative regulations and departmental rules, but the right shall only be exercised after the expiration of the applicable limitation period.</p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas-listed shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.</p> <p>The Bank has the right to sell the shares of the shareholders of overseas-listed foreign shares through the methods the Board of Directors deems appropriate and must <u>shall</u> be subject to the following conditions:</p> <p>1. The Bank has distributed dividends on such shares at least three (3) times in a period of twelve (12) years and the dividends are not claimed by anyone during that period;</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>2. After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.</p>	<p>2. After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.</p>	
<p>Section 3 Engagement of Accounting Firms</p>	<p>Section 3 Engagement of Accounting Firms</p>	
<p>Article 332 The appointment of an accounting firm shall be decided upon by the shareholders' general meeting, and the Board of Directors must not appoint an accounting firm before the decision is made at the shareholders' general meeting.</p> <p>If a vacancy of the position of accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting, but this shall be subject to confirmation at the next shareholders' annual general meeting. However, if there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve.</p> <p>The term of engagement of an accounting firm engaged by the Bank shall start from the closing of each annual shareholders' general meeting and end at the closing of the next annual shareholders' general meeting.</p>	<p>Article 278 The appointment of an accounting firm <u>which carries out statutory audit on the financial reports of the Bank on a regular basis</u> must shall be decided upon by the shareholders' general meeting, and the Board of Directors shall not appoint an accounting firm before the decision is made at the shareholders' general meeting.</p> <p>If a vacancy of the position of accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting, but this shall be subject to confirmation at the next shareholders' annual general meeting. However, if there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve.</p> <p>The term of engagement of an accounting firm engaged by the Bank shall start from the closing of each annual shareholders' general meeting and end at the closing of the next annual shareholders' general meeting.</p>	<p>Amended in accordance with Article 18 of the Code of Corporate Governance of Banking and Insurance Institutions (《銀行保險機構公司治理準則》) and the scope of powers of the shareholders' meeting as stipulated in the Articles, as well as the actual situation of the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 336 The audit results of the Bank’s financial reports, issued by the accounting firms engaged by the Bank, shall be reported to the Board of Directors and the Board of Supervisors at the same time. The Bank shall, upon receipt of the audit reports and management proposals issued by the accounting firms, timely submit copies to the banking regulatory authority.</p>	<p>Article 282 The audit results of the Bank’s financial reports, issued by the accounting firms engaged by the Bank, shall be reported to the Board of Directors and the Board of Supervisors at the same time. The Bank shall, upon receipt of the audit reports and management proposals issued by the accounting firms, timely submit copies to the banking regulatory authority.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 338 The appointment, dismissal or non-reappointment of an accounting firm shall be decided upon by the shareholders’ general meeting, and reported to the securities regulatory authority of the State Council for filing.</p> <p>If the shareholders’ general meeting passes a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p>	<p>Article 284 The appointment, dismissal or non-reappointment of an accounting firm shall be decided upon by the shareholders’ general meeting, and reported to the securities regulatory authority of the State Council for filing.</p> <p>If the shareholders’ general meeting passes a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p>	<p>Changes in laws and regulations and deletion of duplicated content in the Articles.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(1) before sending out notice of a shareholders' general meeting, the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged, to leave its post, or that has left its post in the relevant fiscal year.</p> <p>Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.</p> <p>(2) if the accounting firm about to leave its post makes a written statement, and requests the Bank to inform the shareholders of its statement, the Bank shall, unless the time of receiving the written statement is too late, adopt the following measures:</p> <p>(i) state in the notice sent out for the purpose of a resolution that the accounting firm to leave its post has made a statement;</p> <p>(ii) send a copy of the statement in the form of an attachment to the notice to shareholders in the manner stipulated by the Articles.</p> <p>(3) if the statement of the relevant accounting firm is not sent by the Bank in accordance with the above provisions in subsection (2) above, the accounting firm concerned may request that the statement be read out at the shareholders' general meeting and make further appeal.</p>	<p>(1) before sending out notice of a shareholders' general meeting, the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged, to leave its post, or that has left its post in the relevant fiscal year.</p> <p>Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.</p> <p>(2) if the accounting firm about to leave its post makes a written statement, and requests the Bank to inform the shareholders of its statement, the Bank shall, unless the time of receiving the written statement is too late, adopt the following measures:</p> <p>(i) state in the notice sent out for the purpose of a resolution that the accounting firm to leave its post has made a statement;</p> <p>(ii) send a copy of the statement in the form of an attachment to the notice to shareholders in the manner stipulated by the Articles.</p> <p>(3) if the statement of the relevant accounting firm is not sent by the Bank in accordance with the above provisions in subsection (2) above, the accounting firm concerned may request that the statement be read out at the shareholders' general meeting and make further appeal.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(4) an accounting firm which is leaving its post shall be entitled to attend the following meetings:</p> <p>(i) shareholders’ general meeting at which its term of office shall expire;</p> <p>(ii) shareholders’ general meeting at which the vacancy due to its dismissal is to be filled up;</p> <p>(iii) shareholders’ general meeting convened due to its resignation from its post.</p> <p>The accounting firm which is leaving its post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and speak on any issues at the aforesaid meetings, which concern its duties as the former accounting firm of the Bank.</p>	<p>(4) an accounting firm which is leaving its post shall be entitled to attend the following meetings:</p> <p>(i) shareholders’ general meeting at which its term of office shall expire;</p> <p>(ii) shareholders’ general meeting at which the vacancy due to its dismissal is to be filled up;</p> <p>(iii) shareholders’ general meeting convened due to its resignation from its post.</p> <p>The accounting firm which is leaving its post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and speak on any issues at the aforesaid meetings, which concern its duties as the former accounting firm of the Bank.</p>	
<p>CHAPTER 15 NOTICES AND ANNOUNCEMENTS</p>	<p>CHAPTER 14 NOTICES AND ANNOUNCEMENTS</p>	
<p>Article 340 The notices stated in the Articles shall be given in 1 or more of the following ways:</p> <p>(1) by hand;</p> <p>(2) by prepaid mail;</p> <p>(3) by fax or e-mail;</p>	<p>Article 286 The notices stated in the Articles shall be given in 1 or more of the following ways:</p> <p>(1) by hand;</p> <p>(2) by prepaid mail;</p> <p>(3) by fax or e-mail;</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(4) by way of an announcement made in the press or other designated media;</p> <p>(5) subject to compliance with the laws, administrative regulations, departmental rules, normative documents and the relevant rules of the securities regulatory authorities, and the provisions under the Articles, by way of posting on the websites of the Bank and the Hong Kong Stock Exchange;</p> <p>(6) by such ways as agreed in advance between the Bank and the party to be notified or any other way which is recognized by the party to be notified after having received such notice; and</p> <p>(7) other ways which are recognized by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed or stipulated in the Articles.</p> <p>The notice of convening of a meeting of the Board of Directors/Supervisors shall be issued in any of the following ways: by hand, by fax, by mail/post, by e-mail.</p>	<p>(4) by way of an announcement made in the press or other designated media;</p> <p>(5) subject to compliance with the laws, administrative regulations, departmental rules, normative documents and the relevant rules of the securities regulatory authorities, and the provisions under the Articles, by way of posting on the websites of the Bank and the Hong Kong Stock Exchange;</p> <p>(6) by such ways as agreed in advance between the Bank and the party to be notified or any other way which is recognized by the party to be notified after having received such notice; and</p> <p>(7) other ways which are recognized by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed or stipulated in the Articles.</p> <p>The notice of convening of a meeting of the Board of Directors/Supervisors shall be issued in any of the following ways: by hand, by fax, by mail/post, by e-mail.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Even where the Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communication, subject to the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the Bank may choose to publish its communication by the means specified in item (5) of the first paragraph in the Articles, to replace the means of sending written documents to each shareholder of overseas-listed foreign shares by hand or by prepaid mail. The said communication above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, include but are not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of shareholders' general meetings, circulars and other communication.</p>	<p>Even where the Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communication, subject to the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the Bank may choose to publish its communication by the means specified in item (5) of the first paragraph in the Articles, to replace the means of sending written documents to each shareholder of overseas-listed foreign shares by hand or by prepaid mail. The said communication above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, include but are not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of shareholders' general meetings, circulars and other communication.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
CHAPTER 16 MERGERS, DIVISION, DISSOLUTION AND LIQUIDATION	CHAPTER 15 MERGERS, DIVISION, DISSOLUTION AND LIQUIDATION	
Section 2 Dissolution and Liquidation	Section 2 Dissolution and Liquidation	
<p>Article 353 Where the Bank is dissolved pursuant to items (1), (3), or (4) of Article 352 of the Articles, a liquidation committee shall be established to begin liquidation within fifteen (15) days from the date of occurrence of grounds for dissolution. The members of the liquidation committee shall be determined by the directors or the shareholders' general meeting. Where a liquidation committee is not established as scheduled, the creditors may apply to the people's court to appoint relevant persons to form a liquidation committee to carry out liquidation.</p> <p>Where the Bank is dissolved pursuant to item (5), liquidation shall be conducted by the people's court in accordance with the relevant laws.</p>	<p>Article 299 Where the Bank is dissolved pursuant to items (1), (3), or (4) of Article 352298 of the Articles, a liquidation committee shall be established to begin liquidation within fifteen (15) days from the date of occurrence of grounds for dissolution. The members of the liquidation committee shall be determined by the directors or the shareholders' general meeting. Where a liquidation committee is not established as scheduled, the creditors may apply to the people's court to appoint relevant persons to form a liquidation committee to carry out liquidation.</p> <p>Where the Bank is dissolved pursuant to item (5), liquidation shall be conducted by the people's court in accordance with the relevant laws.</p>	Adjusted the numbering of articles.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
CHAPTER 18 DISPUTE RESOLUTION	CHAPTER 17 DISPUTE RESOLUTION	
<p>Article 368 The Bank shall abide by the following rules for dispute resolution:</p> <p>(1) If any disputes or claims in relation to the Bank’s business, with respect to any rights or obligations under the Articles, Company Law or any other relevant laws and administrative regulations, arise between shareholders of overseas-listed shares and the Bank, between shareholders of overseas-listed foreign shares and the Bank’s directors, supervisors or members of senior management of the Bank, or between shareholders of overseas-listed foreign shares and other shareholders, the parties concerned shall submit such disputes or claims to arbitration.</p> <p>When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank’s shareholders, directors, supervisors or members of senior management of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration.</p>	<p>Article 314 The Bank shall abide by the following rules for dispute resolution:</p> <p>(1) If any disputes or claims in relation to the Bank’s business, with respect to any rights or obligations under the Articles, Company Law or any other relevant laws and administrative regulations, arise between shareholders of overseas-listed shares and the Bank, between shareholders of overseas-listed foreign shares and the Bank’s directors, supervisors or members of senior management of the Bank, or between shareholders of overseas-listed foreign shares and other shareholders, the parties concerned shall submit such disputes or claims to arbitration.</p> <p>When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank’s shareholders, directors, supervisors or members of senior management of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</p> <p>(2) An applicant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.</p> <p>If an applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(3) Unless otherwise provided by the laws, administrative regulations, departmental rules or regulatory documents, the laws of the PRC shall apply to the settlement of any disputes or claims that are resolved by arbitration pursuant to item (1) above.</p> <p>(4) The award of the arbitration institution shall be final and binding on all parties.</p>	<p>Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</p> <p>(2) An applicant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must <u>shall</u> carry out the arbitration at the arbitration institution selected by the claimant.</p> <p>If an applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(3) Unless otherwise provided by the laws, administrative regulations, departmental rules or regulatory documents, the laws of the PRC shall apply to the settlement of any disputes or claims that are resolved by arbitration pursuant to item (1) above.</p> <p>(4) The award of the arbitration institution shall be final and binding on all parties.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
CHAPTER 19 SPECIAL PROVISIONS ON PREFERENCE SHARES	CHAPTER 18 SPECIAL PROVISIONS ON PREFERENCE SHARES	
<p>Article 373 Preference shareholders of the Bank shall enjoy the following rights:</p> <p>(1) to receive distribution of dividends in priority to ordinary shareholders;</p> <p>(2) to receive distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders;</p> <p>(3) upon the occurrence of the circumstances provided in Article 375, to attend and vote at shareholders' general meetings;</p> <p>(4) upon the occurrence of the circumstances provided in Article 376, to have its voting rights restored in accordance with the requirements of that Article;</p> <p>(5) to make proposals or inquiries in relation to the business operations and activities of the Bank;</p> <p>(6) to inspect the Bank's Articles, register of shareholders, record of bondholders, minutes of shareholders' general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors and financial reports; and</p> <p>(7) other rights conferred to preference shareholders by laws, administrative regulations, department rules and these Articles.</p>	<p>Article 319 Preference shareholders of the Bank shall enjoy the following rights:</p> <p>(1) to receive distribution of dividends in priority to ordinary shareholders;</p> <p>(2) to receive distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders;</p> <p>(3) upon the occurrence of the circumstances provided in Article 321, to attend and vote at shareholders' general meetings;</p> <p>(4) upon the occurrence of the circumstances provided in Article 322, to have its voting rights restored in accordance with the requirements of that Article;</p> <p>(5) to make proposals or inquiries in relation to the business operations and activities of the Bank;</p> <p>(6) to inspect the Bank's Articles, register of shareholders, record of bondholders, minutes of shareholders' general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors and financial reports; and</p> <p>(7) other rights conferred to preference shareholders by laws, administrative regulations, department rules and these Articles.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 374 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following:</p> <p>(1) a request to convene an extraordinary general meeting of shareholders;</p> <p>(2) a request to convene and preside over a general meeting of shareholders;</p> <p>(3) a request to submit an proposal or an interim proposal to a general meeting of shareholders;</p> <p>(4) a request to nominate the directors and supervisors who are not staff representatives of the Bank;</p> <p>(5) identifying controlling shareholder(s) according to the relevant provisions of these Articles;</p> <p>(6) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of these Articles;</p>	<p>Article 320 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following:</p> <p>(1) a request to convene an extraordinary generalshareholders' meeting of shareholders;</p> <p>(2) a request to convene and preside over a generalshareholders' meeting of shareholders;</p> <p>(3) a request to submit an proposal or an interim proposal to a generalshareholders' meeting of shareholders;</p> <p>(4) a request to nominate the directors and supervisors who are not staff representatives of the Bank;</p> <p>(5) identifying controlling shareholder(s) according to the relevant provisions of these Articles;</p> <p>(6) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of these Articles;</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations; and</p> <p>(8) other circumstances provided under laws, administrative regulations, departmental regulations and these Articles.</p>	<p>(7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations; and</p> <p>(8) other circumstances provided under laws, administrative regulations, departmental regulations and these Articles.</p>	
<p>Article 378 In the event of liquidation of the Bank as a result of dissolution, bankruptcy or other reasons, the remaining assets of the Bank after liquidation in accordance with laws, administrative regulations, departmental rules and paragraph (1) to (5) under Article 357 shall be distributed first to the preference shareholders. Preference shareholders will be entitled to an amount equal to the aggregate value of the preference shares then issued and outstanding plus any declared but unpaid dividends for the current period. If there are insufficient remaining assets, the distribution will be made ratably according to the aggregate value of the preference shares held by each preference shareholder as a proportion of the aggregate value of all preference shares of the Bank.</p>	<p>Article 324 In the event of liquidation of the Bank as a result of dissolution, bankruptcy or other reasons, the remaining assets of the Bank after liquidation in accordance with laws, administrative regulations, departmental rules and paragraph (1) to (5) under Article 303 shall be distributed first to the preference shareholders. Preference shareholders will be entitled to an amount equal to the aggregate value of the preference shares then issued and outstanding plus any declared but unpaid dividends for the current period. If there are insufficient remaining assets, the distribution will be made ratably according to the aggregate value of the preference shares held by each offshore preference shareholder as a proportion of the aggregate value of all preference shares of the Bank.</p>	Adjusted the numbering of articles.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
CHAPTER 20 SUPPLEMENTAL PROVISIONS	CHAPTER 19 SUPPLEMENTAL PROVISIONS	
<p>Article 379 Interpretation</p> <p>(1) The “controlling shareholder(s) of the Bank” herein shall refer to the person(s) satisfying any of the following conditions:</p> <p>(i) the person may elect not less than half of the directors when acting alone or in concert with others;</p> <p>(ii) the person may exercise or control the exercise of more than thirty percent of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) the person holds more than thirty percent of total voting shares of the Bank when acting alone or in concert with others; or</p> <p>(iv) the person may <i>de facto</i> control the Bank in any other manner when acting alone or in concert with others.</p>	<p>Article 325 Interpretation</p> <p>(1) The “controlling shareholder(s) of the Bank” herein shall refer to the person(s) satisfying any of the following conditions:</p> <p>(i) the person may elect not lessmore than half of the directors when acting alone or in concert with others;</p> <p>(ii) the person may exercise or control the exercise of more than thirty percent of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) the person holds more than thirty percent of total voting shares of the Bank when acting alone or in concert with others; or</p> <p>(iv) the person may <i>de facto</i> control the Bank in any other manner when acting alone or in concert with others.</p>	<p>Amended in accordance with Article 265 of the new Company Law, Article 84 of the Administrative Measures for the Acquisition of Listed Companies (《上市公司收購管理辦法》), and the actual situation of the Bank.</p> <p>Article 265 of the New Company Law The meanings of the following terms in this Law are:</p> <p>(3) “<i>De facto</i> controller” means a person who is able to get the <i>de facto</i> control of a company through investment relationships, agreement or other arrangements.</p> <p>Article 84 of the Administrative Measures for the Acquisition of Listed Companies: Any of the following circumstances shall constitute control over a listed company:</p> <p>(1) The investor is a controlling shareholder holding more than 50% of the shares of a listed company;</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>The term “acting in concert” herein means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>(2) “<i>De facto</i> controller of the Bank” herein means a person who, though not a shareholder of the Bank, is able to get the <i>de facto</i> control of the Bank through investment relationships, agreement or other arrangements.</p> <p>.....</p> <p>(4) “Substantial shareholders” herein means the shareholder who can directly, indirectly, or jointly hold or control five percent or more of the shares or voting rights of the Bank, or shareholders who hold less than five percent of the total capital or total shares, but exert a significant impact on the operation and management of the Bank.</p>	<p>The term “acting in concert” herein means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>(2) “<i>De facto</i> controller of the Bank” herein means a person who, though not a shareholder of the Bank, is able to get the <i>de facto</i> control of the Bank through investment relationships, agreement or other arrangements.</p> <p>.....</p> <p>(4) “Substantial shareholders” herein means the shareholder who can directly, indirectly, or jointly hold or control five percent or more of the shares or voting rights of the Bank, or shareholders who hold less than five percent of the total capital or total shares, but exert a significant impact on the operation and management of the Bank.</p>	<p>(2) Investors may exercise control over more than 30% of the voting rights of shares in a listed company;</p> <p>(3) Investors are able to determine the election of more than half of the members of the company’s board of directors through actual control over the voting rights of the listed company’s shares;</p> <p>(4) Investors whose voting rights over the shares of the listed company under their actual control are sufficient to exert a significant influence on the resolutions of the company’s shareholders’ meeting;</p> <p>(5) other circumstances as determined by the CSRC.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>The “significant impact” in the preceding paragraph includes but is not limited to appointing directors, supervisors or senior management to the Bank, affecting through agreements or in other ways, the decisionmaking of finance, operation and management of the Bank, and other circumstances affirmed by the CBRC or its delegated authority.</p> <p>.....</p> <p>(6) “Cumulative voting system” herein means at the shareholders’ general meeting where director(s) or supervisor(s) is/are elected, each share shall have the same number of voting rights as the number of director(s) or supervisor(s) to be elected. Shareholders’ voting rights may be exercised collectively.</p> <p>(7) In the Articles, the specific criteria for the words “important” and “major” as used in the expressions “important legal entities”, “major mergers and acquisitions”, “major external investments”, “major asset acquisitions”, “major asset disposals”, “major asset write-off” and “major external guarantees”, shall be determined by the specific authority granted by the shareholders’ general meeting to the Board of Directors and by the Board of Directors to the president.</p> <p>.....</p>	<p>The “significant impact” in the preceding paragraph includes but is not limited to appointing directors, supervisors or senior management to the Bank, affecting through agreements or in other ways, the decisionmaking of finance, operation and management of the Bank, and other circumstances affirmed by the <u>CBRC banking regulatory authority of the State Council</u> or its delegated authority.</p> <p>.....</p> <p>(6) “Cumulative voting system” herein means at the shareholders’ general meeting where director(s) or supervisor(s) is/are elected, each share shall have the same number of voting rights as the number of director(s) or supervisor(s) to be elected. Shareholders’ voting rights may be exercised collectively.</p> <p>(7) In the Articles, the specific criteria for the words “important” and “major” as used in the expressions “important legal entities”, “major mergers and acquisitions”, “major external investments”, “major asset acquisitions”, “major asset disposals”, “major asset write-off” and “major external guarantees”, shall be determined by the specific authority granted by the shareholders’ general meeting to the Board of Directors and by the Board of Directors to the president.</p> <p>.....</p>	

Notes:

1. Pursuant to the new Company Law (2023 revision), the term “shareholders’ general meeting(s)” in the full text of the Articles of Association has been adjusted to “shareholders’ meeting(s)”. As they do not involve substantive changes and involve a large number of articles, such amendments are not listed item by item in this comparison table.
2. Pursuant to Article 121 of the new Company Law, the Bank proposes to abolish the Board of Supervisors and Supervisors, and the Audit Committee shall exercise the powers of the Board of Supervisors as stipulated by the new Company Law and regulatory regulations. As such, all statements and contents related to the “Board of Supervisors” and “Supervisor” in the full text of the Articles of Association have been deleted, including but not limited to Chapter 9 of the Articles of Association.
3. To standardize wording and align with the new Company Law, the term “must” is adjusted to “shall” in the articles including but not limited to Articles 24, 28, 40, 52, 156, 172, 173, 176, 195, 275, 297, 323, 327, 332 and 368 of the Articles of Association.
4. Due to the addition and deletion of chapters and articles in the amendments, the chapter and article numbering of the Articles of Association shall be adjusted accordingly. Where cross-references between chapters and articles in the Articles of Association involve changes in chapter and article numbers, the amended Articles of Association shall incorporate corresponding amendments.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p align="center">The Rules of Procedure of the Shareholders' General Meeting of Huishang Bank Corporation Limited</p>	<p align="center">The Rules of Procedure of the Shareholders' General Meeting of Huishang Bank Corporation Limited</p>	
<p align="center">Section 2 General Provisions on Shareholders' General Meetings</p>	<p align="center">Section 2 General Provisions on Shareholders' General Meetings</p>	
<p>Article 5 The shareholders' general meeting shall exercise the following powers in accordance with law:</p> <p>(1) to decide on the business policies and significant investment plans of the Bank;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to examine and approve reports made by the Board of Directors;</p> <p>(4) to examine and approve reports made by the Board of Supervisors;</p> <p>(5) to examine and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6) to examine and approve the Bank's plans for profit distribution and tax loss carryforward;</p> <p>(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p>	<p>Article 5 The shareholders' general meeting shall exercise the following powers in accordance with law:</p> <p>(1) to decide on the business policies and significant investment plans of the Bank;</p> <p>(1) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(2) to examine and approve reports made by the Board of Directors;</p> <p>(4) to examine and approve reports made by the Board of Supervisors;</p> <p>(3) to examine and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(4) to examine and approve the Bank's plans for profit distribution and tax loss carryforward;</p> <p>(5) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p> <p>(6) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;</p> <p>(7) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</p>	<p>Amended in accordance with Articles 59, 112, and 152 of the new Company Law.</p> <p>Article 59 of the new Company Law The shareholders' meeting shall exercise the following functions and powers:</p> <p>(1) to elect and remove directors and supervisors, and to decide on matters relating to the remuneration of directors and supervisors;</p> <p>(2) to consider and approve reports of the board of directors;</p> <p>(3) to consider and approve reports of the board of supervisors;</p> <p>(4) to consider and approve the company's profit distribution plans and loss recovery plans;</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(8) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;</p> <p>(9) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</p> <p>(10) to amend the Articles of the Bank, to consider and adopt the rules of procedure of the shareholders' general meetings, Board of Directors' meetings and Board of Supervisors' meetings;</p> <p>(11) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(12) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the "Proposing Shareholders");</p> <p>(13) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;</p> <p>(14) to examine the external guarantees made pursuant to Article 7 of the Rules;</p> <p>(15) to examine the related party transactions which require approval by the shareholders' general meeting as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Bank's Articles;</p> <p>(16) to examine and approve the matters concerning the change of the use of proceeds;</p>	<p>(8) to amend the Articles of the Bank, to consider and adopt the rules of procedure of the shareholders' general meetings, Board of Directors' meetings and Board of Supervisors' meetings;</p> <p>(9) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(10) to examine and approve proposals raised by shareholders who individually or jointly hold 31% or more of the total voting shares of the Bank (the "Proposing Shareholders");</p> <p>(11) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;</p> <p>(12) to examine the external guarantees made pursuant to Article 7 of the Rules;</p> <p>(13) to examine the related party transactions which require approval by the shareholders' general meeting as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Bank's Articles;</p> <p>(14) to examine and approve the matters concerning the change of the use of proceeds;</p> <p>(15) to examine the stock incentive plans and employee stock ownership plans;</p> <p>(16) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; and</p>	<p>(5) to decide on any increase or reduction of the company's registered capital;</p> <p>(6) to decide on the issue of corporate bonds;</p> <p>(7) to decide on issues such as merger, division, dissolution, liquidation and change of form of the company;</p> <p>(8) to amend the articles of association;</p> <p>(9) other functions and powers as stipulated in the articles of association.</p> <p>The shareholders' meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.</p> <p>Article 112 The Paragraph 1 and Paragraph 2 of Article 59, of this law regarding the functions and powers of the shareholders' meeting of a limited liability company shall apply to the shareholders' meeting of a joint stock company.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(17) to examine the stock incentive plans and employee stock ownership plans;</p> <p>(18) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; and</p> <p>(19) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities as well as the Bank's Articles.</p> <p>Matters falling within the scope of authority of the shareholders' general meeting shall be reviewed and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If the Bank's Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Bank's Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p>(17) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities as well as the Bank's Articles.</p> <p><u>The shareholders' meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds; may authorize the Board of Directors to decide to issue shares not exceeding 50% of the issued shares within three years, but if non-monetary assets are used as capital contributions, a resolution of the shareholders' meeting shall be required.</u></p> <p>Matters <u>aforementioned</u> falling within the scope of authority of the shareholders' general meeting shall be reviewed and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If the Bank's Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general—meeting. If the Bank's Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p>Article 152 The articles of association or the shareholders' meeting may authorize the board of directors to decide to issue shares not exceeding 50% of the issued shares within three years, but if non-monetary assets are used as capital contributions, a resolution of the shareholders' meeting shall be required.</p> <p>If the board of directors decides to issue shares in accordance with the provisions of the preceding paragraph, resulting in a change in the company's registered capital or the number of issued shares, the amendment of the relevant record in the company's articles of association does not require a vote of the shareholders' meeting.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 6 When deciding on issues so authorized, the Board of Directors shall discuss and verify the matters thoroughly and may appoint intermediaries to provide advice, if necessary, to ensure scientific and reasonable decision-making on the matters. When making decisions on authorized matters, the Board of Directors shall fully fulfill its information disclosure obligations and voluntarily accept supervision from the Bank's shareholders, supervisors, the banking regulatory authority and the securities regulatory authority of the jurisdiction in which the Bank's shares are listed.</p>	<p>Article 6 When deciding on issues so authorized, the Board of Directors shall discuss and verify the matters thoroughly and may appoint intermediaries to provide advice, if necessary, to ensure scientific and reasonable decision-making on the matters. When making decisions on authorized matters, the Board of Directors shall fully fulfill its information disclosure obligations and voluntarily accept supervision from the Bank's shareholders, supervisors, the banking regulatory authority and the securities regulatory authority of the jurisdiction in which the Bank's shares are listed.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 7 In the following situations, the guarantees extended by the Bank shall be considered and passed at the shareholders' general meetings.</p> <p>(1) any subsequent guarantees to be provided once the total amount of external guarantees given by the Bank and its subsidiaries companies (subsidiary banks) has reached or exceeded 50% of their latest audited net assets;</p> <p>(2) any subsequent guarantees to be provided once the total amount of external guarantees given by the Bank has reached or exceeded 30% of its latest audited total assets;</p> <p>(3) guarantees to any party with a gearing ratio exceeding 70%;</p> <p>(4) any single guarantee exceeding 10% of the latest audited net assets; and</p> <p>(5) any guarantee provided to shareholders, <i>de facto</i> controllers and their related parties.</p>	<p>Article 7 In the following situations, the guarantees extended by the Bank shall be considered and passed at the shareholders' general meetings.</p> <p>(1) any subsequent guarantees to be provided once the total amount of external guarantees given by the Bank and its subsidiaries companies (subsidiary banks) has reached or exceeded 50% of their latest audited net assets;</p> <p>(2) any subsequent guarantees to be provided once the total amount of external guarantees given by the Bank has reached or exceeded 30% of its latest audited total assets;</p> <p><u>(3) guarantees provided by the Bank to others within one year exceeding 30% of the latest audited total assets of the Bank;</u></p> <p>(4) guarantees to any party with a gearing ratio exceeding 70%;</p> <p>(5) any single guarantee exceeding 10% of the latest audited net assets; and</p> <p>(6) any guarantee provided to shareholders, <i>de facto</i> controllers and their related parties.</p>	<p>Amended in accordance with Article 135 of the new Company Law.</p> <p>Article 135 Where a listed company purchases or sells significant assets, or provides guarantees for the amount exceeding 30% of the company's total assets to others within one year, a resolution shall be adopted by the shareholders' meeting and approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 8 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisors and members of senior management of the Bank without approval in the form of a special resolution passed in a shareholders' general meeting.</p>	<p>Article 8 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisors and members of senior management of the Bank without approval in the form of a special resolution passed <u>at in</u> a shareholders' general meeting.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 10 An extraordinary general meeting shall be convened within two (2) months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Bank's Articles;</p> <p>(2) the outstanding loss of the Bank is at least one-third of the Bank's total share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (the "Requesting Shareholders") have requested to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated on the day on which the shareholders submit a written request to convene the meeting;</p> <p>(4) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) more than half of and not less than two independent directors propose to convene the meeting;</p> <p>(6) the Board of Supervisors proposes to convene the meeting; and</p> <p>(7) any other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Bank's Articles.</p>	<p>Article 10 An extraordinary <u>shareholders'</u> general meeting shall be convened within two (2) months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Bank's Articles;</p> <p>(2) the outstanding loss of the Bank is at least one-third of the Bank's total share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (the "Requesting Shareholders") have requested to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated on the day on which the shareholders submit a written request to convene the meeting;</p> <p>(4) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) more than half of and not less than two independent directors propose to convene the meeting;</p> <p>(6) the Board of Supervisors Audit Committee proposes to convene the meeting; and</p> <p>(7) any other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Bank's Articles.</p>	<p>Amend based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
Chapter 3 Procedures for Convening of Shareholders' General Meetings	Chapter 3 Procedures for Convening of Shareholders' General Meetings	
Section 1 The Convening of Shareholders' General Meetings	Section 1 The Convening of Shareholders' General Meetings	
<p>Article 12 Shareholders' general meetings shall be convened by the Board of Directors. The Board of Directors shall determine the time and venue of shareholders' general meetings, matters to be considered thereat and the content of proposals by way of resolution. If the Board of Directors is unable or fails to perform its duty in convening a shareholders' general meeting, the Board of Supervisors shall promptly convene the meeting. If the Board of Supervisors does not convene the meeting, the shareholders who individually or jointly hold 10% or more of the Bank's total number of shares with voting rights for over ninety (90) consecutive days (the "Convening Shareholders") may convene such meeting on their own initiative.</p>	<p>Article 12 Shareholders' general meetings shall be convened by the Board of Directors. The Board of Directors shall determine the time and venue of shareholders' general meetings, matters to be considered thereat and the content of proposals by way of resolution. If the Board of Directors is unable or fails to perform its duty in convening a shareholders' general meeting, the Board of Supervisors Audit Committee shall promptly convene the meeting. If the Board of Supervisors Audit Committee does not convene the meeting, the shareholders who individually or jointly hold 10% or more of the Bank's total number of shares with voting rights for over ninety (90) consecutive days (the "Convening Shareholders") may convene such meeting on their own initiative.</p>	<p>Amend based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.</p>
<p>Article 14 The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Bank's Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Board of Supervisors shall be sought.</p>	<p>Article 14 The Board of Supervisors Audit Committee shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Bank's Articles, make a written response as to whether or not it agrees to convene an extraordinary shareholders' general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary shareholders' general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Board of Supervisors Audit Committee shall be sought.</p>	<p>Amend based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten (10) days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene and preside over the shareholders' general meeting on its own initiative.</p> <p>The external supervisors shall have the right to propose the Board of Supervisors to recommend that the Board of Directors convene an extraordinary general meeting if all the external supervisors are in unanimous consent, and the Board of Supervisors shall give a written opinion as to whether it agrees or disagrees within ten (10) days upon receipt of such proposals. If the Board of Supervisors refuses to convene the extraordinary general meeting, it shall give an explanation.</p>	<p>If the Board of Directors does not agree to convene the extraordinary shareholders' general meeting or fails to give its response within ten (10) days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors Audit Committee may convene and preside over the shareholders' general meeting on its own initiative.</p> <p>The external supervisors shall have the right to propose the Board of Supervisors to recommend that the Board of Directors convene an extraordinary general meeting if all the external supervisors are in unanimous consent, and the Board of Supervisors shall give a written opinion as to whether it agrees or disagrees within ten (10) days upon receipt of such proposals. If the Board of Supervisors refuses to convene the extraordinary general meeting, it shall give an explanation.</p>	
<p>Article 15 When the Requesting Shareholders request to convene an extraordinary general meeting or any class shareholders' meeting, they shall act in compliance with the following procedures:</p> <p>The Requesting Shareholders shall have the right to propose to the Board of Directors to convene an extraordinary general meeting or any class shareholders' meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Bank's Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting or class shareholders' meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p>	<p>Article 15 When the Requesting Shareholders request to convene an extraordinary shareholders' general meeting or any class shareholders' meeting, they shall act in compliance with the following procedures:</p> <p>The Requesting Shareholders shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' general meeting or any class shareholders' meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Bank's Articles, make a written response as to whether or not it agrees to convene an extraordinary shareholders' general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary shareholders' general meeting or class shareholders' meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p>	<p>Amend based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>If the Board of Directors does not agree to convene the extraordinary general meeting or class shareholders’ meeting, or fails to give its response within ten (10) days of receiving the proposal, the Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene an extraordinary shareholders’ general meeting or class shareholders’ meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>If the Board of Supervisors agrees to convene an extraordinary general meeting or class shareholders’ meeting, a notice for convening such meeting shall be issued within five (5) days of receiving the proposal. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to issue a notice convening such a meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting or class shareholders’ meeting, and the Requesting Shareholders may convene and preside over the meeting.</p>	<p>If the Board of Directors does not agree to convene the extraordinary <u>shareholders’ general</u> meeting or class shareholders’ meeting, or fails to give its response within ten (10) days of receiving the proposal, the Requesting Shareholders shall have the right to propose to the Board of Supervisors <u>Audit Committee</u> to convene an extraordinary shareholders’ general meeting or class shareholders’ meeting and this proposal shall be made to the Board of Supervisors <u>Audit Committee</u> in writing. <u>The Audit Committee shall, in accordance with the provisions of laws, administrative regulations, and the Bank’s Articles, provide written feedback within ten (10) days from the date of receiving the proposal, indicating whether it agrees or disagrees to convene an extraordinary shareholders’ meeting or a class shareholders’ meeting.</u></p> <p>If the Board of Supervisors <u>Audit Committee</u> agrees to convene an extraordinary <u>shareholders’ general</u> meeting or class shareholders’ meeting, a notice for convening such meeting shall be issued within five (5) days of receiving the proposal <u>adopting a resolution</u>. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Supervisors <u>Audit Committee</u> <u>disagrees with convening an extraordinary shareholders’ meeting or a class shareholders’ meeting, or fails to provide feedback within ten (10) days from the date of receiving the proposal</u> fails to issue a notice convening such a meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary <u>shareholders’ general</u> meeting or class shareholders’ meeting, and the Requesting Shareholders may convene and preside over the meeting.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 16 If either the Board of Supervisors or shareholders propose to convene a shareholders’ general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority and other relevant regulatory authorities of the place in which the Bank is operating.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders’ general meeting shall not be less than 10%.</p> <p>The Board of Supervisors or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated and to other relevant regulatory authorities when the Board of Supervisors or the Requesting Shareholders issue the notice of shareholders’ general meeting and the announcement of the resolutions passed at the shareholders’ general meeting.</p>	<p>Article 16 If either the Board of Supervisors <u>Audit Committee</u> or shareholders propose to convene a shareholders’ general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority and other relevant regulatory authorities of the place in which the Bank is operating.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders’ general meeting shall not be less than 10%.</p> <p>The Board of Supervisors <u>Audit Committee</u> or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated and to other relevant regulatory authorities when the Board of Supervisors <u>Audit Committee</u> or the Requesting Shareholders issue the notice of shareholders’ general meeting and the announcement of the resolutions passed at the shareholders’ general meeting.</p>	<p>Amend based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.</p>
<p>Article 17 With respect to a shareholders’ general meeting convened by the Board of Supervisors or the shareholders, the Board of Directors and the secretary of the Board shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.</p> <p>If the Board of Directors fails to offer the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders by relying on the announcement regarding the notice convening the shareholders’ general meeting. The register of shareholders offered to the conveners shall only be used for the shareholders’ general meeting and shall not be used for other purposes.</p>	<p>Article 17 With respect to a shareholders’ general meeting convened by the Board of Supervisors <u>Audit Committee</u> or the shareholders, the Board of Directors and the secretary of the Board shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.</p> <p>If the Board of Directors fails to offer the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders by relying on the announcement regarding the notice convening the shareholders’ general meeting. The register of shareholders offered to the conveners shall only be used for the shareholders’ general meeting and shall not be used for other purposes.</p>	<p>Amend based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 18 Necessary costs arising out of a shareholders’ general meeting convened by the Board of Supervisors or the Requesting Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.</p>	<p>Article 18 Necessary costs arising out of a shareholders’ general meeting convened by the Board of Supervisors <u>Audit Committee</u> or the Requesting Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.</p>	<p>Amend based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.</p>
<p>Section 2 Proposals of Shareholders’ General Meetings</p>	<p>Section 2 Proposals of Shareholders’ General Meetings</p>	
<p>Article 20 When the Bank convenes shareholders’ general meetings, the Proposing Shareholders, the Board of Directors and the Board of Supervisors shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders’ general meeting into the agenda.</p> <p>The Proposing Shareholders may submit provisional proposals to the conveners in writing ten (10) days prior to the date of the general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals.</p> <p>Except for the circumstances provided in the above paragraph, after issuing the notice of the shareholders’ general meeting, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general meeting.</p> <p>Proposals which have not been set out in the notice of shareholders’ general meeting or which are not in compliance with Article 19 of the Rules shall not be put forward and voted upon as resolutions at a shareholders’ general meeting.</p>	<p>Article 20 When the Bank convenes shareholders’ general meetings, the Proposing Shareholders, the Board of Directors and the Board of Supervisors <u>Audit Committee</u> shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders’ general meeting into the agenda.</p> <p>The Proposing Shareholders may submit provisional proposals to the conveners in writing ten (10) days prior to the date of the general <u>shareholders’</u> meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals.</p> <p>Except for the circumstances provided in the above paragraph, after issuing the notice of the shareholders’ general meeting, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general <u>shareholders’</u> meeting.</p> <p>Proposals which have not been set out in the notice of shareholders’ general meeting or which are not in compliance with Article 19 of the Rules shall not be put forward and voted upon as resolutions at a shareholders’ general meeting.</p>	<p>Amend based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p align="center">Section 3 Notice of Shareholders' General Meetings</p>	<p align="center">Section 3 Notice of Shareholders' General Meetings</p>	
<p>Article 25 Notice of shareholders' general meeting shall meet the following requirements:</p> <p>(1) it is in written form;</p> <p>(2) it indicates the date, venue and duration of the meeting;</p> <p>(3) it shall state the matters and proposals to be considered at the meeting;</p> <p>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization and Bank restructuring proposals or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any), and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p> <p>(5) if any of the directors, supervisors or members of senior management have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or member of senior management as shareholders compared to other shareholders of that same class, they shall explain this difference;</p> <p>(6) it shall contain the full text of any proposed special resolution to be voted on at the meeting;</p>	<p>Article 25 Notice of shareholders' general meeting shall meet the following requirements:</p> <p>(1) it is in written form;</p> <p>(2) it indicates the date, venue and duration of the meeting;</p> <p>(3) it shall state the matters and proposals to be considered at the meeting;</p> <p>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization and Bank restructuring proposals or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any), and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p> <p>(5) if any of the directors, supervisors or members of senior management have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or member of senior management as shareholders compared to other shareholders of that same class, they shall explain this difference;</p> <p>(6) it shall contain the full text of any proposed special resolution to be voted on at the meeting;</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote on his/her behalf, and such proxy need not be a shareholder;</p> <p>(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the shareholders' general meeting;</p> <p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person of the meeting; and</p> <p>(11) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Bank's Articles.</p> <p>The standard proxy form shall also be delivered together with the notice of shareholders' general meeting.</p>	<p>(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote on his/her behalf, and such proxy need not be a shareholder;</p> <p>(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the shareholders' general meeting;</p> <p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person of the meeting; and</p> <p>(11) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Bank's Articles.</p> <p>The standard proxy form shall also be delivered together with the notice of shareholders' general meeting.</p>	

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 27 If the elections of directors and supervisors are intended to be discussed at the shareholder's general meeting, the notice of the shareholders' general meeting shall, in compliance with laws, administrative regulations, departmental rules, regulatory documents and the requirements of the relevant regulatory authority and the Bank's Articles, fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars such as education level, work experience and any part-time work undertaken;</p> <p>(2) whether there is any connected relationship with the Bank or with the controlling shareholders and <i>de facto</i> controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the securities regulatory authority of the State Council and other relevant departments, and any stock exchange disciplinary action; and</p> <p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Stock Exchange Listing Rules.</p> <p>Except for the election of directors and supervisors via cumulative voting, the election of each director and supervisor shall be voted upon on a separate basis.</p>	<p>Article 27 If the elections of directors and supervisors are intended to be discussed at the shareholder's general meeting, the notice of the shareholders' general meeting shall, in compliance with laws, administrative regulations, departmental rules, regulatory documents and the requirements of the relevant regulatory authority and the Bank's Articles, fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars such as education level, work experience and any part-time work undertaken;</p> <p>(2) whether there is any connected relationship with the Bank or with the controlling shareholders and <i>de facto</i> controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the securities regulatory authority of the State Council and other relevant departments, and any stock exchange disciplinary action; and</p> <p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Stock Exchange Listing Rules.</p> <p>Except for the election of directors and supervisors via cumulative voting, the election of each director and supervisor shall be voted upon on a separate basis.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Section 4 Attendance and Registration of Shareholders' General Meetings</p>	<p>Section 4 Attendance and Registration of Shareholders' General Meetings</p>	
<p>Article 29 Shareholders who wish to attend any shareholders' general meeting shall complete registration for the shareholders' general meeting at the place specified by the Bank within the given time in accordance with the requirements stipulated in an announcement for the notice of shareholders' general meeting. The registration for shareholders' general meeting shall be conducted by way of on-site registration or fax, etc. Any shareholder entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one (1) or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. However, majority shareholder's proxies shall not be those other than shareholders and their related parties, persons acting in concert, directors and supervisors nominated, and majority shareholder shall not be a proxy of non-related parties or persons acting in concert to attend a shareholders' general meeting. A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(1) the same right of speech as the shareholder at the shareholders' general meeting;</p> <p>(2) have authority to demand or join other shareholders in demanding a poll; and</p> <p>(3) have the right to vote by hand or on a poll, but when more than one (1) proxy has been appointed, the proxies only have the right to vote on a poll.</p>	<p>Article 29 Shareholders who wish to attend any shareholders' general meeting shall complete registration for the shareholders' general meeting at the place specified by the Bank within the given time in accordance with the requirements stipulated in an announcement for the notice of shareholders' general meeting. The registration for shareholders' general meeting shall be conducted by way of on-site registration or fax, etc. Any shareholder entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one (1) or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. However, majority shareholder's proxies shall not be those other than shareholders and their related parties, persons acting in concert, directors and supervisors nominated, and majority shareholder shall not be a proxy of non-related parties or persons acting in concert to attend a shareholders' general meeting. A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(1) the same right of speech as the shareholder at the shareholders' general meeting;</p> <p>(2) have authority to demand or join other shareholders in demanding a poll; and</p> <p>(3) have the right to vote by hand or on a poll, but when more than one (1) proxy has been appointed, the proxies only have the right to vote on a poll.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 38 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, but the figures recorded in the attendance records will prevail.</p> <p>The registration process for the meeting shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.</p>	<p>Article 38 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, but the figures recorded in the attendance records will prevail.</p> <p>The registration process for the meeting shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.</p>	Improved expressions.
<p>Section 5 Convening of Shareholders' General Meetings</p>	<p>Section 5 Convening of Shareholders' General Meetings</p>	
<p>Article 39 When the shareholders' general meeting is being convened, the Bank's directors, supervisors and the secretary to the Board of Directors shall attend the meeting. Members of senior management shall observe the meeting.</p> <p>The Board of Directors and other conveners shall take necessary measures to maintain order at the shareholders' general meeting. Behavior such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.</p>	<p>Article 39 When the shareholders' general meeting is being convened, the Bank's directors, supervisors and the secretary to the Board of Directors shall attend the meeting. Members of senior management shall observe the meeting.</p> <p>The Board of Directors and other conveners shall take necessary measures to maintain order at the shareholders' general meeting. Behavior such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.</p>	Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 40 A shareholders’ general meeting convened by the Board of Directors shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties, the vice chairman of the Board of Directors shall chair and preside over the meeting. If the vice chairman is unable or fails to perform his/her duties, a director elected by not less than half of the directors shall chair and preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting.</p> <p>A shareholders’ general meeting convened by the Board of Supervisors shall be chaired and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall chair and preside over the meeting.</p> <p>A shareholders’ general meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener.</p> <p>During the course of a shareholders’ general meeting, if the chairman of the meeting violates the Rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>Article 40 A shareholders’ general meeting convened by the Board of Directors shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties, the vice chairman of the Board of Directors shall chair and preside over the meeting. If the vice chairman is unable or fails to perform his/her duties, a director elected by not less than <u>more than</u> half of the directors shall chair and preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting.</p> <p>A shareholders’ general meeting convened by the Board of Supervisors <u>Audit Committee</u> shall be chaired and presided over by the chairman of the Board of Supervisors <u>Audit Committee</u>. If the chairman of the Board of Supervisors <u>Audit Committee</u> is unable or fails to perform his/her duties, a supervisor member <u>member of Audit Committee</u> elected by not less than <u>more than</u> half of the supervisors <u>members of Audit Committee</u> shall chair and preside over the meeting.</p> <p>A shareholders’ general meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener.</p> <p>During the course of a shareholders’ general meeting, if the chairman of the meeting violates the Rules such that the meeting cannot be continued, the shareholders in <u>at</u> the general shareholders’ <u>general shareholders’</u> meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>Amended in accordance with Article 114 of the new Company Law.</p> <p>Article 114 A shareholders’ meeting shall be convened and presided over by the chairman of the board of directors. If the chairman is unable or fails to perform his/her duties, the vice chairman of the board of directors shall preside over the meeting. If the vice chairman is unable or fails to perform his/her duties, a director elected by not less than half of the directors shall preside over the meeting.</p> <p>If the board of directors is unable or fails to perform its duty in convening the shareholders’ meeting, the board of supervisors shall promptly convene and preside over the meeting. If the board of supervisors does not convene and preside over the meeting, the shareholders who individually or jointly hold over 10% of the company’s shares for not less than ninety consecutive days may convene and preside over such meetings on their own initiative.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
		Shareholders individually or jointly holding more than 10% of the company's shares may request the convening of an extraordinary shareholders' meeting. Upon receiving such a request, the board of directors and the board of supervisors shall decide within ten days whether to convene the extraordinary shareholders' meeting and provide a written response to the shareholders.
<p>Article 41 A shareholders' general meeting shall be conducted in the following order:</p> <p>(1) The chairman of the meeting announces the commencement of the shareholders' general meeting;</p> <p>(2) The secretary to the Board of Directors reports the number of shareholder representatives present at the meeting and the proportion of voting shares they represent relative to the total voting shares;</p> <p>(3) Reading and reviewing of the shareholders' general meeting proposals one by one;</p> <p>(4) Shareholders' speeches;</p> <p>(5) The chief scrutineer announces the voting rules;</p>	<p>Article 41 A shareholders' general meeting shall be conducted in the following order:</p> <p>(1) The chairman of the meeting announces the commencement of the shareholders' general-meeting;</p> <p>(2) The secretary to the Board of Directors reports the number of shareholder representatives present at the meeting and the proportion of voting shares they represent relative to the total voting shares;</p> <p>(3) Reading and reviewing of the shareholders' general meeting proposals one by one;</p> <p>(4) Shareholders' speeches;</p> <p>(5) The chief scrutineer announces the voting rules;</p>	Improved expressions.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(6) Meeting staff collect the ballots and conduct vote counting;</p> <p>(7) The chairman of the meeting announces the voting results;</p> <p>(8) The chairman of the meeting announces the resolution of the shareholders' general meeting;</p> <p>(9) The legal counsel announces the legal opinion issued for the shareholders' general meeting;</p> <p>(10) The chairman of the meeting announces the closing of the shareholders' general meeting.</p>	<p>(6) Meeting staff collect the ballots and conduct vote counting;</p> <p>(7) The chairman of the meeting announces the voting results;</p> <p>(8) The chairman of the meeting announces the resolution of the shareholders' general meeting;</p> <p>(9) The legal counsel announces the legal opinion issued for the shareholders' general meeting;</p> <p>(10) The chairman of the meeting announces the closing of the shareholders' general meeting.</p>	
<p>Article 42 Shareholders (or their proxies) present at a shareholders' general meeting may request to speak. A speech at a shareholders' general meeting can be made in writing or orally.</p> <p>Shareholders requesting to deliver speeches shall register prior to the meeting or before voting during the meeting. The sequence of speech shall be consistent with that of the registration. The chairman of the meeting may decide on the number of spokesman and the time of their speeches in line with the conditions of the meetings.</p> <p>The chairman of the meeting may reject or stop speeches not in compliance with the above rules.</p>	<p>Article 42 Shareholders (or their proxies) present at a shareholders' general meeting may request to speak. A speech at a shareholders' general meeting can be made in writing or orally.</p> <p>Shareholders requesting to deliver speeches shall register prior to the meeting or before voting during the meeting. The sequence of speech shall be consistent with that of the registration. The chairman of the meeting may decide on the number of spokesman and the time of their speeches in line with the conditions of the meetings.</p> <p>The chairman of the meeting may reject or stop speeches not in compliance with the above rules.</p>	Improved expressions.
<p>Article 43 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors should both report to the shareholders on the work they have undertaken over the past year, and each independent director shall also give a report on their duties to the shareholders.</p>	<p>Article 43 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors should both report to the shareholders shareholders' <u>meeting</u> on the work they have undertaken over the past year, and each independent director shall also give a report on their duties to the shareholders shareholders' <u>meeting</u>.</p>	Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
Article 44 Unless confidential trade secrets of the Bank are involved which shall not be divulged, the directors, supervisors and members of senior management shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.	Article 44 Unless confidential trade secrets of the Bank are involved which shall not be divulged, the directors, supervisors and members of senior management shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.	Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.
Section 6 The Voting Procedures and Resolutions of Shareholders' General Meetings	Section 6 The Voting Procedures and Resolutions of Shareholders' General Meetings	
Article 45 Apart from proposals regarding the procedure or administration of the shareholders' general meeting for which resolutions may be made by a show of hands and counted by the chairman of the meeting acting in good faith, all other matters shall be decided on by a poll.	Article 45 Apart from proposals regarding the procedure or administration of the shareholders' general meeting for which resolutions may be made by a show of hands and counted by the chairman of the meeting acting in good faith, all other matters shall be decided on by a poll.	Improved expressions.
Article 47 If the matter demanded to be resolved by a poll is the election of the chairman of the shareholders' general meeting or the adjournment of the meeting, a poll shall be taken immediately. The chairman can decide when a poll will be taken if it is demanded for any other matters, the meeting may continue and other matters may be discussed. The results of that poll shall be considered as resolutions passed at the meeting.	Article 47 If the matter demanded to be resolved by a poll is the election of the chairman of the shareholders' general meeting or the adjournment of the meeting, a poll shall be taken immediately. The chairman can decide when a poll will be taken if it is demanded for any other matters, the meeting may continue and other matters may be discussed. The results of that poll shall be considered as resolutions passed at the meeting.	Improved expressions.
Article 49 The following matters shall be resolved by way of ordinary resolution: (1) work reports by the Board of Directors and the Board of Supervisors; (2) profit distribution plans and loss carryforward plans as proposed by the Board of Directors; (3) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors;	Article 49 The following matters shall be resolved by way of ordinary resolution: (1) work reports by the Board of Directors and the Board of Supervisors ; (2) profit distribution plans and loss carryforward plans as proposed by the Board of Directors; (3) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors ;	Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(4) reports regarding the Bank’s annual financial budget and final accounts;</p> <p>(5) the appointment or dismissal of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(6) any other matters not required by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities or the Bank’s Articles to be resolved by way of special resolution.</p>	<p>(4) reports regarding the Bank’s annual financial budget and final accounts;</p> <p>(5) the appointment or dismissal of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(6) any other matters not required by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities or the Bank’s Articles to be resolved by way of special resolution.</p>	
<p>Article 56 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following:</p> <p>(1) a request to convene an extraordinary general meeting of shareholders;</p> <p>(2) a request to convene and preside over a general meeting of shareholders;</p> <p>(3) a request to submit an proposal or an interim proposal to a general meeting of shareholders;</p> <p>(4) a request to nominate the directors and supervisors who are not staff representatives of the Bank;</p> <p>(5) identifying controlling shareholder(s) according to the relevant provisions of these Bank’s Articles;</p> <p>(6) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of these Bank’s Articles;</p>	<p>Article 56 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following:</p> <p>(1) a request to convene an extraordinary general meeting of shareholders shareholders’ meeting;</p> <p>(2) a request to convene and preside over a general meeting of shareholders shareholders’ meeting;</p> <p>(3) a request to submit an proposal or an interim proposal to a general meeting of shareholders shareholders’ meeting;</p> <p>(4) a request to nominate the directors and supervisors who are not staff representatives of the Bank;</p> <p>(5) identifying controlling shareholder(s) according to the relevant provisions of these Bank’s Articles;</p> <p>(6) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of these Bank’s Articles;</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations; and</p> <p>(8) other circumstances provided under laws, administrative regulations, departmental regulations and these Articles.</p>	<p>(7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations; and</p> <p>(8) other circumstances provided under laws, administrative regulations, departmental regulations and these Articles.</p>	
<p>Article 59 The suggested list of candidates to serve as directors and supervisors shall be put forward to the shareholders' general meeting for voting.</p> <p>Cumulative polling may be used for the election of directors and supervisors in a shareholders' general meeting, where it is in accordance with the provisions of the Bank's Articles or a resolution passed in a shareholder's general meeting.</p> <p>The Bank shall ensure the continuity of the Board of Directors, and except for re-elections at expiration of office, the number of directors that shall be replaced and re-elected by the Board of Directors each year shall not exceed one-third of the number of directors on the Board of Directors.</p> <p>The general procedures for nomination and election of directors or supervisors shall be implemented in accordance with the Bank's Articles of Association.</p> <p>If the number of shares with voting rights held by the controlling shareholder exceeds 30% of the total number of shares with voting rights in the Bank, the elections of directors and supervisors at the shareholders' general meeting shall be carried out via cumulative polling in accordance with the Bank's Article of Association.</p>	<p>Article 59 The suggested list of candidates to serve as directors and supervisors shall be put forward to the shareholders' general meeting for voting.</p> <p>Cumulative polling may be used for the election of directors and supervisors in at a shareholders' general meeting, where it is in accordance with the provisions of the Bank's Articles or a resolution passed in at a shareholder's general meeting.</p> <p>The Bank shall ensure the continuity of the Board of Directors, and except for re-elections at expiration of office, the number of directors that shall be replaced and re-elected by the Board of Directors each year shall not exceed one-third of the number of directors on the Board of Directors.</p> <p>The general procedures for nomination and election of directors or supervisors shall be implemented in accordance with the Bank's Articles of Association.</p> <p>If the number of shares with voting rights held by the controlling shareholder exceeds 30% of the total number of shares with voting rights in the Bank, the elections of directors and supervisors at the shareholders' general meeting shall be carried out via cumulative polling in accordance with the Bank's Article of Association.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 61 Before a proposal is put to vote at a shareholders' general meeting, two (2) representatives of the shareholders shall be nominated to count the votes and to act as the scrutineer. If a shareholder has a material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders and representatives of supervisors. At the same time, the auditors of the Bank, the H Share Registrar or external accountants (who are qualified as auditors) shall be appointed as the scrutineer. The chairman of the meeting shall announce the voting outcome at the meeting and shall declare, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Article 61 Before a proposal is put to vote at a shareholders' general meeting, two (2) representatives of the shareholders shall be nominated to count the votes and to act as the scrutineer. If a shareholder has a material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders and representatives of supervisors the Audit Committee. At the same time, the auditors of the Bank, the H Share Registrar or external accountants (who are qualified as auditors) shall be appointed as the scrutineer. The chairman of the meeting shall announce the voting outcome at the meeting and shall declare, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Amend based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.</p>
<p>Article 64 For every resolution, the chairman of the shareholders' general meeting shall announce the voting circumstances, the voting outcome, and whether the resolution has been passed based on the voting outcome.</p> <p>Prior to formally announcing the voting outcome, all interested parties attending the meeting in person, including the Bank, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting results confidential.</p>	<p>Article 64 For every resolution, the chairman of the shareholders' general meeting shall announce the voting circumstances, the voting outcome, and whether the resolution has been passed based on the voting outcome.</p> <p>Prior to formally announcing the voting outcome, all interested parties attending the meeting in person, including the Bank, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting results confidential.</p>	<p>Improved expressions.</p>

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 65 If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes, and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately.</p> <p>If the votes are counted at a shareholders' general meeting, the recount shall be recorded into the minutes.</p> <p>The minutes and the list of signatures by shareholders and proxies in attendance shall be kept at the Bank's domicile.</p>	<p>Article 65 If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes, and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately.</p> <p>If the votes are counted at a shareholders' general meeting, the recount shall be recorded into the minutes.</p> <p>The minutes and the list of signatures by shareholders and proxies in attendance shall be kept at the Bank's domicile.</p>	Improved expressions.
Section 7 The Minutes of the Shareholders' General Meeting	Section 7 The Minutes of the Shareholders' General Meeting	
<p>Article 67 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors, supervisors and members of senior management who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of Bank voting shares;</p>	<p>Article 67 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors; supervisors and members of senior management who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of Bank voting shares;</p>	Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
<p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and the corresponding response or explanation, etc.;</p> <p>(6) the name of the lawyer, vote counter and scrutineer; and</p> <p>(7) any other matters required by the shareholders' general meeting or the provisions of the Bank's Articles to be recorded in the minutes.</p> <p>The minutes of the shareholders' general meeting may be made in the form of a summary or resolution, etc.</p>	<p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and the corresponding response or explanation, etc.;</p> <p>(6) the name of the lawyer, vote counter and scrutineer; and</p> <p>(7) any other matters required by the shareholders' general meeting or the provisions of the Bank's Articles to be recorded in the minutes.</p> <p>The minutes of the shareholders' general meeting may be made in the form of a summary or resolution, etc.</p>	
<p>Article 68 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and shall form part of the Bank's files. The secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for a perpetual term.</p>	<p>Article 68 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and shall form part of the Bank's files. The secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for a perpetual term.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Section 4 Adjournment</p>	<p>Section 4 Adjournment</p>	
<p>Article 70 Where there is any unsolved dispute among attending shareholders (including proxies thereof) on the identity of any participating shareholder (including proxies thereof) or the results of counting votes during the meeting which disturbs the order of the meeting and prevents the meeting to proceed, the chairman of the meeting shall declare the adjournment of the meeting.</p>	<p>Article 70 Where there is any unsolved dispute among attending shareholders (including proxies thereof) on the identity of any participating shareholder (including proxies thereof) or the results of counting votes during the meeting which disturbs the order of the meeting and prevents the meeting to proceed, the chairman of the meeting shall declare the adjournment of the meeting.</p>	<p>Improved expressions.</p>

APPENDIX II

**COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF THE GENERAL MEETING**

Existing Article	Article after the Amendments	Reason for Amendments or Basis of Amendments
Where the aforesaid events no longer exist, the chairman of the meeting shall notify the shareholders to continue the meeting as soon as possible.	Where the aforesaid events no longer exist, the chairman of the meeting shall notify the shareholders to continue the meeting as soon as possible.	
Chapter 5 Matters Subsequent to Shareholders’ General Meetings	Chapter 5 Matters Subsequent to Shareholders’ General Meetings	
Article 71 The Board of Directors shall be responsible for the implementation of resolutions formulated by the shareholders’ general meetings and delegating senior management to perform the resolutions in accordance with the details and assignments of responsibilities thereto. The Board of Supervisors shall be responsible for the implementation of matters as required to be carried out by the Board of Supervisors in the shareholders’ general meeting.	Article 71 The Board of Directors shall be responsible for the implementation of resolutions formulated by the shareholders’ general meetings and delegating senior management to perform the resolutions in accordance with the details and assignments of responsibilities thereto. The Board of Supervisors Audit Committee shall be responsible for the implementation of matters as required to be carried out by the Board of Supervisors Audit Committee in at the shareholders’ general meeting.	Amended based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.
Article 72 The Board shall report the implementation of resolutions to the shareholders’ general meeting. The Board of Supervisors shall report to the shareholders’ general meeting the matters required to be implemented by the Board of Supervisors. The Board of Supervisors may report to the Board of Directors in advance when it deems necessary.	Article 72 The Board shall report the implementation of resolutions to the shareholders’ general meeting. The Board of Supervisors Audit Committee shall report to the shareholders’ general meeting the matters required to be implemented by the Board of Supervisors Audit Committee . The Board of Supervisors Audit Committee may report to the Board of Directors in advance when it deems necessary.	Amended based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.
Article 73 If the proposal regarding the election of the directors or supervisors is approved at the shareholders’ general meeting, the newly elected director or supervisor’s term of service shall commence on the date on which the resolution is passed, except as otherwise provided by laws, administrative regulations, departmental rules, regulatory documents or otherwise required by relevant regulatory authorities.	Article 73 If the proposal regarding the election of the directors or supervisors is approved at the shareholders’ general meeting, the newly elected director’s or supervisor’s term of service shall commence on the date on which the resolution is passed, except as otherwise provided by laws, administrative regulations, departmental rules, regulatory documents or otherwise required by relevant regulatory authorities.	Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.

Notes:

1. Pursuant to the new Company Law (2023 revision), the term “shareholders’ general meeting(s)” in the title and full text of the Rules of Procedure of the General Meeting has been adjusted to “shareholders’ meeting(s)”. As they do not involve substantive changes and involve a large number of articles, such amendments are not listed item by item in this comparison table.

2. Pursuant to Article 121 of the new Company Law, the Bank proposes to abolish the Board of Supervisors and Supervisors, and the Audit Committee shall exercise the powers of the Board of Supervisors as stipulated by the new Company Law and regulatory regulations. As such, all statements and contents related to the “Board of Supervisors” and “Supervisor” in the full text of the Rules of Procedure of the General Meeting have been deleted.

3. Due to the addition and deletion of chapters and articles in the amendments, the chapter and article numbering of the Articles of Association and the Rules of Procedure of the General Meeting shall be adjusted accordingly. Where cross-references between chapters and articles in the Rules of Procedure of the General Meeting involve changes in chapter and article numbers of the Articles of Association and the Rules of Procedure of the General Meeting, the amended Rules of Procedure of the Shareholders’ Meeting shall incorporate corresponding amendments.

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
<p>Chapter 2 Composition and Duties of the Board of Directors</p>	<p>Chapter 2 Composition and Duties of the Board of Directors</p>	
<p>Section 1 Composition of the Board of Directors</p>	<p>Section 1 Composition of the Board of Directors</p>	
<p>Article 8 The Board of Directors of the Bank shall be composed of fifteen (15) to nineteen (19) directors of which the independent directors shall account for one third or more of the total number of directors.</p>	<p>Article 8 The Board of Directors of the Bank shall be composed of fifteen (15) to nineteen (19) directors of which the independent directors shall account for one third or more of the total number of directors.</p> <p><u>The Board of Directors shall include employee representatives, who shall be democratically elected by the Bank’s employees through the employee representative meeting, employee meetings, or other forms.</u></p>	<p>Amended based on the actual situation of the Bank and in accordance with Article 68 of the new Company Law.</p> <p>Article 68 A limited liability company with 300 or more employees shall include employee representative among its board members, in addition to establishing a board of supervisors with employee representative of the company in accordance with the law. Employee representative in the board of directors shall be democratically elected by the company’s employees through a employees’ representative congress, a general membership meeting, or other forms.</p>

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
Section 2 Duties of the Board of Directors	Section 2 Duties of the Board of Directors	
<p>Article 11 The Board of Directors shall perform the following duties:</p> <p>(1) convene and report at shareholders' general meetings;</p> <p>(2) implement shareholder resolutions;</p> <p>(3) make decisions on the Bank's operational development strategies, business plans and investment plans and supervise the implementation of the strategies;</p> <p>(4) formulate the Bank's annual financial budgets and accounts, proposals on profit distribution and tax loss carryforward;</p> <p>(5) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities;</p> <p>(6) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank;</p> <p>(7) decide on matters within the scope authorized at a shareholders' general meeting, including major external investments and acquisitions, disposal of assets and major guarantees, etc.;</p> <p>(8) review and approve significant related transactions, and submit special reports annually at the shareholders' general meeting on the implementation of the related party transactions management systems and the particulars of related party transactions;</p>	<p>Article 11 The Board of Directors shall perform the following duties:</p> <p>(1) convene and report at shareholders' general meetings;</p> <p>(2) implement shareholder resolutions of <u>the shareholders' meetings resolutions</u>;</p> <p>(3) make decisions on the Bank's operational development strategies, business plans and investment plans and supervise the implementation of the strategies;</p> <p>(4) formulate the Bank's annual financial budgets and accounts, proposals on profit distribution and tax loss carryforward;</p> <p>(5) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities;</p> <p>(6) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank;</p> <p>(7) decide on matters within the scope authorized at a shareholders' general meeting, including major external investments and acquisitions, disposal of assets and major guarantees, etc.;</p> <p>(8) review and approve significant related transactions, and submit special reports annually at the shareholders' general meeting on the implementation of the related party transactions management systems and the particulars of related party transactions;</p>	Improved expressions.

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
<p>(9) decide on the establishment of the Bank's internal management entities;</p> <p>(10) appoint or remove the Bank's president and secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank's senior management including the executive vice president and other members of senior management in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p> <p>(11) formulate the basic management systems, decide on the policies on risk tolerance, risk management, internal control and compliance of the Bank and assume ultimate responsibility for comprehensive risk management;</p> <p>(12) formulate amendments to the Bank's Articles, the rules of procedures of shareholders' general meetings and Board meetings;</p> <p>(13) propose at a shareholders' general meeting the engagement, dismissal or discontinuance of engagement of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(14) be responsible for approving the Bank's internal auditing charter, medium and long term audit plans and annual audit plans;</p> <p>(15) supervise the work performance of the members of senior management, listen to the president's work report and inspect the president's work, with the right to require the president and other members of senior management to provide various particulars and information on the Bank's operation, to ensure the proper performance of their duties;</p>	<p>(9) decide on the establishment of the Bank's internal management entities;</p> <p>(10) appoint or remove the Bank's president and secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank's senior management including the executive vice president and other members of senior management in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p> <p>(11) formulate the basic management systems, decide on the policies on risk tolerance, risk management, internal control and compliance of the Bank and assume ultimate responsibility for comprehensive risk management;</p> <p>(12) formulate amendments to the Bank's Articles, the rules of procedures of shareholders' general meetings and <u>the rules of procedures of the Board meetings</u>;</p> <p>(13) propose at a shareholders' general meeting the engagement, dismissal or discontinuance of engagement of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(14) be responsible for approving the Bank's internal auditing charter, medium and long term audit plans and annual audit plans;</p> <p>(15) supervise the work performance of the members of senior management, listen to the president's work report and inspect the president's work, with the right to require the president and other members of senior management to provide various particulars and information on the Bank's operation, to ensure the proper performance of their duties;</p>	

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
<p>(16) be responsible for the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, completeness, accuracy and timeliness of the Bank's accounting and financial statements;</p> <p>(17) evaluate regularly and improve continuously the corporate governance status of the Bank according to the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles;</p> <p>(18) draw up share incentive and employee share ownership plans of the Bank; and decide on the measures to link employees' basic remuneration system of the Bank;</p> <p>(19) be responsible for the equity management of the Bank and assume the ultimate responsibility for the Bank's equity affairs management;</p> <p>(20) safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(21) establish the mechanism for identification, review and management of the conflict of interests between the Bank and shareholders, in particular substantial shareholders;</p> <p>(22) other powers conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Bank's Articles and the shareholders' general meeting.</p> <p>The Board shall collect recommendations in advance from the Party Committee of the Bank before determines the material issues of the Bank.</p>	<p>(16) be responsible for the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, completeness, accuracy and timeliness of the Bank's accounting and financial statements;</p> <p>(17) evaluate regularly and improve continuously the corporate governance status of the Bank according to the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles;</p> <p>(18) draw up share incentive and employee share ownership plans of the Bank; and decide on the measures to link employees' basic remuneration system of the Bank;</p> <p>(19) be responsible for the equity management of the Bank and assume the ultimate responsibility for the Bank's equity affairs management;</p> <p>(20) safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(21) establish the mechanism for identification, review and management of the conflict of interests between the Bank and shareholders, in particular substantial shareholders;</p> <p>(22) other powers conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Bank's Articles and the shareholders' general meeting.</p> <p>The Board shall collect recommendations in advance from the Party Committee of the Bank before determines the material issues of the Bank.</p>	

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 13 The vice chairman shall assist the chairman in his/her work. If the chairman of the Board is unable or fails to perform their duties and powers, the vice chairman shall exercise such duties on their behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by not less than half of directors jointly to exercise such duties and powers on their behalf.</p>	<p>Article 13 The vice chairman shall assist the chairman in his/her work. If the chairman of the Board is unable or fails to perform their duties and powers, the vice chairman shall exercise such duties on their behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by half or more more than half of directors jointly to exercise such duties and powers on their behalf.</p>	<p>Amended in accordance with Article 122 of the new Company Law.</p> <p>Article 122 The board of directors shall have one chairman and may have vice chairmen. The chairman and vice chairman shall be elected by the board of directors with a majority vote of all directors.</p> <p>The chairman shall convene and preside over the board meetings and oversee the implementation of board resolutions. The vice chairman shall assist the chairman in his/her duties. If the chairman is unable or fails to perform his/her duties, the vice chairman shall perform the same. If the vice chairman is unable or fails to perform his/her duties, a director shall be jointly elected by a majority of the directors to perform the same.</p>
<p>Article 14 When removing the president of the Bank within their term of office, the Board of Directors shall inform the Board of Supervisors in time and provide a written explanation to the Board of Supervisors.</p> <p>The Board of Directors shall not directly appoint and dismiss the vice president and other members of senior management without the nomination by the president.</p>	<p>Article 14 When removing the president of the Bank within their term of office, the Board of Directors shall inform the Board of Supervisors in time and provide a written explanation to the Board of Supervisors.</p> <p>The Board of Directors shall not directly appoint and dismiss the vice president and other members of senior management without the nomination by the president.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 16 The Board of Directors shall define its authority in relation to foreign investment and acquisitions and disposals of the Bank's assets outside the scope of normal banking business, and establish strict examination and policy-making procedures; it shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects and asset disposals, and submit a report of the same to the shareholders for approval.</p> <p>Any single item of external equity investment and its disposal with its amount not exceeding 3% of the Bank's most recent audited net asset value will be considered and approved by the Board of Directors, while any such single item with its amount exceeding 3% of the Bank's most recent audited net asset value shall be approved by the shareholders' general meeting.</p> <p>The purchase of fixed assets involved in daily business activities shall be performed by the president according to the itemized components and related amounts approved in the annual budget. In case of an amount exceeding the limits of the budget, or the components not being specified even if the budget regulates an amount, the following shall be performed under this authorization: For a single transaction amounting to RMB50 million or less shall be approved by the senior management as authorized by the Board of Directors; for a single transaction exceeding RMB50 million but not exceeding RMB100 million shall be approved by the Board of Directors; for a single transaction exceeding RMB100 million shall be submitted to the general meeting of shareholders for approval.</p>	<p>Article 16 The Board of Directors shall define its authority in relation to foreign investment and acquisitions and disposals of the Bank's assets outside the scope of normal banking business, and establish strict examination and policy-making procedures; it shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects and asset disposals, and submit a report of the same to the shareholders shareholders' meeting for approval.</p> <p>Any single item of external equity investment and its disposal with its amount not exceeding 3% of the Bank's most recent audited net asset value will be considered and approved by the Board of Directors, while any such single item with its amount exceeding 3% of the Bank's most recent audited net asset value shall be approved by the shareholders' general general meeting.</p> <p>The purchase of fixed assets involved in daily business activities shall be performed by the president according to the itemized components and related amounts approved in the annual budget. In case of an amount exceeding the limits of the budget, or the components not being specified even if the budget regulates an amount, the following shall be performed under this authorization: For a single transaction amounting to RMB50 million or less shall be approved by the senior management as authorized by the Board of Directors; for a single transaction exceeding RMB50 million but not exceeding RMB100 million shall be approved by the Board of Directors; for a single transaction exceeding RMB100 million shall be submitted to the general shareholders' meeting of shareholders general shareholders' meeting for approval.</p>	<p>Amended accordingly in accordance with Article 167 of the current Articles of Association.</p>

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
<p>For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four (4) months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders. The disposal of fixed assets referred to in this Article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees.</p> <p>The validity of transactions conducted by the Bank in relation to the disposal of fixed assets shall not be affected notwithstanding any violation of the requirements set out in the previous paragraph.</p>	<p>For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four (4) <u>three (3)</u> months immediately preceding such proposal for disposal exceeds 33<u>35</u>% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders <u>shareholders' meeting</u>. The disposal of fixed assets referred to in this Article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees.</p> <p>The validity of transactions conducted by the Bank in relation to the disposal of fixed assets shall not be affected notwithstanding any violation of the requirements set out in the previous paragraph.</p>	
<p>Chapter 3 Mode of Board Meetings</p>	<p>Chapter 3 Mode of Board Meetings</p>	
<p>Article 24 The Board meetings are divided into regular meetings and extraordinary meetings, and shall be convened and presided by the chairman.</p> <p>The Board of Directors shall notify the supervisors in advance of the Board meetings.</p> <p>The Board of Directors shall hold at least four (4) regular meetings annually.</p>	<p>Article 24 The Board meetings are divided into regular meetings and extraordinary meetings, and shall be convened and presided by the chairman.</p> <p>The Board of Directors shall notify the supervisors in advance of the Board meetings.</p> <p>The Board of Directors shall hold at least four (4) regular meetings annually.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
<p>Article 25 The chairman shall convene and preside over an extraordinary meeting within ten (10) days of receiving such a proposal under the following circumstances:</p> <p>(1) it is deemed necessary by the chairman;</p> <p>(2) it is proposed by more than one-third of the directors;</p> <p>(3) it is proposed by the Board of Supervisors;</p> <p>(4) it is proposed by more than two independent directors;</p> <p>(5) it is proposed by the proposing shareholders, individually or jointly, holding not less than 10% of the total voting shares of the Bank;</p> <p>(6) it is proposed by the president;</p> <p>(7) other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Bank's Articles.</p>	<p>Article 25 The chairman shall convene and preside over an extraordinary meeting within ten (10) days of receiving such a proposal under the following circumstances:</p> <p>(1) it is deemed necessary by the chairman;</p> <p>(2) it is proposed by more than one-third of the directors;</p> <p>(3) it is proposed by the Board of Supervisors <u>Audit Committee</u>;</p> <p>(4) it is proposed by more than two independent directors;</p> <p>(5) it is proposed by the proposing shareholders, individually or jointly, holding not less than 10% of the total voting shares of the Bank;</p> <p>(6) it is proposed by the president;</p> <p>(7) other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Bank's Articles.</p>	<p>Amended based on the actual situation where the Board of Supervisors is abolished by the Bank and its powers and functions are exercised by the Audit Committee.</p>

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
Chapter 4 Board Meeting Proposals	Chapter 4 Board Meeting Proposals	
<p>Article 29 The following persons or entities are entitled to submit proposals to the Board of Directors:</p> <p>(1) the Chairman;</p> <p>(2) more than one-third of the directors;</p> <p>(3) the Board of supervisors;</p> <p>(4) more than two independent directors;</p> <p>(5) the Board committees;</p> <p>(6) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank;</p> <p>(7) the president or other members of senior management of the Bank.</p> <p>The proposer shall be held responsible for the legality, accuracy and completeness of the proposals according to relevant laws, administrative regulations, rules and the Articles of the Bank, and shall take the responsibility for interpretation of these proposals.</p>	<p>Article 29 The following persons or entities are entitled to submit proposals to the Board of Directors:</p> <p>(1) the Chairman;</p> <p>(2) more than one-third of the directors;</p> <p>(3) the Board of supervisors;</p> <p>(3) more than two independent directors;</p> <p>(4) the Board committees;</p> <p>(5) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank;</p> <p>(6) the president or other members of senior management of the Bank.</p> <p>The proposer shall be held responsible for the legality, accuracy and completeness of the proposals according to relevant laws, administrative regulations, rules and the Articles of the Bank, and shall take the responsibility for interpretation of these proposals.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
Chapter 5 Board Meeting Notice	Chapter 5 Board Meeting Notice	
<p>Article 32 Notices of regular Board meetings shall be sent to all directors and supervisors in writing at least fourteen (14) days before the meeting, and the meeting materials shall be sent to all directors and supervisors at least five (5) days before the meeting.</p> <p>The notice of an extraordinary Board meeting shall be served on all directors and supervisors in writing five (5) days before the meeting, and the meeting materials shall be served on all directors and supervisors three (3) days before the meeting.</p> <p>In case of emergency, the service of notices and meeting materials for an extraordinary Board meeting must not be subject to the time limit stated in the preceding paragraph, but must be effectively served on the directors and supervisors before the meeting.</p>	<p>Article 32 Notices of regular Board meetings shall be sent to all directors and supervisors in writing at least fourteen (14) days before the meeting, and the meeting materials shall be sent to all directors and supervisors at least five (5) days before the meeting.</p> <p>The notice of an extraordinary Board meeting shall be served on all directors and supervisors in writing five (5) days before the meeting, and the meeting materials shall be served on all directors and supervisors three (3) days before the meeting.</p> <p>In case of emergency, the service of notices and meeting materials for an extraordinary Board meeting shall not be subject to the time limit stated in the preceding paragraph, but must <u>shall</u> be effectively served on the directors and supervisors before the meeting.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 33 The notice of Board meetings shall contain the following contents:</p> <p>(1) the date, time and place of the meeting;</p> <p>(2) the duration of the meeting;</p> <p>(3) the reason for holding the meeting and topics for discussion;</p> <p>(4) the date of issuance of the meeting notice; and</p> <p>(5) the contact persons of the meeting and their contact information.</p> <p>The notice convening a meeting of the Board of Directors shall be issued in any of the following ways: by hand, by fax, by mail/post, by e-mail. Provisions on delivery date of notices shall be implemented in accordance with Article 340 of the Articles of Association of the Bank.</p>	<p>Article 33 The notice of Board meetings shall contain the following contents:</p> <p>(1) the date, time and place of the meeting;</p> <p>(2) the duration of the meeting;</p> <p>(3) the reason for holding the meeting and topics for discussion;</p> <p>(4) the date of issuance of the meeting notice; and</p> <p>(5) the contact persons of the meeting and their contact information.</p> <p>The notice convening a meeting of the Board of Directors shall be issued in any of the following ways: by hand, by fax, by mail/post, by e-mail. Provisions on delivery date of notices shall be implemented in accordance with Article 340<u>287</u> of the Articles of Association of the Bank.</p>	<p>Adjusted accordingly based on the amendments to the articles.</p>

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
<p>Chapter 6 Convening of the Board Meetings</p>	<p>Chapter 6 Convening of the Board Meetings</p>	
<p>Article 39 Directors shall attend Board meetings, in addition, supervisors of the Bank may be present at Board meetings, and may raise queries or proposals on the matters to be resolved but shall not have any voting rights.</p> <p>A non-director president attending the meetings of the Board of Directors shall have no voting rights at the Board meeting. When necessary, other senior management personnel of the Bank may attend the Board meetings.</p>	<p>Article 39 Directors shall attend Board meetings, in addition, supervisors of the Bank may be present at Board meetings, and may raise queries or proposals on the matters to be resolved but shall not have any voting rights.</p> <p>A non-director president attending the meetings of the Board of Directors shall have no voting rights at the Board meeting. When necessary, other senior management personnel of the Bank may attend the Board meetings.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>
<p>Article 41 If an independent director fails to attend Board meetings in person for three consecutive times, the Board of Directors or the Board of Supervisors has the right to propose his or her dismissal at the shareholders’ general meeting.</p> <p>For the purposes of the Articles, the expression “attending in person” refers to the method of attendance where the relevant participant attends meetings in person (including through instant communication tools such as video and telephone); and the term “attendance by proxy” refers to the method of attendance where the relevant participant cannot attend a meeting for any reason and appoints in writing another person by signing a proxy letter to attend such meeting on his/her behalf.</p> <p>A director who fails to attend Board meetings in person and fails to appoint another director to attend on his/her behalf shall assume the same legal liabilities of Board resolutions.</p>	<p>Article 41 If an independent director fails to attend Board meetings in person for three consecutive times, the Board of Directors or the Board of Supervisors has the right to propose his or her dismissal at the shareholders’ general meeting.</p> <p>For the purposes of the Articles, the expression “attending in person” refers to the method of attendance where the relevant participant attends meetings in person (including through instant communication tools such as video and telephone); and the term “attendance by proxy” refers to the method of attendance where the relevant participant cannot attend a meeting for any reason and appoints in writing another person by signing a proxy letter to attend such meeting on his/her behalf.</p> <p>A director who fails to attend Board meetings in person and fails to appoint another director to attend on his/her behalf shall assume the same legal liabilities of Board resolutions.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
Chapter 8 Voting of the Board Meetings	Chapter 8 Voting of the Board Meetings	
<p>Article 53 Should any director attend the meeting through instant communication tools such as video and telephone, such director shall vote orally and sign the written resolution (including ballot paper, meeting resolutions and meeting minutes) as soon as possible.</p> <p>The director’s oral vote shall have the same effect as signing the written resolution, provided that the later written resolution must confirm the oral vote during the meeting. Should the written resolution differ from the oral vote, the oral vote shall prevail.</p> <p>If a Board meeting is convened by means of adopting written resolutions, the directors or others entrusted by them shall write “agree”, “object” or “abstain” on the ballot paper clearly. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles of Association, the resolution shall be deemed adopted.</p>	<p>Article 53 Should any director attend the meeting through instant communication tools such as video and telephone, such director shall vote orally and sign the written resolution (including ballot paper, meeting resolutions and meeting minutes) as soon as possible.</p> <p>The director’s oral vote shall have the same effect as signing the written resolution, provided that the later written resolution must shall confirm the oral vote during the meeting. Should the written resolution differ from the oral vote, the oral vote shall prevail.</p> <p>If a Board meeting is convened by means of adopting written resolutions, the directors or others entrusted by them shall write “agree”, “object” or “abstain” on the ballot paper clearly. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles of Association, the resolution shall be deemed adopted.</p>	<p>Improved wording and aligned it with the new Company Law.</p>

Existing Articles of the Rules of Procedure	Articles of the Rules of Procedure after the Amendments	Reason for Amendments or Basis of Amendments
<p>Chapter 9 Board Meeting Minutes</p>	<p>Chapter 9 Board Meeting Minutes</p>	
<p>Article 56 Minutes shall be taken to record the decisions of matters discussed in the meeting (in the form of meeting minutes or meeting resolutions, etc.). Directors attending the meeting and the secretary to the Board of Directors shall sign the minutes. If a director has different opinions on the meeting minutes, he/she can put forward the opinion in writing within 5 working days upon receiving the meeting minutes. Any director who fails to give confirmation by signature or put forward opinions according to the above requirements shall be deemed as agreeing with the contents of the meeting minutes. Directors attending the meeting shall have the right to request to have the details of their speeches made in the meeting recorded in the minutes.</p> <p>The opinions expressed by the independent directors on the Bank’s decisions shall be set out in the Board minutes.</p> <p>As the Bank’s files, Board minutes shall be kept by the secretary to the Board of Directors in accordance with the Bank’s record management guidelines for a perpetual term.</p> <p>The decisions, resolutions and minutes of Board meetings shall be filed according to the regulations of the relevant regulatory authorities and the Board of Supervisors.</p>	<p>Article 56 Minutes shall be taken to record the decisions of matters discussed in the meeting (in the form of meeting minutes or meeting resolutions, etc.). Directors attending the meeting and the secretary to the Board of Directors shall sign the minutes. If a director has different opinions on the meeting minutes, he/she can put forward the opinion in writing within 5 working days upon receiving the meeting minutes. Any director who fails to give confirmation by signature or put forward opinions according to the above requirements shall be deemed as agreeing with the contents of the meeting minutes. Directors attending the meeting shall have the right to request to have the details of their speeches made in the meeting recorded in the minutes.</p> <p>The opinions expressed by the independent directors on the Bank’s decisions shall be set out in the Board minutes.</p> <p>As the Bank’s files, Board minutes shall be kept by the secretary to the Board of Directors in accordance with the Bank’s record management guidelines for a perpetual term.</p> <p>The decisions, resolutions and minutes of Board meetings shall be filed according to the regulations of with the relevant regulatory authorities and the Board of Supervisors according to the regulations.</p>	<p>Amended based on the actual situation of the abolition of the Board of Supervisors by the Bank.</p>

Notes:

1. Pursuant to the new Company Law (2023 revision), the term “shareholders’ general meeting(s)” in the full text of the Rules of Procedure of the Board has been adjusted to “shareholders’ meeting(s)”. As they do not involve substantive changes and involve a large number of articles, such amendments are not listed item by item in this comparison table.
2. Pursuant to Article 121 of the new Company Law, the Bank proposes to abolish the Board of Supervisors and Supervisors, and the Audit Committee shall exercise the powers of the Board of Supervisors as stipulated by the new Company Law and regulatory regulations. As such, all statements and contents related to the “Board of Supervisors” and “Supervisor” in the full text of the Rules of Procedure of the Board have been deleted.

3. Due to the addition and deletion of chapters and articles in the amendments, the chapter and article numbering of the Articles of Association and the Rules of Procedure of the Board shall be adjusted accordingly. Where cross-references between chapters and articles in the Rules of Procedure of the Board involve changes in chapter and article numbers of the Articles of Association and the Rules of Procedure of the Board, the amended Rules of Procedure of the Board shall incorporate corresponding amendments.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



Huishang Bank Corporation Limited* **徽商銀行股份有限公司***

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3698)

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 first extraordinary general meeting (the “EGM”) of Huishang Bank Corporation Limited* (the “Bank”) will be held at 9:30 a.m. on Monday, February 2, 2026 at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC. Details are as follows:

SPECIAL RESOLUTIONS

1. To consider and approve the matter related to the abolishment of the Board of Supervisors;
2. To consider and approve the Articles of Association of Huishang Bank Corporation Limited (Revised);

ORDINARY RESOLUTIONS

3. To consider and approve the Rules of Procedure of the Shareholders’ General Meeting of Huishang Bank Corporation Limited (Revised); and
4. To consider and approve the Rules of Procedure of the Board of Directors of Huishang Bank Corporation Limited (Revised).

The Board of
Huishang Bank Corporation Limited*

Hefei, Anhui Province, the PRC
December 19, 2025

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes in respect of the resolutions at the EGM will be taken by poll except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. The voting results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.hsbank.com.cn) in accordance with the Listing Rules.

2. **Closure of register of members and eligibility for attending and voting at the EGM**

The register of members of the Bank will close from Saturday, January 3, 2026 to Monday, February 2, 2026 (both days inclusive), during which period no transfer of Shares of the Bank will be registered. H Shareholders of the Bank are advised that in order to qualify for attending and voting at the EGM, relevant transfer documents must be lodged with the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by 4:30 p.m. on Friday, January 2, 2026.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Friday, January 2, 2026 are entitled to attend and vote at the EGM.

3. **Reply slip**

Shareholders intending to attend and vote at the EGM in person or by proxy should complete and lodge the accompanying reply slip and return it to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the address of the registered office and principal place of business in the PRC (for Domestic Shareholders) of the Bank on or before Tuesday, January 13, 2026. The reply slip may be delivered by hand, by post or by fax to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the address of the registered office and principal place of business in the PRC (for Domestic Shareholders) of the Bank. Completion and return of the reply slip will not preclude the Shareholders from attending and voting at the EGM.

However, the failure to return the reply slip may result in an adjournment of the EGM, if the number of Shares carrying voting rights represented by the Shareholders proposing to attend the EGM by reply slip does not reach more than half of the total number of shares of the Bank carrying voting rights at the EGM.

4. **Proxy**

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

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, the instrument shall be signed under the legal person’s seal or signed by its director or an attorney duly authorized in writing. In order to be valid, the instrument appointing a proxy and the power of attorney or other documents of authority (if any) under which it is signed, or a copy of such authority notarially certified, must be completed and returned to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the registered office and principal place of business in the PRC (for Domestic Shareholders) of the Bank no later than 24 hours before the time fixed for holding the EGM (i.e. before 9:30 a.m. on Sunday, February 1, 2026 for the purpose of the EGM) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

5. According to the Articles of Association of the Bank, where a Shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholder at the Shareholders’ general meetings shall be subject to restrictions.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

6. Other businesses:

A. The EGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting shall bear their own traveling and accommodation expenses.

B. The address of Computershare Hong Kong Investor Services Limited is:

17M Floor, Hopewell Centre,
183 Queen's Road East, Wan Chai,
Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990

The address of the registered office and principal place of business in the PRC of the Bank is:

The Board Office,
Huishang Bank Building, No. 1699 Yungu Road,
Hefei, Anhui Province,
the PRC
Tel No.: (86) 0551 6266 7806/6519 5721
Fax No.: (86) 0551 6266 7661

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