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中信銀行
CHINA CITIC BANK

中信銀行股份有限公司
China CITIC Bank Corporation Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 998)

**ELECTION OF MR. WEI QIANG AS A NON-EXECUTIVE DIRECTOR OF THE SEVENTH
SESSION OF THE BOARD OF DIRECTORS
APPLICATION FOR THE CAP ON DAILY RELATED PARTY TRANSACTIONS
ADJUSTMENTS OF THE REMUNERATION POLICY FOR DIRECTORS OF THE SEVENTH
SESSION OF THE BOARD OF DIRECTORS
DISSOLUTION OF THE BOARD OF SUPERVISORS
CHANGE OF REGISTERED CAPITAL AND AMENDMENTS OF THE ARTICLES OF
ASSOCIATION
AMENDMENTS OF THE ARTICLES OF ASSOCIATION
AMENDMENTS OF THE RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL
MEETING
AMENDMENTS OF THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025
AND
NOTICE OF THE THIRD H SHAREHOLDERS CLASS MEETING OF 2025**

The 2025 Second EGM and the 2025 Third H Shareholders Class Meeting are to be held at 9:30 a.m. on Tuesday, 26 August 2025 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, PRC. The notices of the 2025 Second EGM and 2025 Third H Shareholders Class Meeting are enclosed in this circular and have been published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com) on 5 August 2025.

Shareholders who intend to attend the meetings in person or by proxy must complete the reply slip being published on HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com) on 5 August 2025 and dispatched on 6 August 2025, according to the instructions printed thereon and return the same to the office of the H share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Monday, 25 August 2025.

If you intend to appoint a proxy to attend the 2025 Second EGM and/or the 2025 Third H Shareholders Class Meeting, please complete the attached proxy form being published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com) on 5 August 2025 and dispatched on 6 August 2025, according to the instructions printed thereon and return the same at least 24 hours before the time fixed for holding the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting (i.e., not later than 9:30 a.m. on Monday, 25 August 2025). Completion and return of the proxy form will not preclude you from attending in person and voting in the 2025 Second EGM and/or the 2025 Third H Shareholders Class Meeting if you so wish.

References to dates and time in this circular are to Hong Kong dates and time.

6 August 2025

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“2025 Second EGM”	the Second Extraordinary General Meeting of 2025 of the Bank to be held at 9:30 a.m. on Tuesday, 26 August 2025 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, PRC
“2025 Third H Shareholders Class Meeting”	the Third H Shareholders Class Meeting of 2025 of the Bank to be held at 9:30 a.m. on Tuesday, 26 August 2025 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, PRC
“A Shareholder(s)”	holder(s) of A Shares
“A Share(s)”	ordinary share(s) of the Bank, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange (SSE) and traded in RMB
“Articles of Association”	the Articles of Association of China CITIC Bank Corporation Limited (as amended from time to time)
“Bank” or “China CITIC Bank”	China CITIC Bank Corporation Limited (中信银行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 998) and the SSE (stock code: 601998), respectively, and, unless the context requires otherwise, including all its subsidiaries
“Board” or “Board of Directors”	the board of directors of the Bank
“BOC”	Bank of China Limited
“Company Law”	<i>The Company Law of the People’s Republic of China</i>
“Director(s)”	director(s) of the Bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	<i>the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i>
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Shareholder(s)”	holder(s) of H Shares

DEFINITIONS

“H Share(s)”	ordinary share(s) of the Bank, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Latest Practicable Date”	1 August 2025, being the latest practicable date for determining certain information prior to the printing of this circular
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region, and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“ <i>Rules of Procedure of the Board of Directors</i> ”	<i>Rules of Procedure of the Board of Directors of China CITIC Bank Corporation Limited</i> (as amended from time to time)
“ <i>Rules of Procedure of the Shareholders’ General Meeting</i> ”	<i>Rules of Procedure of the Shareholders’ General Meeting of China CITIC Bank Corporation Limited</i> (as amended from time to time)
“Shareholder(s)”	the holders of the Bank’s Share(s)
“Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Bank, including A Shares and H Shares

LETTER FROM THE BOARD



中信銀行
CHINA CITIC BANK

中信銀行股份有限公司
China CITIC Bank Corporation Limited

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

(Stock Code: 998)

Executive Directors:

Mr. Fang Heying (*Chairman*)
Mr. Lu Wei (*President*)
Mr. Hu Gang

Registered Office:

6-30/F and 32-42/F, Building No. 1,
10 Guanghai Road, Chaoyang District,
Beijing, PRC, 100020

Non-executive Directors:

Ms. Huang Fang
Mr. Wang Yankang

Principal Place of Business in Hong Kong:

80/F, International Commerce Centre,
1 Austin Road West, Kowloon, Hong Kong

Independent Non-executive Directors:

Mr. Liu Tsz Bun Bennett
Mr. Zhou Bowen
Mr. Wang Huacheng
Ms. Song Fangxiu

6 August 2025

Dear Sir or Madam,

**ELECTION OF MR. WEI QIANG AS A NON-EXECUTIVE DIRECTOR OF THE SEVENTH
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AND
NOTICE OF THE THIRD H SHAREHOLDERS CLASS MEETING OF 2025**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting as described below.

At the 2025 Second EGM, the following ordinary resolutions will be proposed: (i) Proposal on the Election of Mr. Wei Qiang as a Non-executive Director of the Seventh Session of the Board of Directors of China CITIC Bank Corporation Limited; (ii) Proposal on Application for the Cap on Daily Related Party Transactions; and (iii) Proposal on Adjustments of the Remuneration Policy for Directors of the Seventh Session of the Board of Directors.

At the 2025 Second EGM, the following special resolutions will be proposed: (i) Proposal on Dissolution of the Board of Supervisors; (ii) Proposal on Change of Registered Capital of China CITIC Bank Corporation Limited and Amendments to the relevant provisions of the *Articles of Association*; (iii) Proposal on Amendments of the *Articles of Association*, the *Rules of Procedure of the Shareholders' General Meeting* and the *Rules of Procedure of the Board of Directors* of China CITIC Bank.

At the 2025 Third H Shareholders Class Meeting, the following special resolutions will be proposed: (i) Proposal on Change of Registered Capital of China CITIC Bank Corporation Limited and Amendments to the relevant provisions of the *Articles of Association*; (ii) Proposal on Amendments of the *Articles of Association*, the *Rules of Procedure of the Shareholders' General Meeting* and the *Rules of Procedure of the Board of Directors* of China CITIC Bank.

ELECTION OF MR. WEI QIANG AS A NON-EXECUTIVE DIRECTOR OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS

At the 2025 Second EGM, the ordinary proposal on electing Mr. Wei Qiang as a non-executive Director of the seventh session of the Board of Directors will be submitted for approval. Mr. Wei Qiang's profile is as follows:

Mr. Wei Qiang, born in October 1974, currently holds the following positions: the employee representative director, General Manager of Human Resources Department, Minister of Party Committee Organization Department, Executive Vice President (Executive Vice Dean) of CITIC Group Party School (CITIC Business School), Head of Party Committee of Directly Affiliated Organs of CITIC Group Corporation Limited and General Manager of the Human Resources Department of CITIC Limited. He previously served as Deputy Director of the Industry Injury Investigation Bureau of the Ministry of Commerce, Deputy Director and Director of the Cadre Bureau V, Deputy Inspector and Second level Inspector of the Cadre Supervision Bureau of the Organization Department of the CPC Central Committee. Mr. Wei Qiang graduated from the Law School of Renmin University of China with a doctorate degree in legal history. Mr. Wei Qiang holds 107,000 shares of CITIC Limited (HK.00267) and does not hold any shares of the Bank.

LETTER FROM THE BOARD

The Board of Directors has approved the nomination of Mr. Wei Qiang as a non-executive Director of the Bank. According to the relevant laws and regulations of the PRC and the *Articles of Association*, Mr. Wei Qiang will officially serve as Director of the Bank from the date of election at the 2025 Second EGM and approval by regulatory authorities as to his qualifications. His term will end until the term of the seventh session of the Board of Directors of the Bank expires. He may be re-elected upon the expiration of his term in accordance with the laws, regulations, and the *Articles of Association*. Mr. Wei Qiang will enter into a service contract with the Bank after the proposed appointment takes effect. Mr. Wei Qiang will not receive any Director's allowances from the Bank during his term of office as a non-executive Director of the Bank, in accordance to the remuneration policy for Directors of the seventh session of the Board of Directors.

Except as disclosed above, Mr. Wei Qiang confirmed that (1) he does not hold any position with the Bank or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he is not connected with any Directors, management or substantial or controlling Shareholders of the Bank or any of its subsidiaries; and (3) he does not have any interest in any Shares of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the Latest Practicable Date.

Additionally, Mr. Wei Qiang confirmed that no other matters related to his appointment should be disclosed in accordance with Rules 13.51 (2) (h) to (v) of the Hong Kong Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

LETTER FROM THE BOARD

APPLICATION FOR THE CAP ON DAILY RELATED PARTY TRANSACTIONS

At the 2025 Second EGM, the ordinary proposal on application for the cap on daily related party transactions will be submitted for approval.

To ensure the compliance and efficiency of related transactions of the Bank, the Bank intends to apply for the cap on daily related transactions with BOC for 2025-2026 in accordance with regulatory requirements and the Bank's actual business conditions. Details are as follows:

1. Credit business

(Unit: RMB100 million)

Calculation criteria	Amount incurred in 2024	Amount incurred in January to June 2025	Estimated annual cap 2025	2026
Credit limit	1,014.03	1,149.03	1,300	1,500

Key considerations for setting the above cap: the Bank has carried out all-round comprehensive financial cooperation with BOC, covering assets, liabilities and fee-based businesses. In terms of credit business, the cap is set based on BOC's asset size, profitability, risk control, market position and development prospect, taking into account the growing cooperation trend and future business development space between the two parties in deposits, bills, bond investment, pledged repos, foreign exchange and derivatives businesses.

2. Financial market business

(Unit: RMB100 million)

Calculation criteria	Amount incurred in 2024	Amount incurred in January to June 2025	Estimated annual cap 2025	2026
Transaction principal/Transaction profits and losses/Credit limit	26,094.62	13,364.31	53,500	75,500

Key considerations for setting the above cap: (1) adhering to the business development philosophy of light-asset transformation, the Bank plans to vigorously develop financial market business. With the robust growth of the Bank's financial market business, the Bank's transaction scale with BOC will increase synchronously based on its market-making status and business cooperation needs; (2) upholding the development philosophy of altruism and win-win cooperation, the Bank will continue to expand its business boundaries and carry out various financial market business cooperation with BOC in various financial market businesses, including interbank lending, bond repurchase, foreign exchange and precious metals on demand, derivatives, bond investment, spot bond trading, and bill rediscounting (both buying and selling); (3) in accordance with the relevant regulatory provisions of the banking regulatory authority under the State Council, the principal amount incurred should be used to calculate the amount of businesses such as interbank lending, bond repurchase, bond lending,

LETTER FROM THE BOARD

etc. thereby raising the transaction cap; and (4) given that BOC holds a large variety and number of bonds within the scope of bonds under the Bank's wealth management product investment strategy, the Bank's cooperation with BOC in spot bond trading and repurchase business is increasing day by day in compliance with the rules on bond trading in the inter-bank market.

3. Investment business

(Unit: RMB100 million)

Calculation criteria	Amount incurred in 2024	Amount incurred in January to June 2025	Estimated annual cap	
			2025	2026
Investment limit				
(Balance at any point of time)	323.28	593.31	2,000	2,100

Key considerations for setting the above cap: (1) BOC is a major issuer in the credit ABS market, with substantial issuance volumes of residential mortgage loans and non-performing loan ABS. The Bank has invested significantly in ABS where BOC acts as the originator. Given that BOC plans to continue issuing such types of ABS as credit card installments and small and micro enterprise loans in the future, the interbank business cooperation between the Bank and BOC will be further deepened; and (2) since the establishment of the wealth management subsidiary of the Bank, the scale of wealth management products issued or managed by the subsidiary has been steadily expanding. Given BOC's asset size, credit standing, and market quotations, its products such as time deposits have become high-quality choices for wealth management product investments, showing a growth trend in business cooperation.

4. Asset transfer

(Unit: RMB100 million)

Calculation criteria	Amount incurred in 2024	Amount incurred in January to June 2025	Estimated annual cap	
			2025	2026
Trading price	540.43	185.86	2,800	3,300

Key considerations for setting the above cap: in recent years, the forfaiting business has developed rapidly and the market has become increasingly active. The scale of forfaiting business between the Bank and BOC has grown accordingly. The cap is set based on the historical business performance and future business development plans.

LETTER FROM THE BOARD

5. Deposit business

(Unit: RMB100 million)

Calculation criteria	Amount incurred in 2024	Amount incurred in January to June 2025	Estimated annual cap 2025	2026
Interest paid	2.67	1.18	4	5

Key considerations for setting the above cap: given BOC's market position, asset size, and financial status, it has become an important partner for the Bank's interbank liability business. The current cap is set comprehensively considering the future development trend of businesses such as interbank deposits between the Bank and BOC.

6. Financial consulting services and asset management services

(Unit: RMB100 million)

Calculation criteria	Amount incurred in 2024	Amount incurred in January to June 2025	Estimated annual cap 2025	2026
Service fee income/expense	1.23	0.92	3	3.50

Key considerations for setting the above cap: (1) the Bank will continue to promote the development of light-asset businesses, including bond underwriting. Accordingly, the scale of financial consulting services and asset management services between the Bank and BOC will increase; and (2) the Bank has been deepening the cooperation with BOC in agent sales, further increasing the share of commission-based sales of wealth management products of BOC, which will lead to a growth in service fee income.

7. Asset custody and account management services

(Unit: RMB100 million)

Calculation criteria	Amount incurred in 2024	Amount incurred in January to June 2025	Estimated annual cap 2025	2026
Service fee income/expense	0.14	0.08	1	1

Key considerations for setting the above cap: (1) during the banking industry's transformation and development, the growth potential and light-capital advantages of asset custody business have gradually emerged. With the development of the asset management market and the continuous improvement of the three-pillar pension industry policies, the cooperation between the Bank and BOC in asset custody business will maintain reasonable growth, and the custody scale and income will

LETTER FROM THE BOARD

further increase; and (2) the Bank continues to deepen the cooperation with BOC in the custody of wealth management product custody, further increasing its share of fund custody business of BOC's wealth management products, thereby raising service fees.

8. Other financial services

(Unit: RMB100 million)

Calculation criteria	Amount incurred in 2024	Amount incurred in January to June 2025	Estimated annual cap 2025	2026
Service fee income/expense	0.29	0.03	1	1.50

Key considerations for setting the above cap: the cap is set based on the current status of cooperation between the Bank and BOC in areas such as cash allocation and collection as well as account services, taking into account the future cooperation and development space between the two parties.

9. Comprehensive services

(Unit: RMB100 million)

Calculation criteria	Amount incurred in 2024	Amount incurred in January to June 2025	Estimated annual cap 2025	2026
Service fee expense/income	0.00002	0.00002	0.05	0.05

Key considerations for setting the above cap: the cap is set given that the Bank and BOC have a certain foundation for cooperation in comprehensive services such as leasing, taking into account the possibility of future business cooperation between the two parties.

The relationship between BOC and the Bank is that BOC is a legal person where a related natural person of the Bank concurrently serves as a director. BOC is not a connected person of the Bank under Chapter 14A of the Hong Kong Listing Rules, and the daily related party transactions between the Bank and BOC do not constitute connected transactions under the Hong Kong Listing Rules.

CITIC Financial Holdings Co., Ltd. and its related parties, Central Huijin Asset Management Co., Ltd. and other related Shareholders (if applicable) will abstain from voting on this proposal.

The above proposal has been reviewed and approved at a special meeting of independent Directors of the Bank. The independent Directors of the Bank, Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu, provided their independent opinions of approving the Bank's application for the cap on daily related party transactions.

LETTER FROM THE BOARD

ADJUSTMENTS OF THE REMUNERATION POLICY FOR DIRECTORS OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS

At the 2025 Second EGM, the ordinary proposal on adjustments of the remuneration policy for Directors of the seventh session of the Board of Directors will be submitted for approval.

In light of the Bank's plan for dissolution of the Board of Supervisors, the Board of Directors agreed that the Audit Committee and the Related Party Transactions Control Committee of the Board of Directors will be established separately, while the Audit and Related Party Transactions Control Committee will be cancelled. Such adjustments will take effect from the date on which the revised *Articles of Association*, as adopted at the 2025 Second EGM, is approved by the regulatory authorities. Accordingly, it is necessary to determine the position allowances for the independent non-executive Directors who will serve as chairmen and members of the Audit Committee and the Related Party Transactions Control Committee of the seventh session of the Board of Directors.

The adjusted remuneration policy for the Directors of the seventh session of the Board of Directors of the Bank is as follows:

- i. Executive Directors: They shall not receive any Director allowances from the Bank, but will receive corresponding remuneration based on their positions, in accordance with relevant regulations.
- ii. Non-executive Directors (excluding independent non-executive Directors): They shall not receive any Director allowances from the Bank.
- iii. Independent non-executive Directors: The remuneration of independent Directors consists of three parts: basic remuneration, performance-linked floating remuneration, and allowances. Among them:
 1. The basic remuneration is a fixed amount of RMB240 thousand before tax per person per year, which is paid on a monthly basis.
 2. The floating remuneration is RMB100 thousand before tax per person per year, which is linked to the annual performance evaluation results. For those rated as "competent" and "basically competent", the floating remuneration will be paid at 100% and 60%, respectively; for those rated as "incompetent", no floating remuneration will be paid. The floating remuneration will be paid after the Director performance evaluation results of the previous year have been reviewed.
 3. Certain allowances will be paid based on their positions in the special committees of the Board of Directors. Specifically, for those serving as chairman and members of the Risk Management Committee of the Board of Directors, and chairman and members of the Audit Committee of the Board of Directors, the allowance standards for independent Directors are proposed to be RMB30 thousand and RMB20 thousand before tax per person per year, respectively. For those serving as chairman and members of other special committees of the Board of Directors, the allowance standards are proposed to be RMB20 thousand and RMB10 thousand before tax per

LETTER FROM THE BOARD

person per year, respectively. For those serving in multiple special committees of the Board of Directors simultaneously, the allowances shall be calculated cumulatively. The above allowances will be paid on a monthly basis.

DISSOLUTION OF THE BOARD OF SUPERVISORS

At the 2025 Second EGM, the special proposal on dissolution of the Board of Supervisors will be submitted for approval.

In accordance with the *Company Law* and other relevant laws and regulations as well as the requirements of regulatory notices, the Bank plans to dissolve the Board of Supervisors, and split the Audit and Related Party Transactions Control Committee of the Board of Directors into separate committees. And the Audit Committee established after the split will exercise the functions and powers of the Board of Supervisors as stipulated in the *Company Law* and regulatory provisions.

From the date on which the revised *Articles of Association*, as adopted at the 2025 Second EGM, takes effect with approval of the regulatory authorities, the Bank will dissolve the Board of Supervisors, and the Audit Committee of the Board of Directors will exercise the functions and powers of the Board of Supervisors as stipulated by the *Company Law* and regulatory provisions; the Supervisory Committee and the Nomination Committee under the Board of Supervisors will be dissolved simultaneously; the current members of the Board of Supervisors will cease to hold the positions of supervisors and other positions related to the Board of Supervisors; and the corporate governance systems related to the Board of Supervisors, including the *Rules of Procedure of the Board of Supervisors of China CITIC Bank Corporation Limited*, the measures for the management of topics of the Board of Supervisors, and the relevant rules of procedure of the special committees under the Board of Supervisors, will be repealed concurrently.

The seventh session of the Board of Supervisors of the Bank and its members shall continue to perform their duties in accordance with laws, regulations and the current *Articles of Association* until the Bank's dissolution of the Board of Supervisors takes effect.

CHANGE OF REGISTERED CAPITAL AND AMENDMENTS OF THE ARTICLES OF ASSOCIATION

At the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting, the special proposal on change of registered capital and amendments of the *Articles of Association* will be submitted for approval.

The Bank publicly issued A share convertible corporate bonds (“**Convertible Bonds**”) with a total par value of RMB40,000,000,000 and a term of six years in March 2019, which was matured on 3 March 2025. As of 3 March 2025, the cumulative number of Shares converted from the Bank's Convertible Bonds reached 6,710,365,691 Shares, representing an increase of 6,710,365,691 Shares compared to the number before the conversion of the Convertible Bonds commenced in September 2019.

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The conversion of the aforesaid Convertible Bonds has resulted in a change in the Bank's share capital, increasing its paid-in capital by RMB6,710,365,691.00 compared to that before the conversion of the Convertible Bonds commenced in September 2019. To align the Bank's registered capital with the actual situation, it is proposed that the Bank's registered capital be increased from RMB48,934,796,573 to RMB55,645,162,264.

To this end, it is intended to amend the relevant provisions of the *Articles of Association* accordingly. The specific amendments are as follows:

No.	Provisions before Amendments	Provisions after Amendments
1	<p>Article 20 As approved by the examination and approval authority authorized by the State Council, the Bank can issue up to 48,934,796,573 ordinary shares.</p> <p>31,113,111,400 shares were issued to the promoters when the Bank was restructured into a joint stock limited company, representing approximately 63.58% of the total number of ordinary shares the Bank is authorized to issue.</p> <p>The promoters of the Bank, and their respective capital contribution, numbers of shares acquired, and shareholding percentage in the Bank are as follows:</p> <p>CITIC Group: CITIC Group contributed RMB26,394,202,200 as capital contribution to the Bank, acquiring 26,394,202,200 shares, representing 84.83% of the total number of shares issued upon the incorporation of the Bank as a joint stock limited company and 53.94% of the total number of ordinary shares the Bank is authorized to issue;</p> <p>CITIC International Financial Holdings Limited: CITIC International Financial Holdings Limited contributed RMB4,718,909,200 as capital contribution to the Bank, acquiring 4,718,909,200 shares, representing 15.17% of the total number of shares issued upon the incorporation of the Bank as a joint stock limited company and 9.64% of the total number of ordinary shares the Bank is authorized to issue.</p>	<p>Article 20 As approved by the examination and approval authority authorized by the State Council, the Bank can issue up to 48,934,796,573 <u>55,645,162,264</u> ordinary shares.</p> <p>When the Bank was restructured into a joint stock limited company, 31,113,111,400 shares were issued to the promoters, representing 63.58 <u>55.91</u>% of the total number of ordinary shares the Bank is authorized to issue.</p> <p>The promoters of the Bank, and their respective capital contribution, numbers of shares acquired, and shareholding percentage in the Bank are as follows:</p> <p>CITIC Group: CITIC Group contributed RMB26,394,202,200 as capital contribution to the Bank, acquiring 26,394,202,200 shares, representing 84.83% of the total number of shares issued upon the incorporation of the Bank as a joint stock limited company and 53.94 <u>47.43</u>% of the total number of ordinary shares the Bank is authorized to issue;</p> <p>CITIC International Financial Holdings Limited: CITIC International Financial Holdings Limited contributed RMB4,718,909,200 as capital contribution to the Bank, acquiring 4,718,909,200 shares, representing 15.17% of the total number of shares issued upon the incorporation of the Bank as a joint stock limited company and 9.64 <u>8.48</u>% of the total number of ordinary shares the Bank is authorized to issue.</p>

LETTER FROM THE BOARD

No.	Provisions before Amendments	Provisions after Amendments
2	<p>Article 21 Upon its incorporation as a joint stock limited company, the Bank issued 7,920,232,654 ordinary shares, among which, 5,618,300,000 shares were foreign-listed shares, representing 14.39% of the total number of ordinary shares the Bank was authorized to issue then, and 2,301,932,654 shares were domestic-listed shares issued to the public, representing 5.90% of the total number of ordinary shares the Bank was authorized to issue then.</p> <p>The Bank issued 7,753,982,980 ordinary shares through the Rights Issue in 2011, among which, 5,273,622,484 shares were domestic-listed shares and 2,480,360,496 shares were foreign-listed shares.</p> <p>The Bank issued 2,147,469,539 ordinary shares by the private placement in 2016, all of which were domestic-listed shares.</p> <p>In 2016, the Bank issued 350,000,000 domestic preference shares upon approval by the authorities authorized by the State Council.</p> <p>The shareholding structure of the Bank is as follows: 48,934,796,573 ordinary shares and 350,000,000 preference shares. 34,052,633,596 ordinary shares are held by DLSs shareholders and 14,882,162,977 ordinary shares are held by FLSs shareholders. 350,000,000 preference shares are held by holders of preference shares issued in the P.R.C.</p>	<p>Article 21 Upon its incorporation as a joint stock limited company, the Bank issued 7,920,232,654 ordinary shares, among which, 5,618,300,000 shares were foreign-listed shares, representing 14.39% of the total number of ordinary shares the Bank was authorized to issue then, and 2,301,932,654 shares were domestic-listed shares issued to the public, representing 5.90% of the total number of ordinary shares the Bank was authorized to issue then.</p> <p>The Bank issued 7,753,982,980 ordinary shares through the Rights Issue in 2011, among which, 5,273,622,484 shares were domestic-listed shares and 2,480,360,496 shares were foreign-listed shares.</p> <p>The Bank issued 2,147,469,539 ordinary shares by the private placement in 2016, all of which were domestic-listed shares.</p> <p>In 2016, the Bank issued 350,000,000 domestic preference shares upon approval by the authorities authorized by the State Council.</p> <p><u>In 2019, the Bank publicly issued convertible corporate bonds with a total amount of RMB40,000,000,000 and a term of six years. The cumulative number of shares converted from the Bank's convertible corporate bonds before they were delisted from the Shanghai Stock Exchange as at 4 March 2025 was 6,710,365,691 shares.</u></p> <p>The shareholding structure of the Bank is as follows: 48,934,796,573 <u>55,645,162,264</u> ordinary shares and 350,000,000 preference shares. 34,052,633,596 <u>40,762,999,287</u> ordinary shares are held by DLSs shareholders and 14,882,162,977 ordinary shares are held by FLSs shareholders. 350,000,000 preference shares are held by holders of preference shares issued in the P.R.C.</p>

LETTER FROM THE BOARD

No.	Provisions before Amendments	Provisions after Amendments
3	Article 25 The registered capital of the Bank is RMB48,934,796,573.	Article 25 The registered capital of the Bank is RMB 48,934,796,573 <u>55,645,162,264</u> .

In accordance with regulatory provisions, upon approval at the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting, the change of registered capital will be reported to the National Financial Regulatory Administration for examination and approval. It is proposed that the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting authorize the Board of Directors, which shall further delegate such authority to its authorized persons including the chairman, the president and vice presidents, to jointly or severally handle, with full authority, matters related to the change of registered capital, submission of applications for and reporting of the amendment of the *Articles of Association*, as well as registration and filing of company changes, and other relevant matters.

AMENDMENTS OF THE ARTICLES OF ASSOCIATION, RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING AND RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

1. Amendments of the Articles of Association

At the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting, the special proposal on amendments of the *Articles of Association* will be submitted for approval.

In accordance with the latest *Company Law*, as well as laws, regulations and regulatory provisions, including the *Guidelines on the Articles of Association of Listed Companies* and the *Rules for the Shareholders' Meetings of Listed Companies* issued by the China Securities Regulatory Commission, the Bank will dissolve its Board of Supervisors. The Audit Committee of the Board of Directors will exercise the functions and powers of the Board of Supervisors as stipulated in the *Company Law* and regulatory provisions, and the *Articles of Association* will be revised accordingly. To this end, the Bank has conducted a comprehensive review and revision of the *Articles of Association* in accordance with the latest laws and regulations, taking into account the actual work conditions and with reference to practices of peers. For the detailed amendments to the *Articles of Association*, please refer to Appendix 1 of this circular.

Meanwhile, it is proposed that the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting authorize the Board of Directors, and that the Board of Directors be approved to further delegate such authority to executive Directors or their authorized representatives to make corresponding adjustments to the *Articles of Association* as approved at the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting, and handle all related matters such as regulatory approval for the amendments of the *Articles of Association*, and filing with market supervision and administration authorities and other relevant government departments, in accordance with the opinions or requirements of regulatory authorities, the stock exchanges where the Shares are listed and other relevant authorities. The revised *Articles of Association* will come into effect upon approval by the regulatory authorities.

LETTER FROM THE BOARD

2. Amendments of the Rules of Procedure of the Shareholders' General Meeting

At the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting, the special proposal on amendments of the *Rules of Procedure of the Shareholders' General Meeting* will be submitted for approval.

In accordance with the latest *Company Law*, as well as laws, regulations and regulatory provisions, including the *Guidelines on the Articles of Association of Listed Companies* and the *Rules for the Shareholders' Meetings of Listed Companies* issued by the China Securities Regulatory Commission, the Bank will dissolve its Board of Supervisors. The Audit Committee of the Board of Directors will exercise the functions and powers of the Board of Supervisors as stipulated in the *Company Law* and regulatory provisions, and the *Articles of Association* will be revised accordingly. To this end, the Bank has conducted a comprehensive review and revision of the *Rules of Procedure of the Shareholders' General Meeting* in accordance with the latest laws and regulations, taking into account the actual work conditions and with reference to practices of peers. For detailed amendments to the *Rules of Procedure of the Shareholders' General Meeting*, please refer to Appendix 2 of this circular.

Meanwhile, it is proposed that the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting authorize the Board of Directors, and that the Board of Directors be approved to further delegate such authority to executive Directors or their authorized representatives to make corresponding adjustments to the *Rules of Procedure of the Shareholders' General Meeting* as approved at the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting, and handle all related matters such as regulatory approval for the amendments of the *Rules of Procedure of the Shareholders' General Meeting*, and filing with market supervision and administration authorities and other relevant government departments, in accordance with the opinions or requirements of regulatory authorities, the stock exchanges where the Bank's Shares are listed and other relevant authorities. The revised *Rules of Procedure of the Shareholders' General Meeting* shall take effect simultaneously with the *Articles of Association* upon approval by the regulatory authorities.

3. Amendments of the Rules of Procedure of the Board of Directors

At the 2025 Second EGM, the special proposal on amendment of the *Rules of Procedure of the Board of Directors* will be submitted for approval.

In accordance with the latest *Company Law*, as well as laws, regulations and regulatory provisions, including the *Guidelines on the Articles of Association of Listed Companies* and the *Rules for the Shareholders' Meetings of Listed Companies* issued by the China Securities Regulatory Commission, the Bank will dissolve its Board of Supervisors. The Audit Committee of the Board of Directors will exercise the functions and powers of the Board of Supervisors as stipulated in the *Company Law* and regulatory provisions, and the *Articles of Association* will be revised accordingly. To this end, the Bank has conducted a comprehensive review and revision of the *Rules of Procedure of the Board of Directors* in accordance with the latest laws and regulations, taking into account the actual work conditions and with reference to practices of peers. For the detailed amendments to the *Rules of Procedure of the Board of Directors*, please refer to Appendix 3 of this circular.

LETTER FROM THE BOARD

Meanwhile, it is proposed that the 2025 Second EGM authorize the Board of Directors, and that the Board of Directors be approved to further delegate such authority to executive Directors or their authorized representatives to make corresponding adjustments to the *Rules of Procedure of the Board of Directors* as approved at the 2025 Second EGM, and handle all related matters such as regulatory approval for the amendments of the *Rules of Procedure of the Board of Directors*, and filing with market supervision and administration authorities and other relevant government departments, in accordance with the opinions or requirements of regulatory authorities, the stock exchanges where the Bank's Shares are listed and other relevant authorities. The revised *Rules of Procedure of the Board of Directors* shall take effect simultaneously with the *Articles of Association* upon approval by the regulatory authorities.

2025 SECOND EGM AND 2025 THIRD H SHAREHOLDERS CLASS MEETING

The notices of the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting to be held on Tuesday, 26 August 2025 at Conference Room 818, 8th Floor, CITIC Plaza, Building No.1, 10 Guanghua Road, Chaoyang District, Beijing, PRC are set out on pages 287 to 292 of this circular, and are published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com).

In order to determine the Shareholders who are entitled to attend the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting, the Bank's register of H Shareholders will be closed from Thursday, 21 August 2025 to Tuesday, 26 August 2025 (both days inclusive). H Shareholders whose names appear on the Bank's register of members on Tuesday, 26 August 2025 are entitled to attend the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting. H Shareholders of the Bank who intend to attend and vote at the 2025 Second EGM and/or the 2025 Third H Shareholders Class Meeting but whose transfers have not been registered shall lodge the transfer documents together with the relevant share certificates at the office of the H share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 20 August 2025.

Shareholders who intend to attend the meetings in person or by proxy must complete the reply slip being dispatched on Wednesday, 6 August 2025, according to the instructions printed thereon and return the same to the office of the H share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Monday, 25 August 2025.

The proxy form for the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting is published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com). If you intend to appoint a proxy to attend the 2025 Second EGM and/or the 2025 Third H Shareholders Class Meeting, please complete such proxy form according to the instructions printed thereon and return the same at least 24 hours before the time fixed for the 2025 Second EGM and/or the 2025 Third H Shareholders Class Meeting (i.e., not later than 9:30 a.m. on Monday, 25 August 2025) or any of its adjourned meetings (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2025 Second EGM and/or the 2025 Third H Shareholders Class Meeting if you so wish.

LETTER FROM THE BOARD

PROCEDURES FOR VOTING AT THE 2025 SECOND EGM AND THE 2025 THIRD H SHAREHOLDERS CLASS MEETING

According to Rule 13.39(4) of the Hong Kong Listing Rules, the vote of Shareholders at the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting will be taken by poll.

RECOMMENDATION

The Directors believe that the resolutions mentioned above are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favor of the resolutions to be proposed at the 2025 Second EGM and the 2025 Third H Shareholders Class Meeting as set out in the notice of the 2025 Second EGM and the notice of the 2025 Third H Shareholders Class Meeting.

By Order of the Board
China CITIC Bank Corporation Limited
FANG Heying
Chairman

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
1	<p>Article 1 To protect the legal rights of China CITIC Bank Corporation Ltd.(hereinafter referred to as the “Bank”) and its shareholders, and regulate the organization and acts of the Bank, this Articles of Association is hereby formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “Securities Law”), the <i>Commercial Banking Law of the People’s Republic of China</i> (hereinafter referred to as the “Commercial Bank Law”), the <i>Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies</i> (hereinafter referred to as the “Special Regulations”), the <i>Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas</i> (hereinafter referred to as the “Mandatory Provisions”), the <i>Guiding Opinions of the State Council on the Pilot Launch of Preference Shares</i>, the <i>Guidelines on the Articles of Association of Listed Companies</i> (hereinafter referred to as the “Guidelines on Articles”), and other applicable laws and administrative regulations and rules.</p>	<p>Article 1 To protect the legal rights of China CITIC Bank Corporation Ltd. (hereinafter referred to as the “Bank”) and its shareholders, <u>employees and creditors</u>, and regulate the organization and acts of the Bank, this Articles of Association is hereby formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “Securities Law”), the <i>Commercial Banking Law of the People’s Republic of China</i> (hereinafter referred to as the “Commercial Bank Law”), the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the <i>Guiding Opinions of the State Council on the Pilot Launch of Preference Shares</i>, the <i>Guidelines on the Articles of Association of Listed Companies</i> (hereinafter referred to as the “Guidelines on Articles”), and other applicable laws and administrative regulations and <u>departmental</u> rules.</p>
2	<p>Article 2 The Bank was formerly a state-run comprehensive bank founded on 20 April 1987 with the approval of the General Office of the State Council (Guo Ban Han [1987] No. 14) and the approval of the People’s Bank of China (Yin Fa [1987] No. 75). With the approval of China Banking Regulatory Commission (hereinafter referred to as “CBRC”) (Yin Jian Fu [2006] No. 455), the Bank was restructured from the former CITIC Bank into a joint stock limited company as a whole, and took over all the assets, liabilities and business of the former CITIC Bank. The Bank completed the change of its registration with the State Administration of Industry and Commerce on 31 December 2006 and obtained a new enterprise legal person business license. The Bank’s unified social credit code is 91110000101690725E.</p>	<p>Article 2 The Bank was formerly a state-run comprehensive bank founded on 20 April 1987 with the approval of the General Office of the State Council (Guo Ban Han [1987] No. 14) and the approval of the People’s Bank of China (Yin Fa [1987] No. 75). With the approval of <u>former</u> China Banking Regulatory Commission (hereinafter referred to as “CBRC”) (Yin Jian Fu [2006] No. 455), the Bank was restructured from the former CITIC Bank into a joint stock limited company as a whole, and took over all the assets, liabilities and business of the former CITIC Bank. The Bank completed the change of its registration with the State Administration of Industry and Commerce on 31 December 2006 and obtained a new enterprise legal person business license. The Bank’s unified social credit code is 91110000101690725E.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
3	<p>With the approval of Zheng Jian Xu Ke [2016] No. 1971 of China Securities Regulatory Commission on 30 August 2016, the Bank could issue 350,000,000 preference shares and transfer them on the Shanghai Stock Exchange as of 21 November 2016.</p> <p>The promoters of the Bank are CITIC Group and CITIC International Financial Holdings Limited (hereinafter referred to as “CIFH”).</p>	<p><u>Article 3</u> Upon restructure as a joint stock limited company, the Bank issued 2,301,932,654 domestically listed ordinary shares to the public for the first time on 3 April 2007 with the approval of China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2007] No. 67), which were listed and traded on the Shanghai Stock Exchange on 27 April 2007. On 21 March 2007, the Bank issued 5,618,300,000 overseas listed ordinary shares to overseas investors as approved by the <i>Reply of China Securities Regulatory Commission on Approving the Issuance of Overseas Listed Foreign Shares by China CITIC Bank Corporation Limited</i> (Zheng Jian Guo He Zi [2007] No. 8), which were listed and traded on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) on 27 April 2007.</p> <p>With the approval of China Securities Regulatory Commission (Zheng Jian Xu Ke [2016] No. 1971) on 30 August 2016, the Bank could issue 350,000,000 preference shares and transfer them on the Shanghai Stock Exchange as of 21 November 2016.</p> <p>The promoters of the Bank are CITIC Group and CITIC International Financial Holdings Limited (hereinafter referred to as “CIFH”).</p>
4	<p>Article 4 Address of the Bank: 6-30/F and 32-42/F, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing</p> <p>Postal code: 100020</p> <p>Telephone: (86)10 4006800000</p> <p>Fax: (86)10 65559100</p>	<p>Article 45 Address of the Bank: 6-30/F and 32-42/F, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing</p> <p>Postal code: 100020</p> <p>Telephone: (86)10 4006800000</p> <p>Fax: (86)10 65559100</p>
5	<p>Article 6 The Chairman of the Board of Directors shall be the legal representative of the Bank.</p>	<p>Article 68 The Chairman of the Board of Directors shall be the legal representative of the Bank. <u>Where the chairman resigns, he/she shall be deemed to have resigned as legal representative at the same time.</u></p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
		<u>The appointment and change of the legal representative shall be subject to the Company Law and relevant regulations of the banking regulatory authority of the State Council.</u>
6	Add.	<u>Article 9 Where the legal representative engages in civil activities in the name of the Bank, the legal consequences thereof shall be borne by the Bank. Restrictions on the powers of the legal representative as stipulated in this Articles of Association or by the shareholders' meeting shall not be pleaded against bona fide counterparties. If the legal representative causes damage to others in the performance of his/her duties, the Bank shall assume civil liability. After assuming civil liability, the Bank may, in accordance with the law or the provisions of this Articles of Association, recover from the liable legal representative.</u>
7	<p>Article 7 This Articles of Association shall become effective from the date of the approval of the banking regulatory authority of the State Council, of which the articles in relation to preference shares shall become effective at the date of the completion of the first issuance of preference shares. Starting from the date on which this Articles of Association becomes effective, the former Articles of Association of the Bank shall lapse automatically.</p> <p>.....</p>	<p>Article 710 This Articles of Association shall become effective from the date of the approval of the banking regulatory authority of the State Council, of which the articles in relation to preference shares shall become effective at the date of the completion of the first issuance of preference shares. Starting from the date on which this Articles of Association becomes effective, the former Articles of Association of the Bank shall lapse automatically.</p> <p>.....</p>
8	<p>Article 8 This Articles of Association shall be binding on the Bank, its shareholders, Directors, Supervisors, President and other members of its senior management. All persons mentioned above shall have the rights to refer to this Articles of Association for claims regarding affairs related to the Bank.</p> <p>The shareholders may institute lawsuits against the Bank pursuant to this Articles of Association; the Bank may institute lawsuits against the shareholders pursuant to this Articles of Association; the shareholders may institute lawsuits against other shareholders of the Bank pursuant to</p>	<p>Article 811 This Articles of Association shall be <u>legally</u> binding on the Bank, its shareholders, Directors, Supervisors, President and other members of its senior management. All persons mentioned above shall have the rights to refer to this Articles of Association for claims regarding affairs related to the Bank. <u>In accordance with this Articles of Association, the shareholders may institute lawsuits against other shareholders, Directors, members of the senior management, and the Bank; and the Bank may institute lawsuits against shareholders, Directors and members of the senior management.</u></p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>this Articles of Association; and the shareholders may institute lawsuits against the Directors, Supervisors, President and other members of the senior management of the Bank pursuant to this Articles of Association.</p> <p>.....</p>	<p>The shareholders may institute lawsuits against the Bank pursuant to this Articles of Association; the Bank may institute lawsuits against the shareholders pursuant to this Articles of Association; the shareholders may institute lawsuits against other shareholders of the Bank pursuant to this Articles of Association; and the shareholders may institute lawsuits against the Directors, Supervisors, President and other members of the senior management of the Bank pursuant to this Articles of Association.</p> <p>.....</p>
9	<p>Article 9 The capital of the Bank is divided into shares, and the par value of each share in the same class is equal. The shareholders shall bear liability for the Bank to the extent of the shares subscribed by them, and the Bank shall bear liability for its debts to the extent of its total assets.</p>	<p>Article 912 The capital of the Bank is divided into shares, and the par value of each share in the same class is equal. The shareholders shall bear liability for the Bank to the extent of the shares subscribed by them, and the Bank shall bear liability for its debts to the extent of its total assets <u>property</u>.</p>
10	<p>Article 10 Based on the business development demands and upon approval by the banking regulatory authority of the State Council, the Bank may establish, change or close both domestic and overseas institutions including, without limitation, branches (branch companies), subsidiary banks (subsidiaries) and representative offices in accordance with the provisions of laws, administrative regulations, rules, and this Articles of Association. Other than subsidiary banks (subsidiaries), the abovementioned institutions shall not have the status of independent legal person, and shall carry out their businesses pursuant to law within the scope of authority granted by, and under the centralized management of, the Bank, and their civil liability shall be borne by the Bank.</p>	<p>Article 1013 Based on the business development demands and upon approval by the banking regulatory authority of the State Council, the Bank may establish, change or close both domestic and overseas institutions including, without limitation, branches (branch companies), subsidiary banks (subsidiaries) and representative offices in accordance with the provisions of laws, administrative regulations, <u>departmental</u> rules, and this Articles of Association. Other than subsidiary banks (subsidiaries), the abovementioned institutions shall not have the status of independent legal person, and shall carry out their businesses pursuant to law within the scope of authority granted by, and under the centralized management of, the Bank, and their civil liability shall be borne by the Bank.</p>
11	<p>Article 11 Within the scope permitted by laws and regulations, the Bank may make investments in other legal person institutions, such as other limited liability companies and joint stock limited companies, and shall bear the liabilities for the legal person institutions in which it has made investment to the extent of the shares subscribed by it.</p>	<p>Article 11 Within the scope permitted by laws and regulations, the Bank may make investments in other legal person institutions, such as other limited liability companies and joint stock limited companies, and shall bear the liabilities for the legal person institutions in which it has made investment to the extent of the shares subscribed by it.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
12	Article 12 The senior management referred to in this Articles of Association shall mean the President, vice presidents, secretary of the Board of Directors, chief officers and other management officers specified in this Articles of Association.	Article 1214 The senior management referred to in this Articles of Association shall mean the President, vice presidents, person in charge of finance, chief officers, secretary of the Board of Directors, etc., chief officers and other management officers specified in this Articles of Association determined by the Board.
13	Article 15 With the approval of the regulatory authorities, such as the banking regulatory authority of the State Council, and the company registration authority, the business scope of the Bank shall include: (19) other businesses as approved by regulatory authorities, such as the banking regulatory authority of the State Council.	Article 1517 With the approval of the regulatory authorities, such as the banking regulatory authority of the State Council, and upon legal registration the company registration authority, the business scope of the Bank shall include: (19) other businesses as approved by regulatory authorities, such as the banking regulatory authority and management authority of the State Council.
14	CHAPTER 3. Share and Registered Capital	CHAPTER 3. Share and Registered Capital
15	Article 16 The Bank shall have ordinary shares. Based on actual needs and as approved by the examination and approval authorities authorized by the State Council, the Bank may have other classes of shares such as preference shares. The shares of the Bank shall be in the form of stocks. For the purpose of this Articles of Association, preference shares shall refer to the classes of shares prescribed otherwise by the Company Law apart from the ordinary class of shares under the general provisions. The holders of preference shares shall enjoy priority over holders of ordinary shares in the distribution of the profits and the remaining assets of the Bank, but their rights to participate in the decision-making and management of the Bank are restricted. The preference shares already issued by the Bank shall not exceed fifty percent of the total number of the Bank's ordinary shares, and the funds raised from the preference	Article 1618 The Bank shall have ordinary shares. Based on actual needs and as approved by the examination and approval authorities authorized by the State Council, the Bank may have other classes of shares such as preference shares <u>in accordance with relevant laws and administrative regulations.</u> The shares of the Bank shall be in the form of stocks. <u>The stocks of the Bank shall be issued in registered form.</u> <u>The matters to be stated in the stocks of the Bank shall, in addition to those stipulated by the Company Law, include other matters required to be stated by the stock exchange where the Bank's shares are listed.</u> For the purpose of this Articles of Association, preference shares shall refer to the classes of shares prescribed otherwise by the Company Law apart from the ordinary class of shares under the general provisions. The holders of preference shares shall enjoy priority over holders of ordinary shares in the distribution of the profits and the

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>shares shall not exceed 50% of the Bank's net assets before the issuance, excluding the preference shares that have been redeemed or converted to ordinary shares.</p> <p>Unless otherwise stated, "shares", "stocks", "share capital" and "shareholders" mentioned in Chapter 4 to Chapter 11 herein refer to ordinary shares, ordinary stocks, ordinary share capital and ordinary shareholders respectively.</p>	<p>remaining assets of the Bank, but their rights to participate in the decision-making and management of the Bank are restricted.</p> <p>The preference shares already issued by the Bank shall not exceed fifty percent 50% of the total number of the Bank's ordinary shares, and the funds raised from the preference shares shall not exceed 50% of the Bank's net assets before the issuance, excluding the preference shares that have been redeemed or converted to ordinary shares.</p> <p>Unless otherwise stated, "shares", "stocks", "share capital" and "shareholders" mentioned in Chapter 4 to Chapter 4 7 herein refer to ordinary shares, ordinary stocks, ordinary share capital and ordinary shareholders respectively.</p>
16	<p>Article 17 All of the shares issued by the Bank shall be shares with a par value. The par value of each ordinary share shall be RMB1.00, and par value of each preference share shall be RMB100.</p>	<p>Article 4719 All of the shares issued by the Bank shall be <u>par value stocks with a par value, denominated in Renminbi</u>. The par value of each ordinary share shall be RMB1.00, and par value of each preference share shall be RMB100.</p>
17	<p>Article 18 Upon approval by the examination and approval authorities authorized by the State Council, the Bank may issue shares to both domestic and overseas investors.</p> <p>The overseas investors referred to in the preceding paragraph shall mean investors in foreign countries, the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan who subscribe for the shares issued by the Bank; domestic investors shall mean investors in the People's Republic of China, excluding the regions mentioned above, who subscribe for the shares issued by the Bank.</p>	<p>Article 1820 Upon approval, <u>filing or performing relevant procedures</u> by the examination and approval authorities authorized by the State Council, the Bank may issue shares to both domestic and overseas investors.</p> <p>The overseas investors referred to in the preceding paragraph shall mean investors in foreign countries, the Hong Kong Special Administrative Region <u>of China</u> (hereinafter referred to as "Hong Kong"), the Macau Special Administrative Region <u>of China</u> and Taiwan <u>region of China</u> who subscribe for the shares issued by the Bank; domestic investors shall mean investors in the People's Republic of China, excluding the regions mentioned above, who subscribe for the shares issued by the Bank.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
18	<p>Article 19 The shares issued by the Bank to domestic investors and subscribed in RMB shall be called as Domestic Investment Shares (DISs). The shares issued by the Bank to overseas investors and subscribed in foreign currencies shall be called Foreign Investment Shares (FISs). DISs which are listed domestically shall be called Domestically Listed DISs (DLDISs), and FISs which are listed outside of PRC shall be called Foreign Listed FISs (FLFISs).</p> <p>The foreign currencies referred to in the preceding paragraph shall mean the lawful currencies of other countries or regions, other than RMB, which are recognized by the foreign exchange administration authorities of the State for payment to the Bank for share capital.</p> <p>The shares as approved by the authorities authorized by the State Council for trading on domestic exchanges shall be of the same class and shall be called collectively as domestically listed shares (DLSs); and the shares as approved by the authorities authorized by the State Council for trading at overseas exchanges shall be of the same class and shall be called collectively as foreign listed shares (FLSs).</p>	<p>Article 19 The shares issued by the Bank to domestic investors and subscribed in RMB shall be called Domestic Investment Shares (DISs). The shares issued by the Bank to overseas investors and subscribed in foreign currencies <u>or in RMB</u> shall be called Foreign Investment Shares (FISs). <u>Ordinary shares of</u> DISs which are listed domestically shall be called Domestically Listed <u>DISs (DLDISs) Shares (DLSs)</u>, and FISs which are listed outside of PRC shall be called Foreign Listed FISs (FLFISs).</p> <p>The foreign currencies referred to in the preceding paragraph shall mean the lawful currencies of other countries or regions, other than RMB, which are recognized by the foreign exchange administration authorities of the State for payment to the Bank for share capital.</p> <p>The shares as approved by the authorities authorized by the State Council for trading on domestic exchanges shall be of the same class and shall be called collectively as domestically listed shares (DLSs); and the shares as approved by the authorities authorized by the State Council for trading at overseas exchanges shall be of the same class and <u>FLFISs issued by the Bank and listed in Hong Kong</u> shall be called collectively as foreign listed shares (FLSs), <u>or H shares for short.</u></p>
19	Add.	<p>Article 22 <u>Shares issued by the Bank and listed domestically shall be centrally deposited with China Securities Depository and Clearing Corporation Limited. Shares issued by the Bank and listed overseas may, in accordance with the laws and the practices of securities registration and depository in the place where the shares are listed, be in the form of overseas depository receipts or other derivative forms of shares.</u></p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
20	<p>Article 20 As approved by the examination and approval authority authorized by the State Council, the Bank can issue up to 48,934,796,573 ordinary shares.</p> <p>31,113,111,400 shares were issued to the promoters when the Bank was restructured into a joint stock limited company, representing approximately 63.58% of the total number of ordinary shares the Bank is authorized to issue.</p> <p>The promoters of the Bank, and their respective capital contribution, numbers of shares acquired, and shareholding percentage in the Bank are as follows:</p> <p>CITIC Group: CITIC Group contributed RMB26,394,202,200 as capital contribution to the Bank, acquiring 26,394,202,200 shares, representing 84.83% of the total number of shares issued upon the incorporation of the Bank as a joint stock limited company and 53.94% of the total number of ordinary shares the Bank is authorized to issue;</p> <p>CITIC International Financial Holdings Limited: CITIC International Financial Holdings Limited contributed RMB4,718,909,200 as capital contribution to the Bank, acquiring 4,718,909,200 shares, representing 15.17% of the total number of shares issued upon the incorporation of the Bank as a joint stock limited company and 9.64% of the total number of ordinary shares the Bank is authorized to issue.</p>	<p>Article 2023 As approved by the examination and approval authority authorized by the State Council, the Bank can issue up to 48,934,796,573 ordinary shares.</p> <p>31,113,111,400 shares were issued to the promoters when the Bank was restructured into a joint stock limited company, <u>and each share of par value stocks had a par value of RMB1</u>, representing approximately 63.58% of the total number of ordinary shares the Bank is authorized to issue.</p> <p><u>The promoters of the Bank included CITIC Group and CITIC International Financial Holdings Limited (hereinafter referred to as “CIFH”).</u></p> <p>The promoters of the Bank, and their respective capital contribution, numbers of shares acquired, and shareholding percentage in the Bank are as follows:</p> <p>CITIC Group: CITIC Group contributed RMB26,394,202,200 as capital contribution to the Bank, acquiring 26,394,202,200 shares, representing 84.83% of the total number of shares issued upon the incorporation of the Bank as a joint stock limited company and 53.94% of the total number of ordinary shares the Bank is authorized to issue;</p> <p>CIFH: CITIC International Financial Holdings Limited contributed RMB4,718,909,200 as capital contribution to the Bank, acquiring 4,718,909,200 shares, representing 15.17% of the total number of shares issued upon the incorporation of the Bank as a joint stock limited company and 9.64% of the total number of ordinary shares the Bank is authorized to issue.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
21	<p>Article 21 Upon its incorporation as a joint stock limited company, the Bank issued 7,920,232,654 ordinary shares, among which, 5,618,300,000 shares were foreign-listed shares, representing 14.39% of the total number of ordinary shares the Bank was authorized to issue then, and 2,301,932,654 shares were domestic-listed shares issued to the public, representing 5.90% of the total number of ordinary shares the Bank was authorized to issue then.</p> <p>The Bank issued 7,753,982,980 ordinary shares through the Rights Issue in 2011, among which, 5,273,622,484 shares were domestic-listed shares and 2,480,360,496 shares were foreign-listed shares.</p> <p>The Bank issued 2,147,469,539 ordinary shares by the private placement in 2016, all of which were domestic-listed shares.</p> <p>In 2016, the Bank issued 350,000,000 domestic preference shares upon approval by the authorities authorized by the State Council.</p> <p>The shareholding structure of the Bank is as follows: 48,934,796,573 ordinary shares and 350,000,000 preference shares. 34,052,633,596 ordinary shares are held by DLSs shareholders and 14,882,162,977 ordinary shares are held by FLSs shareholders. 350,000,000 preference shares are held by holders of preference shares issued in the P.R.C.</p>	<p>Article 21 Article 24 <u>The Bank has issued a total of 55,645,162,264 ordinary shares.</u> Upon its incorporation as a joint stock limited company, the Bank issued by the Bank is Upon its incorporation as a joint stock limited company, the Bank issued 7,920,232,654 ordinary shares, among which, 5,618,300,000 shares were foreign listed shares, representing 14.39% of the total number of ordinary shares the Bank was authorized to issue then, and 2,301,932,654 shares were domestic listed shares issued to the public, representing 5.90% of the total number of ordinary shares the Bank was authorized to issue then.</p> <p>The Bank issued 7,753,982,980 ordinary shares through the Rights Issue in 2011, among which, 5,273,622,484 shares were domestic listed shares and 2,480,360,496 shares were foreign listed shares.</p> <p>The Bank issued 2,147,469,539 ordinary shares by the private placement in 2016, all of which were domestic listed shares.</p> <p>In 2016, the Bank issued 350,000,000 domestic preference shares upon approval by the authorities authorized by the State Council.</p> <p>The shareholding structure of the Bank is as follows: 48,934,796,573 55,645,162,264 ordinary shares and 350,000,000 preference shares. 34,052,633,596 Among them, 40,762,999,287 ordinary shares are held by DLSs shareholders and 14,882,162,977 ordinary shares are held by FLSs shareholders. 350,000,000 preference shares are held by holders of preference shares issued in the P.R.C.</p>
22	<p>Article 22 The Board of Directors of the Bank may arrange for separate implementation of the plans to issue DLSs and FLSs of the Bank as approved by the securities regulatory authorities of the State Council.</p>	<p>Article 22 The Board of Directors of the Bank may arrange for separate implementation of the plans to issue DLSs and FLSs of the Bank as approved by the securities regulatory authorities of the State Council.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	The plans of the Bank to separately issue FLSs and DLSs as specified in the preceding paragraph may be implemented separately within 15 months upon approval by the securities regulatory authorities of the State Council.	The plans of the Bank to separately issue FLSs and DLSs as specified in the preceding paragraph may be implemented separately within 15 months upon approval by the securities regulatory authorities of the State Council.
23	Article 23 In the case that the Bank issues FLSs and DLSs separately within the total number of shares as determined by the issuance plan, the total numbers of FLSs and the total number of DLSs shall be issued in full in one time separately. If it cannot be achieved for specific reasons, the FLSs and DLSs may be issued in installments after being approved by the securities regulatory authorities of the State Council.	Article 23 In the case that the Bank issues FLSs and DLSs separately within the total number of shares as determined by the issuance plan, the total numbers of FLSs and the total number of DLSs shall be issued in full in one time separately. If it cannot be achieved for specific reasons, the FLSs and DLSs may be issued in installments after being approved by the securities regulatory authorities of the State Council.
24	Article 24 The Bank shall issue the shares in accordance with the principles of openness, impartiality and fairness, and each share ranks pari passu in right with the other shares of the same class. For shares of the same class that are issued in the same installment, the issuance conditions and subscription price of each share shall be identical. Any entity or individual subscribing for shares shall pay the same price for each share.	Article 2425 The Bank shall issue the shares in accordance with the principles of openness, impartiality and fairness, and each share ranks pari passu in right with the other shares of the same class. For shares of the same class that are issued in the same installment, the issuance conditions and subscription price of each share shall be identical. Any entity or individual subscribing for shares subscribers shall pay the same price for each share they subscribe to.
25	Article 25 The registered capital of the Bank is RMB48,934,796,573.	Article 256 The registered capital of the Bank is <u>RMB55,645,162,264</u> .
26	Add.	Article 26 <u>Neither the Bank nor any of its subsidiary banks (subsidiaries, including affiliated enterprises of the Bank) may provide financial assistance in the form of gifts, advances, guarantees, loans, etc., to enable others to acquire shares in the Bank or its parent company. For the interests of the Bank, the Bank may provide financial assistance to others for the acquisition of shares in the Bank or its parent company upon a resolution of the shareholders' meeting or a resolution of the Board of Directors made in accordance with this Articles of Association or the authorization of the shareholders' meeting, provided that the cumulative amount of such financial assistance shall not exceed 10%</u>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
		<u>of the total issued share capital. Any such resolution of the Board of Directors shall be adopted by no less than two-thirds of all directors.</u>
27	<p>Article 26 According to its operational and development requirements, the Bank may increase its capital in accordance with applicable laws and administrative regulations, as approved by Shareholders' General Meeting and the relevant examination and approval authorities authorized by the State Council by way of:</p> <p>(1) public offer of ordinary shares;</p> <p>(2) offer of ordinary shares other than a public offering;</p> <p>(3) offer of new shares to existing ordinary shareholders;</p> <p>(4) issue of bonus shares to existing shareholders;</p> <p>(5) increase of the registered capital with capital public reserve;</p> <p>(6) conversion of preference shares to ordinary shares;</p> <p>(7) other means as specified in the laws and administrative regulations and approved by the relevant examination and approval authorities authorized by the State Council.</p> <p>With the approval and procedures as required by this Articles of Association, the Bank may issue new shares to increase the capital in accordance with the procedures stipulated in the relevant laws and administrative regulations of the State.</p> <p>.....</p>	<p>Article 2627 According to its operational and development requirements, the Bank may increase its capital in accordance with applicable laws and administrative regulations, as approved by shareholders' general meeting and the relevant examination and approval authorities authorized by the State Council by way of:</p> <p>(1) public offer of ordinary shares <u>to the public;</u></p> <p>(2) offer of ordinary shares other than a public offering <u>to specified investors;</u></p> <p>(3) offer of new shares to existing ordinary shareholders;</p> <p>(3)(4) issue of bonus shares to existing shareholders;</p> <p>(4)(5) increase of the registered capital <u>share capital</u> with capital public reserve;</p> <p>(5)(6) conversion of preference shares to ordinary shares;</p> <p>(6)(7) other means as specified in the laws and administrative regulations and approved <u>stipulated</u> by the relevant examination and approval authorities authorized by the State Council.</p> <p>With the approval and procedures as required by this Articles of Association, the Bank may issue new shares to increase the capital in accordance with the procedures stipulated in the relevant laws and administrative regulations of the State. <u>When the Bank issues new</u></p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
		<p><u>shares for capital increase, shareholders shall not have pre-emptive rights, except as otherwise provided in this Articles of Association or as resolved by the shareholders' meeting to grant such pre-emptive rights.</u></p> <p>.....</p>
28	<p>Article 27 The Bank may reduce its registered capital as specified in this Articles of Association.</p> <p>When reducing its registered capital, the Bank shall compile a balance sheet and list of properties.</p> <p>The Bank shall notify its creditors within 10 days and shall make public announcement on newspapers within 30 days of the date a resolution is reached on reduction of the registered capital. The creditors shall be entitled to demand the Bank to pay back debts or provide related guarantee of debts payment within 30 days of the date of receiving the notification or, in the case of not receiving the notification, within 45 days of the date of public announcement.</p> <p>The registered capital of the Bank following a capital reduction shall not be lower than the legally specified minimum amount.</p>	<p>Article 2728 The Bank may reduce its registered capital as specified in this Articles of Association.</p> <p>When reducing its registered capital, the Bank shall compile a balance sheet and list of properties, <u>and shall handle the matter in accordance with the procedures stipulated by the Company Law, other relevant regulations, and this Articles of Association.</u> The Bank shall notify its creditors within 10 days <u>from the date on which the shareholders' meeting made a resolution on reduction of the registered capital,</u> and shall make public announcement in newspapers <u>designated by the Bank or on the National Enterprise Credit Information Publicity System</u> within 30 days of the date a resolution is reached on reduction of the registered capital. The creditors shall be entitled to demand the Bank to pay back debts or provide related guarantee of debts payment within 30 days of the date of receiving the notification or, in the case of not receiving the notification, within 45 days of the date of public announcement.</p> <p><u>When the Bank reduces its registered capital, it shall reduce the shares in proportion to the shares held by shareholders, except as otherwise provided by law or this Articles of Association.</u> The registered capital of the Bank following a capital reduction shall not be lower than the legally specified minimum amount.</p>
29	Add.	<p>Article 29 <u>Where the Bank still makes losses after making up for them in accordance with Paragraph 2 of Article 210 of this Articles of Association, it may reduce its registered capital to make up for the losses. When reducing registered capital to make up for losses, the</u></p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
		<p><u>Bank shall not distribute profits to shareholders, nor shall it exempt shareholders from the obligation to pay share capital.</u></p> <p><u>Where the registered capital is reduced in accordance with the preceding paragraph, Paragraph 3 of Article 28 of this Articles of Association shall not apply. However, the Bank shall make an announcement in the designated newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date of the shareholders' meeting resolution to reduce the registered capital.</u></p> <p><u>After reducing its registered capital in accordance with the preceding two paragraphs, the Bank shall not distribute profits until the aggregate amount of its statutory reserve and discretionary reserve reaches 50% of its registered capital.</u></p>
30	Add.	<p><u>Article 30 Where the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return the funds they received, and any reduction or exemption of shareholders' capital contributions shall be reinstated. Where losses are caused to the Bank, shareholders and the responsible directors and senior management members shall bear liability for compensation.</u></p>
31	Add.	<p><u>Article 31 The Bank shall register any increase or decrease in its registered capital with the company registration authority in accordance with applicable laws.</u></p>
32	<p>Article 28 The Bank shall not acquire its outstanding shares, unless in any of the following circumstances:</p> <p>(1) cancellation of shares for the purpose of reduction of capital of the Bank;</p> <p>.....</p>	<p>Article 28<u>Article 32</u> The Bank shall not acquire its outstanding shares, unless in any of the following circumstances:</p> <p>(1) cancellation of shares for the purpose of reduction of <u>registered</u> capital of the Bank;</p> <p>.....</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>(3) use of shares for the employee stock ownership plan or share incentives;</p> <p>(4) such shares as repurchased by the Bank upon request of any shareholder opposing a resolution regarding a merger or division at a Shareholders' General Meeting;</p> <p>.....</p> <p>(8) other circumstances as permitted by the laws, administrative regulations and rules.</p> <p>After the Bank repurchases its shares according to the provision in the preceding paragraph, the shares repurchased in case (1) shall be cancelled within 10 days of the date of repurchase; and in cases (2) and (4), they shall be transferred or cancelled within 6 months.</p> <p>Where the shares of the Bank are repurchased by the Bank according to case (3), (6) or (7) above, the total number of shares held in the Bank shall not exceed 10% of the total number of issued shares of the Bank and shall be transferred or cancelled within three years. This clause applies only to repurchase of A-shares by the Bank. The repurchase of H-shares by the Bank is subject to relevant provisions and restrictions set out in the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> (the "Hong Kong Listing Rules").</p>	<p>(3) use of shares for the employee stock ownership plan or share incentives;</p> <p>(43) such shares as repurchased by the Bank upon request of any shareholder opposing a resolution regarding a merger or division at a shareholders' general meeting;</p> <p>.....</p> <p>(87) other circumstances as permitted by the laws, administrative regulations and , <u>departmental</u> rules <u>and the securities regulatory authorities in the places where the shares of the Bank are listed.</u></p> <p><u>Where the Bank acquires its shares under items (1) and (2) of the preceding paragraph, it shall be subject to a resolution of the shareholders' meeting. Where the Bank acquires its shares under items (5) and (6) of the preceding paragraph, it may, in accordance with this Articles of Association or the authorization of the shareholders' meeting, be subject to a resolution adopted at a meeting of the Board of Directors attended by more than two-thirds of all directors.</u></p> <p>After the Bank repurchases its shares according to the provision in the preceding in the paragraph <u>1</u>, the shares repurchased in case under item (1) shall be cancelled within 10 days of the date of repurchase; and in cases under items (2) and (43), they shall be transferred or cancelled within 6 months; and under item <u>Where the shares of the Bank are repurchased by the Bank according to case (3), (6) or (7) above</u> (5) and (6), the total number of shares held in the Bank shall not exceed 10% of the total number of issued shares of the Bank and shall be transferred or cancelled within three years. This clause applies only to repurchase of A-shares <u>DLSs</u> by the Bank. The repurchase of H-shares by the Bank is subject to relevant provisions and restrictions set out in the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> (the "Hong Kong Listing Rules").</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
33	<p>Article 29 The Bank may repurchase its shares by one of the following ways in a repurchase approved by the examination and approval authorities authorized by the State Council:</p> <p>(1) making repurchase offers to all the shareholders of such class pro rata to their shareholding;</p> <p>(2) repurchasing through public trading at stock exchanges;</p> <p>(3) repurchasing by means of agreement other than through a stock exchange;</p> <p>(4) redeeming preference shares in accordance with laws, administrative regulations, rules, the Articles of Association and the Offering Plan for the Preference Shares;</p> <p>(5) other ways as accepted by the laws and administrative regulations and the examination and approval authorities authorized by the State Council.</p> <p>The Bank shall repurchase its shares by means of open centralized trading in case (3), (6) or (7) under paragraph 1 of Article 28 of this Articles of Association.</p>	<p>Article 2933 <u>In a repurchase approved by the examination and approval authorities authorized by the State Council,</u> the Bank may repurchase its shares by one of the following ways <u>in the manner of centralized public trading, or other methods permitted by laws, administrative regulations and securities regulatory authority of the State Council.</u> in a repurchase approved by the examination and approval authorities authorized by the State Council.</p> <p>(1) making repurchase offers to all the shareholders of such class pro rata to their shareholding;</p> <p>(2) repurchasing through public trading at stock exchanges;</p> <p>(3) repurchasing by means of agreement other than through a stock exchange;</p> <p>(4) redeeming preference shares in accordance with laws, administrative regulations, rules, the Articles of Association and the Offering Plan for the Preference Shares;</p> <p>(5) other ways as accepted by the laws and administrative regulations and the examination and approval authorities authorized by the State Council.</p> <p>The Bank shall repurchase its shares by means of open centralized trading in item (3), (6) or (7)<u>(5), (6) or (7)</u> under paragraph 1 of Article 28<u>32</u> of this Articles of Association.</p>
34	<p>Article 32 In the case of cancellation of that part of the shares that are repurchased resulting in the change in the Bank's registered capital, the Bank shall file with market regulation administration authorities for registration change to its registered capital.</p> <p>The total par value of the foregoing shares cancelled shall be deducted from the registered capital of the Bank.</p>	<p>Article 32 In the case of cancellation of that part of the shares that are repurchased resulting in the change in the Bank's registered capital, the Bank shall file with market regulation administration <u>company registration</u> authorities for registration change to its registered capital.</p> <p>The total par value of the foregoing shares cancelled shall be deducted from the registered capital of the Bank.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
35	<p>Article 30 In the case of repurchase by the Bank of its shares by means of agreement other than through a stock exchange, the repurchase shall be approved in advance by the Shareholders' General Meeting according to the provisions in this Articles of Association. And following the approval in advance by the Shareholders' General Meeting according to the provisions in this Articles of Association, the Bank may terminate or change the contract entered into as specified in the first sentence of this article, or abandon any of its rights under the contract.</p> <p>The contract of share repurchase referred to in the preceding paragraph shall include but not be limited to the agreements relating to assumption of obligations to repurchase shares and the acquisition of rights to repurchase shares.</p> <p>The Bank shall not assign a contract for the repurchase of its shares or any of the rights thereunder.</p>	<p>Article 30 In the case of repurchase by the Bank of its shares by means of agreement other than through a stock exchange, the repurchase shall be approved in advance by the Shareholders' General Meeting according to the provisions in this Articles of Association. And following the approval in advance by the Shareholders' General Meeting according to the provisions in this Articles of Association, the Bank may terminate or change the contract entered into as specified in the first sentence of this article, or abandon any of its rights under the contract.</p> <p>The contract of share repurchase referred to in the preceding paragraph shall include but not be limited to the agreements relating to assumption of obligations to repurchase shares and the acquisition of rights to repurchase shares.</p> <p>The Bank shall not assign a contract for the repurchase of its shares or any of the rights thereunder.</p>
36	<p>Article 31 When the Bank purchases for redemption a redeemable share:</p> <p>(1) Purchase not made through the market or by tender shall be limited to a maximum price; and</p> <p>(2) If purchases are by tender, tenders shall be available to all shareholders alike.</p>	<p>Article 31 When the Bank purchases for redemption a redeemable share:</p> <p>(1) Purchase not made through the market or by tender shall be limited to a maximum price; and</p> <p>(2) If purchases are by tender, tenders shall be available to all shareholders alike.</p>
37	<p>Article 33 Unless the Bank is in liquidation, the repurchase of issued shares by the Bank shall be subject to the following provisions:</p> <p>(1) for share repurchased at par value, payment shall be made out of the balance of distributable profits as shown on the accounts of the Bank or from the proceeds from issuance of new shares which are issued for the purpose of repurchasing the old shares;</p> <p>(2) for share repurchased at a price higher than the par value, payment up to the par value thereof shall be made out of the balance of distributable profits as shown on the</p>	<p>Article 33 Unless the Bank is in liquidation, the repurchase of issued shares by the Bank shall be subject to the following provisions:</p> <p>(1) for share repurchased at par value, payment shall be made out of the balance of distributable profits as shown on the accounts of the Bank or from the proceeds from issuance of new shares which are issued for the purpose of repurchasing the old shares;</p> <p>(2) for share repurchased at a price higher than the par value, payment up to the par value thereof shall be made out of the balance of distributable profits as shown on the</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>accounts of the Bank or from the proceeds from issuance of new shares which are issued for the purpose of repurchasing the old shares; payment of the portion in excess of the par value thereof shall be dealt with in the following manners:</p> <p>(a) for the repurchased shares which were issued at par value, it shall be paid out of the balance of the distributable profits as shown on the accounts of the Bank;</p> <p>(b) for the repurchased shares which were issued at a price in excess of the par value, it shall be paid out of the balance of the distributable profits as shown on the accounts of the Bank or from the proceeds from the issuance of new shares which are issued for the purpose of repurchasing old shares, provided that the amount paid out of the proceeds from the issuance of new shares shall not exceed the total premium received from the issuance of such repurchased shares, nor shall it exceed the amount in the capital public reserve account or the premium account (including the amount of premium from the issuance of the new shares) of the Bank at the time of such repurchase.</p> <p>(3) The payments made by the Bank for the following purposes shall be paid out of the distributable profits of the Bank:</p> <p>(a) acquisition of rights to repurchase its shares;</p> <p>(b) alteration of any contract of repurchase of its shares;</p> <p>(c) discharging any of its obligations under any repurchase contract.</p> <p>(4) After deducting the total par value of the shares which have been so cancelled from the Bank's registered capital according to relevant provisions, the amount which has been deducted from the distributable profits and which has been used for repurchasing the nominal value of the shares shall be credited to the Bank's capital public reserve account or the premium account.</p>	<p>accounts of the Bank or from the proceeds from issuance of new shares which are issued for the purpose of repurchasing the old shares; payment of the portion in excess of the par value thereof shall be dealt with in the following manners:</p> <p>(a) for the repurchased shares which were issued at par value, it shall be paid out of the balance of the distributable profits as shown on the accounts of the Bank;</p> <p>(b) for the repurchased shares which were issued at a price in excess of the par value, it shall be paid out of the balance of the distributable profits as shown on the accounts of the Bank or from the proceeds from the issuance of new shares which are issued for the purpose of repurchasing old shares, provided that the amount paid out of the proceeds from the issuance of new shares shall not exceed the total premium received from the issuance of such repurchased shares, nor shall it exceed the amount in the capital public reserve account or the premium account (including the amount of premium from the issuance of the new shares) of the Bank at the time of such repurchase.</p> <p>(3) The payments made by the Bank for the following purposes shall be paid out of the distributable profits of the Bank:</p> <p>(a) acquisition of rights to repurchase its shares;</p> <p>(b) alteration of any contract of repurchase of its shares;</p> <p>(c) discharging any of its obligations under any repurchase contract.</p> <p>(4) After deducting the total par value of the shares which have been so cancelled from the Bank's registered capital according to relevant provisions, the amount which has been deducted from the distributable profits and which has been used for repurchasing the nominal value of the shares shall be credited to the Bank's capital public reserve account or the premium account.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
38	<p>Article 34 Except otherwise stipulated in the relevant provisions of the laws, administrative regulations and the securities regulatory authorities of the location where the Bank's shares are issued, the Bank's shares may be transferred freely without any lien attached thereto, but the shareholders who hold 5% or more of the total ordinary shares of the Bank through the transfers shall be approved by the banking regulatory authorities of the State Council. The transfer of preference shares and the change of preference shares' holders shall comply with laws, administrative regulations, departmental rules and this Articles of Association. To transfer the FLSs listed in Hong Kong, the transferor shall deal with the registration procedures at the Hong Kong stock registration organization appointed by the Bank.</p>	<p>Article 34 Except otherwise stipulated in the relevant provisions of the laws, administrative regulations and the securities regulatory authorities of the location where the Bank's shares are issued, the <u>The</u> Bank's shares may <u>shall</u> be transferred <u>in accordance with applicable laws</u>, freely without any lien attached thereto, but the <u>The</u> shareholders who hold 5% or more of the total ordinary shares of the Bank through the transfers shall be approved by the banking regulatory authorities of the State Council. The transfer of preference shares and the change of preference shares' holders shall comply with laws, administrative regulations, departmental rules and this Articles of Association. To transfer the FLSs listed in Hong Kong, the transferor shall deal with the registration procedures at the Hong Kong stock registration organization appointed by the Bank.</p>
39	<p>Article 35 All paid up FLSs listed at The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") shall be freely transferable according to this Articles of Association. If any of the following conditions are not satisfied, the Board of Directors may refuse to recognize any transfer document without giving any reason:</p> <p>.....</p>	<p>Article 35 All paid up FLSs listed at The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") shall be freely transferable according to this Articles of Association. If any of the following conditions are not satisfied, the Board of Directors may refuse to recognize any transfer document without giving any reason:</p> <p>.....</p>
40	<p>Article 36 Transfer documents of normal or usual form or a written form of other forms acceptable to the Board of Directors shall be adopted for all transfers of FLSs listed in Hong Kong. Written transfer documents may be signed by hand. If the shareholder is a certified clearing house (hereinafter "Certified Clearing House" or "CCH") or its agents as defined in the Hong Kong Securities and Futures Ordinance, the written transfer documents may be signed in a printed form.</p>	<p>Article 36 Transfer documents of normal or usual form or a written form of other forms acceptable to the Board of Directors shall be adopted for all transfers of FLSs listed in Hong Kong. Written transfer documents may be signed by hand. If the shareholder is a certified clearing house (hereinafter "Certified Clearing House" or "CCH") or its agents as defined in the Hong Kong Securities and Futures Ordinance, the written transfer documents may be signed in a printed form.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
41	Article 37 The Bank shall not accept the shares of the Bank as pledges.	Article 37 The Bank shall not accept the shares of the Bank as pledges.
42	<p>Article 38 The shares of the Bank held by the promoters of the Bank shall not be transferred within one year of the date of the Bank's establishment in the form of a joint stock limited corporation. The shares issued before the Bank's IPO shall not be transferred within one year of the first date of trading of the Bank's shares at a domestic stock exchange.</p> <p>The Directors, Supervisors and the members of the senior management shall file with the Bank their holding of the shares of the Bank and changes to the holdings; the ordinary or preference shares transferred in any year during their tenures shall not exceed 25% of the total number of the shares in the same class held by them; the ordinary shares of the Bank held by them shall not be transferred within one year of the first date of public trading of the Bank's shares. These individuals shall not transfer the shares of the Bank held by them within a half year after their leaving of posts, except for transfers enforced by a court.</p>	<p>Article 38 The shares of the Bank held by the promoters of the Bank shall not be transferred within one year of the date of the Bank's establishment in the form of a joint stock limited corporation. The shares issued before the Bank's IPO shall not be transferred within one year of the first date of trading of the Bank's shares at a domestic stock exchange.</p> <p>The Directors, Supervisors and the members of the senior management shall file with the Bank their holding of the shares <u>(including preference shares)</u> of the Bank and changes to the holdings; the ordinary or preference shares transferred in any year during their tenures <u>determined at the time of appointment</u> shall not exceed 25% of the total number of the shares in the same class held by them <u>(except for transfer of shares resulting from judicial enforcement, inheritance, bequest, or division of property in accordance with laws)</u>; the ordinary shares of the Bank held by them shall not be transferred within one year of the first date of public trading of the Bank's shares. These individuals shall not transfer the shares of the Bank held by them within a half year after their leaving of posts, except for transfers enforced by a court.</p>
43	Article 39 If any shareholders holding 5% or more of the Bank's total shares, Directors, Supervisors or senior management of the Bank sell their shares or other equity securities in the Bank within 6 months of their purchase or purchases shares in the Bank within 6 months after a sale of shares in the Bank, the profit deriving therefrom shall belong to the Bank and shall be recovered by the Board of Directors. Securities companies which hold 5% or more of the shares in the Bank as a result of the performance of their underwriting obligations in relation to the shares unsubscribed shall not be subject to the aforesaid restriction, among other exceptional circumstances prescribed by the securities regulatory authority of the State Council.	Article 39 If any shareholders holding 5% or more of the Bank's total shares, Directors, Supervisors or <u>members of</u> senior management of the Bank sell their shares or other equity securities in the Bank within 6 months of their purchase or purchases shares in the Bank within 6 months after a sale of shares in the Bank, the profit deriving therefrom shall belong to the Bank and shall be recovered by the Board of Directors. Securities companies which hold 5% or more of the shares in the Bank as a result of the performance of their underwriting obligations in relation to the shares unsubscribed shall not be subject to the aforesaid restriction, among other exceptional circumstances prescribed by the securities regulatory authority of the State Council.

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>The shares or any other equity securities held by any Director, Supervisor, senior management member or individual shareholder as referred to in the preceding paragraph include the shares or other equity securities held by his/her spouse, parent and child and those held through any other person's account.</p> <p>Where the Board of Directors fails to implement the preceding paragraph, shareholders may require the Board of Directors to implement it within 30 days. Where the Board of Directors fails to comply with the foregoing time limit, shareholders may directly file a lawsuit in their own names with the court in the interests of the Bank.</p> <p>.....</p>	<p>The shares or any other equity securities held by any Director, Supervisor, senior management member or individual shareholder as referred to in the preceding paragraph include the shares or other equity securities held by his/her spouse, parent and child and those held through any other person's account.</p> <p>Where the Board of Directors fails to implement the preceding paragraph 1 of this article, shareholders may require the Board of Directors to implement it within 30 days. Where the Board of Directors fails to comply with the foregoing time limit, shareholders may directly file a lawsuit in their own names with the court in the interests of the Bank.</p> <p>.....</p>
44	<p>Article 41 Holders of the preference shares shall have the following rights:</p> <p>.....</p> <p>(3) to attend and exercise voting right at the Shareholders' General Meeting in accordance with the Article 44 and Article 45 of this Articles of Association;</p> <p>(4) to inspect the Bank's Articles of Association, register of shareholders, stubs of corporate bonds, minutes of Shareholders' General Meetings, resolutions of the meetings of the Board of Directors, resolutions of the meetings of the Board of Supervisors, and financial and accounting reports;</p> <p>.....</p>	<p>Article 41 Holders of the preference shares shall have the following rights:</p> <p>.....</p> <p>(3) to attend and exercise voting right at the shareholders' general meeting in accordance with the Article 44 and Article 45 of this Articles of Association;</p> <p>(4) to inspect the Bank's Articles of Association, register of shareholders, stubs of corporate bonds, minutes of shareholders' general meetings, resolutions of the meetings of the Board of Directors, resolutions of the meetings of the Board of Supervisors, and financial and accounting reports;</p> <p>.....</p>
45	<p>Article 42</p> <p>The Bank is entitled to cancel dividends payment on preference shares and may use such canceled dividends to repay other due debts. A notice shall be given to the investors at least ten working days before the date of dividend payment where the Bank determines to cancel dividend payment on preference shares.</p>	<p>Article 42</p> <p>The Bank is entitled to cancel dividends payment on preference shares and may use such canceled dividends to repay other due debts. A notice shall be given to the investors at least ten 10 working days before the date of dividend payment where the Bank determines to cancel dividend payment on preference shares.</p>

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)

46	<p>Article 44 Except under any of the following circumstances, the holders of preference shares shall not attend the Shareholders' General Meetings and shall have no voting rights:</p> <p>.....</p> <p>(2) where the Bank's registered capital is to be reduced by 10% or more in a single event or in aggregate;</p> <p>.....</p> <p>Where any of the circumstances mentioned above is considered in the Shareholders' General Meeting, the Bank shall notify the holders of preference shares by following the procedures prescribed by the Company Law and the Articles of Association on notifying the holders of ordinary shares. The holders of preference shares shall be entitled to attend the general meeting, and vote on the foregoing matters in a different class from the holders of ordinary shares. Each preference share held shall represent one vote, provided that the preference shares held by the Bank itself shall not carry any voting rights.</p> <p>.....</p>	<p>Article 44 Except under any of the following circumstances, the holders of preference shares shall not attend the Shareholders' General Meetings <u>shareholders' meetings</u> and shall have no voting rights:</p> <p>.....</p> <p>(2) where the Bank's registered capital is to be reduced by 10% or more in a single event or in aggregate;</p> <p>.....</p> <p>Where any of the circumstances mentioned above is considered in the Shareholders' General Meeting <u>shareholders' meeting</u>, the Bank shall notify the holders of preference shares by following the procedures prescribed by the Company Law and the Articles of Association on notifying the holders of ordinary shares. The holders of preference shares shall be entitled to attend the general meeting <u>shareholders' meeting</u>, and vote on the foregoing matters in a different class from the holders of ordinary shares. Each preference share held shall represent one vote, provided that the preference shares held by the Bank itself shall not carry any voting rights.</p> <p>.....</p>
47	<p>Article 45 If the Bank fails to pay the agreed dividend to the preference shareholders for three fiscal years in aggregate or for two consecutive fiscal years commencing on the date immediately following the date on which the Shareholders' General Meeting resolves that the Bank will not comply with the agreed profit distribution plan for the current dividend period, the holders of preference shares will be entitled to attend the Shareholders' General Meeting and jointly vote on relevant matters with the holders of ordinary shares, and each preference share held shall be entitled to a certain percentage of voting rights determined in accordance with the laws, administrative regulations,</p>	<p>Article 45 If the Bank fails to pay the agreed dividend to the preference shareholders for three fiscal years in aggregate or for two consecutive fiscal years commencing on the date immediately following the date on which the Shareholders' General Meeting <u>shareholders' meeting</u> resolves that the Bank will not comply with the agreed profit distribution plan for the current dividend period, the holders of preference shares will be entitled to attend the Shareholders' General Meeting <u>shareholders' meeting</u> and jointly vote on relevant matters with the holders of ordinary shares, and each preference share held shall be entitled to a certain percentage of voting rights determined in accordance with the laws, administrative regulations, <u>and</u></p>

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	<p>departmental rules and the Articles of Association or by the ways re-agreed at the time of the issuance of such preference shares.</p> <p>.....</p>	<p>departmental rules and the Articles of Association or by the ways re-agreed at the time of the issuance of such preference shares.</p> <p>.....</p>
48	<p>Article 48 Only ordinary shares and preference shares whose voting rights have been restored shall be included in the calculation of the shareholding percentage and numbers of shares held for the following matters:</p> <p>(1) the shareholders who are entitled to request for convening an extraordinary general meeting of shareholders;</p> <p>(2) the shareholders who are entitled to convene and preside over a Shareholders' General Meeting;</p> <p>(3) the shareholders who are entitled to submit interim proposals to the general meeting of shareholders;</p> <p>(4) to recognize the controlling shareholder in accordance with the Company Law and this Articles of Association;</p> <p>(5) to recognize the list of the top ten shareholders of the Bank and the respective number of shares held thereby in accordance with the Securities Law;</p> <p>(6) to recognize shareholders holding at least 5% of the shares of the Bank in accordance with the Securities Law;</p> <p>(7) other circumstances provided in laws, administrative regulations, departmental rules and this Articles of Association.</p> <p>.....</p>	<p>Article 48 Only ordinary shares and preference shares whose voting rights have been restored shall be included in the calculation of the shareholding percentage and numbers of shares held for the following matters:</p> <p>(1) the shareholders who are entitled to request for convening an extraordinary general meeting of shareholders <u>shareholders' meeting</u>;</p> <p>(2) the shareholders who are entitled to convene and preside over a Shareholders' General Meeting <u>shareholders' meeting</u>;</p> <p>(3) the shareholders who are entitled to submit interim proposals to the general meeting of shareholders <u>shareholders' meeting</u>;</p> <p>(4) to recognize the controlling shareholder in accordance with the Company Law and this Articles of Association;</p> <p>(5) to recognize the list of the top ten <u>10</u> shareholders of the Bank and the respective number of shares held thereby in accordance with the Securities Law;</p> <p>(6) to recognize shareholders holding at least 5% of the shares of the Bank in accordance with the Securities Law;</p> <p>(7) other circumstances provided in laws, administrative regulations, departmental rules and this Articles of Association.</p> <p>.....</p>
49	<p>CHAPTER 4. Financial Assistance for the Purchase of the Bank's Shares</p>	<p>CHAPTER 4. Financial Assistance for the Purchase of the Bank's Shares</p>

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
50	<p>Article 49 The Bank or any subsidiary bank (subsidiary company) of the Bank shall not, at any time, provide any financial assistance to any person who purchases or intends to purchase the shares of the Bank in relation to their purchase or contemplated purchase of the shares of the Bank in any manner such as gifts, fund advancing, guarantees, compensation or loans. The person who acquires the shares of the Bank as aforesaid includes the person who assumes, directly or indirectly, obligations as a result of the purchase of the shares of the Bank.</p> <p>The Bank or any subsidiary bank (subsidiary company) of the Bank shall not, at any time or in any manner, provide any financial assistance to a person who assumes the obligations as a result of the purchase or contemplated purchase of the shares of the Bank as aforesaid to alleviate or discharge them from such obligations.</p> <p>This article shall not apply to circumstances as described in Article 51 of this chapter.</p>	<p>Article 49 The Bank or any subsidiary bank (subsidiary company) of the Bank shall not, at any time, provide any financial assistance to any person who purchases or intends to purchase the shares of the Bank in relation to their purchase or contemplated purchase of the shares of the Bank in any manner such as gifts, fund advancing, guarantees, compensation or loans. The person who acquires the shares of the Bank as aforesaid includes the person who assumes, directly or indirectly, obligations as a result of the purchase of the shares of the Bank.</p> <p>The Bank or any subsidiary bank (subsidiary company) of the Bank shall not, at any time or in any manner, provide any financial assistance to a person who assumes the obligations as a result of the purchase or contemplated purchase of the shares of the Bank as aforesaid to alleviate or discharge them from such obligations.</p> <p>This article shall not apply to circumstances as described in Article 51 of this chapter.</p>
51	<p>Article 50 The financial assistance referred to in this chapter shall include without limitation:</p> <p>(1) gifts;</p> <p>(2) guarantees (including the assumption of obligations by the guarantor or the offering of property by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation to be made as a result of default on the part of the Bank), discharge or waiver of rights;</p> <p>(3) provision of loans or entering into contracts in which the Bank has to perform obligations prior to the performance of obligations by the other party, and changes to loans or to the contracting parties and the assignment of the rights under the loans or contracts;</p>	<p>Article 50 The financial assistance referred to in this chapter shall include without limitation:</p> <p>(1) gifts;</p> <p>(2) guarantees (including the assumption of obligations by the guarantor or the offering of property by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation to be made as a result of default on the part of the Bank), discharge or waiver of rights;</p> <p>(3) provision of loans or entering into contracts in which the Bank has to perform obligations prior to the performance of obligations by the other party, and changes to loans or to the contracting parties and the assignment of the rights under the loans or contracts;</p>

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	<p>(4) any other forms of financial assistance provided by the Bank when the Bank is unable to pay its debts, has no net assets or as a result of which the net assets of the Bank would be reduced to a material extent.</p> <p>The assumption of the obligations referred to in this chapter shall include the obligations assumed due to obligator's change of his/her financial status by entering into contracts or making arrangements (whether or not such contract or arrangement is enforceable and whether or not such person is liable individually or jointly with others) or by any other means.</p>	<p>(4) any other forms of financial assistance provided by the Bank when the Bank is unable to pay its debts, has no net assets or as a result of which the net assets of the Bank would be reduced to a material extent.</p> <p>The assumption of the obligations referred to in this chapter shall include the obligations assumed due to obligator's change of his/her financial status by entering into contracts or making arrangements (whether or not such contract or arrangement is enforceable and whether or not such person is liable individually or jointly with others) or by any other means.</p>
52	<p>Article 51 The following acts are not deemed as prohibited by Article 49 of this chapter:</p> <p>(1) the relevant financial assistance is provided by the Bank in good faith in the interest of the Bank, and the principal purpose of the financial assistance is not for the purchase of the shares of the Bank, or the financial assistance so provided is only an incidental part of some general plans of the Bank;</p> <p>(2) the Bank distributes its assets as dividends in accordance with relevant laws;</p> <p>(3) the Bank distributes dividends in the form of bonus shares;</p> <p>(4) reduction of registered capital, repurchase of shares or adjustment of shareholding structure, etc., in accordance with this Articles of Association;</p> <p>(5) the Bank provides loans in the ordinary course of business which falls within its business scope (but the provision of loans shall not result in decrease of the Bank's net assets, or even it constitutes a decrease, the said financial assistance is made out of the distributable profits of the Bank);</p>	<p>Article 51 The following acts are not deemed as prohibited by Article 49 of this chapter:</p> <p>(1) the relevant financial assistance is provided by the Bank in good faith in the interest of the Bank, and the principal purpose of the financial assistance is not for the purchase of the shares of the Bank, or the financial assistance so provided is only an incidental part of some general plans of the Bank;</p> <p>(2) the Bank distributes its assets as dividends in accordance with relevant laws;</p> <p>(3) the Bank distributes dividends in the form of bonus shares;</p> <p>(4) reduction of registered capital, repurchase of shares or adjustment of shareholding structure, etc., in accordance with this Articles of Association;</p> <p>(5) the Bank provides loans in the ordinary course of business which falls within its business scope (but the provision of loans shall not result in decrease of the Bank's net assets, or even it constitutes a decrease, the said financial assistance is made out of the distributable profits of the Bank);</p>

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	(6) the Bank provides fund to employee share scheme (but the provision of fund shall not result in decrease of the Bank's net assets, or even if it constitutes a decrease, the said financial assistance is made out of the distributable profits of the Bank).	(6) the Bank provides fund to employee share scheme (but the provision of fund shall not result in decrease of the Bank's net assets, or even if it constitutes a decrease, the said financial assistance is made out of the distributable profits of the Bank).
53	CHAPTER 5. Share Certificates and Register of Shareholders	CHAPTER 5. Share Certificates and Register of Shareholders
54	<p>Article 52 The share certificates of the Bank shall be in registered form.</p> <p>The particulars to be set out in the share certificates of the Bank shall include those stipulated in the Company Law and other particulars which are required to be included by the stock exchange on which the shares of the Bank are listed.</p> <p>The FLSs issued by the Bank may take the form of overseas stock depository certificate or other derivative forms of share certificates according to the laws and the practices of securities registration and deposition of the place of listing.</p>	<p>Article 52 The share certificates of the Bank shall be in registered form.</p> <p>The particulars to be set out in the share certificates of the Bank shall include those stipulated in the Company Law and other particulars which are required to be included by the stock exchange on which the shares of the Bank are listed.</p> <p>The FLSs issued by the Bank may take the form of overseas stock depository certificate or other derivative forms of share certificates according to the laws and the practices of securities registration and deposition of the place of listing.</p>
55	<p>Article 53 The share certificates shall be signed by the Chairman of the Board of Directors. If the stock exchange on which the shares of the Bank are listed requires the share certificates be signed by the President of the Bank or other members of the senior management, the President or other relevant Members of the senior management shall also sign the share certificates. The signatures of the Chairman of the Board of Directors, the President or other relevant members of the senior management on the share certificates may also be made in a printed form.</p> <p>The share certificate of the Bank shall be valid after the seal of the Bank (including the Bank's securities seal) has been affixed thereto or the seal has been affixed thereto in a printed form. The affixing of the Bank seal on the share certificates shall be authorized by the Board of Directors.</p>	<p>Article 53 The share certificates shall be signed by the Chairman of the Board of Directors. If the stock exchange on which the shares of the Bank are listed requires the share certificates be signed by the President of the Bank or other members of the senior management, the President or other relevant Members of the senior management shall also sign the share certificates. The signatures of the Chairman of the Board of Directors, the President or other relevant members of the senior management on the share certificates may also be made in a printed form.</p> <p>The share certificate of the Bank shall be valid after the seal of the Bank (including the Bank's securities seal) has been affixed thereto or the seal has been affixed thereto in a printed form. The affixing of the Bank seal on the share certificates shall be authorized by the Board of Directors.</p>

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	In the case of virtual shares of the Bank are issued and traded, applicable provisions of the securities regulatory authorities in the place where the Bank's shares are listed shall be followed.	In the case of virtual shares of the Bank are issued and traded, applicable provisions of the securities regulatory authorities in the place where the Bank's shares are listed shall be followed.
56	<p>Article 54 The Bank shall have a register of shareholders to register the following particulars:</p> <p>(1) the name (description), address (domicile), occupation or nature of each shareholder;</p> <p>(2) the class and number of the shares held by each shareholder;</p> <p>(3) the amount paid for the shares held by each shareholder;</p> <p>(4) the serial number of the share certificates held by each shareholder;</p> <p>(5) the date when each shareholder is registered as shareholder;</p> <p>(6) the date when each shareholder ceased to be a shareholder.</p> <p>The Bank shall make a register of shareholders based on the vouchers provided by securities registrar institutions. The register of shareholders shall be the sufficient evidence proving the shareholders' holding of the Bank's shares, unless there are evidences to the contrary.</p>	<p>Article 54 The Bank shall have a register of shareholders to register the following particulars:</p> <p>(1) the name (description), address (domicile), occupation or nature of each shareholder;</p> <p>(2) the class and number of the shares held by each shareholder;</p> <p>(3) the amount paid for the shares held by each shareholder;</p> <p>(4) the serial number of the share certificates held by each shareholder;</p> <p>(5) the date when each shareholder is registered as shareholder;</p> <p>(6) the date when each shareholder ceased to be a shareholder.</p> <p>The Bank shall make a register of shareholders based on the vouchers provided by securities registrar institutions. The register of shareholders shall be the sufficient evidence proving the shareholders' holding of the Bank's shares, unless there are evidences to the contrary.</p>
57	<p>Article 55 In accordance with the understandings and/or agreements reached between the securities regulatory authority of the State Council and overseas securities regulatory authorities, the Bank may keep the register of shareholders holding FLSs outside of PRC and engage an overseas agent to administer the same.</p> <p>The Bank shall keep at its domicile a duplicate copy of the register of shareholders of FLSs; the appointed overseas agent shall ensure the consistency of the original and the duplicate copy of the register of shareholders of FLSs.</p>	<p>Article 55 In accordance with the understandings and/or agreements reached between the securities regulatory authority of the State Council and overseas securities regulatory authorities, the Bank may keep the register of shareholders holding FLSs outside of PRC and engage an overseas agent to administer the same.</p> <p>The Bank shall keep at its domicile a duplicate copy of the register of shareholders of FLSs; the appointed overseas agent shall ensure the consistency of the original and the duplicate copy of the register of shareholders of FLSs.</p>

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	In the case of inconsistency between the original and the duplicate copy of the register of shareholders of FLSs, the original register of shareholders of FLSs shall prevail.	In the case of inconsistency between the original and the duplicate copy of the register of shareholders of FLSs, the original register of shareholders of FLSs shall prevail.
58	<p>Article 56 The Bank shall maintain a complete register of shareholders.</p> <p>The register of shareholders shall contain the following parts:</p> <p>(1) the register of shareholders which shall be kept at the domicile of the Bank other than those who are required to be registered under (2) and (3) of this Article;</p> <p>(2) the register of shareholders of the Bank's FLSs that is kept in the place of the overseas stock exchange where the FLSs are listed; the original of the register of shareholders of FLSs listed on the Hong Kong Stock Exchange shall be kept in Hong Kong;</p> <p>(3) the register of shareholders kept at other place(s) as the Board of Directors deems necessary for the listing the shares of the Bank.</p>	<p>Article 56 The Bank shall maintain a complete register of shareholders.</p> <p>The register of shareholders shall contain the following parts:</p> <p>(1) the register of shareholders which shall be kept at the domicile of the Bank other than those who are required to be registered under (2) and (3) of this Article;</p> <p>(2) the register of shareholders of the Bank's FLSs that is kept in the place of the overseas stock exchange where the FLSs are listed; the original of the register of shareholders of FLSs listed on the Hong Kong Stock Exchange shall be kept in Hong Kong;</p> <p>(3) the register of shareholders kept at other place(s) as the Board of Directors deems necessary for the listing the shares of the Bank.</p>
59	<p>Article 57 The various parts of the register of shareholders shall not overlap. A transfer of shares registered in a particular part of the register of shareholders shall not be registered in another part of the register of shareholders during the subsistence of the registration of such shares.</p> <p>Changes to or rectification of each part of the register of shareholders shall be made according to the laws of the place where such part of the register of shareholders is kept.</p>	<p>Article 57 The various parts of the register of shareholders shall not overlap. A transfer of shares registered in a particular part of the register of shareholders shall not be registered in another part of the register of shareholders during the subsistence of the registration of such shares.</p> <p>Changes to or rectification of each part of the register of shareholders shall be made according to the laws of the place where such part of the register of shareholders is kept.</p>
60	<p>Article 58 Where relevant laws and regulations and the securities regulatory authority in the place where the Bank's shares are listed prohibits any update of the register of shareholders to record any changes resulting from any share transfer prior to a Shareholders' General Meetings or prior</p>	<p>Article 58 Where relevant laws and regulations and the securities regulatory authority in the place where the Bank's shares are listed prohibits any The update of the register of shareholders to record any changes resulting from any share transfer prior to a Shareholders' General Meetings shareholders' meeting or prior to the record date on which the Bank decides the basis of distribution of</p>

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	<p>to the record date on which the Bank decides the basis of distribution of dividends, such prohibition shall be observed.</p> <p>The aforesaid suspension of changes to the register of shareholders shall not exceed 30 days in total within one year. However, it can be extended for another 30 days as maximum upon approval by the Shareholders' General Meeting.</p> <p>The Bank shall, upon receiving an application for access to the register of shareholders during the suspension of changes to the register of shareholders, issue to the applicant a supporting document signed by the Company Secretary of the Bank that specifies the approving agency for and the duration of such suspension.</p>	<p>dividends, such prohibition shall be observed. <u>shall be subject to relevant laws and regulations and the securities regulatory authority in the place where the Bank's shares are listed.</u></p> <p>The aforesaid suspension of changes to the register of shareholders shall not exceed 30 days in total within one year. However, it can be extended for another 30 days as maximum upon approval by the Shareholders' General Meeting.</p> <p>The Bank shall, upon receiving an application for access to the register of shareholders during the suspension of changes to the register of shareholders, issue to the applicant a supporting document signed by the Company Secretary of the Bank that specifies the approving agency for and the duration of such suspension.</p>
61	<p>Article 59 When the Bank convenes a Shareholders' General Meeting, distributes dividends, enters into liquidation or engages in other activities for which it is necessary to ascertain the identity of shareholders, the Board of Directors or the convener of the Shareholders' General Meeting shall fix a record date and those shareholders appearing on the register of shareholders as at the end of the record date (after closing of market) shall be the Bank's shareholders of all the relevant classes that are entitled to participate in the activities above.</p>	<p>Article 5952 When the Bank convenes a Shareholders' General Meeting <u>shareholders' meeting</u>, distributes dividends, enters into liquidation or engages in other activities for which it is necessary to ascertain the identity of shareholders, the Board of Directors or the convener of the Shareholders' General Meeting <u>shareholders' meeting</u> shall fix a record date and those shareholders appearing on the register of shareholders as at the end <u>after closing of market</u> of the record date (after closing of market) shall be the Bank's shareholders of all the relevant classes that are <u>entitled to participate in the activities above relevant rights and interests.</u></p>
62	<p>Article 60 Anyone who raises objections regarding the register of shareholders and requests to have his/her/its name (or description) registered on or removed from the register of shareholders may petition to a court of competent jurisdiction to rectify the register of shareholders.</p>	<p>Article 60 Anyone who raises objections regarding the register of shareholders and requests to have his/her/its name (or description) registered on or removed from the register of shareholders may petition to a court of competent jurisdiction to rectify the register of shareholders.</p>
63	<p>Article 61 For any shareholder whose name has been registered on the register of shareholders or anyone who requires to have his/her/its name (or description) registered on the register of shareholders, if his/her/its share</p>	<p>Article 61 For any shareholder whose name has been registered on the register of shareholders or anyone who requires to have his/her/its name (or description) registered on the register of shareholders, if his/her/its share</p>

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>certificates (i.e., “original share certificates”) are stolen, lost or missing, he/she/it may apply to the Bank for the issuance of a replacement share certificates in respect of such shares (i.e., “relevant shares”).</p> <p>In the case the share certificates of the shareholders of DLSs are stolen, lost or missing and the replacement certificates are applied for, the applications shall be made in accordance with the relevant provisions of the Company Law.</p> <p>In the case the share certificates of the shareholders of FLSs are stolen, lost or missing and the replacement certificates are applied for, the applications shall be made in accordance with the laws and the rules of the stock exchange, or other relevant provisions of the place where the original register of shareholders of FLSs is kept.</p> <p>In the case the shareholders of FLSs apply for replacement certificates for lost share certificates, the issuance of the replacement share certificates shall be made in accordance with the following requirements:</p> <p>(1) applicants shall submit an application in standard form designated by the Bank together with a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason for the application made by the applicant, the circumstances under which the share certificate(s) was/were lost, stolen or missing with supporting evidence, and a declaration that no other persons may request to be registered as a shareholder in respect of the relevant shares.</p> <p>(2) the Bank receives no declaration from anyone other than the applicant requesting registration as a shareholder of such shares before the Bank decides to issue (a) replacement share certificate(s).</p> <p>(3) If the Bank decides to issue (a) replacement share certificate(s) to the applicant, an announcement of such intention to issue replacement share certificate(s) shall be</p>	<p>certificates (i.e., “original share certificates”) are stolen, lost or missing, he/she/it may apply to the Bank for the issuance of a replacement share certificates in respect of such shares (i.e., “relevant shares”).</p> <p>In the case the share certificates of the shareholders of DLSs are stolen, lost or missing and the replacement certificates are applied for, the applications shall be made in accordance with the relevant provisions of the Company Law.</p> <p>In the case the share certificates of the shareholders of FLSs are stolen, lost or missing and the replacement certificates are applied for, the applications shall be made in accordance with the laws and the rules of the stock exchange, or other relevant provisions of the place where the original register of shareholders of FLSs is kept.</p> <p>In the case the shareholders of FLSs apply for replacement certificates for lost share certificates, the issuance of the replacement share certificates shall be made in accordance with the following requirements:</p> <p>(1) applicants shall submit an application in standard form designated by the Bank together with a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason for the application made by the applicant, the circumstances under which the share certificate(s) was/were lost, stolen or missing with supporting evidence, and a declaration that no other persons may request to be registered as a shareholder in respect of the relevant shares.</p> <p>(2) the Bank receives no declaration from anyone other than the applicant requesting registration as a shareholder of such shares before the Bank decides to issue (a) replacement share certificate(s).</p> <p>(3) If the Bank decides to issue (a) replacement share certificate(s) to the applicant, an announcement of such intention to issue replacement share certificate(s) shall be</p>

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>published in the newspapers designated by the Board of Directors. The period for such announcement shall be 90 days, and such announcement shall be published at least once every 30 days during such period.</p> <p>(4) prior to the publishing of the announcement for the issuance of (a) replacement share certificate(s), the Bank shall submit a copy of such proposed announcement to the stock exchange on which its shares are listed, and shall publish the announcement after obtaining the reply of such stock exchange confirming that the announcement has been published at the stock exchange. The period of displaying the announcement at the stock exchange shall be 90 days.</p> <p>If the registered shareholders of the relevant shares do not consent to the issuance of replacement share certificate(s), the Bank shall send to such shareholders by post a copy of the proposed announcement.</p> <p>(5) upon the expiry of the 90-day period for the publication of the said announcement as stipulated in (3) and (4) of this Article, if no objection is received by the Bank from anyone to the issuance of replacement share certificate(s), (a) replacement share certificate(s) shall be issued pursuant to the application of the applicant.</p> <p>(6) Upon issuing (a) replacement share certificate(s) pursuant to this Article, the Bank shall immediately cancel the original share certificate(s), and such cancellation and replacement shall be registered in the register of shareholders.</p> <p>(7) all expenses incurred by the Bank in connection with the cancellation of the original share certificates and the issuance of replacement share certificates shall be borne by the applicant. The Bank shall be entitled to refuse to take any action unless the applicant provides reasonable guarantee to pay the expenses.</p>	<p>published in the newspapers designated by the Board of Directors. The period for such announcement shall be 90 days, and such announcement shall be published at least once every 30 days during such period.</p> <p>(4) prior to the publishing of the announcement for the issuance of (a) replacement share certificate(s), the Bank shall submit a copy of such proposed announcement to the stock exchange on which its shares are listed, and shall publish the announcement after obtaining the reply of such stock exchange confirming that the announcement has been published at the stock exchange. The period of displaying the announcement at the stock exchange shall be 90 days.</p> <p>If the registered shareholders of the relevant shares do not consent to the issuance of replacement share certificate(s), the Bank shall send to such shareholders by post a copy of the proposed announcement.</p> <p>(5) upon the expiry of the 90-day period for the publication of the said announcement as stipulated in (3) and (4) of this Article, if no objection is received by the Bank from anyone to the issuance of replacement share certificate(s), (a) replacement share certificate(s) shall be issued pursuant to the application of the applicant.</p> <p>(6) Upon issuing (a) replacement share certificate(s) pursuant to this Article, the Bank shall immediately cancel the original share certificate(s), and such cancellation and replacement shall be registered in the register of shareholders.</p> <p>(7) all expenses incurred by the Bank in connection with the cancellation of the original share certificates and the issuance of replacement share certificates shall be borne by the applicant. The Bank shall be entitled to refuse to take any action unless the applicant provides reasonable guarantee to pay the expenses.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
64	Article 62 Upon the issuance by the Bank of (a) replacement share certificate(s) pursuant to the provisions of this Articles of Association, the name (description) of a bona fide purchaser who acquired the new share certificates so issued or a shareholder who is subsequently registered as the owners of such shares (if being a bona fide purchaser) shall not be removed from the register of shareholders.	Article 62 Upon the issuance by the Bank of (a) replacement share certificate(s) pursuant to the provisions of this Articles of Association, the name (description) of a bona fide purchaser who acquired the new share certificates so issued or a shareholder who is subsequently registered as the owners of such shares (if being a bona fide purchaser) shall not be removed from the register of shareholders.
65	Article 63 The Bank shall have no liability for any loss incurred by anyone as a result of the cancellation of the original share certificates or issuance of replacement share certificates, unless it can be proved that the Bank has acted fraudulently.	Article 63 The Bank shall have no liability for any loss incurred by anyone as a result of the cancellation of the original share certificates or issuance of replacement share certificates, unless it can be proved that the Bank has acted fraudulently.
66	Article 64 The Bank shall set up a Chinese Communist Party Committee of China CITIC Bank Corporation Limited (“Party Committee”). The Party Committee shall consist of one secretary, one or two deputy secretaries and several other members. The chairman of the board of directors of the Bank and the secretary of the Party Committee generally shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Where it is necessary for the leader of the higher-level enterprise to serve concurrently as Chairman of the Board of Directors, Party Secretary can be set as a concurrent position served by President who is a Party member, or as a position filled separately according to actual conditions of the Bank. Eligible members of the Party Committee can join the board of directors, the board of supervisors and the senior management through legal procedures, while eligible members of the board of directors, the board of supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. Meanwhile, commissions for discipline inspection shall be established.	Article 6449 The Bank shall set up a Chinese Communist Party Committee of China CITIC Bank Corporation Limited (“Party Committee”). The Party Committee shall consist of one secretary, one or two deputy secretaries and several other members. The chairman of the board of directors of the Bank and the secretary of the Party Committee generally shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Where it is necessary for the leader of the higher-level enterprise to serve concurrently as Chairman of the Board of Directors, Party Secretary can be set as a concurrent position served by President who is a Party member, or as a position filled separately according to actual conditions of the Bank. Eligible members of the Party Committee can join the board of directors, the board of supervisors and the senior management through legal procedures, while eligible members of the board of directors, the board of supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. Meanwhile, commissions for discipline inspection shall be established.
67	Article 65 The Bank’s Party Committee shall, in accordance with the <i>Constitution of the Communist Party of China</i> , the <i>Working Rules for Primary-level</i>	Article 6550 The Bank’s Party Committee shall, in accordance with the <i>Constitution of the Communist Party of China</i> , the <i>Working Rules for Primary-level</i>

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	<p><i>Organizations of the Communist Party of China at State-owned Enterprises (Trial)</i> and other internal laws and regulations of the Party, perform the following duties:</p> <p>.....</p> <p>(3) Research and discuss major operational and management issues of the Bank, support the Shareholders' General Meeting, the board of directors, the board of supervisors and the senior management of the Bank in performing their functions and powers;</p> <p>.....</p>	<p><i>Organizations of the Communist Party of China at State-owned Enterprises (Trial)</i> and other internal laws and regulations of the Party, perform the following duties:</p> <p>.....</p> <p>(3) Research and discuss major operational and management issues of the Bank, support the Shareholders' General Meeting <u>shareholders' meeting</u>, the Board of Directors, the board of supervisors and the senior management of the Bank in performing their functions and powers;</p> <p>.....</p>
68	CHAPTER 7. Shareholders and Shareholders' General Meeting	CHAPTER 7. Shareholders and Shareholders' General Meeting Shareholders' Meeting
69	Section 1 Shareholders	Section 1 <u>General Provisions Concerning Shareholders</u>
70	<p>Article 66 The Bank's shareholders are persons that lawfully hold shares of the Bank and whose names are recorded in the register of shareholders.</p> <p>Shareholders shall enjoy rights and assume obligations according to the class and number of shares held by them; shareholders of shares of the same class shall enjoy the same rights and assume the same obligations. The preference shares issued by the Bank shall have equal priority in terms of the distribution of dividends and remaining assets, but there can be different entitlement on other clauses.</p> <p>If two or more people are registered as joint holders of any shares, they shall be regarded as the conjunct owner of the corresponding shares. However, the following restrictions shall apply:</p> <p>(1) Persons exceeding four shall not be registered as joint holders of any shares of the Bank;</p> <p>.....</p>	<p>Article 6651 The Bank's shareholders are persons that lawfully hold shares of the Bank and whose names are recorded in the register of shareholders. <u>The Bank shall establish the register of shareholders pursuant to the certificates provided by the securities registration and clearing institution, and the register shall serve as conclusive evidence of a shareholder's ownership of the Bank's shares.</u></p> <p><u>The register of shareholders of the Bank shall include following contents:</u></p> <p><u>(1) the name and address of a shareholder;</u></p> <p><u>(2) the class and number of shares subscribed by a shareholder;</u></p> <p><u>(3) the serial number of the shares where paper shares are issued;</u></p> <p><u>(4) the date when a shareholder acquires the shares.</u></p>

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	<p>(4) For the joint shareholders of any shares, only the joint shareholder whose name stands first on the register of shareholders is entitled to receive share certificate of relevant shares and notices from the Bank, attend the Shareholders' General Meeting or exercise all the voting rights attached to relevant shares; any notice delivered to such shareholder shall be deemed as delivered to all joint holders of relevant shares.</p>	<p>Shareholders shall enjoy rights and assume obligations according to the class and number of shares held by them; shareholders of shares of the same class shall enjoy the same rights and assume the same obligations. The preference shares issued by the Bank shall have equal priority in terms of the distribution of dividends and remaining assets, but there can be different entitlement on other clauses.</p> <p>If two or more people are registered as joint holders of any shares, they shall be regarded as the conjunct owner of the corresponding shares. However, the following restrictions shall apply:</p> <p>(1) Persons exceeding four shall not be registered as joint holders of any shares of the Bank;</p> <p>.....</p> <p>(4) For the joint shareholders of any shares, only the joint shareholder whose name stands first on the register of shareholders is entitled to receive share certificate of relevant shares and notices from the Bank, attend the Shareholders' General Meeting shareholders' meeting or exercise all the voting rights attached to relevant shares; any notice delivered to such shareholder shall be deemed as delivered to all joint holders of relevant shares.</p>
71	<p>Article 67 Rights of shareholders of ordinary shares include:</p> <p>(1) to receive dividends and other kinds of interests distributed based on the number of shares held by them;</p> <p>(2) in accordance with the laws and this Articles of Association, to propose, convene, preside over, attend or entrust a proxy to attend the shareholders meeting, speak at the shareholders meeting and exercise corresponding voting rights;</p>	<p>Article 6754 Rights of shareholders of ordinary shares include:</p> <p>(1) to receive dividends and other kinds of interests distributed based on the number of shares held by them;</p> <p>(2) in accordance with the laws and this Articles of Association, to propose, convene, preside over, attend or entrust a proxy to attend the shareholders' meeting, speak at the shareholders' meeting and exercise corresponding voting rights;</p>

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	<p>(3) to supervise the business operation of the Bank, and make suggestions and enquiries accordingly;</p> <p>(4) to dispose the shares they hold by means of transfer, donate, pledge or other methods in compliance with laws, administrative regulations, regulations and rules of the securities regulatory authority where stocks of the Bank are listed, and provisions of this Articles of Association;</p> <p>(5) to receive information in accordance with the provisions of this Articles of Association, including:</p> <p>(a) to obtain this Articles of Association after paying relevant costs;</p> <p>(b) to inspect the following documents free of charge:</p> <p>(i) all parts of the register of shareholders;</p> <p>(ii) personal particulars of the Directors, Supervisors, President and other senior management of the Bank, including:</p> <p>aa) present and former names and aliases;</p> <p>bb) principal address (domicile);</p> <p>cc) nationality;</p> <p>dd) full-time and all other part-time occupations or positions;</p> <p>ee) identification document and the number thereof;</p> <p>(iii) the share capital of the Bank;</p> <p>(iv) a report on the total par value, total number of shares, highest and lowest prices and all payments made by the Bank in respect of each class of shares repurchased by the Bank since the last fiscal year;</p>	<p>(3) to supervise the business operation of the Bank, and make suggestions and enquiries accordingly;</p> <p>(4) to dispose the shares they hold by means of transfer, donate, or pledge or other methods in compliance with laws, administrative regulations, regulations and rules of the securities regulatory authority where stocks of the Bank are listed, and provisions of this Articles of Association;</p> <p><u>(5) to inspect and copy this Articles of Association, register of shareholders, minutes of shareholders' meeting, resolutions of meetings of the Board of Directors, and financial reports; for shareholders who meet the prescribed requirements, to inspect the Bank's accounting books and accounting vouchers;</u>to receive information in accordance with the provisions of this Articles of Association, including:</p> <p>(a) to obtain this Articles of Association after paying relevant costs;</p> <p>(b) to inspect the following documents free of charge:</p> <p>(i) all parts of the register of shareholders;</p> <p>(ii) personal particulars of the Directors, Supervisors, President and other senior management of the Bank, including:</p> <p>aa) present and former names and aliases;</p> <p>bb) principal address (domicile);</p> <p>cc) nationality;</p> <p>dd) full-time and all other part-time occupations or positions;</p> <p>ee) identification document and the number thereof;</p> <p>(iii) the share capital of the Bank;</p>

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	<p>(v) minutes of Shareholders' General Meeting;</p> <p>(vi) resolutions of meetings of the Board of Directors and the Board of Supervisors;</p> <p>(vii) counterfoils of debt securities of the Bank;</p> <p>(viii) financial reports.</p> <p>(6) to participate in the distribution of the Bank's remaining assets based on the number of shares held by the shareholders when the Bank is terminated or liquidated;</p> <p>(7) shareholders that disagree with the resolution of merger or division made at the Shareholders' General Meeting of the Bank, may request the Bank to purchase their shares;</p> <p>(8) other rights conferred by laws, administrative regulations and this Articles of Association.</p>	<p>(iv) a report on the total par value, total number of shares, highest and lowest prices and all payments made by the Bank in respect of each class of shares repurchased by the Bank since the last fiscal year;</p> <p>(v) minutes of Shareholders' General Meeting;</p> <p>(vi) resolutions of meetings of the Board of Directors and the Board of Supervisors;</p> <p>(vii) counterfoils of debt securities of the Bank;</p> <p>(viii) financial reports.</p> <p>(6) to participate in the distribution of the Bank's remaining assets based on the number of shares held by the shareholders when the Bank is terminated or liquidated;</p> <p>(7) shareholders that disagree with the resolution of merger or division made at the Shareholders' General Meeting shareholders' meeting of the Bank, may request the Bank to purchase their shares;</p> <p>(8) other rights conferred by laws, administrative regulations, departmental rules and this Articles of Association.</p>
72	<p>Article 68 Shareholders are entitled to copy the documents specified in item (i) to (v) under item (5) of Article 67 after paying a reasonable cost. To copy the relevant documents, shareholders shall notify the Bank by delivering prior written notice and providing written evidence of the type and quantity of their shares. After verification of shareholders' identification, the required copies shall be provided based on the shareholders' request.</p>	<p>Article 68 Shareholders are entitled to copy the documents specified in item (i) to (v) under item (5) of Article 67 after paying a reasonable cost. To copy the relevant documents, shareholders shall notify the Bank by delivering prior written notice and providing written evidence of the type and quantity of their shares. After verification of shareholders' identification, the required copies shall be provided based on the shareholders' request. Shareholders who have individually or jointly held no less than 3% of the Bank's shares for 180 consecutive days or more and request to inspect the Bank's accounting books and accounting vouchers shall submit a written request to the Bank stating the purpose. Where the Bank has reasonable grounds to</p>

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		<p><u>believe that the shareholders' inspection of accounting books and accounting vouchers is for an improper purpose and may harm the Bank's lawful interests, it may refuse to provide such inspection, and shall give a written reply to the shareholders stating the reasons within 15 days from the date of the shareholders' written request. If the Bank refuses to provide the inspection, the shareholders may bring a lawsuit before the people's court.</u></p> <p><u>When shareholders request to inspect or copy relevant materials of the Bank, they shall comply with the Company Law, the Securities Law, and other laws, administrative regulations and rules of securities regulatory authorities in the places where the shares are listed.</u></p>
73	Add.	<p><u>Article 57 Where the contents of resolutions of the shareholders' meeting or the Board of Directors of the Bank violate laws or administrative regulations, shareholders shall have the right to request the people's court to determine such resolutions as invalid.</u></p> <p><u>Where the convening procedures or voting methods of shareholders' meetings or meetings of the Board of Directors violate laws, administrative regulations or this Articles of Association, or the contents of the resolutions violate this Articles of Association, shareholders shall have the right to request the people's court to revoke such resolutions within 60 days from the date of adoption of the resolutions, except for the circumstances where the convening procedures or voting methods of shareholders' meetings or meetings of the Board of Directors have minor defects and do not have a material impact on the resolutions.</u></p> <p><u>Where any dispute arises among the Board of Directors, shareholders or other relevant parties regarding the validity of resolutions of the shareholders' meeting, they shall promptly bring a lawsuit before the people's court. Before the people's court issues a judgment or ruling to</u></p>

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		<p><u>revocate the resolution, relevant parties shall implement the resolution of the shareholders' meeting. The Bank, its directors and senior management members shall earnestly perform their duties to ensure the normal operation of the Bank.</u></p> <p><u>Where the people's court issues a judgment or ruling on relevant matters, the Bank shall, in accordance with laws, administrative regulations, the provisions of the securities regulatory authority under the State Council and the stock exchange where the Bank's shares are listed, fulfill its information disclosure obligations, fully explain the impact, and actively cooperate with the implementation after the judgment or ruling comes into effect. In the event of corrections to prior matters, the Bank shall promptly handle such corrections and fulfill the corresponding information disclosure obligations.</u></p>
74	Add.	<p><u>Article 58 Resolutions of the shareholders' meeting or the Board of Directors of the Bank shall not be valid under any of the following circumstances:</u></p> <p><u>(1) a resolution is made without convening a shareholders' meeting or meeting of the Board of Directors;</u></p> <p><u>(2) the shareholders' meeting or meeting of the Board of Directors does not vote on the matter subject to the resolution;</u></p> <p><u>(3) the number of attendees or the voting rights held does not meet the requirement specified in the Company Law or this Articles of Association;</u></p> <p><u>(4) the number of attendees or the voting rights held in favor of the resolution does not meet the requirements specified in the Company Law or this Articles of Association.</u></p>
75	Add.	<p><u>Article 59 Where directors and senior management members other than members of the Audit Committee violate laws, administrative regulations or this Articles</u></p>

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		<p><u>of Association in the performance of their duties for the Bank, thereby causing losses to the Bank, shareholders who have individually or jointly held more than 1% of the Bank's shares for 180 consecutive days or more shall have the right to request in written form the Audit Committee to institute legal proceedings before the people's court. Where members of the Audit Committee violate laws, administrative regulations or this Articles of Association in the performance of their duties for the Bank, thereby causing losses to the Bank, the aforesaid shareholders may request in written form the Board of Directors to institute legal proceedings before the people's court.</u></p> <p><u>If the Audit Committee or the Board of Directors, after receiving the written request from the shareholders as specified in the preceding paragraph, refuses to institute legal proceedings, fails to do so within 30 days from the date of receipt of the request, or where circumstances are urgent and failure to immediately institute legal proceedings would cause irreparable harm to the Bank's interests, the shareholders specified in the preceding paragraph shall have the right to institute legal proceedings in their own name directly before the people's court for the benefit of the Bank.</u></p> <p><u>Where any other person infringes upon the Bank's legitimate rights and interests, thereby causing losses to the Bank, the shareholders specified in paragraph 1 of this article may institute legal proceedings before the people's court in accordance with the provisions of the preceding two paragraphs.</u></p> <p><u>Where directors or senior management members of the Bank's wholly-owned subsidiary bank (subsidiary) violate laws, administrative regulations or this Articles of Association in the performance of their duties, thereby causing losses to the Bank, or where any other person infringes upon the legitimate rights and interests of the Bank's wholly-owned subsidiary bank (subsidiary), thereby causing losses, shareholders who</u></p>

Amendments to the Articles		
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		<u>have individually or jointly held no less than 1% of the Bank's shares for 180 consecutive days or more may, in accordance with the Company Law, request in written form the Board of Directors of the wholly-owned subsidiary bank (subsidiary) to institute legal proceedings before the people's court or institute legal proceedings directly before the people's court in their own name.</u>
76	Add.	<u>Article 60 Where directors or senior management members violate laws, administrative regulations or this Articles of Association, thereby causing detriments to the interests of shareholders, the shareholders may institute legal proceedings before the people's court.</u>
77	<p>Article 70 Shareholders of ordinary shares of the Bank shall undertake the following obligations:</p> <p>.....</p> <p>(2) to use legitimate own funds to buy shares in the Bank and refrain from buying shares in the Bank with any entrusted funds, debt funds or other non-owned funds, unless otherwise provided by laws, regulations or regulatory rules; to pay the subscription price in accordance with the number of shares subscribed for and in the manner of subscription; and to meet regulatory requirements on the shareholding ratio and the number of institutional shareholders and refrain from holding shares in the Bank through or as nominees;</p> <p>.....</p> <p>(5) shareholders shall not withdraw their shares, unless otherwise stipulated by laws and regulations;</p> <p>.....</p> <p>(7) shareholders who should have been approved by the regulatory authority or who have not reported to the regulatory authority shall not exercise the right to request</p>	<p>Article 70Article 61 Shareholders of ordinary shares of the Bank shall undertake the following obligations:</p> <p>.....</p> <p>(2) to use legitimate own funds to buy shares in the Bank and refrain from buying shares in the Bank with any entrusted funds, debt funds or other non-owned funds, unless otherwise provided by laws, regulations or regulatory rules<u>the nation</u>; to pay the subscription price in accordance with the number of shares subscribed for and in the manner of subscription; and to meet regulatory requirements on the shareholding ratio and the number of institutional shareholders and refrain from holding shares in the Bank through or as nominees;</p> <p>.....</p> <p>(5) shareholders shall not withdraw their shares capital<u>capital</u>, unless otherwise stipulated by laws and regulations;</p> <p>.....</p> <p>(7) shareholders who should have been approved by the regulatory authority or who have not reported to the regulatory authority shall not exercise the right to request</p>

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	<p>the convening of a shareholders' general meeting, right to vote, right to nominate, right to propose, right of disposition and other rights;</p> <p>(8) for shareholders who have false statements, abuse of shareholders' rights or other acts that damage the Bank's interests, the banking regulatory authority of the State Council or its local branches may limit or prohibit the Bank from conducting related party transactions with them, and limit the amount of the Bank's shares held by them, shares pledge ratio, etc., and may restrict their right to request the convening of a shareholders' general meeting, right to vote, right to nominate, right to propose, right of disposition and other rights;</p> <p>.....</p> <p>(15) substantial shareholders shall earnestly fulfill their written commitments made in accordance with relevant regulatory rules of the banking regulatory agency of the State Council and actively cooperate with CBIRC and the Bank in conducting the evaluation of shareholders' commitments;</p> <p>.....</p> <p>(18) other obligations imposed by laws, administrative regulations, rules and this Articles of Association.</p> <p>Any shareholders of the Bank that abuse the shareholders' rights and cause damages to the Bank and other shareholders shall be responsible to compensate for any loss caused thereby in accordance with the law; any shareholders of the Bank that evade repayment of debts by abusing the independent legal person status of the Bank and the limited liability of shareholders in a way which materially damages the interests of the Bank's creditors shall assume joint and several liabilities for the Bank's debts.</p>	<p>the convening of a shareholders' general meeting <u>shareholders' meeting</u>, right to vote, right to nominate, right to propose, right of disposition and other rights;</p> <p>(8) for shareholders who have false statements, abuse of shareholders' rights or other acts that damage the Bank's interests, the banking regulatory authority of the State Council or its local branches may limit or prohibit the Bank from conducting related party transactions with them, and limit the amount of the Bank's shares held by them, shares pledge ratio, etc., and may restrict their right to request the convening of a shareholders' general meeting <u>shareholders' meeting</u>, right to vote, right to nominate, right to propose, right of disposition and other rights;</p> <p>.....</p> <p>(15) substantial shareholders shall earnestly fulfill their written commitments made in accordance with relevant regulatory rules of the banking regulatory agency of the State Council and actively cooperate with CBIRC <u>the banking regulatory authority of the State Council</u> and the Bank in conducting the evaluation of shareholders' commitments;</p> <p>.....</p> <p>(18) other obligations imposed by laws, administrative regulations, <u>departmental</u> rules and this Articles of Association.</p> <p>Any shareholders of the Bank that abuse the shareholders' rights and cause damages <u>losses</u> to the Bank and other shareholders shall be responsible to compensate for any loss caused thereby in accordance with the law; any shareholders of the Bank that evade repayment of debts by abusing the independent legal person status of the Bank and the limited liability of shareholders in a way which materially damages the interests of the Bank's creditors shall assume joint and several liabilities for the Bank's debts.</p>

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	Other than the conditions agreed by the subscribers of shares at the time of subscription, shareholders shall not be liable to subscribe for any additional share capitals subsequently. 	Other than the conditions agreed by the subscribers of shares at the time of subscription, shareholders shall not be liable to subscribe for any additional share capitals subsequently.
78	Article 71 The Board of Directors is responsible for assessing the performance by substantial shareholders of their commitments made in accordance with relevant regulatory rules of the banking regulatory authority of the State Council. The restrictive measures to be taken for the substantial shareholder that has violated these commitments shall be proposed by the Board of Directors and implemented after being considered and approved in the Shareholders' General Meeting. Relevant shareholder or its representative shall recuse from voting.	Article 71 The Board of Directors is responsible for assessing the performance by substantial shareholders of their commitments made in accordance with relevant regulatory rules of the banking regulatory authority of the State Council. The restrictive measures to be taken for the substantial shareholder that has violated these commitments shall be proposed by the Board of Directors and implemented after being considered and approved in the Shareholders' General Meeting shareholders' meeting . Relevant shareholder or its representative shall recuse from voting.
79	Article 72 The controlling shareholders and de facto controller owe a duty of honesty to the Bank and other shareholders. The controlling shareholders shall strictly comply with laws, administrative regulations, rules and this Articles of Association while exercising their rights as investors, and shall not gain improper benefit or cause detriments to the interests of the Bank or other shareholders by taking advantage of the profits distribution, assets reorganization, external investment, capital appropriation and loan guarantee or using their privileged positions as controlling shareholders. The controlling shareholders and de facto controller of the Bank shall not cause detriments to the interests of the Bank by taking advantage of his related party relation. The controlling shareholders and de facto controller of the Bank shall be responsible to compensate for any loss caused to the Bank by infringing this provision. Except for the obligations imposed by laws, administrative regulations, or rules of securities regulatory authorities of the location where the Bank's shares are listed, while	Article 72 The controlling shareholders and de facto controller owe a duty of honesty to the Bank and other shareholders. The controlling shareholders shall strictly comply with laws, administrative regulations, rules and this Articles of Association while exercising their rights as investors, and shall not gain improper benefit or cause detriments to the interests of the Bank or other shareholders by taking advantage of the profits distribution, assets reorganization, external investment, capital appropriation and loan guarantee or using their privileged positions as controlling shareholders. The controlling shareholders and de facto controller of the Bank shall not cause detriments to the interests of the Bank by taking advantage of his related party relation. The controlling shareholders and de facto controller of the Bank shall be responsible to compensate for any loss caused to the Bank by infringing this provision. Except for the obligations imposed by laws, administrative regulations, or rules of securities regulatory authorities of the location where the Bank's shares are listed, while

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	<p>exercising voting rights, the controlling shareholders of the Bank shall not make such decisions to the detriment of all or part of the shareholders' interests as below:</p> <p>(1) relieving a Director or a Supervisor of the responsibility to act honestly in the best interest of the Bank;</p> <p>(2) approving the action of a Director or a Supervisor (for his/her own or other person's benefit) to deprive the Bank of its property in any form, including (but not limited to) any opportunities that are favorable to the Bank; or</p> <p>(3) approving the action of a Director or a Supervisor (for his/her own or other person's benefit) to deprive other shareholders of their rights or interests, including (but not limited to) rights to distribution and voting rights, unless pursuant to a restructuring of the Bank submitted to and adopted by the Shareholders' General Meeting in accordance with this Articles of Association.</p>	<p>exercising voting rights, the controlling shareholders of the Bank shall not make such decisions to the detriment of all or part of the shareholders' interests as below:</p> <p>(1) relieving a Director or a Supervisor of the responsibility to act honestly in the best interest of the Bank;</p> <p>(2) approving the action of a Director or a Supervisor (for his/her own or other person's benefit) to deprive the Bank of its property in any form, including (but not limited to) any opportunities that are favorable to the Bank; or</p> <p>(3) approving the action of a Director or a Supervisor (for his/her own or other person's benefit) to deprive other shareholders of their rights or interests, including (but not limited to) rights to distribution and voting rights, unless pursuant to a restructuring of the Bank submitted to and adopted by the Shareholders' General Meeting in accordance with this Articles of Association.</p>
80	<p>Article 73 The nomination of candidates for Directors and Supervisors of the Bank by the controlling shareholders shall comply with the conditions and procedures as provided in relevant provisions of laws, administrative regulations, rules, provisions and rules of securities regulatory authorities of the location where the Bank's shares are listed and in this Articles of Association. The controlling shareholder shall not impose any approval procedure on the personnel election results of the Shareholders' General Meeting or the personnel appointment decisions of the Board of Directors.</p>	<p>Article 7372 The nomination of candidates for Directors and Supervisors of the Bank by the controlling shareholders shall comply with the conditions and procedures as provided in relevant provisions of laws, administrative regulations, <u>departmental</u> rules, provisions and rules of securities regulatory authorities of the location where the Bank's shares are listed and in this Articles of Association. The controlling shareholder shall not impose any approval procedure on the personnel election results of the Shareholders' General Meeting <u>shareholders' meeting</u> or the personnel appointment decisions of the Board of Directors.</p>
81	<p>Article 74 The controlling shareholder or de facto controller and its related parties shall not interfere in normal decision-making procedures of the Bank in violation of laws, administrative regulations, relevant rules of the securities regulatory authority in the place where the Bank's shares are listed or this Articles of Association of the Bank, and shall not damage legitimate rights and interests of the Bank or other shareholders of the Bank.</p>	<p>Article 7473 The controlling shareholder or de facto controller and its related parties shall not interfere in normal decision-making procedures of the Bank in violation of laws, administrative regulations, <u>departmental rules</u>, relevant rules of the securities regulatory authority in the place where the Bank's shares are listed or this Articles of Association of the Bank, and shall not damage legitimate rights and interests of the Bank or other shareholders of the Bank.</p>

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82	<p>Article 75 The term “controlling shareholder(s)” in this section shall refer to the person(s) satisfying any of the following conditions:</p> <p>(1) such person(s), either acting alone or in concert with others, may elect half or more number of the Directors;</p> <p>(2) such person(s), either acting alone or in concert with others, may exercise or control the exercise of 30% or more of the total voting shares of the Bank;</p> <p>(3) such person(s), either acting alone or in concert with others, hold 30% or more of the total voting shares of the Bank; or</p> <p>(4) such person(s), either acting alone or in concert with others, may obtain actual control of the Bank in any other manner.</p> <p>The term of “acting in concert” referred to herein shall mean two or more parties, through means such as agreement (either orally or in writing) and cooperation, expand their control proportion in the shares of the Bank or strengthen control over the Bank so that they can reach a common expression while exercising the voting rights.</p> <p>The term of “reaching a common expression” stated in the previous clause shall include the situations of joint motion, joint nomination of Directors, and entrusting of exercising of voting rights without indicating the tendency of voting, but with the exception of public assembling of voting proxy.</p> <p>“De facto controller” referred to in this Articles of Association is the person who can actually control the actions of the Bank through investments, agreements or other arrangements although such person is not the shareholder of the Bank.</p>	<p>Article 7576 The term “controlling shareholder(s)” in this section <u>Articles of Association</u> shall refer to the person(s) satisfying any of the following conditions <u>shareholder(s) who holds more than 50% of the total share capital of the Bank; or the shareholder(s) who has voting rights sufficient to exert a material influence on the resolutions of the shareholders’ meeting by virtue of the shares held, although the proportion of shares held does not exceed 50%.</u></p> <p>(1) such person(s), either acting alone or in concert with others, may elect half or more number of the Directors;</p> <p>(2) such person(s), either acting alone or in concert with others, may exercise or control the exercise of 30% or more of the total voting shares of the Bank;</p> <p>(3) such person(s), either acting alone or in concert with others, hold 30% or more of the total voting shares of the Bank; or</p> <p>(4) such person(s), either acting alone or in concert with others, may obtain actual control of the Bank in any other manner.</p> <p>The term of “acting in concert” referred to herein shall mean two or more parties, through means such as agreement (either orally or in writing) and cooperation, expand their control proportion in the shares of the Bank or strengthen control over the Bank so that they can reach a common expression while exercising the voting rights.</p> <p>The term of “reaching a common expression” stated in the previous clause shall include the situations of joint motion, joint nomination of Directors, and entrusting of exercising of voting rights without indicating the tendency of voting, but with the exception of public assembling of voting proxy.</p>

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		“De facto controller” referred to in this Articles of Association is the person who can actually control the actions of the Bank through investments, agreements or other arrangements although such person is not the shareholder of the Bank.
83	Article 76 The Bank shall not provide more preferential conditions for loans to its shareholders who hold 5% or more voting shares of the Bank than other borrowers who apply for the same type of loans.	Article 76 The Bank shall not provide more preferential conditions for loans to its shareholders who hold 5% or more voting shares of the Bank than other borrowers who apply for the same type of loans.

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84	Article 77 Loan balance of one shareholder in the Bank shall not exceed 10% of the capital balance of the Bank.	Article 77 63 Loan balance of one shareholder in the Bank shall not exceed 10% of the capital balance of the Bank. The Bank's credit balance to any single major shareholder, its controlling shareholder, de facto controller, related party, persons acting in concert, or ultimate beneficial owner shall not exceed 10% of the Bank's net capital. The aggregate credit balance to a single major shareholder and its controlling shareholder, de facto controller, related party, persons acting in concert, and ultimate beneficial owner shall not exceed 15% of the Bank's net capital.
85	Article 78 Substantial shareholders who owe overdue credits to the Bank shall be disqualified from exercising voting right during the credits overdue period, shall not be included in the quorum of the Shareholders' General Meeting, and their shares shall also not be counted as the number of total voting shares of the shareholders who attend the Shareholders' General Meeting, and Directors nominated or appointed by such shareholders shall not vote at the meeting of the Board of Directors, who shall not be included in the attendees of the meeting of the Board of Directors. When a shareholder owes overdue credit to the Bank, the Bank shall have the right to withhold the dividends of such shareholders as the repayment of their overdue loans. Any assets to be distributed to such shareholders in the Bank's liquidation process shall also be used in priority for the repayment of the Bank's outstanding loans.	Article 78 64 Substantial shareholders who owe overdue credits to the Bank shall be disqualified from exercising voting right during the credits overdue period, shall not be included in the quorum of the Shareholders' General Meeting shareholders' meeting , and their shares shall also not be counted as the number of total voting shares of the shareholders who attend the Shareholders' General Meeting shareholders' meeting , and Directors nominated or appointed by such shareholders shall not vote at the meeting of the Board of Directors, who shall not be included in the attendees of the meeting of the Board of Directors. When a shareholder owes overdue credit to the Bank, the Bank shall have the right to withhold the dividends of such shareholders as the repayment of their overdue loans. Any assets to be distributed to such shareholders in the Bank's liquidation process shall also be used in priority for the repayment of the Bank's outstanding loans.
86	Article 79 Shareholders of the Bank shall strictly comply with requirements of laws and regulatory authorities and provide advance notice to the Board of Directors if they provide guarantee with the shares they hold for themselves or others. The office of the Board of Directors is responsible for collecting, maintaining and reporting of any matters relating to pledge of the Bank's shares. Shareholders who also act as Directors or Supervisors of the Bank, or directly, indirectly or collectively hold or control 2% or more shares of the Bank or voting rights shall	Article 79 65 Shareholders of the Bank shall strictly comply with requirements of laws and regulatory authorities and provide advance notice to the Board of Directors if they provide guarantee with the shares they hold for themselves or others. The office of the Board of Directors is responsible for collecting, maintaining and reporting of any matters relating to pledge of the Bank's shares.

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	<p>provide advance notice to and apply for filing to the Board of Directors, specifying the purpose of the pledge, the number of shares involved, the term of the pledge, particulars of the pledge, the person owning the pledge right and other relevant information. If the Board of Directors is of the view that the pledge may materially affect the Banks' equity structure stability, corporate governance, risks, control over connected transactions and others, the Board of Directors may choose not to record such pledge. When deciding on this matter, Director(s) who is(are) appointed by the concerned shareholders shall not vote.</p> <p>.....</p>	<p>Shareholders who also act as Directors or Supervisors of the Bank, or directly, indirectly or collectively hold or control 2% or more shares of the Bank or voting rights shall provide advance notice to and apply for filing to the Board of Directors, specifying the purpose of the pledge, the number of shares involved, the term of the pledge, particulars of the pledge, the person owning the pledge right and other relevant information. If the Board of Directors is of the view that the pledge may materially affect the Banks' equity structure stability, corporate governance, risks, control over connected transactions and others, the Board of Directors may choose not to record such pledge. When deciding on this matter, Director(s) who is (are) appointed by the concerned shareholders shall not vote.</p> <p>.....</p>
87	<p>Article 80</p> <p>When the shares pledged by a shareholder reaches or exceeds 50% of its holding of shares in the Bank, the voting rights of such shareholder at Shareholders' General Meetings and the voting rights of Directors appointed by such shareholder at meetings of the Board of Directors shall be restricted.</p>	<p>Article 8066</p> <p>When the shares pledged by a shareholder reaches or exceeds 50% of its holding of shares in the Bank, the voting rights of such shareholder at Shareholders' General Meetings shareholders' meetings and the voting rights of Directors appointed by such shareholder at meetings of the Board of Directors shall be restricted.</p>
88	Add a section.	<u>Section 2 Controlling Shareholder(s) and de facto Controller</u>
89	Add.	<u>Article 69 The controlling shareholder(s) and de facto controller of the Bank shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, departmental rules, and relevant rules of the stock exchange where the Bank's shares are listed, and shall safeguard the interests of the Bank.</u>
90	Add.	<u>Article 70 The controlling shareholder(s) and de facto controller of the Bank shall comply with the following provisions:</u>

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		<p><u>(1) exercise shareholder's rights in accordance with the law, and not abuse control rights or use affiliated relationships to harm the legitimate rights and interests of the Bank or other shareholders;</u></p> <p><u>(2) strictly fulfill all public declarations and commitments made, and not unilaterally alter or exempt them;</u></p> <p><u>(3) perform the obligation of information disclosure in strict accordance with relevant regulations, actively cooperate with the Bank in information disclosure, and promptly notify the Bank of material events that have occurred or are intended to occur;</u></p> <p><u>(4) not misappropriate the Bank's funds in any manner;</u></p> <p><u>(5) not force, instruct, or require the Bank and its personnel to provide guarantees in violation of laws or regulations;</u></p> <p><u>(6) not use the Bank's material non-public information to seek benefits, disclose such information in any way, or engage in illegal activities such as insider trading, short-swing trading, or market manipulation;</u></p> <p><u>(7) not harm the Bank's and other shareholders' legitimate rights and interests through unfair connected transactions, profit distribution, asset restructuring, external investments, or other means;</u></p> <p><u>(8) ensure the Bank's integrity of assets, independence of personnel, financial independence, institutional independence and operational independence, and not undermine the Bank's independence in any way;</u></p> <p><u>(9) comply with laws, administrative regulations, departmental rules, relevant rules of stock exchange, and provisions of this Articles of Association.</u></p>

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		<p><u>Where the controlling shareholders or de facto controllers of the Bank do not serve as directors but actually execute the Bank's matters, the provisions of this Articles of Association regarding directors' duties of loyalty and diligence shall apply.</u></p> <p><u>If the controlling shareholders or de facto controllers of the Bank instruct directors or senior management members to engage in conduct that harms the Bank or its shareholders, they shall bear joint and several liability with such directors or senior management members.</u></p>
91	Add.	<u>Article 74 When controlling shareholders or de facto controllers pledge the shares of the Bank that they hold or actually control, they shall maintain the Bank's control rights and the stability of its production and operation.</u>
92	Add.	<u>Article 75 When controlling shareholders or de facto controllers transfer the shares of the Bank they hold, they shall comply with the restrictive provisions on share transfer stipulated in laws, administrative regulations, departmental rules, relevant rules of the securities exchange of the places where the Bank's shares are listed, and the commitments they have made regarding restrictions on share transfers.</u>
93	Section 2 Shareholders' General Meeting	<u>Section 2 Shareholders' General Meeting 3 General Provisions Concerning Shareholders' Meeting</u>
94	<p>Article 83 The Shareholders' General Meeting is the organ of authority of the Bank and shall have the following functions and powers in accordance with law:</p> <p>(1) to decide on the Bank's business operation policies and investment plans;</p>	<p><u>Article 8377 The Shareholders' General Meeting shareholders' meeting of the Bank is composed of all shareholders. The shareholders' meeting</u> is the organ of authority of the Bank and shall have the following functions and powers in accordance with law:</p> <p><u>(1) to decide on the Bank's business operation policies and investment plans;</u></p> <p><u>(2) to appoint or remove relevant Directors, and to decide upon matters relating to the remuneration of Directors;</u></p>

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	<p>(2) to appoint or remove Directors, and to decide upon matters relating to the remuneration of Directors;</p> <p>(3) to appoint or remove shareholder representative Supervisors and external Supervisors, and decide upon matters relating to the remuneration of Supervisors;</p> <p>(4) to examine and approve reports of the Board of Directors;</p> <p>(5) to examine and approve reports of the Board of Supervisors;</p> <p>(6) to examine and approve proposals on the Bank's annual financial budget and financial statements;</p> <p>.....</p> <p>(11) to adopt resolutions on the issue of corporate bonds or other securities as well as on the proposal of listing thereof;</p> <p>.....</p> <p>(15) to examine and approve proposals raised by the shareholders individually or in aggregate representing 3% or more of the Bank's voting shares;</p> <p>(16) to examine and approve matters of major investment, the purchase or sale or dispose of material assets that exceeding 10% of the latest audited total assets, of the most recent year;</p> <p>(17) to examine and approve share incentive scheme;</p> <p>.....</p> <p>(19) to examine and approve connected transactions which shall be approved by the Shareholders' General Meeting in accordance with laws, administrative regulations, rules and provisions of the securities regulatory authority of the places where the shares of the Bank are listed;</p>	<p>(3) to appoint or remove shareholder representative Supervisors and external Supervisors, and decide upon matters relating to the remuneration of Supervisors;</p> <p>(4) (2) to examine and approve reports of the Board of Directors;</p> <p>(5) to examine and approve reports of the Board of Supervisors;</p> <p>(6) (3) to examine and approve proposals on the Bank's annual financial budget and financial statements;</p> <p>.....</p> <p>(11) (8) to adopt resolutions on the issue of corporate bonds or other securities as well as on the proposal of listing thereof;</p> <p>.....</p> <p>(15) (12) to examine and approve proposals raised by the shareholders individually or in aggregate representing 3% 1% or more of the Bank's voting shares;</p> <p>(16) (13) to examine and approve matters of major investment, the purchase or sale or dispose of material assets that exceeding 10% of the latest audited total assets, of the most recent year;</p> <p>(17) to examine and approve share incentive scheme;</p> <p>.....</p>

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	<p>.....</p> <p>(21) to consider and approve the rules of procedure of the Shareholders' General Meeting, meeting of the Board of Directors and meeting of the Board of Supervisors;</p> <p>(22) to examine and approve other matters which shall be decided by the Shareholders' General Meeting in accordance with laws, administrative regulations, departmental rules, and rules issued by the securities regulatory authority of the places of listing and this Articles of Association.</p> <p>Any matter within the above scope of functions and powers of the Shareholders' General Meeting shall be considered and decided on by the Shareholders' General Meeting or, where necessary, reasonable and lawful, may be decided on by the Board of Directors upon authorization by the Shareholders' General Meeting. The Shareholders' General Meeting shall not delegate to the Board of Directors any function or power that must be exercised by the Shareholders' General Meeting under law.</p> <p>The authorization shall be clear and concrete. The authorization matter subject to approval by the Shareholders' General Meeting by ordinary resolution shall be adopted by more than half of voting shares represented by the shareholders of ordinary shares attending the Shareholders' General Meeting (including holders of preference shares whose voting rights are restored, in person or by proxy). The authorization matter subject to approval by the Shareholders' General Meeting by special resolution shall be adopted by no less than two-thirds of voting shares represented by the shareholders of ordinary shares attending the Shareholders' General Meeting (including the holders of preference shares with restored voting rights, in person or by proxy).</p>	<p>(19) (15) to examine and approve connected transactions which shall be approved by the Shareholders' General Meeting shareholders' meeting in accordance with laws, administrative regulations, departmental rules and provisions of the securities regulatory authority of the places where the shares of the Bank are listed;</p> <p>.....</p> <p>(21) (17) to consider and approve the rules of procedure of the Shareholders' General Meeting shareholders' meeting and meeting of the Board of Directors and meeting of the Board of Supervisors;</p> <p>(22) (18) to examine and approve other matters which shall be decided by the Shareholders' General Meeting shareholders' meeting in accordance with laws, administrative regulations, departmental rules, and rules issued by the securities regulatory authority of the places of listing where the shares of the Bank are listed and this Articles of Association.</p> <p>Any matter within the above scope of functions and powers of the Shareholders' General Meeting shareholders' meeting shall be considered and decided on by the Shareholders' General Meeting shareholders' meeting or, where necessary, reasonable and lawful, may be decided on by the Board of Directors upon authorization by the Shareholders' General Meeting shareholders' meeting. The Shareholders' General Meeting shareholders' meeting shall not delegate to the Board of Directors any function or power that must be exercised by the Shareholders' General Meeting shareholders' meeting under law.</p> <p>The authorization shall be clear and concrete. The authorization matter subject to approval by the Shareholders' General Meeting shareholders' meeting by ordinary resolution shall be adopted by more than half of voting shares represented by the shareholders of ordinary shares attending the Shareholders' General Meeting</p>

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		<u>shareholders' meeting</u> (including holders of preference shares whose voting rights are restored, in person or by proxy). The authorization matter subject to approval by the Shareholders' General Meeting <u>shareholders' meeting</u> by special resolution shall be adopted by no less than two-thirds of voting shares represented by the shareholders of ordinary shares attending the Shareholders' General Meeting <u>shareholders' meeting</u> (including the holders of preference shares with restored voting rights, in person or by proxy).
95	Article 84 Shareholders' General Meeting shall formulate the rules of procedure of the Shareholders' General Meeting to specify the procedures for convening and voting at the Shareholders' General Meeting, including notice, registration, consideration and approval of the proposals, polling, counting and the announcement of results, formation of resolution of the meeting, meeting minutes and signatures, as well as the announcement etc, as well as the principles for the Shareholders' General Meeting to grant authorization to the Board of Directors, the authorization shall be clear and specific. Rules of Procedures of the Shareholders' General Meeting shall be an annex to this Articles of Association, which shall be formulated by the Board of Directors and be implemented after being approved by the Shareholders' General Meeting, so as to ensure the efficiency and scientific decision-making of the Shareholders' General Meeting.	Article 8478 The Bank <u>Shareholders' General Meeting</u> shall formulate the rules of procedure of the Shareholders' General Meeting <u>shareholders' meeting</u> to specify the procedures for convening, <u>holding</u> and voting at the Shareholders' General Meeting <u>shareholders' meeting</u> , including notice, registration, consideration and approval of the proposals, polling, counting and the announcement of results, formation of resolution of the meeting, meeting minutes and signatures, as well as the announcement etc, as well as the principles for the Shareholders' General Meeting <u>shareholders' meeting</u> to grant authorization to the Board of Directors, <u>and</u> the authorization shall be clear and specific. <u>The</u> Rules of Procedures of the Shareholders' General Meeting <u>Shareholders' Meeting</u> shall be an annex to this Articles of Association, which shall be formulated by the Board of Directors and be implemented after being approved by the <u>Shareholders' General Meeting</u> <u>shareholders' meeting</u> , so as to ensure the efficiency and scientific decision making of the Shareholders' General Meeting .
96	Article 85 Except in special circumstances such as when the Bank is in a crisis, without the prior approval of the Shareholders' General Meeting or person(s) or entities authorized by the Shareholders' General Meeting, the Bank shall not conclude any contract with any person other than Directors, Supervisors, Presidents and other senior management personnel of the Bank for the delegation of the whole business management or part of the important business management of the Bank to such person.	Article 8579 Except in special circumstances such as when the Bank is in a crisis, without the prior approval of the Shareholders' General Meeting <u>shareholders' meeting in the form of special resolution</u> or person(s) or entities authorized by the Shareholders' General Meeting , the Bank shall not conclude any contract with any person other than

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		Directors, Supervisors, Presidents and other senior management personnel <u>members</u> of the Bank for the delegation of the whole business management or part of the important business management of the Bank to such person.
97	<p>Article 86 The Shareholders' General Meeting includes annual Shareholders' General Meeting and extraordinary Shareholders' General Meeting. Generally, the Shareholders' General Meeting shall be convened by the Board of Directors.</p> <p>The annual Shareholders' General Meeting shall be held once a year within six (6) months after the end of each fiscal year. An extraordinary Shareholders' General Meeting shall be held within two (2) months upon the occurrence of any of the following circumstances:</p> <p>(1) the number of Directors falls below two-thirds of the number of members of the Board of Directors of the Bank or below the statutory minimum number stipulated by the Company Law;</p> <p>(2) the aggregate uncovered loss amount to one-third of the total paid-up share capital of the Bank;</p> <p>(3) shareholders (hereinafter referred to as "proposing shareholders") who hold, alone or in aggregate, 10% or more voting shares of the Bank presents a written request (number of shares held shall be calculated according to the number of shares held on the date of submitting the written request);</p> <p>(4) the Board of Directors deems it as necessary;</p> <p>(5) the Board of Supervisors proposes for such a meeting;</p> <p>(6) more than half of, and at least two, independent Directors propose that the meeting be convened;</p>	<p>Article 8680 The Shareholders' General Meeting <u>shareholders' meeting</u> includes annual Shareholders' General Meeting <u>shareholders' meeting</u> and extraordinary Shareholders' General Meeting <u>shareholders' meeting</u>. Generally, the Shareholders' General Meeting <u>shareholders' meeting</u> shall be convened by the Board of Directors.</p> <p>The annual Shareholders' General Meeting <u>shareholders' meeting</u> shall be held once a year within six (6) months after the end of each fiscal year.</p> <p>An extraordinary Shareholders' General Meeting <u>shareholders' meeting</u> shall be held within two (2) months upon the occurrence of any of the following circumstances:</p> <p>(1) the number of Directors falls below two-third of the <u>minimum</u> number of members of the Board of Directors of the Bank <u>set out in this Articles of Association</u> or below the statutory minimum number stipulated by the Company Law;</p> <p>(2) the aggregate uncovered loss amount to one-third of the total paid-up share capital of the Bank;</p> <p>(3) shareholders (hereinafter referred to as "proposing shareholders") who hold, alone or in aggregate, 10% or more voting shares of the Bank (<u>including the preference shareholders with restored voting rights, hereinafter referred to as "proposing shareholders"</u>) presents a written request (number of shares held shall be calculated according to the number of shares held on the date of submitting the written request);</p>

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	<p>(7) other circumstances stipulated by laws, administrative regulations and rules and this Articles of Association.</p> <p>Where the annual Shareholders' General Meeting or extraordinary Shareholders' General Meeting is not convened within the foregoing period, the Bank shall submit a written report indicating the reason therefor to the local offices of the securities regulatory authorities and the banking regulatory authority of the State Council and Shanghai Stock Exchange and publish an announcement.</p>	<p>(4) the Board of Directors deems it as necessary;</p> <p>(5) the Board of Supervisors Audit Committee proposes for such a meeting;</p> <p>(6) more than half of, and at least two, independent Directors propose that the meeting be convened;</p> <p>(7) other circumstances stipulated by laws, administrative regulations and departmental rules and this Articles of Association.</p> <p>Where the annual Shareholders' General Meeting shareholders' meeting or extraordinary Shareholders' General Meeting shareholders' meeting is not convened within the foregoing period, the Bank shall submit a written report indicating the reason therefor to the local offices of the securities regulatory authorities and the banking regulatory authority of the State Council and Shanghai Stock Exchange and publish an announcement.</p>
98	<p>Article 87 When convening an annual Shareholders' General Meeting, the Bank shall issue a written notice 20 days prior to the meeting. When convening an extraordinary Shareholders' General Meeting, the Bank shall issue a written notice 15 days prior to the meeting, informing all the registered shareholders who are entitled to attend the Shareholders' General Meeting of the matters to be considered at the meeting as well as the date and venue of the meeting. Where any longer notice period is required by the securities regulatory authority in the place where the Bank's shares are listed, such requirement will prevail.</p>	<p>Article 8781 When convening an annual Shareholders' General Meeting shareholders' meeting, the Bank shall issue a written notice 20 days prior to the meeting. When convening an extraordinary Shareholders' General Meeting shareholders' meeting, the Bank shall issue a written notice 15 days prior to the meeting, informing all the registered shareholders who are entitled to attend the Shareholders' General Meeting shareholders' meeting of the matters to be considered at the meeting as well as the date and venue of the meeting. Where any longer notice period is required by the securities regulatory authority in the place where the Bank's shares are listed, such requirement will prevail.</p>
99	<p>Article 88 The Board of Directors, the Board of Supervisors, and ordinary shareholders (including the preference shareholders whose voting rights are restored) holding, individually or in aggregate, 3% or more of shares in the Bank shall be entitled to put forward proposals to the Bank.</p>	<p>Article 8882 The Board of Directors, the Board of Supervisors the Audit Committee, and ordinary shareholders (including the preference shareholders whose voting rights are restored) holding, individually or in aggregate, 3% 1% or more of shares (including the</p>

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	<p>The content of the proposal shall be within the scope of function of the Shareholders' General Meeting, shall have a clear subject matter and specific resolution items, and shall be in accordance with the laws, administrative regulations and this Articles of Association.</p> <p>Ordinary shareholders (including the preference shareholders whose voting rights are restored) holding individually or in aggregate 3% or more of shares in the Bank may propose an interim proposal and submit it to the meeting convener in written 10 days prior to the meeting; the convener of the Shareholders' General Meeting shall issue supplemental notice of the meeting within 2 days after receiving the proposal and the content of the proposal, and shall submit the interim proposal to the Shareholders' General Meeting for examining and approving. The content of the interim proposal shall be within the scope of function of the Shareholders' General Meeting and shall have a clear subject matter and specific resolution items.</p> <p>Save for the circumstances mentioned above, after the notice of the shareholder's meeting has been issued, the convener shall not amend or add new proposals to the proposals specified in the notice of Shareholders' General Meeting.</p>	<p><u>preference shares with restored voting rights)</u> in the Bank shall be entitled to put forward proposals to the <u>Shareholders' General Meeting Bank</u>.</p> <p>The content of the proposal shall be within the scope of function of the <u>Shareholders' General Meeting shareholders' meeting</u>, shall have a clear subject matter and specific resolution items, and shall be in accordance with the laws, administrative regulations and this Articles of Association.</p> <p><u>Shareholders</u> Ordinary shareholders (including the preference shareholders whose voting rights are restored) holding individually or in aggregate 3% <u>1%</u> or more of shares <u>(including the preference shares with restored voting rights)</u> in the Bank may propose an interim proposal and submit it to the meeting convener in written <u>form</u> 10 days prior to the meeting; the convener of the Shareholders' General Meeting <u>shareholders' meeting</u> shall issue supplemental notice of the meeting within 2 days after receiving the proposal and <u>announce</u> the content of the proposal, and shall submit the interim proposal to the Shareholders' General Meeting <u>shareholders' meeting</u> for examining and approving, <u>except for the circumstances that the interim proposal violates laws, administrative regulations, or this Articles of Association, or does not fall within the scope of function of the shareholders' meeting. The content of the interim proposal shall be within the scope of function of the Shareholders' General Meeting and shall have a clear subject matter and specific resolution items.</u><u>If the provisions of securities supervision and regulation of the place where the shares of the Bank are listed require otherwise, the Bank shall follow such provisions.</u></p> <p>Save for the circumstances mentioned above, after the notice of the shareholder's meeting has been issued, the convener shall not amend or add new proposals to the proposals specified in the notice of Shareholders' General Meeting <u>shareholders' meeting</u>. <u>Proposals not set forth in the notice or supplementary notice of the</u></p>

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		<u>shareholders' meeting, or not in compliance with the provisions of this Articles of Association, shall not be voted on or subject to any resolution by the shareholders' meeting.</u>
100	<p>Article 89 The Bank will arrange the venue for the meeting and will hold the meeting in the form of onsite meeting. The Bank will also provide online voting channels to facilitate shareholders' attendance at the Shareholders' General Meeting. The shareholder who attends the Shareholders' General Meeting by the above means is deemed to be present.</p> <p>Proposals which are not in the notice or the supplemental notice of the Shareholders' General Meeting, or the proposals which are not consistent with the provisions of the prior clause shall not be voted for resolutions in the Shareholders' General Meeting.</p>	<p>Article 8983 <u>The Bank shall hold a shareholders' meeting at the Bank's domicile or other location specified in the notice of the shareholders' meeting.</u> The Bank will <u>shall</u> arrange the venue for the meeting and will hold the meeting in the form of onsite meeting. The Bank will <u>shall</u> also provide online voting channels to facilitate shareholders' attendance at the Shareholders' General Meeting. <u>, enabling them to attend meetings virtually by leveraging technology and cast their votes electronically.</u> The shareholder who attends the Shareholders' General Meeting by the above means is deemed to be present.</p> <p>Proposals which are not in the notice or the supplemental notice of the Shareholders' General Meeting, or the proposals which are not consistent with the provisions of the prior clause shall not be voted for resolutions in the Shareholders' General Meeting.</p>
101	<p>Article 90 The notice of a Shareholders' General Meeting shall meet the following requirements:</p> <p>(1) it shall be made in writing;</p> <p>(2) it shall specify the venue, date and time of the meeting;</p> <p>(3) it shall describe the matters to be discussed at the meeting;</p> <p>(4) it shall provide necessary information and explanations to the shareholders so as to enable them fully understand</p>	<p>Article 90 84 The notice of a Shareholders' General Meeting <u>shareholders' meeting</u> shall meet the following requirements <u>include the following content:</u></p> <p>(1) it shall be made in writing;</p> <p>(2) it shall specify the <u>time,</u> venue, date and <u>time duration</u> of the meeting;</p> <p>(3) (2) matters and proposals submitted to the meeting for consideration; it shall describe the matters to be discussed at the meeting;</p>

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	<p>the matters to be discussed and make decisions accordingly; this principle shall mean (but not limited to), when the Bank proposes a merger, repurchase of shares, restructuring share capital or other manners of reorganization, it shall provide the specific conditions and contracts (if any) of the transaction under discussions and earnestly explain the cause and implications of the transaction;</p> <p>(5) if any of the Directors, Supervisors, President or other senior management has a material interest in the matters to be considered, it shall disclose the nature and the extent of such interest; if the matters to be considered have an effect on such Directors, Supervisors, President or other senior management in the capacity of a shareholder which differs from other shareholders of the same class, such differences shall be specified;</p> <p>(6) it shall contain the full text of any special resolutions proposed to be adopted at the meeting;</p> <p>(7) it shall contain a conspicuous statement that ordinary shareholders (including the preference shareholders whose voting rights are restored) having the right to attend and vote have the right to entrust one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;</p> <p>(8) it shall state the time and place for the delivery of the proxy's forms of the meeting;</p> <p>(9) it shall record the registered date for entitlement of shareholders to attend the Shareholders' General Meeting;</p> <p>(10) it shall contain the name and telephone number of permanent contact person for the meeting;</p> <p>(11) time and procedure of voting online or by other means.</p>	<p>(4) it shall provide necessary information and explanations to the shareholders so as to enable them fully understand the matters to be discussed and make decisions accordingly; this principle shall mean (but not limited to), when the Bank proposes a merger, repurchase of shares, restructuring share capital or other manners of reorganization, it shall provide the specific conditions and contracts (if any) of the transaction under discussions and earnestly explain the cause and implications of the transaction;</p> <p>(5) if any of the Directors, Supervisors, President or other senior management has a material interest in the matters to be considered, it shall disclose the nature and the extent of such interest; if the matters to be considered have an effect on such Directors, Supervisors, President or other senior management in the capacity of a shareholder which differs from other shareholders of the same class, such differences shall be specified;</p> <p>(6) it shall contain the full text of any special resolutions proposed to be adopted at the meeting;</p> <p>(7) (3) it shall contain a conspicuous statement that <u>all the</u> ordinary shareholders (including the preference shareholders whose voting rights are restored) having the right to attend <u>the meeting</u> and vote have the right to entrust one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder <u>of the Bank</u>;</p> <p>(8) it shall state the time and place for the delivery of the proxy's forms of the meeting;</p> <p>(9) (4) it shall record the registered date for entitlement of shareholders to attend the <u>Shareholders' General Meeting</u> <u>shareholders' meeting</u>;</p> <p>(10) (5) it shall contain the name and telephone number of permanent contact person for the meeting;</p> <p>(11) (6) time and procedure of voting online or by other means.</p>

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102	<p>Article 91 The notice of a Shareholders' General Meeting shall be delivered to the shareholders (whether or not entitled to vote on the Shareholders' General Meeting) by courier or prepaid mail to the recipient's address shown in the register of shareholders. For shareholders of domestic listed shares, the notice of a Shareholders' General Meeting may also be given by public announcement. For overseas shareholders holding foreign listed shares, the notice of a Shareholders' General Meeting, circular for shareholders and related documents shall be given through the Bank's website and the website of Hong Kong Stock Exchange prior to the meeting, provided that relevant laws and administrative regulations, relevant provisions of local securities regulatory authority and the Bank's Articles of Association are satisfied.</p> <p>The public announcement referred to in the preceding paragraph shall be published on the stock exchange website and the media that meet requirements prescribed by the securities regulatory authorities of the State Council prior to the meeting. Once the announcement is made, all shareholders of domestic listed shares shall be deemed to have received the notice of the relevant shareholders meeting.</p>	<p>Article 9485 The notice of a Shareholders' General Meeting <u>shareholders' meeting shall be given by public announcement.</u> overseas shareholders holding foreign listed shares, shall be delivered to the shareholders <u>For FLFIS holders</u> (whether or not entitled to vote on the Shareholders' General Meeting <u>shareholders' meeting</u>), <u>the notice may be delivered</u> by courier or prepaid mail to the recipient's address shown in the register of shareholders. For shareholders of domestic listed shares, the notice of a Shareholders' General Meeting may also be given by public announcement. For overseas shareholders holding foreign listed shares, the notice of a Shareholders' General Meeting, circular for shareholders and related documents shall be given through the Bank's website and the website of Hong Kong Stock Exchange prior to the meeting, provided that relevant laws and administrative regulations, relevant provisions of local securities regulatory authority and the Bank's Articles of Association are satisfied.</p> <p>The public announcement referred to in the preceding paragraph shall be published on the stock exchange website and the media that meet requirements prescribed by the securities regulatory authorities of the State Council prior to the meeting. Once the announcement is made, all shareholders of domestic listed shares shall be deemed to have received the notice of the relevant shareholders meeting.</p>
103	Add.	<p>Article 86 <u>If a shareholders' meeting intends to discuss issues related to the election of directors, the notice of shareholders' meeting and circular for shareholders shall fully disclose the detailed information of the candidates for directors, and contain at least the following contents:</u></p> <p><u>(1) educational background, working experience, concurrent positions and other personal information;</u></p>

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		<p><u>(2) whether there is related-party relationship with the Bank or its controlling shareholders or de facto controller;</u></p> <p><u>(3) the number of shares held by them in the Bank;</u></p> <p><u>(4) whether they have received any penalty from the securities regulatory authority of the State Council and other relevant authorities or any disciplinary action from the stock exchanges;</u></p> <p><u>(5) other information required by the securities regulatory authorities in the places where the shares of the Bank are listed.</u></p>
104	<p>Article 92 A meeting and the resolutions adopted to thereof shall not be invalidated as a result of accidental omission to give notice of the meeting to, or the failure of receiving such notice by, a person entitled to receive such notice.</p> <p>Once the notice is issued, the Shareholders' General Meeting shall not be postponed or canceled and the matters listed in the meeting notice shall not be canceled without proper reasons. On the circumstances of postponement or cancellation of the meeting, public announcement shall be made, and reasons shall be explained by the convener at least two (2) working days before the original date when the meeting should have been held.</p> <p>The Board of Directors and the other conveners shall take necessary measures to ensure the normal order of Shareholders' General Meeting. Behaviors of disrupting the Shareholders' General Meeting, making trouble and violating the legitimate rights and interests of the shareholders shall be stopped through adopting measures and will be reported to relevant departments for investigation in time.</p>	<p>Article92 87 A meeting and the resolutions adopted to thereof shall not be invalidated as a result of accidental omission to give notice of the meeting to, or the failure of receiving such notice by, a person entitled to receive such notice.</p> <p>Once the notice is issued, the Shareholders' General Meeting <u>shareholders' meeting</u> shall not be postponed or canceled and the matters listed in the meeting notice shall not be canceled without proper reasons. On the circumstances of postponement or cancellation of the meeting, public announcement shall be made, and reasons shall be explained by the convener at least two (2) working days before the original date when the meeting should have been held.</p> <p>The Board of Directors and the other conveners shall take necessary measures to ensure the normal order of Shareholders' General Meeting <u>shareholders' meeting</u>. Behaviors of disrupting the Shareholders' General Meeting <u>shareholders' meeting</u>, making trouble and violating the legitimate rights and interests of the shareholders shall be stopped through adopting measures and will <u>shall</u> be reported to relevant departments for investigation in time.</p>

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105	<p>Article 93 Any shareholders having the right to attend and vote at a shareholders meeting are entitled to appoint one or more persons (who need not be shareholders) as his/her proxies to attend and vote on his/her behalf. Such proxy may exercise the following rights according to his/her entrustment by the shareholder:</p> <p>(1) the shareholder's right to speak at the Shareholders' General Meeting;</p> <p>(2) the right to demand a poll by himself/herself or in conjunction with others;</p> <p>(3) the right to vote by hand or by poll, except that if a shareholder has appointed more than one proxy, the proxy may only exercise the right to vote by poll.</p>	<p>Article 9388 <u>Shareholders may attend the shareholders' meeting in person or appoint proxies</u> Any shareholders having the right to attend and vote at a shareholders meeting are entitled to appoint one or more persons (who need not be shareholders) as his/her proxies to attend and vote on their his/her behalf. Such proxy may exercise the following rights according to his/her entrustment by the shareholder:</p> <p>(1) the shareholder's right to speak at the Shareholders' General Meeting shareholders' meeting;</p> <p>(2) the right to demand a poll by himself/herself or in conjunction with others;</p> <p>(3) the right to vote by hand or by poll, except that if a shareholder has appointed more than one proxy, the proxy may only exercise the right to vote by poll.</p>
106	<p>Article 94 Shareholders shall entrust the proxy in writing, which shall be signed by the entrusting party or the agent authorized by the shareholders in writing; if the entrusting party is a legal person or other institution, the instrument shall be sealed with the legal person's stamp or signed by its Directors or legal representative or a duly authorized agent.</p> <p>Individual shareholder attending the meeting in person shall present his/her identification card, or other effective certificate or proof of his/her identification and certificate of shareholding. When a proxy attends the meeting in place of the shareholder, he/she shall present his/her valid identification card and authorization letter issued by the individual shareholder.</p> <p>Legal person shareholders shall be represented by its legal representative or proxy entrusted by its legal representative to attend the meeting. Legal representative attending the meeting shall present his/her identification card, effective proof of his/her qualification as a legal representative; when a proxy is entrusted to attend the meeting, he/she shall</p>	<p>Article 9489 Shareholders shall entrust the proxy in writing, which shall be signed by the entrusting party or the agent authorized by the shareholders in writing; if the entrusting party is a legal person or other institution, the instrument shall be sealed with the legal person's stamp or signed by its Directors or legal representative or a duly authorized agent.</p> <p>Individual shareholder attending the meeting in person shall present his/her identification card, or other effective certificate or proof of his/her identification and certificate of shareholding. When a proxy attends the meeting in place of the shareholder, he/she shall present his/her valid identification card and authorization letter issued by the individual shareholder.</p> <p>Legal person shareholders shall be represented by its legal representative or proxy entrusted by its legal representative to attend the meeting. Legal representative attending the meeting shall present his/her identification card, effective proof of his/her qualification as a legal representative; when a proxy is entrusted to attend attends the meeting, he/she</p>

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	present his/her identification card and authorization letter issued by the legal representatives of the legal person shareholder.	shall present his/her identification card and the authorization letter <u>in writing</u> issued by the legal representatives of the legal person shareholder.
107	<p>Article 95 The proxy letter shall be placed at the domicile of the Bank or other designated places specified in the meeting convening notice at least 24 hours prior to the convening of relevant meetings at which the proxy is authorized to vote or 24 hours prior to the specified time of voting. If a proxy letter is signed by a person authorized by the entrusting party, the authorization letter of signing the proxy letter or other authorization documents shall be notarized. Notarized authorization letter or other authorization instruments and the proxy letter shall be deposited at the domicile of the Bank, or at other places designated in the meeting convening notice.</p> <p>If a shareholder is legal person or other institution, its legal representative or such other person as is authorised by resolutions of its board of directors or other decision-making bodies shall attend Shareholders' General Meeting of the Bank.</p>	<p>Article 9590 The proxy letter power of attorney for proxy shall be placed at the domicile of the Bank or other designated places specified in the meeting convening notice at least 24 hours prior to the convening of relevant meetings at which the proxy is authorized to vote or 24 hours prior to the specified time of voting. If a proxy letter power of attorney for proxy is signed by a person authorized by the entrusting party, the authorization letter of signing the proxy letter power of attorney or other authorization documents shall be notarized. Notarized authorization letter or other authorization instruments and the proxy letter power of attorney shall be deposited at the domicile of the Bank, or at other places designated in the meeting convening notice.</p> <p>If a shareholder is legal person or other institution, its legal representative or such other person as is authorised by resolutions of its board of directors or other decision-making bodies shall attend Shareholders' General Meeting of the Bank.</p>
108	<p>Article 96 The proxy letter issued by a shareholder to entrust proxy to attend Shareholders' General Meeting shall contain the following contents:</p> <p>(1) Name of the proxy;</p> <p>(2) Number and class of shares represented by the proxy;</p> <p>(3) Proxy's voting right;</p> <p>(4) Instruction on each item to be discussed on the agenda of the Shareholders' General Meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution respectively;</p> <p>(5) The issuing date of proxy letter and its effective period;</p>	<p>Article 9691 The proxy letter power of attorney issued by a shareholder to entrust proxy to attend Shareholders' General Meeting shareholders' meeting shall contain the following contents:</p> <p>(1) <u>name of the principal, and class and number of shares held in the Bank;</u></p> <p>(2) Name of the proxy;</p> <p>(2) Number and class of shares represented by the proxy;</p> <p>(3) Proxy's voting right;</p>

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	(6) Signature (or seal) of the entrusting party; if the entrusting party is a domestic legal person shareholder, the proxy letter shall be sealed by its stamp.	<p>(4) (3) specific instructions from shareholders, including instruction Instruction on each item to be discussed on the agenda of the Shareholders' General Meeting shareholders' meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution, etc respectively;</p> <p>(5) (4) the The issuing date of proxy letter power of attorney and its effective period;</p> <p>(6) (5) signature Signature (or seal) of the entrusting party; if the entrusting party is a domestic legal person shareholder, the proxy letter shall be sealed by its stamp.</p>
109	Article 97 Any blank form issued by the Board of Directors of the Bank or conveners to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative, negative or waiver vote and enable the shareholders to give separate Instructions on each matter to be voted during discussions at the meeting. The proxy letter shall specify that in the absence of instructions from the shareholder, the proxy may vote in the way as he/she thinks fit.	Article 97 Any blank form issued by the Board of Directors of the Bank or conveners to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative, negative or waiver vote and enable the shareholders to give separate Instructions on each matter to be voted during discussions at the meeting. The proxy letter shall specify that in the absence of instructions from the shareholder, the proxy may vote in the way as he/she thinks fit.
110	Article 98 A vote given in accordance with the terms of proxy letter shall remain valid as long as no written notice is received before the commencement of the relevant meeting, indicating that the entrusting party has died, become incapacitated to act, revoked the proxy or the authorization to sign the proxy letter prior to the voting, or the relevant shares have been transferred prior to the voting.	Article 98 A vote given in accordance with the terms of proxy letter shall remain valid as long as no written notice is received before the commencement of the relevant meeting, indicating that the entrusting party has died, become incapacitated to act, revoked the proxy or the authorization to sign the proxy letter prior to the voting, or the relevant shares have been transferred prior to the voting.
111	Article 99 Signing book for attending persons shall be prepared by the Bank. The signing book shall state names of participants (or names of companies), identification card numbers, addresses of domicile, number and class of shares held or represented with voting right, and names (or company names) of the entrusting parties, etc.	Article 99 Article 992 Signing book for attending persons persons attending the shareholders' meeting shall be prepared by the Bank. The signing book shall state names of participants (or names of companies), identification card numbers, addresses of domicile , number and class of shares held or represented with voting right, and names (or company names) of the entrusting parties, etc.

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112	<p>Article 100 The convener and the lawyer engaged by the Bank shall verify the legitimacy of shareholders' status according to the register of shareholders provided by the domestic listed shares and the foreign shares registration institutions and shall register names (or company names) of shareholders as well as the number of voting shares held by the shareholders. Prior to announcement of number of shareholders and proxies attending the meeting and the total number of voting shares held by them by the meeting chairman, the meeting registration shall have finalized.</p>	<p>Article 10093 The convener and the lawyer engaged by the Bank shall verify the legitimacy of shareholders' status according to the register of shareholders provided by the domestic listed shares and the foreign shares registration institutions and shall register names (or company names) of shareholders as well as the number of voting shares held by the shareholders. <u>The meeting registration shall have finalized when the chairman of the shareholders' meeting announces the</u> Prior to announcement of number of shareholders and proxies attending the meeting and the total number of voting shares held by them by the meeting chairman, the meeting registration shall have finalized.</p>
113	<p>Article 101 More than half of, and at least two, independent Directors are entitled to propose an extraordinary Shareholders' General Meeting to be convened to the Board of Directors. The Board of Directors shall within 10 days of receiving the proposal provide written feedback stating whether they agree to, or object to the proposal in accordance with laws, administrative regulations and rules, and this Articles of Association.</p> <p>The Board of Directors shall issue notice of Shareholders' General Meeting within 5 days of resolution of the Board upon agreeing to convene an extraordinary Shareholders' General Meeting; the Board of Directors shall provide reasons in writing and publish an announcement when objecting to convene an extraordinary Shareholders' General Meeting.</p>	<p>Article 10194 <u>The Board of Directors shall convene the shareholders' meeting in a timely manner within the prescribed period.</u></p> <p>More than half of, and at least two, independent Directors are entitled to propose an extraordinary Shareholders' General Meeting <u>shareholders' meeting</u> to be convened to the Board of Directors. The Board of Directors shall within 10 days of receiving the proposal provide written feedback stating whether they agree to, or object to the proposal in accordance with laws, administrative regulations and, departmental rules, and this Articles of Association.</p> <p>The Board of Directors shall issue notice of Shareholders' General Meeting <u>shareholders' meeting</u> within 5 days of resolution of the Board upon agreeing to convene an extraordinary Shareholders' General Meeting <u>shareholders' meeting</u>; the Board of Directors shall provide reasons in writing and publish an announcement when objecting to convene an extraordinary Shareholders' General Meeting <u>shareholders' meeting</u>.</p>
114	<p>Article 102 The Board of Supervisors is entitled to propose for extraordinary Shareholders' General Meeting to the Board of Directors, and shall submit the proposal in writing. The Board of Directors shall grant feedback in writing of agreement or disagreement within 10 days</p>	<p>Article 10295 The <u>Audit Committee</u> Board of Supervisors is entitled to propose for extraordinary Shareholders' General Meeting <u>shareholders' meeting</u> to the Board of Directors, and shall submit the proposal in writing. The Board of Directors shall grant feedback in</p>

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	<p>subsequent to the receipt of the proposal in accordance with prescriptions of law, administrative rules and regulations, and this Articles of Association.</p> <p>The Board of Directors shall give notice of Shareholders' General Meeting within 5 days subsequent to resolution of the Board upon agreeing to convene an extraordinary Shareholders' General Meeting and shall obtain consent of the Board of Supervisors on alteration of the original proposal.</p> <p>If the Board of Directors disagrees with convening of an extraordinary shareholders meeting or does not grant feedback within 10 days subsequent to the receipt of the proposal, it shall be deemed as unable to perform or have not performed its duties of convening Shareholders' General Meeting, and the Board of Supervisors may convene and preside over a meeting by itself.</p>	<p>writing of agreement or disagreement within 10 days subsequent to the receipt of the proposal in accordance with prescriptions of law, administrative rules and regulations, and this Articles of Association.</p> <p>The Board of Directors shall give notice of Shareholders' General Meeting <u>shareholders' meeting</u> within 5 days subsequent to resolution of the Board upon agreeing to convene an extraordinary Shareholders' General Meeting <u>shareholders' meeting</u> and shall obtain consent of the Board of Supervisors <u>Audit Committee</u> on alteration of the original proposal.</p> <p>If the Board of Directors disagrees with convening of an extraordinary shareholders meeting <u>shareholders' meeting</u> or does not grant feedback within 10 days subsequent to the receipt of the proposal, it shall be deemed as unable to perform or have not performed its duties of convening Shareholders' General Meeting <u>shareholders' meeting</u>, and the Board of Supervisors <u>Audit Committee</u> may convene and preside over a meeting by itself.</p>
115	<p>Article 103 Shareholders individually or in aggregate holding a total of 10% or more of the voting rights of all the shares have the right to request in writing to the Board of Directors to convene an extraordinary Shareholders' General Meeting or a class meeting. The Board of Directors shall grant feedback in writing of whether to convene the meeting within ten (10) days from the receiving date of such request in accordance with laws, administrative regulations and rules, and this Articles of Association.</p> <p>The Board of Directors shall give notice of extraordinary Shareholders' General Meeting or class meeting within 5 days from reaching the resolution of the Board upon agreeing to convene an extraordinary Shareholders' General Meeting or class meeting and any change to the original proposals stated in the notice shall obtain the consent of relevant shareholders.</p>	<p>Article 10396 Shareholders individually or in aggregate holding a total of 10% or more of the voting rights of all the shares <u>shares (including the preference shares with restored voting rights) in the Bank</u> have the right to request in writing to the Board of Directors to convene an extraordinary Shareholders' General Meeting or a class meeting <u>shareholders' meeting</u>. The Board of Directors shall grant feedback in writing of whether to convene the meeting within ten (10) days from the receiving date of such request in accordance with laws, administrative regulations and rules, and this Articles of Association.</p> <p>The Board of Directors shall give notice of extraordinary Shareholders' General Meeting or class meeting <u>shareholders' meeting</u> within 5 days from reaching the resolution of the Board upon agreeing to convene an extraordinary Shareholders' General Meeting or class</p>

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	<p>If the Board of Directors disagrees with the convening of an extraordinary Shareholders' General Meeting and a class meeting, or the Board of Directors fails to grant feedback within 10 days from receiving the proposal, shareholders individually or in aggregate holding a total of 10% or more of voting shares are entitled to propose for convening an extraordinary Shareholders' General Meeting or a class meeting to the Board of Supervisors in writing.</p> <p>The Board of Supervisors shall give notice of an extraordinary Shareholders' General Meeting or a class meeting within 5 days from receiving the proposal upon agreement with convening an extraordinary Shareholders' General Meeting or class shareholders meeting and any change to the original proposals stated in the notice shall obtain the consent of relevant shareholders.</p> <p>The Board of Supervisors fails to issue notice of the extraordinary Shareholders' General Meeting or class meeting shall be deemed as the Board of Supervisors will not convene or preside over such a meeting, such a meeting may be convened and presided over by shareholders individually or in aggregate holding a total of 10% or more of voting shares for at least ninety (90) consecutive days.</p> <p>Costs for attending extraordinary Shareholders' General Meeting or class meeting shall be borne by the shareholders themselves. Where the shareholders convene and hold a meeting because the Board of Directors and the Board of Supervisors failed to convene such meeting pursuant to a request as mentioned above, the reasonable costs incurred by such meeting shall be borne by the Bank and shall be deducted from the sums owed by the Bank to the negligent Directors and Supervisors.</p>	<p>meeting <u>shareholders' meeting</u> and any change to the original proposals stated in the notice shall obtain the consent of relevant shareholders.</p> <p>If the Board of Directors disagrees with the convening of an extraordinary Shareholders' General Meeting and a class meeting <u>shareholders' meeting</u>, or the Board of Directors fails to grant feedback within 10 days from receiving the proposal, shareholders individually or in aggregate holding a total of 10% or more of voting shares <u>shares (including the preference shares with restored voting rights) in the Bank</u> are entitled to propose for convening an extraordinary Shareholders' General Meeting or a class meeting <u>shareholders' meeting</u> to the Board of Supervisors <u>Audit Committee</u> in writing.</p> <p>The Board of Supervisors <u>Audit Committee</u> shall give notice of an extraordinary Shareholders' General Meeting or a class meeting <u>shareholders' meeting</u> within 5 days from receiving the proposal upon agreement with convening an extraordinary Shareholders' General Meeting or class shareholders meeting <u>shareholders' meeting</u> and any change to the original proposals stated in the notice shall obtain the consent of relevant shareholders.</p> <p>The Board of Supervisors <u>Audit Committee</u> fails to issue notice of the extraordinary Shareholders' General Meeting or class meeting <u>shareholders' meeting</u> shall be deemed as the Board of Supervisors will <u>Audit Committee shall</u> not convene or preside over such a meeting, such a meeting may be convened and presided over by shareholders individually or in aggregate holding a total of 10% or more of voting shares <u>shares (including the preference shares with restored voting rights) in the Bank</u> for at least ninety (90) consecutive days.</p> <p><u>For a shareholders' meeting convened by the Audit Committee or shareholders on their own, the Board of Directors and the Secretary of the Board of Directors shall cooperate. The Board of Directors shall provide the shareholder register as of the record date.</u></p>

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		Costs for attending extraordinary Shareholders' General Meeting or class meeting <u>shareholders' meeting</u> shall be borne by the shareholders themselves. Where the Audit Committee or the shareholders convene <u>a meeting on their own</u> , and hold a meeting because the Board of Directors and the Board of Supervisors failed to convene such meeting pursuant to a request as mentioned above, the reasonable costs incurred by necessary cost of such meeting shall be borne by the Bank and shall be deducted from the sums owed by the Bank to the negligent Directors and Supervisors.
116	<p>Article 104 If the Board of Supervisors or the proposing shareholders propose to convene a Shareholders' General Meeting on their own, the Board of Directors shall be informed in writing, and reports shall be delivered for filing with the banking regulatory authorities of the State Council and the domestic stock exchange; in addition, the notice for convening an extraordinary Shareholders' General Meeting shall be issued, and the contents of the notice shall be consistent with the provisions of Article 90 and shall also meet the following requirements:</p> <p>(1) New contents are not allowed to be added, otherwise the Board of Supervisors or the shareholders making proposal shall request for convening an extraordinary Shareholders' General Meeting to the Board of Directors according to the above procedures once again;</p> <p>(2) Venue of the meeting shall be the domicile of the Bank.</p> <p>The Board of Supervisors or the shareholders convening such a meeting shall submit relevant evidence and documents to the domestic stock exchange when issuing the meeting notice and the resolution announcement.</p> <p>Shares held by shareholders convening such a meeting shall be no less than 10% of the Bank's total number of voting shares prior to public announcement of the resolution of the Shareholders' General Meeting.</p>	<p>Article 104⁹⁷ If the Audit Committee Board of Supervisors or the proposing shareholders propose to convene a Shareholders' General Meeting <u>shareholders' meeting</u> on their own, the Board of Directors shall be informed in writing, and reports shall be delivered for filing with the banking regulatory authorities of the State Council and the domestic stock exchange; in addition, the notice for convening an extraordinary Shareholders' General Meeting shall be issued, and the contents of the notice shall be consistent with the provisions of Article 90 and shall also meet the following requirements;</p> <p>(1) New contents are not allowed to be added, otherwise the Board of Supervisors or the shareholders making proposal shall request for convening an extraordinary Shareholders' General Meeting to the Board of Directors according to the above procedures once again;</p> <p>(2) Venue of the meeting shall be the domicile of the Bank.</p> <p>The <u>Audit Committee</u> Board of Supervisors or the shareholders convening such a meeting shall submit relevant evidence and documents to the domestic stock exchange when issuing the meeting notice and the resolution announcement <u>of shareholders' meeting</u>.</p> <p>Shares <u>(including the preference shares with restored voting rights)</u> held by shareholders convening such a meeting shall be no less than 10% of the Bank's total</p>

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		number of voting shares <u>shares</u> prior to public announcement of the resolution of the Shareholders' General Meeting <u>shareholders' meeting</u> .
117	<p>Article 105 Shareholders' General Meeting convened by the Board of Directors shall be presided over by the chairman of the Board of Directors as the chairman of the meeting; if the chairman of the Board of Directors is unable to attend the meeting due to certain reasons, the meeting shall be convened and presided over by a vice- chairman designated by the chairman of the Board of Directors as the chairman; if the chairman and vice-chairman are both unable to attend the meeting, the meeting shall be convened and presided over by a Director designated by the Board of Directors as the chairman; if no chairman is designated for the meeting, a person may be elected by the attending shareholders as chairman of the meeting to preside over the meeting.</p> <p>Meetings convened by the Board of Supervisors in accordance with statutory procedures shall be chaired by the chief Supervisor of the Board of Supervisors. Where the chief Supervisor is unable to perform his duties or does not perform his duties, the vice chief Supervisor of the Board of Supervisors shall preside over the meeting; where the vice chief Supervisor is unable to perform his duties or does not perform his duties, a Supervisor elected by more than half of the Supervisors of the Board shall preside over the meeting.</p> <p>Meetings convened by the shareholders in accordance with statutory procedures shall be 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 breaches the rules of procedures of the meeting and renders it impossible for the meeting to continue, with the consent of the shareholders present physically at the meeting and representing more than one half of the total voting rights</p>	<p>Article 105 <u>Article 105</u> <u>Chairman of the Board of Directors shall preside over the shareholders' meeting. If the chairman is unable to or does not perform his/her duties, the vice chairman (if any) of the Board of Directors shall preside over the meeting; if the vice chairman (if any) is unable to or does perform his/her duties, a director elected by more than half of the directors shall preside over the meeting.</u>Shareholders' General Meeting convened by the Board of Directors shall be presided over by the chairman of the Board of Directors as the chairman of the meeting; if the chairman of the Board of Directors is unable to attend the meeting due to certain reasons, the meeting shall be convened and presided over by a vice- chairman designated by the chairman of the Board of Directors as the chairman; if the chairman and vice chairman are both unable to attend the meeting, the meeting shall be convened and presided over by a Director designated by the Board of Directors as the chairman; if no chairman is designated for the meeting, a person may be elected by the attending shareholders as chairman of the meeting to preside over the meeting.</p>

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	of all shareholders so present, the Shareholders' General Meeting may elect one individual to replace the original chairman of the meeting and the meeting shall continue.	<p>Meetings convened by the Board of Supervisors <u>Audit Committee</u> in accordance with statutory procedures shall be chaired by the chief Supervisor of the Board of Supervisors <u>chairman of the Audit Committee</u>. Where the chief Supervisor <u>chairman of the Audit Committee</u> is unable to perform his duties or does not perform his/her duties, the vice chief Supervisor of the Board of Supervisors shall preside over the meeting; where the vice chief Supervisor is unable to perform his duties or does not perform his duties, a Supervisor <u>member of the Audit Committee</u> elected by more than half of the Supervisors of the Board <u>members of the committee</u> shall preside over the meeting.</p> <p>Meetings convened by the shareholders in accordance with statutory procedures shall be presided over by <u>the convener or</u> a representative elected by the convener.</p> <p>During the course of a Shareholders' General Meeting <u>shareholders' meeting</u>, if the chairman of the meeting breaches the rules of procedures of the meeting and renders it impossible for the meeting to continue, with the consent of the shareholders present physically at <u>attending</u> the meeting and representing more than one half of the total voting rights of all shareholders so present, the Shareholders' General Meeting <u>shareholders' meeting</u> may elect one individual to replace the original <u>serve as</u> chairman of the meeting and the meeting shall continue.</p>
118	Article 106 All of the Directors, Supervisors and the secretary of the Board of Directors shall attend the Shareholders' General Meeting; the President of the Bank and other senior management shall also attend the Shareholders' General Meeting as nonvoting delegates.	Article 10699 All of the Directors, Supervisors and the secretary of the Board of Directors shall attend the Shareholders' General Meeting; the President of the Bank and other senior management <u>members</u> shall also attend the Shareholders' General Meeting <u>shareholders' meeting</u> as nonvoting delegates. <u>Where the shareholders' meeting requires directors and senior management members to attend the meeting, they shall attend and answer enquiries from shareholders.</u>

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119	Article 107 At the annual Shareholders' General Meeting, the Board of Directors and the Board of Supervisors shall report their works of previous year to the shareholder general meeting. Each independent Director shall also report his work.	Article 107100 At the annual Shareholders' General Meeting <u>shareholders' meeting</u> , the Board of Directors and the Board of Supervisors shall report their works <u>its work</u> of previous year to the shareholder general meeting <u>shareholders' meeting</u> . Each independent Director shall also report his/ <u>her</u> work.
120	Article 108 Directors, Supervisors and senior management shall make explanation and clarification for questions and suggestions of shareholders at the Shareholders' General Meeting.	Article 108101 Directors, Supervisors and senior management <u>members</u> shall make explanation and clarification for questions <u>enquiries</u> and suggestions of shareholders at the Shareholders' General Meeting <u>shareholders' meeting</u> .
121	Article 109 The chairman of the meeting shall announce the number of shareholders and proxies present as well as the total number of voting shares prior to voting. The corresponding numbers as shown on the meeting registration form shall be the definitive numbers.	Article 109102 The chairman of the meeting shall announce the number of shareholders and proxies present as well as the total number of voting shares prior to voting. The corresponding numbers as shown on the meeting registration form shall be the definitive numbers. <u>, which shall be subject to the meeting registration.</u>
122	Article 110 Minutes of meetings shall be kept for Shareholders' General Meetings, and the secretary of the Board of Directors shall be responsible for such minutes. The meeting minutes shall record the following information: (1) Date, venue, agenda of the meeting and name of the convener; (2) Names of the chairman of the meeting and that of the Directors, Supervisors, President and other senior management attending the meeting or attending as nonvoting delegates; (3) The number of voting shares held by shareholders of domestic listed shares (including shareholders' proxies) and shareholders of overseas listed shares (including shareholders' proxies) who attend Shareholders' General Meeting, and its proportion to the total number of shares of the Bank; 	Article 110103 Minutes of meetings shall be kept for Shareholders' General Meetings <u>shareholders' meeting</u> , and the secretary of the Board of Directors shall be responsible for such minutes. The meeting minutes shall record the following information: (1) Date, venue, agenda of the meeting and name of the convener; (2) Names of the chairman of the meeting and that <u>names</u> of the Directors, Supervisors, President and other senior management <u>members</u> attending the meeting or attending as nonvoting delegates; (3) The number of voting shares held by shareholders <u>holders</u> of domestic listed shares, <u>holders of (including</u> shareholders' proxies) <u>and their proxies</u> of overseas listed shares (including shareholders' proxies) <u>and their proxies</u> who attend Shareholders' General Meeting <u>shareholders' meeting</u> , <u>the number of voting shares held</u> , and its proportion to the total number of shares of the Bank;

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	(5) Shareholders' enquiries and suggestions, and the relevant answers and explanation; (5) Shareholders' enquiries and suggestions, and the relevant answers and explanation;
123	Article 111 The convener shall ensure the truthfulness, accuracy and integrity of the contents in the minutes which shall contain signatures of the attending Directors, Supervisors, secretary of the Board of Directors, convener or their representatives, and the chairman of the meeting. The minutes shall be kept together with the signature list of shareholders attending the meeting, proxy letters as well as valid materials of voting situation. Meeting minutes shall be retained permanently, while other materials shall be kept for not less than 10 years.	Article 111104 The convener shall ensure the truthfulness, accuracy and integrity of the contents in the minutes which shall contain signatures of the attending Directors <u>present at the meeting or attending the meeting as non-voting attendees</u> . Supervisors , secretary of the Board of Directors, convener or their representatives, and the chairman of the meeting. The minutes shall be kept together with the signature list of shareholders attending the meeting, proxy letters <u>power of attorney for proxy</u> as well as valid materials of voting situation <u>via Internet or other methods</u> . Meeting minutes shall be retained permanently, while other materials shall be kept for not less than 10 years.
124	Article 112 Convener shall ensure the smooth going of the Shareholders' General Meeting until reaching a final decision. For ceasing of Shareholders' General Meeting or resolutions unable to be made due to special reasons such as force majeure, measures shall be adopted as soon as possible for resuming of such a meeting or direct termination of this meeting and public report shall be timely issued. Meanwhile, the convener shall report to the local authorized approving authorities of security regulatory authorities of the State Council in the location of the Bank, and the domestic stock exchange.	Article 112105 Convener shall ensure the smooth going of the Shareholders' General Meeting <u>shareholders' meeting</u> until reaching a final decision. For ceasing of Shareholders' General Meeting <u>shareholders' meeting</u> or resolutions unable to be made due to special reasons such as force majeure, measures shall be adopted as soon as possible for resuming of such a meeting or direct termination of this meeting and public report shall be timely issued. Meanwhile, the convener shall report to the local authorized approving authorities of security regulatory authorities of the State Council in the location of the Bank, and the domestic stock exchange.
125	Add.	Article 106 <u>Where the shareholders' meeting approves a proposal regarding cash dividend distribution, stock dividend issuance, or capital reserve conversion into share capital, the Bank shall implement the specific plan within two (2) months after the conclusion of the shareholders' meeting.</u>

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126	Section 3 Resolution of Shareholders' General Meeting	Section 34 Resolution of Shareholders' General Meeting<u>Shareholders' Meeting</u>
127	<p>Article 113 Resolutions of Shareholders' General Meeting can be divided into ordinary and special resolutions.</p> <p>Ordinary resolution made by Shareholders' General Meeting shall be adopted by more than half of voting shares represented by the shareholders of ordinary shares attending the Shareholders' General Meeting (including holders of preference shares whose voting rights are restored, in person or by proxy).</p> <p>Special resolution made by Shareholders' General Meeting shall be adopted by at least two-thirds (2/3) of voting shares represented by the shareholders of ordinary shares attending the Shareholders' General Meeting (including the holders of preference shares with restored voting rights, in person or by proxy). When the holders of preference shares (excluding the holders of preference shares with restored voting rights) attend the Shareholders' General Meeting and exercise the voting right according to laws, regulations and this Articles of Association, special resolution shall be adopted by at least two-thirds (2/3) of voting shares represented by the holders of preference shares (excluding the holders of preference shares with restored voting rights).</p>	<p>Article 113<u>107</u> Resolutions of Shareholders' General Meeting <u>shareholders' meeting shall include</u> can be divided into ordinary and special resolutions.</p> <p>Ordinary resolution made by Shareholders' General Meeting <u>shareholders' meeting</u> shall be adopted by more than half of voting shares represented by the shareholders of ordinary shares attending the Shareholders' General Meeting <u>shareholders' meeting</u> (including holders of preference shares whose voting rights are restored, in person or by proxy).</p> <p>Special resolution made by Shareholders' General Meeting <u>shareholders' meeting</u> shall be adopted by at least two-thirds (2/3) of voting shares represented by the shareholders of ordinary shares attending the Shareholders' General Meeting (including the holders of preference shares with restored voting rights, in person or by proxy). When the holders of preference shares (excluding the holders of preference shares with restored voting rights) attend the Shareholders' General Meeting <u>shareholders' meeting</u> and exercise the voting right according to laws, regulations and this Articles of Association, special resolution shall be adopted by at least two-thirds (2/3) of voting shares represented by the holders of preference shares (excluding the holders of preference shares with restored voting rights).</p> <p><u>For the purposes of this Article, the term "shareholders" includes shareholders who entrust proxies to attend the shareholders' meeting.</u></p>

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
128	<p>Article 114 The following matters shall be passed by ordinary resolution at a Shareholders' General Meeting:</p> <p>(1) the business operation policies and significant investment plans of the Bank;</p> <p>(2) appointment and removal of Directors, shareholder representative Supervisors and external Supervisors and their remuneration;</p> <p>(3) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(4) annual financial budget, final accounts, balance sheet, profit statement and other financial statements of the Bank;</p> <p>.....</p> <p>(6) significant equity investment, debt securities investment, assets acquisition, assets disposal, assets pledge, and other guarantees not falling into commercial banking business, except for those to be passed by special resolution at a Shareholders' General Meeting;</p> <p>.....</p> <p>(8) annual report of the Bank;</p> <p>(9) other matters except those required by laws, administrative rules, regulations and this Articles of Association to be passed by special resolution at a Shareholders' General Meeting.</p>	<p>Article 114108 The following matters shall be passed by ordinary resolution at a Shareholders' General Meeting <u>shareholders' meeting</u>:</p> <p>(1) the business operation policies and significant investment plans of the Bank;</p> <p>(2) appointment and removal of <u>relevant</u> Directors, shareholder representative Supervisors and external Supervisors and <u>decisions on</u> their remuneration <u>and payment method</u>;</p> <p>(3) (<u>2</u>) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(4) (<u>3</u>) annual financial budget, <u>and</u> final accounts, balance sheet, profit statement and other financial statements of the Bank;</p> <p>.....</p> <p>(6) (<u>5</u>) significant equity investment, debt securities investment, assets acquisition, assets disposal, assets pledge, and other guarantees not falling into commercial banking business, except for those to be passed by special resolution at a Shareholders' General Meeting <u>shareholders' meeting</u>;</p> <p>.....</p> <p>(8) annual report of the Bank;</p> <p>(9) (<u>7</u>) other matters except those required by laws, administrative rules, regulations, <u>departmental rules</u> and this Articles of Association to be passed by special resolution at a Shareholders' General Meeting <u>shareholders' meeting</u>.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
129	<p>Article 115 The following matters shall be passed by special resolution at a Shareholders' General Meeting:</p> <p>(1) increase or reduction of the Bank's registered capital or issuance of any class of share, warrants of share subscription or other similar securities;</p> <p>.....</p> <p>(7) to examine and approve the share incentive scheme;</p> <p>(8) purchase or sale of material assets within one year or provision of security interest having the value more than 30% of the Bank's audited total assets;</p> <p>.....</p> <p>(10) other matters prescribed by laws, administrative regulations, regulatory rules or this Articles of Association; and identified by ordinary resolutions of the Shareholders' General Meeting which will cause significant impact on the Bank and need to be passed by special resolutions.</p>	<p>Article 115109 The following matters shall be passed by special resolution at a Shareholders' General Meeting <u>shareholders' meeting</u>:</p> <p>(1) increase or reduction of the Bank's registered capital or issuance of any class of share, warrants of share subscription or other similar securities;</p> <p>.....</p> <p>(7) to examine and approve the share incentive scheme;</p> <p>(8) purchase or sale of material assets within one year or provision of security interest having the value more than 30% of the Bank's audited total assets <u>to other persons by the Bank of which the total amount in a year exceeds thirty percent (30%) of the Bank's audited total assets in the latest period</u>;</p> <p>.....</p> <p>(10) other matters prescribed by laws, administrative regulations, regulatory <u>departmental</u> rules or this Articles of Association; and identified by ordinary resolutions of the Shareholders' General Meeting <u>shareholders' meeting</u> which will cause significant impact on the Bank and need to be passed by special resolutions.</p>
130	<p>Article 116 When connected transactions are examined in a Shareholders' General Meeting, related shareholders shall not vote, and the voting shares held by them shall not be included in the total number of valid votes. Public announcement of the Shareholders' General Meeting shall fully disclose the voting results.</p>	<p>Article 116110 When <u>matters related to</u> connected transactions are examined in a Shareholders' General Meeting <u>shareholders' meeting</u>, related shareholders shall not vote, and the voting shares held by them shall not be included in the total number of valid votes. Public announcement of the Shareholders' General Meeting <u>shareholders' meeting</u> shall fully disclose the voting results <u>of non-related shareholders</u>.</p>

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131	<p>Article 118 Under the premise of ensuring legitimacy and validity of the Shareholders' General Meeting, the Bank shall provide convenience to shareholders by various ways for participation in the meeting.</p> <p>If the Bank convenes the Shareholders' General Meeting for the issuance of preference shares, the Bank shall provide online voting platform and other channels as approved by the CSRC for shareholders to attend the meeting in a convenient manner.</p>	<p>Article 118112 Under the premise of ensuring legitimacy and validity of the Shareholders' General Meeting shareholders' meeting, the Bank shall provide convenience to shareholders by various ways for participation in the meeting.</p> <p>If the Bank convenes the Shareholders' General Meeting shareholders' meeting for the issuance of preference shares, the Bank shall provide online voting platform and other channels as approved by the CSRC securities regulatory authority of the State Council for shareholders to attend the meeting in a convenient manner.</p>
132	<p>Article 119 Except for the cumulative voting system for the election of Directors and Supervisors, each candidate of Directors and Supervisors shall be submitted to the Shareholders' General Meeting for vote in form of a single proposal.</p> <p>Except for the cumulative voting system, the Shareholders' General Meeting shall make vote itemized on all of the proposals, shall make vote on the proposals according to time order if there are different proposals concerning the same matter and shall not lay proposals aside or not granting vote except ceasing of Shareholders' General Meeting or resolutions are unable to be made due to such special reasons as force majeure.</p> <p>On consideration of a proposal, the Shareholders' General Meeting shall not amend such a proposal, or else, relevant alteration shall be deemed as a new proposal which cannot be voted at the meeting.</p> <p>In the consideration of the proposal on issue of preference shares, the Shareholders' General Meeting shall vote on the following matters one by one:</p> <p>.....</p>	<p>Article 119113 Except for the cumulative voting system for the election of Directors and Supervisors, each candidate of Directors and Supervisors shall be submitted to the Shareholders' General Meeting shareholders' meeting for vote in form of a single proposal.</p> <p>Except for the cumulative voting system, the Shareholders' General Meeting shareholders' meeting shall make vote itemized on all of the proposals, shall make vote on the proposals according to time order if there are different proposals concerning the same matter and shall not lay proposals aside or not granting vote except ceasing of Shareholders' General Meeting shareholders' meeting or resolutions are unable to be made due to such special reasons as force majeure.</p> <p>On consideration of a proposal, the Shareholders' General Meeting shareholders' meeting shall not amend such a proposal, or else, ; if any amendment is made, relevant alteration it shall be deemed as a new proposal which cannot be voted at the meeting.</p> <p>In the consideration of the proposal on issue of preference shares, the Shareholders' General Meeting shareholders' meeting shall vote on the following matters one by one:</p> <p>.....</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
133	<p>Article 120 When the shareholders' general meeting votes on the election of Directors and Supervisors, the cumulative voting system may be implemented in accordance with the provisions of this Articles of Association or resolutions of the shareholders' general meeting. If a single shareholder and other persons acting in concert with it hold a 30% or more interest in shares of the Bank, the Shareholders' General Meeting shall, when electing more than two Directors or Supervisors at the same time, adopt a cumulative voting system to vote.</p> <p>The cumulative voting system used in the preceding paragraph refers to the fact that each share has the same voting rights as the number of Directors or Supervisors to be elected when the shareholders' general meeting elects Directors or Supervisors, and the voting rights held by shareholders can be used collectively.</p> <p>Except as otherwise provided in the laws, administrative regulations and rules, and listing rules in the place where the Bank's shares are listed, the rules for the cumulative voting system are as follows:</p> <p>(1) where a cumulative vote system is used to elect Directors and Supervisors, the list of candidates of executive Directors, non-executive Directors, independent Directors, shareholder representative Supervisors and external Supervisors shall be divided into different proposal groups for voting at the Shareholders' General Meeting;</p> <p>(2) Shareholders attending the shareholders' general meeting shall have the same number of votes as the number of Directors or Supervisors to be elected under each proposal group for each share held in the proposal subject to the cumulative voting system;</p> <p>(3) The number of votes held by shareholders can be concentrated to vote for one candidate or several candidates. Shareholders should vote within the number of votes for each proposal group.</p>	<p>Article 120114 When the shareholders' general meeting <u>shareholders' meeting</u> votes on the election of Directors and Supervisors, the cumulative voting system may be implemented in accordance with the provisions of this Articles of Association or resolutions of the shareholders' general meeting <u>shareholders' meeting</u>. If a single shareholder and other persons acting in concert with it hold a 30% or more interest in shares of the Bank, the shareholders' general meeting <u>shareholders' meeting</u> shall, when electing more than two Directors or Supervisors at the same time, adopt a cumulative voting system to vote.</p> <p>The cumulative voting system used in the preceding paragraph refers to the fact that each share has the same voting rights as the number of Directors or Supervisors to be elected when the shareholders' general meeting <u>shareholders' meeting</u> elects Directors or Supervisors, and the voting rights held by shareholders can be used collectively.</p> <p>Except as otherwise provided in the laws, administrative regulations, <u>departmental</u> and rules, and listing rules in the places where the Bank's shares are listed, the rules for the cumulative voting system are as follows:</p> <p>(1) where a cumulative vote system is used to elect Directors and Supervisors, the list of candidates of executive Directors, non-executive Directors, <u>and</u> independent Directors, shareholder representative Supervisors and external Supervisors shall be divided into different proposal groups for voting at the Shareholders' General Meeting <u>shareholders' meeting</u>;</p> <p>(2) Shareholders attending the shareholders' general meeting <u>shareholders' meeting</u> shall have the same number of votes as the number of Directors or Supervisors to be elected under each proposal group for each share held in the proposal subject to the cumulative voting system;</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
		(3) The number of votes held by shareholders can be concentrated to vote for one <u>(1)</u> candidate or several candidates. Shareholders should vote within the number of votes for each proposal group.
134	<p>Article 121 An ordinary shareholder (including his proxy) may exercise voting rights at the Shareholders' General Meeting according to the number of shares which carry the right to vote held by him and each share shall have one vote. For the preference shareholders whose voting rights are restored, the percentage of votes corresponding to the principal of each preference share shall be calculated pursuant to specific terms and conditions on issue of shares. If classified voting is involved, each preference share (excluding the preference shares which voting rights are restored) shall have one vote.</p> <p>When significant matters which may influence the interests of small and medium investors are considered at the Shareholders' General Meetings, votes of small and medium investors shall be counted separately. The result of separate counting shall be timely disclosed to the public.</p> <p>Nevertheless, the Bank's shares held by the Bank do not have the right to vote, and they shall not be counted into the total number of the voting shares attending the Shareholders' General Meeting.</p> <p>Any shares in the share capital of the Bank carrying no right to vote shall be marked with "Without Voting Rights" in its name.</p> <p>If the share capital of the Bank consists of shares with different voting rights attached, each class of shares (except for those with the most preferential voting rights attached) shall be marked with "Limited Voting Right" or "Restricted Voting Right" in their name.</p>	<p>Article 121115 An ordinary shareholder (including his proxy) may exercise voting rights at the Shareholders' General Meeting <u>shareholders' meeting</u> according to the number of shares which carry the right to vote held by him and each share shall have one vote. For the preference shareholders whose voting rights are restored, the percentage of votes corresponding to the principal of each preference share shall be calculated pursuant to specific terms and conditions on issue of shares. If classified voting is involved, each preference share (excluding the preference shares which voting rights are restored) shall have one vote.</p> <p>When significant matters which may influence the interests of small and medium investors are considered at the Shareholders' General Meetings <u>shareholders' meeting</u>, votes of small and medium investors shall be counted separately. The result of separate counting shall be timely disclosed to the public.</p> <p>Nevertheless, the Bank's shares held by the Bank do not have the right to vote, and they shall not be counted into the total number of the voting shares attending the Shareholders' General Meeting <u>shareholders' meeting</u>.</p> <p>Any shares in the share capital of the Bank carrying no right to vote shall be marked with "Without Voting Rights" in its name.</p> <p>If the share capital of the Bank consists of shares with different voting rights attached, each class of shares (except for those with the most preferential voting rights attached) shall be marked with "Limited Voting Right" or "Restricted Voting Right" in their name.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>Any vote of shareholders at a Shareholders' General Meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</p> <p>Where a shareholder's purchase of voting shares in the Bank violates paragraph 1 and paragraph 2 of Article 63 of the Securities Law, the shareholder shall not exercise voting rights in shares in excess of the prescribed proportion within 36 months of purchase, and such shares shall be excluded from the total number of voting shares at the Shareholders' General Meeting within said period.</p> <p>The Board of Directors, independent Directors, shareholders holding no less than 1% of voting shares or the investor protection agency established in accordance with the laws, administrative regulations or rules of CSRC may solicit for the shareholders' voting rights in an open manner. Information of specific voting intent, etc., shall be fully disclosed in such open solicitation of shareholders' voting rights. A solicitation paid directly or in other disguised way shall be forbidden. The Bank shall not impose any restriction relating to the minimum shareholding for the solicitation of voting rights, except statutory conditions.</p>	<p>Any vote of shareholders at a Shareholders' General Meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</p> <p>Where a shareholder's purchase of voting shares in the Bank violates paragraph 1 and paragraph 2 of Article 63 of the Securities Law, the shareholder shall not exercise voting rights in shares in excess of the prescribed proportion within 36 months of purchase, and such shares shall be excluded from the total number of voting shares at the Shareholders' General Meeting <u>shareholders' meeting</u> within said period.</p> <p>The Board of Directors, independent Directors, shareholders holding no less than 1% of voting shares or the investor protection agency established in accordance with the laws, administrative regulations or rules of CSRC <u>the securities regulatory authority of the State Council</u> may solicit for the shareholders' voting rights in an open manner. Information of specific voting intent, etc., shall be fully disclosed in such open solicitation of shareholders' voting rights. A solicitation paid directly or in other disguised way shall be forbidden. The Bank shall not impose any restriction relating to the minimum shareholding for the solicitation of voting rights, except statutory conditions.</p>
135	<p>Article 122 If the matter demanded to be voted by poll is the election of the chairman or the adjournment of the meeting, a poll shall be taken immediately. If a poll is demanded for any other matters, such poll shall be taken at the time decided upon by the chairman and the meeting may proceed with the discussion of other matters; the result of the poll shall still be regarded as a resolution passed at that meeting.</p>	<p>Article 122 If the matter demanded to be voted by poll is the election of the chairman or the adjournment of the meeting, a poll shall be taken immediately. If a poll is demanded for any other matters, such poll shall be taken at the time decided upon by the chairman and the meeting may proceed with the discussion of other matters; the result of the poll shall still be regarded as a resolution passed at that meeting.</p>
136	<p>Article 123 When a poll is held, shareholders (including their proxies) who are entitled to two or more votes are not required to cast all their votes in favor of or against a resolution.</p>	<p>Article 123 When a poll is held, shareholders (including their proxies) who are entitled to two or more votes are not required to cast all their votes in favor of or against a resolution.</p>

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	<p>When the number of votes for and against a resolution is equal, regardless whether the vote is taken by a show of hands or by poll, the chairman of the meeting shall be entitled to one additional vote.</p> <p>Prior to voting at the Shareholders' General Meeting, two shareholders' representatives shall be elected for poll counting and examining. Shareholders and their proxies having related party relationship with the matters to be considered are not permitted to participate in poll counting and examination.</p> <p>For the voting of each matter considered at the Shareholders' General Meeting, counting and examination of polls shall be conducted together by lawyers, shareholders' representatives, supervisors' representatives and other persons designated according to relevant regulations of local securities regulatory authority, and the voting result shall be announced on the spot.</p> <p>Shareholders of the Bank or their proxies who vote online or other ways have right to check their voting results by means of corresponding voting system.</p>	<p>When the number of votes for and against a resolution is equal, regardless whether the vote is taken by a show of hands or by poll, the chairman of the meeting shall be entitled to one additional vote.</p> <p><u>The same voting right may only choose one of the onsite voting, online voting or other voting methods. In case of repeated voting with the same voting right, the first vote result shall prevail.</u></p> <p><u>The shareholders' meeting shall adopt registered ballot for voting.</u></p> <p>Prior to voting at the Shareholders' General Meeting <u>shareholders' meeting</u>, two (2) shareholders' representatives shall be elected for poll counting and examining. Shareholders and their proxies having related party relationship with the matters to be considered are not permitted to participate in poll counting and examination.</p> <p>For the voting of each matter considered at the Shareholders' General Meeting <u>shareholders' meeting</u>, counting and examination of polls shall be conducted together by lawyers, shareholders' representatives, supervisors' representatives and other persons designated according to relevant regulations of local securities regulatory authority, and the voting result shall be announced on the spot, <u>and be recorded in the minutes of the meeting.</u></p> <p>Shareholders of the Bank or their proxies who vote online or other ways have right to check their voting results by means of corresponding voting system.</p>
137	<p>Article 124 The conference president shall make decisions on passing or not passing the resolution according to the provisions of this Articles of Association. His/Her decision shall be a final one and shall be announced at the meeting and shall be recorded in the minutes.</p>	<p>Article 124 <u>Article 117</u> The conference president shall make decisions on passing or not passing the resolution according to the provisions of this Articles of Association. His/Her decision shall be a final one and shall be announced at the meeting and shall be recorded in the minutes. <u>The close of onsite shareholders' meeting shall not be earlier than the deadline of voting via Internet or</u></p>

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		<p><u>other means. The chairman of the meeting shall announce the voting status and results of each proposal and, based on the voting results, declare whether the proposal is adopted.</u></p> <p><u>Relevant parties including the Bank, counters, scrutineers, shareholders and Internet service provider involved in onsite, Internet and other voting methods of the shareholders' meetings shall be subject to the confidentiality obligation toward the voting before the voting result is announced formally.</u></p>
138	<p>Article 125 Shareholders attending the general meeting of shareholders shall deliver one of the following opinions: agree, against or abstention concerning proposals to be voted, unless it is the securities registration and clearing institution as the nominee shareholder of the shares subject to the stock trading interconnection mechanism between the Mainland and Hong Kong stock markets, which makes declaration according to the intents of actual shareholders.</p> <p>.....</p>	<p>Article 125118 Shareholders attending the general meeting of shareholders shareholders' meeting shall deliver one of the following opinions: agree, against or abstention concerning proposals to be voted, unless it is the securities registration and clearing institution as the nominee shareholder of the shares subject to the stock trading interconnection mechanism between the Mainland and Hong Kong stock markets, which makes declaration according to the intents of actual shareholders.</p> <p>.....</p>
139	<p>Article 126 If the chairman of the meeting has any doubts on the outcome of the voting of resolutions, he/she may count the votes; if the chairman does not re-count the votes and the attending shareholders or their proxies challenge the voting result announced by the chairman, the shareholders or their proxies can request for a re-count immediately after the announcement of the result, and the chairman shall re-count the votes immediately.</p>	<p>Article 126119 If the chairman of the meeting has any doubts on the outcome of the voting of resolutions, he/she may <u>organize</u> count <u>of</u> the votes; if the chairman does not re-count the votes and the attending shareholders or their proxies challenge the voting result announced by the chairman, the shareholders or their proxies can request for a re-count immediately after the announcement of the <u>voting</u> result, and the chairman shall <u>organize</u> re-count <u>of</u> the votes immediately.</p>
140	<p>Article 127 Resolution of the meeting of shareholders shall be deemed as invalid if it is in violation of laws and administrative regulations.</p>	<p>Article 127120 Resolution of the meeting of shareholders shall be deemed as invalid if it is in violation of laws and administrative regulations.</p>

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	The controlling shareholder and de facto controller of the Bank shall neither restrict or obstruct small and medium-sized investors to exercise their voting rights according to law, nor damage the legitimate rights and interests of the Bank and such small and medium-sized investors.	The controlling shareholder and de facto controller of the Bank shall neither restrict or obstruct small and medium-sized investors to exercise their voting rights according to law, nor damage the legitimate rights and interests of the Bank and such small and medium-sized investors.
141	Article 128 Shareholders may have free access to copies of the minutes of the Shareholders' General Meeting during the opening hours of the Bank. For demand of copies of the minutes of the Shareholders' General Meeting by any of the shareholder, the Bank shall send the copies out within 7 days from receiving a reasonable cost.	Article 128 Shareholders may have free access to copies of the minutes of the Shareholders' General Meeting during the opening hours of the Bank. For demand of copies of the minutes of the Shareholders' General Meeting by any of the shareholder, the Bank shall send the copies out within 7 days from receiving a reasonable cost.
142	<p>Article 129 The lawyer attestation system shall be adopted for Shareholders' General Meeting. Lawyers shall be engaged to attend the Shareholders' General Meeting for issuing of legal opinions, and making announcement in respect of the following issues:</p> <p>(1) whether the convening and the procedures for the Shareholders' General Meeting are in compliance with the laws, administrative regulations and this Articles of Association;</p> <p>(2) whether the qualification of the person attending the Shareholders' General Meeting and the person convening the Shareholders' General Meeting are valid;</p> <p>(3) whether the voting procedure, the voting result, and content of resolution are valid;</p> <p>(4) other matters as required by the Bank.</p>	<p>Article 129121 The lawyer attestation system shall be adopted for Shareholders' General Meeting <u>the shareholders' meeting</u>. <u>The Bank shall engage lawyers to issue</u> Lawyers shall be engaged to attend the Shareholders' General Meeting for issuing of legal opinions, and make making announcement in respect of the following issues <u>when a shareholders' meeting is held</u>:</p> <p>(1) whether the convening and the procedures for the Shareholders' General Meeting <u>shareholders' meeting</u> are in compliance with the laws, administrative regulations and this Articles of Association;</p> <p>(2) whether the qualification of the person attending the Shareholders' General Meeting and the person convening the Shareholders' General Meeting are valid;</p> <p>(3) whether the voting procedure, the and voting result, and content of resolution <u>of the shareholders' meeting</u> are valid;</p> <p>(4) other matters as required by the Bank.</p>

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143	<p>Article 130 Public announcement of the resolution of the Shareholders' General Meeting shall be issued promptly, and the Bank shall issue the announcement of resolution on the following day after the making of decision on repurchase of ordinary shares at the Shareholders' General Meeting. The public announcement shall contain the number of shareholders and shareholders' proxies attending the meeting, the total number of voting shares held by the shareholders and shareholders' proxies attending the meeting and the proportion of voting shares accounted in the whole share capital of the Bank, as well as the voting way and result of each proposal, and the detailed content of each resolution.</p> <p>In case of voting under the circumstances specified in Article 44 herein, the Bank shall separately obtain the statistics and make an announcement on the attendance at the meeting and voting results by the ordinary shareholders (including the preference shareholders whose voting rights have been restored) and the preference shareholders (excluding the preference shareholders whose voting rights have been restored).</p>	<p>Article 130122 Public announcement of the resolution of the Shareholders' General Meeting shareholders' meeting shall be issued promptly, and the The Bank shall issue the announcement of resolution on the following day after the making of decision on repurchase of ordinary shares at the Shareholders' General Meeting shareholders' meeting. The public announcement shall contain the number of shareholders and shareholders' proxies attending the meeting, the total number of voting shares held by the shareholders and shareholders' proxies attending the meeting and the proportion of voting shares accounted in the whole share capital of the Bank, as well as the voting way and result of each proposal, and the detailed content of each resolution.</p> <p>In case of voting under the circumstances specified in Article 44 herein, the Bank shall separately obtain the statistics and make an announcement on the attendance at the meeting and voting results by the ordinary shareholders (including the preference shareholders whose voting rights have been restored) and the preference shareholders (excluding the preference shareholders whose voting rights have been restored).</p>
144	<p>Article 131 If the proposal is not passed or resolution of the previous Shareholders' General Meeting is altered at this Shareholders' General Meeting, special announcement shall be made in the public announcement of the resolution of the Shareholders' General Meeting.</p>	<p>Article 131123 If the proposal is not passed or resolution of the previous Shareholders' General Meeting shareholders' meeting is altered at this Shareholders' General Meeting shareholders' meeting, special announcement shall be made in the public announcement of the resolution of the Shareholders' General Meeting shareholders' meeting.</p>
145	<p>Article 132 If the proposal with respect to Director or Supervisor election is approved at a Shareholders' General Meeting, the term of office of such new Director or Supervisor shall commence on the date when the resolution is approved at the Shareholders' General Meeting. If his/her qualification is subject to the approval of the banking regulatory authority of the State Council in accordance with applicable laws and regulations, the term of office of such</p>	<p>Article 132 If the proposal with respect to Director or Supervisor election is approved at a Shareholders' General Meeting, the term of office of such new Director or Supervisor shall commence on the date when the resolution is approved at the Shareholders' General Meeting. If his/her qualification is subject to the approval of the banking regulatory authority of the State Council in accordance with applicable laws and regulations, the term of office of such</p>

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	new Director or Supervisor shall commence on the date when his/her qualification is approved by the banking regulatory authority of the State Council.	new Director or Supervisor shall commence on the date when his/her qualification is approved by the banking regulatory authority of the State Council.
146	CHAPTER 8. Special Procedures for the Voting by Class Shareholders	CHAPTER 8. Special Procedures for the Voting by Class Shareholders
147	<p>Article 133 Shareholders of different classes refer to the shareholders holding different classes of shares.</p> <p>Shareholders of different classes in accordance with the laws, administrative regulations and the provisions of this Articles of Association, enjoy rights and assume obligations.</p> <p>In addition to shareholders of other class of shares, shareholders of domestic listed shares and foreign listed shares listed shall be deemed as shareholders of different classes of shares.</p> <p>Upon the approval of the securities regulatory authority of the State Council, the domestic listed shares of the Bank held by shareholders may be transferred to foreign investors and become publicly tradable on overseas stock exchange. The listing of the transferred shares on the overseas stock exchange shall comply with supervision rules, regulations and requirements of foreign securities market. A resolution of shareholders of different class for the listing of the transferred shares on the foreign stock exchange is not needed.</p>	<p>Article 133 Shareholders of different classes refer to the shareholders holding different classes of shares.</p> <p>Shareholders of different classes in accordance with the laws, administrative regulations and the provisions of this Articles of Association, enjoy rights and assume obligations.</p> <p>In addition to shareholders of other class of shares, shareholders of domestic listed shares and foreign listed shares listed shall be deemed as shareholders of different classes of shares.</p> <p>Upon the approval of the securities regulatory authority of the State Council, the domestic listed shares of the Bank held by shareholders may be transferred to foreign investors and become publicly tradable on overseas stock exchange. The listing of the transferred shares on the overseas stock exchange shall comply with supervision rules, regulations and requirements of foreign securities market. A resolution of shareholders of different class for the listing of the transferred shares on the foreign stock exchange is not needed.</p>
148	<p>Article 134 If the Bank intends to change or abrogate the rights of shareholders of different class, it may do so only after such change or abrogation has been approved by way of a special resolution of the Shareholders' General Meeting and by a separate shareholders meeting convened by the affected shareholders of different class in accordance with Articles 136 to 140 of this Articles of Association.</p>	<p>Article 134 If the Bank intends to change or abrogate the rights of shareholders of different class, it may do so only after such change or abrogation has been approved by way of a special resolution of the Shareholders' General Meeting and by a separate shareholders meeting convened by the affected shareholders of different class in accordance with Articles 136 to 140 of this Articles of Association.</p>

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149	<p>Article 135 The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <p>(1) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(2) a change of all or part of the shares of such class into shares of another class, or a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such conversion;</p> <p>(3) a removal or reduction of rights to acquire the accrued dividends or to cumulate dividends attached to shares of such class;</p> <p>(4) a reduction or removal of the priority attached to shares of such class in dividend distribution or property distribution during liquidation of the Bank;</p> <p>(5) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to placing or rights to acquire securities of the Bank attached to shares of such class;</p> <p>(6) a removal or reduction of rights to receive amounts payable by the Bank in a particular currency attached to shares of such class;</p> <p>(7) a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(8) an imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;</p> <p>(9) a right to subscribe for, or convert into, shares of such class or other class;</p>	<p>Article 135 The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <p>(1) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(2) a change of all or part of the shares of such class into shares of another class, or a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such conversion;</p> <p>(3) a removal or reduction of rights to acquire the accrued dividends or to cumulate dividends attached to shares of such class;</p> <p>(4) a reduction or removal of the priority attached to shares of such class in dividend distribution or property distribution during liquidation of the Bank;</p> <p>(5) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to placing or rights to acquire securities of the Bank attached to shares of such class;</p> <p>(6) a removal or reduction of rights to receive amounts payable by the Bank in a particular currency attached to shares of such class;</p> <p>(7) a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(8) an imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;</p> <p>(9) a right to subscribe for, or convert into, shares of such class or other class;</p>

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	<p>(10) an increase in the rights and privileges of shares of other class;</p> <p>(11) assuming obligations otherwise than in proportion by different classes of shareholders as a result of the reorganization of the Bank;</p> <p>(12) an amendment or cancellation of the provisions of this Chapter.</p>	<p>(10) an increase in the rights and privileges of shares of other class;</p> <p>(11) assuming obligations otherwise than in proportion by different classes of shareholders as a result of the reorganization of the Bank;</p> <p>(12) an amendment or cancellation of the provisions of this Chapter.</p>
150	<p>Article 136 Shareholders of the affected class, whether having the right to vote at Shareholders' General Meeting, shall have the right to vote at meetings of shareholders of different class in respect of matters referred to in Items (2) to (8) and (11) to (12) of Article 135, except that interested shareholders shall not have the right to vote at meetings of shareholders of different class.</p> <p>For the purposes of the preceding paragraph, the term "interested shareholders" shall have the following meanings:</p> <p>(1) if the Bank has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through open transactions on a stock exchange in accordance with Article 29 hereof, the controlling shareholders as defined in Article 75 hereof shall be "interested shareholders";</p> <p>(2) if the Bank has repurchased its own shares by an agreement outside a stock exchange in accordance with Article 29 hereof, shareholders in relation to such agreement shall be "interested shareholders";</p> <p>(3) under a restructuring proposal of the Bank, shareholders who will bear liability in a lower proportion than other shareholders of the same class, or shareholders who have different interest from other shareholders of the same class, shall be "interested shareholders".</p>	<p>Article 136 Shareholders of the affected class, whether having the right to vote at Shareholders' General Meeting, shall have the right to vote at meetings of shareholders of different class in respect of matters referred to in Items (2) to (8) and (11) to (12) of Article 135, except that interested shareholders shall not have the right to vote at meetings of shareholders of different class.</p> <p>For the purposes of the preceding paragraph, the term "interested shareholders" shall have the following meanings:</p> <p>(1) if the Bank has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through open transactions on a stock exchange in accordance with Article 29 hereof, the controlling shareholders as defined in Article 75 hereof shall be "interested shareholders";</p> <p>(2) if the Bank has repurchased its own shares by an agreement outside a stock exchange in accordance with Article 29 hereof, shareholders in relation to such agreement shall be "interested shareholders";</p> <p>(3) under a restructuring proposal of the Bank, shareholders who will bear liability in a lower proportion than other shareholders of the same class, or shareholders who have different interest from other shareholders of the same class, shall be "interested shareholders".</p>

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151	Article 137 Resolutions of a meeting of shareholders of different class may be passed only by at least two-thirds of voting shares of shareholders present at the meeting by poll in accordance with Article 136.	Article 137 Resolutions of a meeting of shareholders of different class may be passed only by at least two thirds of voting shares of shareholders present at the meeting by poll in accordance with Article 136.
152	Article 138 When the Bank is to convene a meeting of shareholders of different class, it shall issue a written notice pursuant to the notice period requirement for convening Shareholders' General Meeting as required in the Articles of Association, informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the time and place of the meeting.	Article 138 When the Bank is to convene a meeting of shareholders of different class, it shall issue a written notice pursuant to the notice period requirement for convening Shareholders' General Meeting as required in the Articles of Association, informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the time and place of the meeting.
153	Article 139 The notice of a meeting of shareholders of different class needs to be delivered only to the shareholders entitled to vote thereat. Unless otherwise specified herein, the procedures according to which a meeting of shareholders of different class is held shall, to the extent possible, be identical to the procedures according to which a Shareholders' General Meeting is held. Provisions of the Articles of Association relevant to procedures for the holding of a Shareholders' General Meeting shall be applicable to meetings of shareholders of different class.	Article 139 The notice of a meeting of shareholders of different class needs to be delivered only to the shareholders entitled to vote thereat. Unless otherwise specified herein, the procedures according to which a meeting of shareholders of different class is held shall, to the extent possible, be identical to the procedures according to which a Shareholders' General Meeting is held. Provisions of the Articles of Association relevant to procedures for the holding of a Shareholders' General Meeting shall be applicable to meetings of shareholders of different class.
154	Article 140 The special voting procedures for shareholders of different class shall not apply in the following circumstances: (1) where, as approved by way of a special resolution of the Shareholders' General Meeting, the Bank issues, either separately or concurrently, domestic listed shares and foreign listed shares every 12 months, and the number of the domestic listed shares and foreign listed shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective class; (2) where the plan for issuance of domestic listed shares and foreign listed shares is completed within 15 months since being approved by the securities regulatory authorities of the State Council;	Article 140 The special voting procedures for shareholders of different class shall not apply in the following circumstances: (1) where, as approved by way of a special resolution of the Shareholders' General Meeting, the Bank issues, either separately or concurrently, domestic listed shares and foreign listed shares every 12 months, and the number of the domestic listed shares and foreign listed shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective class; (2) where the plan for issuance of domestic listed shares and foreign listed shares is completed within 15 months since being approved by the securities regulatory authorities of the State Council;

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	(3) where the shares of the Bank held by founding shareholders are converted into foreign investment shares upon the approval of the State Council or its authorized approving authorities and publicly tradable on overseas stock exchange.	(3) where the shares of the Bank held by founding shareholders are converted into foreign investment shares upon the approval of the State Council or its authorized approving authorities and publicly tradable on overseas stock exchange.
155	Article 141 Directors shall be natural persons and do not need to hold shares of the Bank. Directors of the Bank shall include executive Directors and non-executive Directors (including independent Directors). Executive Directors are referred to as the Directors who, in addition to serving as a Director, also assume the duties of senior management at the Bank. Non-executive Directors are referred to as the Directors who hold no positions other than Director and assume no duties of senior management in the Bank. Independent Directors are the ones catering to specifications of Article 154 of this Articles of Association. Directors shall possess the qualification required by the laws, administrative regulations and rules.	Article 141124 Directors shall be natural persons and do not need to hold shares of the Bank . Directors of the Bank shall include executive Directors and <u>and</u> non-executive Directors (including independent Directors). Executive Directors are referred to as the Directors who, in addition to serving as a Director, also assume the duties of senior management at the Bank. Non-executive Directors are referred to as the Directors who hold no positions other than Director and assume no duties of senior management in the Bank. Independent Directors are the ones catering to specifications of Article 154 <u>138</u> of this Articles of Association. Directors shall possess the qualification required by the laws, administrative regulations and <u>departmental</u> rules. <u>The Bank has Employee Director(s). Senior management members shall not concurrently serve as employee Directors.</u>
156	Article 142 The Director shall be elected by the Shareholders' General Meeting and his/her qualification shall be submitted to the banking regulatory authority of the State Council for approval. The Director shall have a term of office of three years, commencing from the date when his/her qualification is approved by the banking regulatory authority of the State Council to the expiry date of the then current session of Board of Directors (i.e. the date of the annual Shareholders' General Meeting in the year when the term of office of the then current session of Board of Directors expires). A Director can be re-elected upon the expiry of his term of office, and the term of office of the Director so re-elected shall commence on the date of re-election.	Article 142125 The Director <u>Relevant Directors</u> shall be elected by the Shareholders' General Meeting <u>shareholders' meeting</u> . The <u>and</u> his/her qualification <u>of directors</u> shall be submitted to the banking regulatory authority of the State Council for approval. The Director shall have a term of office of three years, commencing from the date when his/her qualification is approved by the banking regulatory authority of the State Council to the expiry date of the then current session of Board of Directors (i.e. the date of the annual Shareholders' General Meeting <u>shareholders' meeting</u> in the year when the term of office of the then current session of Board of Directors expires). A Director can be re-elected upon the expiry of his/ <u>her</u> term of office, and the term of office of the Director so re-elected shall commence on the date of re-election.

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157	<p>Article 143 Directors shall pay ongoing attention to the operation and management of the Bank. Directors are entitled to require the senior management to provide comprehensive, timely and accurate information on operation and management of the Bank or provide explanation on relevant issues and to supervise the senior management's implementation of resolutions of the Shareholders' General Meeting and meeting of the Board of Directors.</p> <p>.....</p>	<p>Article-143 126 Directors shall pay ongoing attention to the operation and management of the Bank. Directors are entitled to require the senior management to provide comprehensive, timely and accurate information on operation and management of the Bank or provide explanation on relevant issues and to supervise the senior management's implementation of resolutions of the Shareholders' General Meeting shareholders' meeting and meeting of the Board of Directors.</p> <p>.....</p>
158	<p>Article 144 Directors shall comply with laws, administrative regulations, regulatory provisions and this Articles of Association and shall assume the following faithful duties to the Bank:</p> <p>(1) not to accept bribes or other illegal income by taking advantage of their positions or rights and shall not encroach upon property of the Bank;</p> <p>(2) not to embezzle funds of the Bank;</p> <p>(3) not to open a bank account in their own names or in the names of others for depositing the assets or fund of the Bank;</p> <p>(4) not to loan the fund of the Bank to others or to provide guarantee to others with the Bank' assets without the approval of the Shareholders' General Meeting or the Board of Directors in contravention of this Articles of Association;</p> <p>(5) not to enter into contract or transact with the Bank in contravention of this Articles of Association or without the approval of the Shareholders' General Meeting;</p> <p>(6) not to, without the approval of Shareholders' General Meeting, seek business opportunities originally belonging to the Bank for themselves or others with their favorable positions, or shall not operate business for themselves or others that are similar to that of the Bank;</p>	<p>Article-144 127 Directors shall comply with laws, administrative regulations, regulatory provisions and this Articles of Association, <u>have the fiduciary duties to the Bank, and take measures to avoid conflicts between their personal interests and the Bank's interests, and shall not abuse their powers to seek improper benefits.</u> and Directors shall assume the following faithful duties to the Bank:</p> <p>(1) not to accept bribes or other illegal income by taking advantage of their positions or rights and shall not encroach upon property of the Bank; (2) and not to embezzle funds of the Bank;</p> <p>(3) (2) not to open a bank account in their own names or in the names of others for depositing the assets or fund of the Bank;</p> <p>(4) (3) not to use their powers to offer bribes or accept other illegal income not to loan the fund of the Bank to others or to provide guarantee to others with the Bank' assets without the approval of the Shareholders' General Meeting or the Board of Directors in contravention of this Articles of Association;</p> <p>(5) (4) not to directly or indirectly enter into contract or transact with the Bank in contravention of this Articles of Association or without the approval of the Shareholders' General Meeting without reporting to the Board of</p>

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	<p>(7) not to accept for themselves commissions in relation to transactions with the Bank;</p> <p>(8) to strictly keep the secrets of the Bank and not to disclose without authorization;</p> <p>.....</p> <p>Income obtained by Directors in violation of this Article shall belong to the Bank; and the Directors shall indemnify the Bank for any losses incurred to the Bank therefrom.</p>	<p><u>Director or the shareholders' meeting and being approved by resolution(s) of the Board of Director or the shareholders' meeting in accordance with this Articles of Association;</u></p> <p>(6) (5) not to, without the approval of Shareholders' General Meeting, seek business opportunities originally belonging to the Bank for themselves or others with their favorable positions, <u>except when such business opportunities are reported to the Board of Directors or the shareholders' meeting and obtaining approval by resolution(s) of the shareholders' meeting, or when the Bank is unable to utilize such business opportunities in accordance with laws, regulations, regulatory provisions or this Articles of Association;</u></p> <p>(6) or shall not operate business for themselves or others that are similar to that of the Bank <u>not to engage in business of the same kind as that of the Bank, either on their own or for others, without reporting to the Board of Directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting;</u></p> <p>(7) not to accept for themselves commissions in relation to transactions with <u>between others and</u> the Bank;</p> <p>(8) to strictly keep the secrets of the Bank and not to disclose without authorization <u>or use inside information to obtain improper benefits;</u></p> <p>.....</p> <p>Income obtained by Directors in violation of this Article shall belong to the Bank; and the Directors shall indemnify the Bank for any losses incurred to the Bank therefrom.</p> <p><u>The provisions of item (4) of paragraph 2 of this article shall apply to the conclusion of contracts or transactions with the Bank by close relatives of a director or senior management member, enterprises directly or indirectly controlled by the director, a senior management</u></p>

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		<u>member or his/her close relatives, and associates with whom the director or senior management member has other related-party relationships.</u>
159	<p>Article 145 Directors shall assume the following diligent duties to the Bank in accordance with the laws, administrative regulations, rules, regulatory provisions and this Articles of Association:</p> <p>.....</p> <p>(5) to provide true information and data to the Board of Supervisors and not to obstruct the performance of duties by the Board of Supervisors or Supervisors;</p> <p>.....</p> <p>(7) other diligent obligation stipulated by laws, administrative regulations, rules and this Articles of Association.</p>	<p>Article 145 128 Directors shall assume the following diligent duties to the Bank in accordance with <u>observe</u> the laws, administrative regulations, <u>departmental</u> rules, regulatory provisions and this Articles of Association, <u>have diligent duties to the Bank, and perform their duties with all the reasonable care ordinarily expected of a manager in the best interests of the Bank.</u></p> <p><u>Directors shall assume the following diligent duties to the Bank:</u></p> <p>.....</p> <p>(5) to provide true information and data to the Board of Supervisors <u>Audit Committee</u> and not to obstruct the performance of duties by the Board of Supervisors or Supervisors <u>Audit Committee</u>;</p> <p>.....</p> <p>(7) other diligent obligation stipulated by laws, administrative regulations, <u>departmental</u> rules and this Articles of Association.</p>

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160	<p>Article 146 The methods and procedures for nominating a Director are as follows:</p> <p>(1) The Board of Directors or shareholders holding, alone or in an aggregate, 3% or more of the total number of voting shares of the Bank are entitled to propose a candidate for election as Director (independent Director exclusive) at the Shareholders' General Meeting. Please refer to Article 157 of this Articles of Association for the nomination of independent Director.</p> <p>A shareholder or its related parties shall not nominate candidates for director and supervisor at the same time; where a candidate for director (or supervisor) nominated by a shareholder or its related parties is appointed as the Directors (or Supervisors), the same shareholder may not subsequently nominate any candidate for supervisor (or director) until the term of the appointed director (or supervisor) expires or the appointed director (or supervisor) is replaced; and as a principle directors as nominated by the same shareholder or its related parties shall not exceed 1/3 of the number of members of the Board of Directors, unless otherwise provided by the government of the PRC.</p> <p>(2) The Nomination and Remuneration Committee of the Board of Directors shall conduct a preliminary review on the qualification and conditions of all director candidates and report to the Board of Directors of any qualified candidates; upon the approvals of the Board of Directors, the proposals shall then be submitted in writing to the Shareholders' General Meetings.</p> <p>(3) The director candidate shall, prior to the publication of the notice of Shareholders' General Meeting, make a written undertaking specifying his/her consent to be nominated, his/her representation that his/her particulars as disclosed are true, accurate and complete, and the undertaking to fulfill his/her obligations as a Director of the Bank if so elected.</p>	<p>Article 146 129 The methods and procedures for nominating a Director are other than employee Director shall be as follows:</p> <p>(1) The Board of Directors or shareholders holding, alone or in an aggregate, 3% or more of the total number of voting shares of the Bank <u>and the Nomination and Remuneration Committee of the Board of Directors</u> are entitled to propose a candidate for election as Director (independent Director exclusive) at the Shareholders' General Meeting. Please refer to Article 157 of this Articles of Association for the nomination of independent Director. The shareholders holding, alone or in an aggregate, 1% or more of the total number of voting shares of the Bank and the Nomination and Remuneration Committee of the Board of Directors are entitled to propose a candidate for election as independent Director.</p> <p>A shareholder or its related parties shall not nominate candidates for director and supervisor at the same time; where a candidate for director (or supervisor) nominated by a shareholder or its related parties is appointed as the Directors (or Supervisors), the same shareholder may not subsequently nominate any candidate for supervisor (or director) until the term of the appointed director (or supervisor) expires or the appointed director (or supervisor) is replaced; and as a <u>In principle,</u> directors as nominated by the same shareholder or its related parties shall not exceed 1/3 of the number of members of the Board of Directors, unless otherwise provided by the government of the PRC. <u>Shareholders and their related parties who have nominated non-independent directors shall not nominate independent directors.</u></p> <p>(2) The Nomination and Remuneration Committee of the Board of Directors shall conduct a preliminary review on the qualification and conditions of all director candidates and report to the Board of Directors of any qualified</p>

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	<p>(4) The intention to nominate a director candidate, the written undertaking of the director candidate's consent to be nominated, and the relevant written materials regarding the nominees shall be delivered to the Bank not less than 7 days prior to the publication of the notice of the Shareholders' General Meeting. The nominator shall provide the shareholders with the resume and basic details of the nominee.</p> <p>(5) Before convening a Shareholders' General Meeting, the Board of Directors shall disclose detailed information of all director candidates to shareholders in accordance with laws and regulations and this Articles of Associations so as to ensure that shareholders have sufficient understanding of the candidates at the time of voting.</p>	<p>candidates; upon the approvals of the Board of Directors, the proposals shall then be submitted in writing to the Shareholders' General Meetings <u>shareholders' meeting</u>.</p> <p>(3) The director candidate shall, prior to the publication of the notice of Shareholders' General Meeting <u>shareholders' meeting</u>, make a written undertaking specifying his/her consent to be nominated, his/her representation that his/her particulars as disclosed are true, accurate and complete, and the undertaking to fulfill his/her obligations as a Director of the Bank if so elected.</p> <p>(4) The intention to nominate a director candidate, the written undertaking of the director candidate's consent to be nominated, and the relevant written materials regarding the nominees shall be delivered to the Bank not less than 7 days prior to the publication of the notice of the Shareholders' General Meeting. The nominator shall provide the shareholders with the resume and basic details of the nominee.</p> <p>(5) Before convening a Shareholders' General Meeting <u>shareholders' meeting</u>, the Board of Directors shall disclose detailed information of all director candidates to shareholders in accordance with laws and regulations and this Articles of Associations so as to ensure that shareholders have sufficient understanding of the candidates at the time of voting.</p>
161	Add.	<u>Article 130 Employee Directors shall be elected by the employee representatives' meeting or other democratic methods.</u>
162	Article 147 Any Director shall not act on behalf of the Bank or the Board of Directors unless duly authorized by this Articles of Association, Shareholders' General Meeting or the Board of Directors. When acting in his own name, a Director shall declare his position and identity if a third party reasonably think that the Director is acting on behalf of the Bank or the Board of Directors.	Article 147 131 Any Director shall not act on behalf of the Bank or the Board of Directors unless duly authorized by this Articles of Association, Shareholders' General Meeting <u>shareholders' meeting</u> or the Board of Directors. When acting in his own name, a Director shall declare his position and identity if a third party reasonably think that the Director is acting on behalf of the Bank or the Board of Directors.

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163	<p>Article 148</p> <p>For Director failing to attend the meeting of the Board of Directors in person for 2 consecutive times without entrusting any other Director to attend such meetings as his proxy, or attending less than two-thirds of the total meetings of the Board of Directors in person during a year, he shall be deemed as failing in performing his duties and the Board of Directors shall propose to the Shareholders' General Meeting to remove such Director.</p> <p>.....</p>	<p>Article 148 Article 132</p> <p>For Director failing to attend the meeting of the Board of Directors in person for 2 consecutive times without entrusting any other Director to attend such meetings as his proxy, or attending less than two-thirds of the total meetings of the Board of Directors in person during a year, he shall be deemed as failing in performing his duties and the Board of Directors shall propose to the Shareholders' General Meeting shareholders' meeting to remove such Director.</p> <p>.....</p>
164	<p>Article 149 In accordance with applicable laws and administrative regulations, the Shareholders' General Meeting shall have power by ordinary resolution to remove any non-independent Director before the expiration of his term of office, and by special resolution to remove any independent Director before the expiration of his term of office, but this does not prejudice any claim for damages by the Director pursuant to any contract.</p>	<p>Article 149 In accordance with applicable laws and administrative regulations, the Shareholders' General Meeting shall have power by ordinary resolution to remove any non-independent Director before the expiration of his term of office, and by special resolution to remove any independent Director before the expiration of his term of office, but this does not prejudice any claim for damages by the Director pursuant to any contract.</p>
165	<p>Article 150 A Director may resign before the expiration of his term of office. Director resigning shall submit a written resignation report to the Board of Directors. Unless otherwise prescribed under this Articles of Association, the resignation of the Director shall become effective on the date when the resignation report is delivered to the Board of Directors.</p> <p>If the resignation of a Director causes the number of Directors on the Board of Directors falls below two-thirds of the required minimum number of Directors on the Board of Directors specified in this Articles of Association or below the statutory minimum number, the Board of Directors shall convene an extraordinary Shareholders' General Meeting within two months to elect a Director to fill the vacancy resulted from the resignation of Director. Before a resolution is adopted by the Shareholders' General Meeting with respect to the election of Director, the resignation report of the Director shall not become</p>	<p>Article 150 Article 133 A Director may resign before the expiration of his term of office. Director resigning shall submit a written resignation report to the Board of Directors Bank. Unless otherwise prescribed under this Articles of Association, the resignation of the Director shall become effective on the date when the resignation report is delivered to the Board of Directors.</p> <p>If the resignation of a Director causes the number of Directors on the Board of Directors falls below two-thirds of the required minimum number of Directors on the Board of Directors specified in this Articles of Association or below the statutory minimum number, the Board of Directors shall convene an extraordinary Shareholders' General Meeting shareholders' meeting within two months to elect a Director to fill the vacancy resulted from the resignation of Director. Before a resolution is adopted by the Shareholders' General Meeting with respect to the election of Director Under this circumstance, the</p>

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	<p>effective until the vacancy resulted from his resignation is filled by a new Director so elected. Before the new Director takes office, the resigning Director shall continue to discharge his duties in accordance with laws, administrative regulations, regulatory provisions and this Articles of Association.</p> <p>Where the number of Directors is less than the statutory minimum number or the quorum required for voting at the Board of Directors due to the death of any Director, dismissal of any Director by the Shareholders' General Meeting, the resignation of an independent Director due to loss of independence or other circumstances that prevent Directors from performing their duties, the powers and functions of the Board of Directors shall be exercised by the Shareholders' General Meeting until the number of members of the Board of Directors meets requirements.</p>	<p>resignation report of the Director shall not become effective until the vacancy resulted from his resignation is filled by a new Director so elected. Before the new Director takes office, the resigning Director shall continue to discharge his duties in accordance with laws, administrative regulations, regulatory provisions, <u>rules of the stock exchange in the places where shares of the Bank are listed,</u> and this Articles of Association.</p> <p><u>Where the resignation of a member of the Audit Committee of the Board of Directors results in the number of members of the Audit Committee being lower than the statutory minimum or the lack of accounting professionals, or the resignation of an independent Director results in the proportion of independent Directors on the Board of Directors or special committees not complying with laws, administrative regulations, regulatory provisions or this Articles of Association, or the lack of accounting professionals among independent directors, the original director shall continue to perform his/her duties in accordance with laws, administrative regulations, regulatory provisions, rules of the stock exchange in the places where the Bank's shares are listed, and this Articles of Association before the newly elected director takes office.</u></p> <p>Where the number of Directors is less than the statutory minimum number or the quorum required for voting at the Board of Directors due to the death of any Director, dismissal of any Director by the Shareholders' General Meeting <u>shareholders' meeting</u>, the resignation of an independent Director due to loss of independence or other circumstances that prevent Directors from performing their duties, the powers and functions of the Board of Directors shall be exercised by the Shareholders' General Meeting <u>shareholders' meeting</u> until the number of members of the Board of Directors meets requirements.</p>

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166	Article 152 A Director shall conduct handover procedures with the Board of Directors upon resignation or expiration of his term of office. His fiduciary duties towards the Bank and the shareholders shall be still valid before his resignation report becomes effective or within reasonable period after his resignation report becomes effective, and within a reasonable period after expiration of his term of office; the obligation of the Director to keep in confidentiality the trade secret of the Bank shall be valid after the expiration of his term of office till such trade secret becomes public information. Duration of the Director's duty of loyalty shall be determined on a fair basis depending on the length of the time between the occurrence of relevant events and his departure from office, and the circumstances and the conditions under which his relation with the Bank is terminated.	Article—152 135 <u>The Bank shall establish a management system for the resignation of directors, specifying the safeguards to ensure accountability and recourse for unfulfilled public commitments and other outstanding matters.</u> A Director shall conduct handover procedures with the Board of Directors upon resignation or expiration of his term of office. His fiduciary duties towards the Bank and the shareholders shall be still valid before his resignation report becomes effective or within reasonable period after his resignation report becomes effective, and within a reasonable period after expiration of his term of office; the obligation of the Director to keep in confidentiality the trade secret of the Bank shall be valid after the expiration of his term of office till such trade secret becomes public information. Duration of the Director's duty of loyalty shall be determined on a fair basis depending on the length of the time between the occurrence of relevant events and his departure from office, and the circumstances and the conditions under which his relation with the Bank is terminated. <u>The liability of a director arising from the performance of his/her duties during his/her term of office shall not be exempted or terminated by his/her resignation.</u>
167	Add.	<u>Article 136 The shareholders' meeting may resolve to remove a director, with the removal taking effect on the date of the resolution.</u> <u>If a director is removed without a proper reason before the expiration of his/her term of office, the director may request compensation from the Bank.</u>
168	Article 153 The Director shall compensate the Bank for any losses incurred to the Bank resulting from his violation of laws, administrative regulations, rules and this Articles of Association when performing his duties.	Article—153 137 <u>The Bank shall bear liability for compensation for any harm caused to others by a director in the performance of his/her duties for the Bank. The director shall also bear liability for compensation if the director acts with any intentional or gross negligence.</u>

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		The Director shall compensate the Bank for any losses incurred to the Bank resulting from his/ <u>her</u> violation of laws, administrative regulations, <u>departmental</u> rules and this Articles of Association when performing his/ <u>her</u> duties.
169	<p>Article 154 The independent Director of the Bank means a Director who holds no position in the Bank other than Director and who has no relationship with the Bank, its shareholders and its de facto controllers that may impact his/her independent and objective judgment on the affairs of the Bank. Independent Directors shall account for more than one-third of the members on the Board of Directors of the Bank. The Bank shall appoint appropriate personnel to serve as independent Directors, including at least one accounting professional.</p> <p>Independent Directors shall be of high professional expertise and good creditability and reputation, and shall also satisfy the following conditions:</p> <p>(1) to satisfy the qualification requirements set forth by laws, administrative regulations and other relevant stipulations for persons holding the position of Director in a listed company;</p> <p>(2) to independently perform the duties and responsibilities without any interference of the substantial shareholders or any person who is de facto controller of the Bank, or other entities or individuals that have a material interest in the Bank;</p> <p>.....</p> <p>(4) to have basic knowledge related to the operation of a listed company and are familiar with relevant laws, administrative regulations and rules;</p> <p>(5) to have no less than eight-year experiences in law, economics, financial, accounting or other working experiences required for performing the duties and responsibilities of an independent Director;</p>	<p>Article—154 138 The independent Director of the Bank means a Director who holds no position in the Bank other than Director and who has no relationship conflict of interests directly or indirectly with the Bank, its shareholders and its de facto controllers or have other relationship that may impact his/her independent and objective judgment on the affairs of the Bank. Independent Directors shall account for more than one-third of the total members on the Board of Directors of the Bank. The Bank shall appoint appropriate personnel to serve as independent Directors, including at least one accounting professional.</p> <p>Independent Directors shall be of high professional expertise and good creditability and reputation, and shall also satisfy the following conditions:</p> <p>(1) to satisfy the qualification requirements set forth by laws, administrative regulations and other relevant stipulations departmental rules for persons holding the position of Director in a listed company;</p> <p>(2) to independently perform the duties and responsibilities without any interference of the Bank, the substantial shareholders of the Bank or any person who is de facto controller of the Bank, or other entities or individuals that have a material interest in the Bank;</p> <p>.....</p> <p>(4) to have basic knowledge related to the operation of a listed company and are familiar with relevant laws, administrative regulations and departmental rules;</p>

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	<p>(6) to be familiar with laws and administrative regulations related to the operation and management of commercial banks;</p> <p>.....</p> <p>(9) in line with the requirements on the qualifications of independent Directors as specified by laws, administrative regulations, rules and local listing rules.</p>	<p>(5) to have no less than eight-year experiences in law, economics, financial, accounting or other working experiences required for performing the duties and responsibilities of an independent Director;</p> <p>(6) to be familiar with laws and administrative regulations <u>and departmental rules</u> related to the operation and management of commercial banks;</p> <p>.....</p> <p>(9) <u>having good personal morality without any material dishonesty or other negative records;</u></p> <p>(10) in line with the requirements on the <u>independence and</u> qualifications of independent Directors as specified by laws, administrative regulations, <u>departmental</u> rules and local listing rules.</p>
170	<p>Article 155 Independent Directors shall faithfully perform their duties to protect interests of the Bank, and pay special attention to the legitimate rights and interests of small shareholders and prevent their rights from being undermined. In the case of any conflict among shareholders or among Directors of the Bank, which has a material impact on the operation and management of the Bank, independent Directors shall perform their duties proactively to protect the overall interests of the Bank.</p> <p>.....</p> <p>In case of non-compliance conditions or other circumstances of independent Directors unfit to perform the duties of independent Directors causing the number of independent Directors to be less than the number required by the Articles of Association, the number of independent Directors shall be made-up in accordance with this Articles of Association.</p>	<p>Article 155 139 <u>Independent directors shall conscientiously fulfill their duties in accordance with laws, administrative regulations, departmental rules, rules of the stock exchange in the places where shares of the Bank are listed, and this Articles of Association, and play the roles of participation in decision-making, supervision, checks and balances, and professional consulting in the Board of Directors, so as to safeguard the interests of the Bank as a whole and to protect the legitimate rights and interests of minority shareholders.</u> Independent Directors shall faithfully perform their duties to protect interests of the Bank, and pay special attention to the legitimate rights and interests of small shareholders and prevent their rights from being undermined. In the case of any conflict among shareholders or among Directors of the Bank, which has a material impact on the operation and management of the Bank, independent Directors shall perform their duties proactively to protect the overall interests of the Bank.</p> <p>.....</p>

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		<p><u>Independent directors shall conduct annual self-examination of their independence and submit the self-examination results to the Board of Directors. The Board of Directors shall annually assess and issue a special opinion on the independence of the incumbent independent directors, which shall be disclosed along with the annual report.</u> In case of non-compliance conditions or other circumstances of independent Directors unfit to perform the duties of independent Directors causing the number of independent Directors to be less than the number required by the Articles of Association, the number of independent Directors shall be made-up in accordance with this Articles of Association.</p>
171	<p>Article 156 Apart from the persons who cannot be the Directors of the Bank, the following persons shall be prohibited from holding the position of an independent Director:</p> <p>(1) individual shareholders directly or indirectly holding more than 1% of the total voting shares of the Bank or persons holding positions at the shareholders entity of the Bank that directly or indirectly holding 1% or more of total voting shares of the Bank;</p> <p>(2) persons holding positions (independent Directors excluded) in the Bank, entities controlled by the Bank or whose de facto controller is the Bank;</p> <p>(3) persons having been under the circumstances above (serving as independent Directors excluded) three years prior to taking the office in the Bank;</p> <p>(4) persons holding positions in enterprises having loans granted by the Bank that are overdue;</p> <p>(5) persons holding position in entities that have business connection or interests with the Bank in areas of law, accounting, audit and management consultation etc.;</p>	<p>Article 156 140 Apart from the persons who cannot be the Directors of the Bank, the following persons shall be prohibited from holding the position of an independent Director:</p> <p>(1) individual shareholders directly or indirectly holding more than 1% of the total voting issued shares of the Bank or persons holding positions at the shareholders entity of the Bank that directly or indirectly holding 1% or more of total voting shares of the Bank; <u>or who are among the Bank's top ten (10) shareholders, and their spouses, parents and children, or persons in such circumstances in the latest 12 months;</u></p> <p>(2) persons holding positions (independent Directors excluded) in the Bank, entities controlled by the Bank or whose de facto controller is the Bank; <u>in a shareholder entity who holds directly or indirectly more than 1% of the Bank's issued shares or entity who are among the Bank's top five (5) shareholders, and their close relatives, or persons in such circumstances in the latest 12 months;</u></p> <p>(3) <u>persons holding positions in the Bank, entities controlled by the Bank or whose de facto controller is the Bank</u> persons having been under the circumstances above (serving as independent Directors excluded) three</p>

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	<p>(6) any other persons who can be controlled by the Bank or on whom the Bank may impose a material impact through various ways;</p> <p>(7) close relatives of the above persons (close relatives mean spouse, parents, children, grandparents, siblings, parents-in-law, son-in-law, daughter-in-law, spouse of siblings, and siblings of spouses, etc.);</p> <p>(8) the staff of governmental institutions;</p> <p>(9) other persons specified by the banking regulatory authority of State Council, the securities regulatory authorities where stocks of the Bank are listed and other regulatory authorities as not suitable for being independent Directors.</p>	<p>years prior to taking the office in the Bank <u>and their close relatives and major social relations (serving as independent Directors excluded)</u>;</p> <p><u>(4) persons holding positions in the affiliates of the Bank's controlling shareholders or de facto controllers in the latest 12 months, and their spouses, parents and children;</u></p> <p>(4) <u>(5) persons holding positions in enterprises having loans granted by the Bank that are overdue unable to repay the loans on time granted by the Bank, and close relatives of such persons;</u></p> <p>(5) <u>(6) persons holding position in entities in the latest 12 months that have business connection or interests with the Bank in areas of law, accounting, audit and management consultation, guarantee, sponsorship, etc. or have creditor-debtor relationship with the Bank which undermines the independence of performance of duties, and close relatives of such persons;</u></p> <p><u>(7) persons who have significant business dealings with the Bank, its controlling shareholders, de facto controllers, or their respective affiliates in the latest 12 months, or persons holding position in entities that have significant business dealings with the Bank as well as their controlling shareholders and de facto controllers;</u></p> <p><u>(8) persons providing financial, legal, consulting, sponsorship and other services to the Bank, its controlling shareholders, de facto controllers or their respective affiliates in the latest 12 months, including but not limited to, all the personnel of the project team of an intermediary agency providing the services, reviewers at all levels, persons signing the report, partners, directors, senior management members and chief principals;</u></p>

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		<p>(6) (9) any other persons who can be probably controlled or materially impacted by major shareholders or senior management of the Bank which undermines the independence of their performance of duties, and close relatives of such persons; or on whom the Bank may impose a material impact through various ways;</p> <p>(7) close relatives of the above persons (close relatives mean spouse, parents, children, grandparents, siblings, parents in law, son in law, daughter in law, spouse of siblings, and siblings of spouses, etc.);</p> <p>(8) (10) the staff of governmental institutions;</p> <p>(9) (11) other persons specified by the banking regulatory authority of State Council, the securities regulatory authorities and stock exchanges in the places where stocks of the Bank are listed and other regulatory authorities as not suitable for being independent Directors.</p> <p><u>Affiliates of the Bank's controlling shareholders or de facto controllers under items (4), (7) and (8) of paragraph 1 of this article do not include enterprises that are controlled by the same state-owned asset management institution as the Bank and that do not constitute a related party relationship with the Bank in accordance with relevant provisions.</u></p> <p><u>Close relatives in this article refer to spouse, parents, children, grandparents, siblings, and grandchildren; major social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, and parents of children's spouses, etc.</u></p>
172	Add.	<p><u>Article 141 Independent directors, as members of the Board of Directors, shall have the fiduciary duties and duties of diligence to the Bank and all shareholders. They shall prudently fulfill the following duties:</u></p>

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		<p><u>(1) to participate in the decision-making of the Board of Directors and express clear opinions on the matters under consideration;</u></p> <p><u>(2) to supervise matters of potential material conflicts of interest between the Bank and its controlling shareholders, de facto controllers, directors and senior management members, and to protect the legitimate rights and interests of minority shareholders;</u></p> <p><u>(3) to provide professional and objective advice on the Bank's operation and development, and to enhance the Board of Directors' decision-making;</u></p> <p><u>(4) other duties stipulated by laws, administrative regulations, departmental rules and this Articles of Association.</u></p>
173	Add.	<p><u>Article 142 The following matters shall be submitted to the Board of Directors for consideration after being approved by more than half of all independent directors of the Bank:</u></p> <p><u>(1) related party transactions that should be disclosed as stipulated by the securities regulatory authority of the State Council and the stock exchange in the places where shares of the Bank are listed;</u></p> <p><u>(2) programs for the Bank and related parties to change or waive their commitments;</u></p> <p><u>(3) decisions made and measures taken by the Board of Directors in response to the acquisition of the Bank when the Bank is the subject being acquired;</u></p> <p><u>(4) other matters stipulated by laws, administrative regulations, departmental rules, rules of the stock exchange in the places where shares of the Bank are listed, and this Articles of Association.</u></p>

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174	Add.	<p><u>Article 143 The Bank shall establish a mechanism of special meeting attended by all independent Directors (the “special meeting(s) of independent Directors”). The Bank shall convene the special meetings of independent Directors on a regular or irregular basis to consider matters listed in Article 142 and items (1) to (3) of paragraph 1 of Article 147 of this Articles of Association. The special meetings of independent Directors may study and discuss other matters of the Bank as needed.</u></p> <p><u>The special meetings of independent Directors shall be convened and chaired by an independent director jointly elected by more than half (1/2) of the independent Directors; if the convener fails to or is unable to perform his/her duties, two (2) or more independent Directors may convene and elect a representative to preside over the meeting on their own.</u></p> <p><u>The special meetings of independent Directors shall produce minutes in accordance with the provisions, and the opinions of independent directors shall be set forth in the minutes. Independent Directors shall sign the minutes to confirm them.</u></p> <p><u>The Bank shall provide convenience and support for the convening of the special meetings of independent Directors.</u></p>
175	<p>Article 157 The Nomination and Remuneration Committee of the Bank may propose candidates for independent Directors to the Board of Directors. The Board of Directors, the Board of Supervisors, and the shareholders holding, alone or in an aggregate, 1% or more of the issued shares of the Bank are entitled to propose a candidate for election as an independent Director at the Shareholders’ General Meeting. A shareholder who has already proposed a candidate for non-independent directorship and its related parties shall not at the same time propose an independent</p>	<p>Article—157 144 The Nomination and Remuneration Committee of the Bank may propose candidates for independent Directors to the Board of Directors. The Board of Directors, the Board of Supervisors, and the shareholders holding, alone or in an aggregate, 1% or more of the issued shares of the Bank are entitled to propose a candidate for election as an independent Director at the Shareholders’ General Meeting. A shareholder who has already proposed a candidate for non independent directorship and its related parties shall not at the same time propose an independent director candidate. The</p>

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	<p>director candidate. The qualification of the independent Directors shall be submitted to the banking regulatory authority of the State Council for approval.</p> <p>The term of office of independent Directors shall be the same as other Directors of the Bank and shall be further subject to the requirements of relevant regulatory authorities.</p> <p>An independent Director shall not concurrently serve as independent director in more than two commercial banks. An independent Director may serve as independent Director concurrently for no more than five enterprises at home and abroad.</p>	<p>qualification of the independent Directors shall be submitted to the banking regulatory authority of the State Council for approval.</p> <p>The term of office of independent Directors shall be the same as other Directors of the Bank and shall be further subject to the requirements of relevant regulatory authorities.</p> <p>An independent Director shall not concurrently serve as independent director in more than two (2) commercial banks. An independent Director may serve as independent Director concurrently for no more than five enterprises at home and abroad.<u>In principle, a person shall serve as an independent director in a maximum of three (3) domestic listed companies and in a maximum of five (5) domestic and overseas enterprises at the same time.</u></p>
176	<p>Article 158 The independent Director may resign prior to the expiration of his/her term of office.</p> <p>The independent Directors resigning shall submit a written resignation report to the Board of Directors, and serve a written statement immediately following Shareholders' General Meeting to explain any matters that are relevant to their resignation or that they think is necessary to bring to the attention of shareholders and creditors.</p> <p>If the resignation of an independent Director causes the number of independent Directors fall below one-third of the total number of Directors on the Board of Directors, the resignation of the independent Director shall not become effective until the vacancy so caused is filled by the successive independent Director, except for resignation or dismissal due to loss of independence.</p> <p>Independent Directors should attend meetings of the Board of Directors in time, understand the operation and functioning of the Bank, conduct proactively investigation to obtain the information and data needed to make a decision. For independent Director who fails to attend the</p>	<p>Article 158 145 The independent Director may resign prior to the expiration of his/her term of office.</p> <p>The independent Directors resigning shall submit a written resignation report to the Board of Directors, and serve a written statement immediately following Shareholders' General Meeting <u>shareholders' meeting</u> to explain any matters that are relevant to their resignation or that they think is necessary to bring to the attention of shareholders and creditors.</p> <p><u>If the resignation of an independent director results in the number of independent Directors falling below one-third of the total number of Directors, the proportion of independent Directors in the special committees of the Board of Directors not complying with laws, regulations or this Articles of Association, or a lack of accounting professionals among the independent directors, the independent director shall continue to perform his/her duties before the new independent director takes office, except for those who resign or are removed from office due to loss of independence.</u></p>

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	<p>meetings of the Board of Directors for three consecutive times in person, the Board of Directors shall propose to the Shareholders' General Meeting to remove him.</p> <p>Save for the above circumstances and circumstances stipulated in the Company Law and the Commercial Bank Law under which the persons cannot serve as Directors or independent Directors, prior to the expiry of the term of office, the independent Directors shall not be removed from office without appropriate reasons. Removal of independent Director prior to the expiry of his term of office shall be disclosed as a special matter. The independent Director so removed may make public statement if he thinks the reasons of the removal are inappropriate.</p>	<p>If the resignation of an independent Director causes the number of independent Directors fall below one third of the total number of Directors on the Board of Directors, the resignation of the independent Director shall not become effective until the vacancy so caused is filled by the successive independent Director, except for resignation or dismissal due to loss of independence.</p> <p>Independent Directors should attend meetings of the Board of Directors <u>as required in time, understand the operation and functioning of the Bank, conduct proactively investigation to obtain the information and data needed to make a decision.</u> For independent Director who fails to attend the meetings of the Board of Directors for three <u>two (2)</u> consecutive times in person, <u>and does not appoint another independent Director to attend on their behalf,</u> the Board of Directors shall propose to the Shareholders' General Meeting <u>shareholders' meeting</u> to remove him/her <u>within 30 days from the date of occurrence of such fact.</u> <u>If an independent director fails to attend the meetings of the Board of Directors in person for three (3) consecutive times, it shall be deemed that the independent Director is not performing his/her duties, and the Bank shall convene a shareholders' meeting within three (3) months to remove him/her from office and elect a new independent Director.</u></p> <p>Save for the above circumstances and circumstances stipulated in the Company Law and the Commercial Bank Law under which the persons cannot serve as Directors or independent Directors, prior to the expiry of the term of office, the independent Directors shall not be removed from office without appropriate reasons. Removal of independent Director prior to the expiry of his term of office shall be disclosed as a special matter. The independent Director so removed may make public statement if he thinks the reasons of the removal are inappropriate.</p>

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177	<p>Article 159 Independent Directors shall devote enough time to the performance of duties in a faithful and diligent manner. They shall work at the Bank for no less than 15 working days per annum.</p> <p>.....</p>	<p>Article 159 146 Independent Directors shall devote enough time to the performance of duties in a faithful and diligent manner. They shall work <u>on-site</u> at the Bank for no less than 15 working days per annum.</p> <p>.....</p>
178	<p>Article 160 In addition to the powers conferred by the Company Law and other relevant laws, administrative rules and regulations and this Articles of Association, independent Directors shall also have the following powers:</p> <p>(1) major connected transactions shall be approved by independent Directors prior to submission to the Board of Directors for discussion; and the independent Directors may engage professional advisers to provide an independent financial adviser report to serve as a basis of decision before they come to a conclusion;</p> <p>(2) to propose to the Board of Directors to convene an extraordinary Shareholders' General Meeting;</p> <p>(3) to propose to the Board of Directors to appoint or remove an accounting firm;</p> <p>(4) to propose to convene a meeting of the Board of Directors;</p> <p>(5) to publicly solicit voting rights from shareholders prior to the Shareholders' General Meeting;</p> <p>(6) to engage independently external auditing and consulting advisers and conduct audit and consulting over specific matters of the Bank;</p> <p>(7) to consider and approve matters that are required to be approved by the independent Directors according to the listing rules in the place where the FISs are listed;</p>	<p>Article 160 147 In addition to the powers conferred by the Company Law and other relevant laws, administrative <u>regulations, departmental</u> rules and regulations and this Articles of Association, independent Directors shall also have the following <u>special</u> powers:</p> <p>(1) <u>to independently engage intermediary agency to audit, consult or verify specific matters of the Bank;</u> major connected transactions shall be approved by independent Directors prior to submission to the Board of Directors for discussion; and the independent Directors may engage professional advisers to provide an independent financial adviser report to serve as a basis of decision before they come to a conclusion;</p> <p>(2) to propose to the Board of Directors to convene an extraordinary Shareholders' General Meeting <u>shareholders' meeting;</u></p> <p>(3) to propose to the Board of Directors to appoint or remove an accounting firm;</p> <p>(4) to propose to convene a meeting of the Board of Directors;</p> <p>(5) (4) to publicly solicit voting <u>shareholders'</u> rights from shareholders prior to the Shareholders' General Meeting <u>shareholders' meeting in accordance with laws;</u></p> <p>(6) (5) <u>to express independent opinions on matters that may jeopardize the interests of the Bank or minority shareholders; to engage independently external auditing and consulting advisers and conduct audit and consulting over specific matters of the Bank;</u></p>

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	<p>(8) other powers stipulated by the law, administrative regulations and rules, listing rules in the place where the FISs are listed and this Articles of Association.</p> <p>Independent directors' exercising of these powers except cases (4) and (6) shall be agreed by no less than half of all the independent Directors. Independent Directors' exercising of the powers under case (4) above shall conform to Article 182 of this Articles of Association, and their exercising of the powers under case (6) above is subject to consent of all independent Directors.</p> <p>The major related party transactions in this Articles of Association refer to the major related party transactions defined by laws, administrative regulations and regulatory provisions applicable to the Bank.</p> <p>Independent Directors may elect an independent Director responsible for convening special meetings attended by independent Directors to study issues related to performance of duties.</p>	<p>(7) to consider and approve matters that are required to be approved by the independent Directors according to the listing rules in the place where the FISs are listed;</p> <p>(8) (6) other powers stipulated by the law, administrative regulations and <u>, departmental</u> rules, listing rules in the place where the FISs<u>Bank's</u> are listed and this Articles of Association.</p> <p><u>The exercise of powers listed in items (1) to (3) herein by independent Directors shall be approved by more than half of all independent Directors, unless otherwise provided for by laws, administrative regulations or departmental rules.</u></p> <p><u>The Bank shall disclose in a timely manner any exercise of the powers in item (1) herein by independent Directors. In the event that the above powers cannot be exercised properly, the Bank shall disclose the details and reasons.</u></p> <p>Independent directors' exercising of these powers except cases (4) and (6) shall be agreed by no less than half of all the independent Directors. Independent Directors' exercising of the powers under case (4) above shall conform to Article 182 of this Articles of Association, and their exercising of the powers under case (6) above is subject to consent of all independent Directors.</p> <p>The major related party transactions in this Articles of Association refer to the major related party transactions defined by laws, administrative regulations and regulatory provisions applicable to the Bank.</p> <p>Independent Directors may elect an independent Director responsible for convening special meetings attended by independent Directors to study issues related to performance of duties.</p>

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179	<p>Article 161 Independent Directors shall express objective, impartial and independent opinions on the matters discussed at the Shareholders' General Meeting and the meeting of the Board of Directors, and in particular on the following matters:</p> <p>.....</p> <p>(6) matters deemed by independent Directors as may harm the interests of small and medium shareholders;</p> <p>(7) matters deemed by independent Directors as that may cause significant losses to the Bank;</p> <p>.....</p> <p>(11) other matters stipulated by the laws, administrative regulations, rules and this Articles of Association.</p>	<p>Article 161 148 Independent Directors shall express objective, impartial and independent opinions on the matters discussed at the Shareholders' General Meeting <u>shareholders' meeting</u> and the meeting of the Board of Directors, and in particular on the following matters:</p> <p>.....</p> <p>(6) matters deemed by independent Directors as may harm the interests of small and medium shareholders;</p> <p>(7) matters deemed by independent Directors as that may cause significant losses to the Bank;</p> <p>.....</p> <p>(11) (9) other matters stipulated by the laws, administrative regulations, <u>departmental</u> rules and this Articles of Association.</p> <p><u>The major related party transactions in this Articles of Association refer to the major related party transactions defined by laws, administrative regulations and regulatory provisions applicable to the Bank.</u></p>
180	<p>Article 162 To ensure an effective performance of functions by independent Directors, the Bank shall provide the following necessary conditions:</p> <p>(1) the Bank should ensure that independent Directors enjoy the same right to know as other Directors. For all matters subject to the approval of the Board of Directors, the Bank shall serve a prior notice on the independent Directors in accordance with statutory requirements and provide necessary materials to them. Independent Directors may require additional materials if they think the materials are not sufficient;</p> <p>(2) the Bank should provide working conditions to independent Directors necessary for them to perform their duties;</p>	<p>Article 162 149 To ensure an effective performance of functions by independent Directors, the Bank shall provide the following necessary conditions:</p> <p>(1) the Bank should shall ensure that independent Directors enjoy the same right to know as other Directors. <u>The Bank shall safeguard the right to know of independent Directors, and provide necessary information for participating in decision-making in a timely and</u></p>

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	<p>(3) the Board secretary of the Bank and other relevant personnel should actively cooperate with the independent Directors performing their duties and shall not refuse, obstruct or hide information from or interfere in the independent performance of their functions;</p> <p>(4) expenses incurred for the engagement of professional advisers by the independent Directors or for the performance of duties by the independent Director shall be borne by the Bank.</p>	<p><u>complete manner.</u> For all matters subject to the approval of the Board of Directors, the Bank shall serve a prior notice on the independent Directors in accordance with statutory requirements and provide necessary materials to them. Independent Directors may require additional materials if they think the materials are not sufficient;</p> <p>(2) the Bank should provide working conditions <u>and personnel support</u> to independent Directors necessary for them to perform their duties;</p> <p>(3) <u>Directors, senior management members</u> the Board secretary of the Bank and other relevant personnel <u>of the Bank shall</u> should actively cooperate with the independent Directors performing their duties and shall not refuse, obstruct or hide information from or interfere in the independent performance of their functions;</p> <p>(4) expenses incurred for the engagement of professional advisers by the independent Directors or for the performance of duties by the independent Director shall be borne by the Bank.</p>
181	<p>Article 163 Independent Directors shall be deemed as committing a serious failure in performing their duties under any of the following circumstances:</p> <p>.....</p> <p>(3) failure to offer an opposing opinion with prior knowledge that the resolutions of the Board of Directors are in violation of the laws, administrative regulations, rules or this Articles of Association;</p> <p>.....</p>	<p>Article 163 Article 150 Independent Directors shall be deemed as committing a serious failure in performing their duties under any of the following circumstances:</p> <p>.....</p> <p>(3) failure to offer an opposing opinion with prior knowledge that the resolutions of the Board of Directors are in violation of the laws, administrative regulations, <u>departmental</u> rules or this Articles of Association;</p> <p>.....</p>

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182	<p>Article 164 Under any of the following circumstances, the Board of Directors and the Board of Supervisors may propose to the Shareholders' General Meeting to remove the relevant independent Directors:</p> <p>(1) serious failure in performing his duties;</p> <p>(2) failure to file resignation himself when he does not meet the qualifications for independent Directors;</p> <p>(3) failure to attend in person the meetings of the Board of Directors for 3 consecutive times or failure to attend in person the meetings of the Board of Directors for 2 consecutive times without entrusting any other Director to attend such meetings as his proxy, or failure to attend in person less than two-thirds of the meetings of the Board of Directors convened during a year;</p> <p>(4) other circumstances rendering the relevant person not suitable to continue to serve as independent Directors as stipulated by laws, administrative regulations and rules.</p>	<p>Article 164 151 Under any of the following circumstances, the Board of Directors and the Board of Supervisors may propose to the Shareholders' General Meeting shareholders' meeting to remove the relevant independent Directors:</p> <p>(1) serious failure in performing his duties;</p> <p>(2) failure to file resignation himself when he does not meet the qualifications for independent Directors;</p> <p>(3) failure to attend in person the meetings of the Board of Directors for 3 consecutive times or failure to attend in person the meetings of the Board of Directors for 2 consecutive times without entrusting any other Director to attend such meetings as his proxy, or failure to attend in person less than two-thirds of the meetings of the Board of Directors convened during a year;</p> <p>(4) other circumstances rendering the relevant person not suitable to continue to serve as independent Directors as stipulated by laws, administrative regulations and departmental rules.</p>
183	<p>Article 165 The Board of Directors and the Board of Supervisors shall serve a written notice to the relevant independent Director within one month prior to the Shareholders' General Meeting if proposing to the Shareholders' General Meeting to remove the independent Director. The independent Director is entitled to express his opinions orally or in writing before the voting and to deliver such opinions to the banking regulatory authority of the State Council 5 days prior to the Shareholders' General Meeting. The Shareholders' General Meeting shall vote on the relevant proposal after considering the opinions presented by the independent Director.</p>	<p>Article 165 152 The Board of Directors and the Board of Supervisors shall serve a written notice to the relevant independent Director within one (1) month prior to the Shareholders' General Meeting shareholders' meeting if proposing to the Shareholders' General Meeting shareholders' meeting to remove the independent Director. The independent Director is entitled to express his opinions orally or in writing before the voting and to deliver such opinions to the banking regulatory authority of the State Council five (5) days prior to the Shareholders' General Meeting shareholders' meeting. The Shareholders' General Meeting shareholders' meeting shall vote on the relevant proposal after considering the opinions presented by the independent Director.</p>

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	Proposal for removal of independent Director shall be approved by more than two-thirds of all the Directors or the Supervisors before the Board of Directors and the Board of Supervisors submit such proposal to the Shareholders' General Meeting for consideration.	Proposal for removal of independent Director shall be approved by more than two-thirds of all the Directors or the Supervisors before the Board of Directors and the Board of Supervisors submits such proposal to the Shareholders' General Meeting <u>shareholders' meeting</u> for consideration.
184	Article 166 The Bank shall pay remuneration and allowances to the independent Directors. The payment standard shall be formulated by the Board of Directors, and approved by the Shareholders' General Meeting and disclosed in the annual report. Except for the above remuneration and allowances, the independent Directors shall not obtain other benefits from the Bank, the substantial shareholders or from entities and personnel have an interest in the Bank.	Article 166 153 The Bank shall pay <u>the independent Directors</u> remuneration and allowances to the independent Directors commensurate with the duties they assume . The payment standard shall be formulated by the Board of Directors, and approved by the Shareholders' General Meeting <u>shareholders' meeting</u> and disclosed in the annual report. Except for the above remuneration and allowances, the independent Directors shall not obtain other benefits from the Bank, the substantial shareholders, <u>de facto controller of the Bank</u> or from entities and personnel have an interest in the Bank.
185	Article 167 The Bank shall have a Board of Directors and the Board of Directors shall be accountable to the Shareholders' General Meeting. The Board of Directors of the Bank shall consist of no less than nine but no more than fifteen Directors, with the number of executive Directors no more than one third of the total number of Directors and seven to ten non-executive Directors (including three to five independent Directors), and the number of members on the Board of Directors shall be determined by the Shareholders' General Meeting.	Article 167 154 The Bank shall have a Board of Directors and the Board of Directors shall be accountable to the Shareholders' General Meeting <u>shareholders' meeting</u> . The Board of Directors of the Bank shall consist of no less than nine but no more than fifteen Directors, with the number of executive Directors no more than one third of the total number of Directors <u>and the sum of executive Directors and employee Directors no more than half of the total number of Directors, and seven to ten</u> <u>7 to 10</u> non-executive Directors (including <u>3 to 5</u> three to five independent Directors), <u>and 1 to 2 employee Directors</u> , and the number of members on the Board of Directors shall be determined by the Shareholders' General Meeting <u>shareholders' meeting</u> .

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186	<p>Article 168 The Board of Directors of the Bank shall establish under it the Strategic and Sustainable Development Committee, the Audit and Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. The Board of Directors may establish other specialized committees or alter the existing specialized committees if necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors. The specialized committees of the Board of Directors shall perform duties pursuant to this Articles of Association and the authorization from the Board of Directors and submit any of their proposals to the Board of Directors for consideration and decision-making.</p> <p>Each specialized committee of the Board of Directors shall be composed of Directors alone. The Audit and Related Party Transactions Control Committee and the Nomination and Remuneration Committee shall be composed mostly of, and chaired by, independent Directors. In principle, at least one-third of the members of the Risk Management Committee shall be independent Directors. The Audit and Related Party Transactions Control Committee shall be chaired by an accounting professional.</p>	<p>Article 168 173 The Board of Directors of the Bank shall establish under it <u>the Audit Committee</u>, the Strategic and Sustainable Development Committee, the Audit and Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. The Board of Directors may establish other specialized committees or alter the existing specialized committees if necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors. The specialized committees of the Board of Directors shall perform duties pursuant to this Articles of Association and the authorization from the Board of Directors and submit any of their proposals to the Board of Directors for consideration and decision-making.</p> <p>Each specialized committee of the Board of Directors shall be composed of Directors alone, <u>and shall have at least three (3) members. The Audit Committee shall only be composed of non-executive directors, with a majority of independent Directors. The chairman of the Audit Committee shall be an independent Director who is an accounting professional. Employee director may serve as member of the Audit Committee.</u> The Audit and Related Party Transactions Control Committee and the Nomination and Remuneration Committee shall be composed mostly of, and chaired by, independent Directors. In principle, at least one-third of the members of the Risk Management Committee shall be independent Directors. The Audit and Related Party Transactions Control Committee shall be chaired by an accounting professional.</p>
187	<p>Article 169 The terms of reference of the specialized committees of the Board shall be formulated separately by the Board to regulate the operation of specialized committees of the Board of Directors.</p>	<p>Article 169 174 The terms of reference of the specialized committees of the Board shall be formulated separately by the Board to regulate the operation of specialized committees of the Board of Directors.</p>

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188	Article 170 The Bank shall establish an office under the Board of Directors to be responsible for preparing for the Shareholders' General Meetings, meetings of the Board of Directors and meetings of the specialized committees of the Board of Directors, preparing documents, and recording meeting minutes, information disclosure, investor relations management, and other day-to-day affairs of the Board of Directors and of the specialized committees of the Board of Directors.	Article-170 155 The Bank shall establish an office under the Board of Directors to be responsible for preparing for the Shareholders' General Meetings shareholders' meeting , meetings of the Board of Directors and , meetings of the specialized committees of the Board of Directors and special meetings of independent Directors , preparing documents, and recording meeting minutes, information disclosure, investor relations management, and other day-to-day affairs of the Board of Directors and of the specialized committees of the Board of Directors.
189	Article 171 The Board of Directors shall have a chairman and a vice chairman. The chairman and vice chairman of the Board of Directors shall be Directors and shall be elected or removed with the approval of a majority of all Directors. The chairman of the Board of Directors shall not concurrently serve as the President of the Bank.	Article-171 156 The Board of Directors shall have none (1) one (1) chairman and may have none (1) may have one (1) vice chairman. The chairman and vice chairman (if any) of the Board of Directors shall be Directors and shall be elected or removed with the approval of a majority of all Directors. The chairman of the Board of Directors shall not concurrently serve as the President of the Bank.
190	Article 172 The Board of Directors shall exercise the following duties and powers: (1) to convene the Shareholders' General Meetings and to make a work report to the meeting; (2) to implement the resolutions adopted by the Shareholders' General Meeting; (6) in accordance with laws, regulations, regulatory provisions and this Articles of Association and within the scope of authorization of the Shareholders' General Meeting, to determine the plans for major investment, major assets acquisition, disposal and write-off plan, asset pledge, data governance, external donations and other major matters;	Article-172 157 The Board of Directors shall exercise the following duties and powers: (1) to convene the Shareholders' General Meetings shareholders' meeting and to make a work report to the meeting; (2) to implement the resolutions adopted by the Shareholders' General Meeting shareholders' meeting ; (6) in accordance with laws, regulations, regulatory provisions and this Articles of Association and within the scope of authorization of the Shareholders' General Meeting shareholders' meeting , to determine the plans for major investment, major assets acquisition, disposal and write-off plan, asset pledge, data governance, external donations and other major matters; (7) to prepare proposals for the increase or reduction of registered capital of the Bank;

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	<p>(7) to prepare proposals for the increase or reduction of registered capital of the Bank;</p> <p>(8) to formulate proposals for major acquisition or merger, division, spin-off, dissolution, liquidation or change in the form of the Bank within the scope of powers of the Shareholders' General Meeting of the Bank;</p> <p>.....</p> <p>(22) to propose the appointment or removal of the accounting firms that conduct regular statutory audits over financial reports of the Bank to the Shareholders' General Meeting;</p> <p>(23) to decide procedures on management of related party transactions; to review and approve or authorize the Audit and Related Party Transactions Control Committee under the Board of Directors to approve the related party transactions (except for the related party transactions that should be approved by the Shareholders' General Meeting in accordance with applicable laws); to report on related party transactions and the implementation of the relevant procedures to the Shareholders' General Meeting;</p> <p>.....</p> <p>(28) to decide on the matters relevant to preference shares issued by the Bank within the authorization of the Shareholders' General Meeting, including but not limited to deciding on whether to repurchase, convert or distribute dividends;</p> <p>(29) to determine the green credit development strategy of the Bank, consider and approve the green credit objectives set by the senior management and the green credit report submitted by the senior management and supervise and assess the implementation of the green credit development strategy of the Bank.</p>	<p>(8) to formulate proposals for major acquisition or merger, division, spin-off, dissolution, liquidation or change in the form of the Bank within the scope of powers of the Shareholders' General Meeting shareholders' meeting of the Bank;</p> <p>.....</p> <p>(22) to propose the appointment or removal of the accounting firms that conduct regular statutory audits over financial reports of the Bank to the Shareholders' General Meeting shareholders' meeting;</p> <p>(23) to decide procedures on management of related party transactions; to review and approve or authorize the Audit and Related Party Transactions Control Committee under the Board of Directors to approve the related party transactions (except for the related party transactions that should be approved by the Shareholders' General Meeting shareholders' meeting in accordance with applicable laws); to consider and approve related-party transactions with the Directors and senior management members of the Bank (including relevant parties stipulated by relevant laws, administrative regulations, departmental rules or the rules of the stock exchange in the places where the Bank's shares are listed); to report on related party transactions and the implementation of the relevant procedures to the Shareholders' General Meeting shareholders' meeting;</p> <p>.....</p> <p>(28) to decide on the matters relevant to preference shares issued by the Bank within the authorization of the Shareholders' General Meeting shareholders' meeting, including but not limited to deciding on whether to repurchase, convert or distribute dividends;</p> <p>(29) to determine the green credit development strategy of the Bank, consider and approve the green credit objectives set by the senior management and the green credit report</p>

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	<p>.....</p> <p>(34) to exercise any other authorities prescribed by the applicable laws, administrative regulations, rules or this Articles of Association, or conferred by the Shareholders' General Meetings.</p> <p>The Board of Directors shall not delegate to the chairman of the Board of Directors, Directors, President or other entities or individuals any function or power that must be exercised by the Board of Directors as specified by laws.</p> <p>.....</p>	<p>submitted by the senior management and supervise and assess the implementation of the green credit development strategy of the Bank.</p> <p><u>(30) to formulate the compliance management objectives of the Bank and perform the duties of compliance management;</u></p> <p>.....</p> <p>(34) <u>(35)</u> to exercise any other authorities prescribed by the applicable laws, administrative regulations, <u>departmental</u> rules or this Articles of Association, or conferred by the Shareholders' General Meetings <u>shareholders' meeting</u>.</p> <p><u>In principle, the</u> The Board of Directors shall not delegate to the chairman of the Board of Directors, Directors, President or other entities or individuals any function or power that must be exercised by the Board of Directors as specified by laws.</p> <p>.....</p>
191	<p>Article 173 The authority of the Board of Directors with respect to investment with the Bank's assets, acquisition or disposal of assets of the Bank or external donations shall be determined by the Shareholders' General Meeting. The Board of Directors shall establish strict review and decision-making procedures in relation to the aforesaid authority. Major investment projects shall be reviewed by relevant experts and professionals, and such matters that need to be reported to the Shareholders' General Meeting shall be reported to the Shareholders' General Meeting for approval pursuant to this Articles of Association.</p> <p>Major investment and major assets acquisition and disposal involved in daily operation shall be implemented by the President of the Bank in accordance with the project and the amount approved in the annual budget. The following authorization mechanism shall apply for projects in excess</p>	<p>Article 173 <u>158</u> The authority of the Board of Directors with respect to investment with the Bank's assets, acquisition or disposal of assets of the Bank or external donations shall be determined by the Shareholders' General Meeting <u>shareholders' meeting</u>. The Board of Directors shall establish strict review and decision-making procedures in relation to the aforesaid authority. Major investment projects shall be reviewed by relevant experts and professionals, and such matters that need to be reported to the Shareholders' General Meeting <u>shareholders' meeting</u> shall be reported to the Shareholders' General Meeting <u>shareholders' meeting</u> for approval pursuant to this Articles of Association.</p> <p>Major investment and major assets acquisition and disposal involved in daily operation shall be implemented by the President of the Bank in accordance with the project and the amount approved in the annual budget. The following</p>

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	<p>of the approved budget and project whose content is not specified even though the amount is within the approved budget:</p> <p>.....</p> <p>(2) a single amount above RMB200 million (exclusive) but below RMB500 million (inclusive), once approved by the Audit and Related Party Transactions Control Committee as authorized by the Board of Directors, shall be approved by the chairman of the Board of Directors and shall be reported to the Board of Directors for filing;</p> <p>.....</p> <p>(4) a single amount exceeding 10% (exclusive) of the latest audited net asset value of the Bank shall be approved by ordinary resolution of the Shareholders' General Meeting.</p> <p>The amount of separate acquisitions and disposals of the same or related assets by the Bank within 12 consecutive months shall be aggregated.</p>	<p>authorization mechanism shall apply for projects in excess of the approved budget and project whose content is not specified even though the amount is within the approved budget:</p> <p>.....</p> <p>(2) a single amount above RMB200 million (exclusive) but below RMB500 million (inclusive), once approved by the Audit and Related Party Transactions Control Committee as authorized by the Board of Directors, shall be approved by the chairman of the Board of Directors and shall be reported to the Board of Directors for filing;</p> <p>.....</p> <p>(4) a single amount exceeding 10% (exclusive) of the latest audited net asset value of the Bank shall be approved by ordinary resolution of the Shareholders' General Meeting <u>shareholders' meeting</u>.</p> <p>The amount of separate acquisitions and disposals of the same or related assets by the Bank within 12 consecutive months shall be aggregated.</p>
192	<p>Article 174 The Board of Directors shall make explanation to the Shareholders' General Meeting for any non-standard audit opinions expressed by the certified public accountant on the financial reports of the Bank.</p>	<p>Article 174 159 The Board of Directors shall make explanation to the Shareholders' General Meeting <u>shareholders' meeting</u> for any non-standard audit opinions expressed by the certified public accountant on the financial reports of the Bank.</p>
193	<p>Article 175 Without the prior approval of the Shareholders' General Meeting, the Board of Directors may not dispose or agree to dispose the fixed assets where the aggregate of the expected value of the fixed assets for the proposed disposal and the value of the fixed assets disposed within the four months period immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets shown in the last balance sheet reviewed by the Shareholders' General Meeting.</p>	<p>Article 175 Without the prior approval of the Shareholders' General Meeting, the Board of Directors may not dispose or agree to dispose the fixed assets where the aggregate of the expected value of the fixed assets for the proposed disposal and the value of the fixed assets disposed within the four months period immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets shown in the last balance sheet reviewed by the Shareholders' General Meeting.</p>

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	<p>A disposal of fixed assets in this article shall include the assignment of certain interest in assets other than using fixed assets as collaterals.</p> <p>The validity of transactions whereby the Bank disposes fixed assets shall not be affected by the breach of the first paragraph of this article.</p>	<p>A disposal of fixed assets in this article shall include the assignment of certain interest in assets other than using fixed assets as collaterals.</p> <p>The validity of transactions whereby the Bank disposes fixed assets shall not be affected by the breach of the first paragraph of this article.</p>
194	<p>Article 176 The Board of Directors shall formulate the rules of procedures of the Board of Directors to ensure the efficiency and scientific decision-making of the Board of Directors. The Rules of Procedures of the Board of Directors shall be implemented after being approved by the Shareholders' General Meeting.</p> <p>.....</p>	<p>Article 176 160 The Board of Directors shall formulate the rules of procedures of the Board of Directors to ensure the efficiency and scientific decision-making of the Board of Directors. The Rules of Procedures of the Board of Directors shall be implemented after being approved by the Shareholders' General Meeting shareholders' meeting.</p> <p>.....</p>
195	<p>Article 177 If the Board of Directors dismisses the President of the Bank during his term of office, the Board of Directors shall promptly inform and make written explanation to the Board of Supervisors.</p>	<p>Article 177 If the Board of Directors dismisses the President of the Bank during his term of office, the Board of Directors shall promptly inform and make written explanation to the Board of Supervisors.</p>
196	<p>Article 178 The Board of Directors shall perform duties in accordance with the laws and ensure the Bank abides by laws, administrative regulations and rules and this Articles of Association.</p>	<p>Article 178 161 The Board of Directors shall perform duties in accordance with the laws and ensure the Bank abides by laws, administrative regulationsand , departmental rules and this Articles of Association.</p>
197	<p>Article 179 The chairman of the Board of Directors shall exercise the following powers:</p> <p>(1) to preside over the Shareholders' General Meeting as well as to convene and preside over the meetings of the Board of Directors;</p> <p>.....</p> <p>(6) to exercise other functions conferred by the Board of Directors and that shall be performed by the legal representative/chairman of the Board of Directors of the Bank in accordance with the relevant laws, administrative regulations and rules;</p>	<p>Article 179 162 The chairman of the Board of Directors shall exercise the following powers:</p> <p>(1) to preside over the Shareholders' General Meeting shareholders' meeting as well as to convene and preside over the meetings of the Board of Directors;</p> <p>.....</p> <p>(6) to exercise other functions conferred by the Board of Directors and that shall be performed by the legal representative/chairman of the Board of Directors of the Bank in accordance with the relevant laws, administrative regulations and departmental rules;</p>

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	(7) to exercise the special right to dealing with the affairs of the Bank in accordance with laws and in the interest of the Bank under the emergent force majeure such as extraordinarily serious natural disaster, and timely report to the Board of Directors and Shareholders' General Meeting after the event.	(7) to exercise the special right to dealing with the affairs of the Bank in accordance with laws and in the interest of the Bank under the emergent force majeure such as extraordinarily serious natural disaster, and timely report to the Board of Directors and Shareholders' General Meeting <u>shareholders' meeting</u> after the event.
198	Article 180 The meetings of the Board of Directors shall consist of regular meetings and interim meetings. The Supervisors shall be notified to attend the meetings of the Board of Directors as nonvoting delegates.	Article 180 163 The meetings of the Board of Directors shall consist of regular meetings and interim meetings. The Supervisors shall be notified to attend the meetings of the Board of Directors as nonvoting delegates.
199	Article 181 The regular meetings of the Board of Directors shall be held at least four times each year and at least once each quarter. The Board of Directors shall notify all the Directors and Supervisors in writing 10 working days prior to a regular meeting of the Board of Directors.	Article 181 164 The regular meetings of the Board of Directors shall be held at least four <u>(4)</u> times each year and at least once each quarter. The Board of Directors shall notify all the Directors and Supervisors in writing 10 working days prior to a regular meeting of the Board of Directors.
200	<p>Article 182 The chairman of the Board of Directors shall convene and preside over an interim meeting of the Board of Directors within 10 days under any of the following circumstances:</p> <p>.....</p> <p>(4) a majority of or at least two of the independent Directors propose for such a meeting;</p> <p>(5) the Board of Supervisors proposes for such a meeting;</p> <p>(6) the President of the Bank proposes for such a meeting in emergency circumstances.</p> <p>Notice for holding the interim meeting of the Board of Directors shall be issued within a reasonable period of time.</p>	<p>Article 182 165 The chairman of the Board of Directors shall convene and preside over an interim meeting of the Board of Directors within 10 days under any of the following circumstances:</p> <p>.....</p> <p>(4) a majority of or at least two of the independent Directors propose for such a meeting;</p> <p>(5) the Board of Supervisors <u>Audit Committee</u> proposes for such a meeting;</p> <p>(6) the President of the Bank proposes for such a meeting in emergency circumstances.</p> <p>Notice for holding the interim meeting of the Board of Directors shall be issued <u>in writing</u> within a reasonable period of time. <u>Notice for holding meetings of the Board of Directors shall be given in the manners specified in Article 244 of this Articles of Association.</u></p>

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201	Add.	<p><u>Article 166 The notice of meetings of the Board of Directors shall contain the following contents:</u></p> <p><u>(1) venue, date and time of the meeting;</u></p> <p><u>(2) form and duration of the meeting;</u></p> <p><u>(3) reason for holding the meeting and topics for discussion;</u></p> <p><u>(4) date of issuance of meeting notice;</u></p> <p><u>(5) other contents required by laws, administrative regulations and departmental rules.</u></p>
202	<p>Article 183 The meeting of the Board of Directors shall be held only if a majority of the Directors are present at the meeting. If a Director has material interest in the proposed matters to be resolved at the meeting, such meeting of the Board of Directors shall be held only if a majority of Directors having no material interest in the proposed matters to be resolved present at the meeting.</p> <p>President of the Bank who is not concurrently a Director shall attend the meeting of the Board of Directors as non-voting delegate.</p>	<p>Article 183 167 The meeting of the Board of Directors shall be held only if a majority more than half of the Directors are present at the meeting.</p> <p><u>If a Director has any related party relation with the enterprises or individuals involved in the material interest in the proposed</u> matters to be resolved at the meeting, <u>the Director shall promptly report to the Board of Directors in writing, and</u> such meeting of the Board of Directors shall be held only if a majority of more than half of Directors having no material interest in related party relation the proposed matters to be resolved present at the meeting.</p> <p>President of the Bank who is not concurrently a Director shall attend the meeting of the Board of Directors as non-voting delegate.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
203	<p>Article 184 Voting at an onsite meeting of the Board of Directors (including video conference and teleconference) shall be made by show of hands or by poll. If a Director participates in the onsite meeting through telephone or similar communication equipment, as long as he/she can make himself heard by the other participants at the meeting and can communicate and discuss with them instantly, all participating Directors shall be deemed to be present at the meeting in person. Each Director shall have one vote. When the numbers of votes against and in favor of a certain proposal are equal, the chairman of the Board of Directors shall be entitled to one additional vote.</p> <p>.....</p> <p>Resolutions of the Board of Directors shall be passed by a majority of all the Directors. However, resolutions with respect to the following matters shall not be adopted through written circulation and shall be passed by no less than two-thirds of all the Directors:</p> <p>.....</p> <p>(11) deciding on the matters relevant to preference shares issued by the Bank within the authorization of the Shareholders' General Meeting, including but not limited to deciding on whether to repurchase, convert preference shares or distribute dividends.</p>	<p>Article 184 168 Voting at an onsite meeting of the Board of Directors (including video conference and teleconference) shall be made by show of hands or by poll. If a Director participates in the onsite meeting through telephone or similar communication equipment, as long as he/she can make himself heard by the other participants at the meeting and can communicate and discuss with them instantly, all participating Directors shall be deemed to be present at the meeting in person. Each Director shall have one <u>(1)</u> vote <u>when voting for resolution of the Board of Directors</u>. When the numbers of votes against and in favor of a certain proposal are equal, the chairman of the Board of Directors shall be entitled to one additional vote.</p> <p>.....</p> <p>Resolutions of the Board of Directors shall be passed by a majority of all the Directors. However, resolutions with respect to the following matters shall not be adopted through written circulation and shall be passed by no less than two-thirds of all the Directors:</p> <p>.....</p> <p>(11) deciding on the matters relevant to preference shares issued by the Bank within the authorization of the Shareholders' General Meeting <u>shareholders' meeting</u>, including but not limited to deciding on whether to repurchase, convert preference shares or distribute dividends.</p>
204	<p>Article 185 If any Director or any of his associates (as defined under the Hong Kong Listing Rules) has material interests in the matters proposed to the Board of Directors, such Director shall abstain from voting in relation to such matter at the Board meeting, such Director shall not exercise his voting rights nor shall he vote on behalf of any other Directors in relation to such matter, and he shall not be counted into the quorum present at the meeting, unless otherwise provided by laws, administrative</p>	<p>Article 185 169 If any Director or any of his associates (as defined under the Hong Kong Listing Rules) has material interests in the matters proposed to the Board of Directors, such Director shall abstain from voting in relation to such matter at the Board meeting, such Director shall not exercise his/<u>her</u> voting rights nor shall he/<u>she</u> vote on behalf of any other Directors in relation to such matter, and he shall not be counted into the quorum present at the meeting <u>his/her voting rights shall not be counted into the total voting rights</u>, unless otherwise provided by laws,</p>

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	<p>regulations and rules, and the relevant regulations of the securities regulatory authorities in places where the shares of the Bank are listed.</p> <p>Resolutions to approve such proposed matters shall be passed by no less than two-thirds of the Directors having no material interest in such matters.</p> <p>When resolutions cannot be adopted because the Directors having no material interests present at the meeting are less than 3 or Directors abstain from voting because of having material interest in the proposed matters, the Board of Directors shall submit such proposal to the Shareholders' General Meeting for consideration. The Board of Directors shall explain the deliberations of the Board of Directors concerning such proposal when submitting such proposal to the Shareholders' General Meeting and shall record the opinions of Directors having no material interest in such matter on such proposal.</p> <p>Resolution passed by the Board of Directors with respect to matters falling within the authority of the Shareholders' General Meeting shall be implemented after being approved by the Shareholders' General Meeting.</p>	<p>administrative regulations and rules, and the relevant regulations of the securities regulatory authorities in places where the shares of the Bank are listed.</p> <p>Resolutions to approve such proposed matters shall be passed by no less than two-thirds of the Directors having no material interest in such matters <u>not related to such matters</u>.</p> <p>When resolutions cannot be adopted because the Directors having no material interests <u>not related to such matters</u> present at the meeting are less than 3 or Directors abstain from voting because of having material interest in the proposed matters, the Board of Directors shall <u>promptly</u> submit such proposal to the Shareholders' General Meeting <u>shareholders' meeting</u> for consideration. The Board of Directors shall explain the deliberations of the Board of Directors concerning such proposal when submitting such proposal to the Shareholders' General Meeting <u>shareholders' meeting</u> and shall record the opinions of Directors having no material interest in such matter on such proposal.</p> <p>Resolution passed by the Board of Directors with respect to matters falling within the authority of the Shareholders' General Meeting <u>shareholders' meeting</u> shall be implemented after being approved by the Shareholders' General Meeting <u>shareholders' meeting</u>.</p>
205	<p>Article 186 The Directors shall attend at the meetings of the Board of Directors in person. If the Directors are unable to attend at the meeting in person for certain reasons, they may entrust other Directors in writing to attend the meeting as proxy. (If independent Directors are unable to attend the meeting for certain reasons, they shall entrust other independent Directors to attend the meeting as proxy. When considering related party transactions, a non-related Director shall not appoint a related Director as his/her proxy to attend the meeting.) In principle, a Director can be appointed as the proxy of no more than two Directors who do not attend the meeting in person. The letter of proxy</p>	<p>Article 186 Article 170 The Directors shall attend at the meetings of the Board of Directors in person. If the Directors are unable to attend at the meeting in person for certain reasons, they may entrust other Directors in writing to attend the meeting as proxy. (If independent Directors are unable to attend the meeting for certain reasons, they shall entrust other independent Directors to attend the meeting as proxy. When considering related party transactions, a non-related Director shall not appoint a related Director as his/her proxy to attend the meeting.) In principle, a Director can be appointed as the proxy of no more than two Directors who do not attend the meeting in person. The</p>

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	shall include particulars such as the names of proxies, entrusted matter, scope of authorization and duration of the authorization, and be signed or stamped by the principal. 	letter of proxy shall include particulars such as the names of proxies, entrusted matter, scope of authorization and duration of the authorization, and be signed or stamped by the principal.
206	<p>Article 187 Minutes of the meeting of Board of Directors shall be prepared in relation to the matters deliberated on the meeting and be signed by the Directors attending the meeting, the secretary of the Board of Directors and the recorder. Directors shall be responsible for resolutions adopted by the Board of Directors. Directors participating in the decision-making process for resolutions which are in violation of laws, administrative regulations, this Articles of Association or resolutions of the Shareholders' General Meeting and cause material losses to the Bank shall indemnify the Bank for the losses so incurred. However, if it is proved that a Director offered opposing opinions at voting, which was recorded in the meeting minutes, such Director can be exempt from the compensation liability.</p> <p>The meeting minutes of the Board of Directors shall contain relevant contents required by laws, administrative regulations and rules as well as this Articles of Association.</p> <p>Resolutions of the Board of Directors shall be void if in violation of laws and administrative regulations.</p>	<p>Article187 171 Minutes of the meeting of Board of Directors shall be prepared in relation to the matters deliberated on the meeting and be signed by the Directors attending the meeting, the secretary of the Board of Directors and the recorder. Directors shall be responsible for resolutions adopted by the Board of Directors. Directors participating in the decision-making process for resolutions which are in violation of laws, administrative regulations, this Articles of Association or resolutions of the Shareholders' General Meeting shareholders' meeting and cause material losses to the Bank shall indemnify the Bank for the losses so incurred. However, if it is proved that a Director offered opposing opinions at voting, which was recorded in the meeting minutes, such Director can be exempt from the compensation liability.</p> <p>The meeting minutes of the Board of Directors shall contain <u>the following relevant</u> contents required by laws, administrative regulations and rules as well as this Articles of Association. :</p> <p><u>(1) date and place of the meeting as well as name of the convener;</u></p> <p><u>(2) names of Directors who attend the meeting, Directors who entrust other persons to attend the meeting and their proxies;</u></p> <p><u>(3) agenda of the meeting;</u></p> <p><u>(4) key points of Directors' speeches;</u></p>

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		<p><u>(5) voting method and result for each matter discussed (the voting result shall specify number of affirmative votes, negative votes or abstaining votes as well as the voting of every director).</u></p> <p>Resolutions of the Board of Directors shall be void if in violation of laws and administrative regulations.</p>
207	Add a section.	<u>Section 4 Specialized Committees of the Board of Directors</u>
208	Add.	<p><u>Article 175 The Audit Committee shall be responsible for reviewing the Bank's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the Board of Directors for deliberation after obtaining the consent of more than half of all members of the Audit Committee:</u></p> <p><u>(1) to disclose financial information in financial accounting reports and periodic reports, and internal control evaluation reports;</u></p> <p><u>(2) to engage or dismiss accounting firms that conduct regular statutory audits of the Bank's financial reports;</u></p> <p><u>(3) to appoint or remove the Bank's chief financial officer;</u></p> <p><u>(4) to make changes to accounting policies or accounting estimates, or correct material accounting errors for reasons other than changes in accounting standards;</u></p> <p><u>(5) other matters stipulated by laws, administrative regulations, departmental rules, securities regulatory authorities of the places where the Bank's shares are listed, this Articles of Association, and matters authorized by the shareholders' meeting or the Board of Directors.</u></p>

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209	Add.	<p><u>Article 176 The Audit Committee shall convene at least one (1) meeting each quarter. An interim meeting may be convened upon the proposal of two (2) or more members of the Audit Committee or when the chairman of the Audit Committee deems it necessary. A meeting of the Audit Committee may only be held if more than two-third of all members are present.</u></p> <p><u>Resolutions of the Audit Committee shall be adopted by a majority vote of all members. Each member shall have one (1) vote when voting on the resolutions.</u></p> <p><u>Meeting minutes shall be prepared for the Audit Committee resolutions as required, and members of the Audit Committee present at the meeting shall sign the meeting minutes.</u></p>
210	Add.	<p><u>Article 177 The Strategy and Sustainable Development Committee shall primarily be responsible for making researches on the Bank's operational management objectives, long-term development strategies, major collaborations, investment and financing plans, mergers and acquisitions plans, and submitting recommendations to the Board of Directors. The committee shall comprehensively promote the building of the Bank's environmental, social, and governance system, and handle other matters stipulated by laws, administrative regulations, departmental rules, securities regulatory authorities in the places where the Bank's shares are listed, this Articles of Association, and authorized by the Board of Directors.</u></p>
211	Add.	<p><u>Article 178 The Related Party Transactions Control Committee shall primarily be responsible for making researches on related party transaction systems, conducting preliminary reviews of related party transactions that require approval by the Board of Directors, approving or accepting filings for related party transactions within the scope authorized by laws, regulations and the Board of Directors, and handling other matters stipulated by laws, administrative regulations, departmental rules, securities regulatory</u></p>

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		<u>authorities in the places where the Bank's shares are listed, this Articles of Association, and authorized by the Board of Directors.</u>
212	Add.	<u>Article 179 The Risk Management Committee shall be mainly responsible for overseeing the senior management's control of risks such as credit, liquidity and market risks; regularly evaluating the Bank's risk appetite; reviewing risk management related proposals submitted to the Board of Directors; performing compliance management duties as authorized by the Board of Directors; and handling other matters as stipulated by laws, administrative regulations, departmental rules, the securities regulatory authorities in the places where the Bank's shares are listed, this Articles of Association, and authorized by the Board of Directors.</u>
213	Add.	<u>Article 180 The Nomination and Remuneration Committee shall be primarily responsible for formulating selection criteria and procedures for directors and senior management members; screening and reviewing candidates for directors and senior management, and their qualifications; establishing performance evaluation standards for directors and senior management members and conducting assessments; developing remuneration policies and plans, including mechanisms for determining compensation, decision-making processes, and arrangements for payment, suspension, and clawback of remuneration for directors and senior management members; handling other matters as stipulated by laws, administrative regulations, departmental rules, the securities regulatory authorities in the places where the Bank's shares are listed, this Articles of Association, and authorized by the Board of Directors.</u>
214	Add.	<u>Article 181 The Consumer Rights Protection Committee shall be primarily responsible for making researches on major issues and important policies related to consumer rights protection; formulating strategies, policies, and objectives for the Bank's consumer rights protection</u>

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		<u>work; overseeing the comprehensiveness, timeliness and effectiveness of the work carried out by the senior management and the consumer rights protection department; handling other matters as stipulated by laws, administrative regulations, departmental rules, the securities regulatory authority in the places where the Bank's shares are listed, this Articles of Association, and authorized by the Board of Directors.</u>
215	Article 189 There shall be one secretary of the Board of Directors to be appointed or removed by the Board of Directors. The secretary is a member of the senior management of the Bank and is accountable to the Board of Directors. The secretary of the Board of Directors shall have a term of office of 3 years and can be re-appointed upon expiry of his term of office.	Article 189 182 <u>The Bank shall have</u> There shall be one (1) secretary of the Board of Directors, <u>who shall be nominated by Chairman of the Board of Directors and</u> to be appointed or removed by the Board of Directors. The secretary <u>of the Board of Directors shall be</u> is a member of the senior management of the Bank and is accountable to <u>the Bank and</u> the Board of Directors. The secretary of the Board of Directors shall have a term of office of 3 years and can be re-appointed upon expiry of his term of office.
216	Article 190 The secretary of the Board of Directors shall be a natural person with professional knowledge and experience. The principal duties of the secretary of the Board of Directors shall include: (1) to ensure the Bank has complete organizational documents and records; (2) to ensure the Bank's preparation and submission of reports and documents required by competent authorities; (3) to ensure the register of shareholders of the Bank is properly compiled and maintain the register of shareholders; (4) to perform other functions conferred by the Board of Directors and required in the domestic and overseas places of listing. 	Article 190 183 The secretary of the Board of Directors shall be a natural person with professional knowledge and experience. The principal duties of the secretary of the Board of Directors shall include: (1) <u>to prepare for shareholders' meetings and meetings of the Board of Directors, and safekeep documents</u> to ensure the Bank has complete organizational documents and records; (2) <u>to manage the Bank's shareholder information;</u> to ensure the Bank's preparation and submission of reports and documents required by competent authorities; (3) <u>to organize and coordinate information disclosure of the Bank;</u> to ensure the register of shareholders of the Bank is properly compiled and maintain the register of shareholders; (4) to perform other functions conferred by the Board of Directors and required in the domestic and overseas places of listing.

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217	Article 191 Unless otherwise provided in the laws, administrative regulations and rules, the secretary of the Board of Directors of the Bank can hold concurrently other positions in the Bank.	Article 191 Unless otherwise provided in the laws, administrative regulations and rules, the secretary of the Board of Directors of the Bank can hold concurrently other positions in the Bank.
218	Article 192 Directors or senior management other than President of the Bank) can serve concurrently as the secretary of the Board of Directors. However, they must ensure adequate energy and time commitment to the duties of the secretary of the Board of Directors. The President of the Bank, Supervisors and the accountants of the accounting firm engaged by the Bank shall not serve concurrently as the secretary of the Board of Directors.	Article 192 Directors or senior management other than President of the Bank) can serve concurrently as the secretary of the Board of Directors. However, they must ensure adequate energy and time commitment to the duties of the secretary of the Board of Directors. The President of the Bank, Supervisors and the accountants of the accounting firm engaged by the Bank shall not serve concurrently as the secretary of the Board of Directors.
219	Article 193 If a Director acts as the secretary of the Board of Directors and an act is required to be done by a Director and the secretary of the Board of Directors separately, such person who is at the same time a Director and the secretary of the Board of Directors shall not perform such act in both capacities.	Article 193 If a Director acts as the secretary of the Board of Directors and an act is required to be done by a Director and the secretary of the Board of Directors separately, such person who is at the same time a Director and the secretary of the Board of Directors shall not perform such act in both capacities.
220	Article 194 The Bank shall have one President, several vice presidents and several chief officers and may have other senior management personnel to assist the President where necessary.	Article 194 184 The Bank shall have one <u>(1)</u> President, <u>who shall be appointed or dismissed by the Board of Directors.</u> <u>The Bank shall have</u> several vice presidents and several chief officers <u>who shall be appointed or dismissed by the Board of Directors,</u> and may have other senior management personnel to assist the President where necessary.
221	Article 196 The President of the Bank shall be accountable to the Board of Directors and shall exercise the following powers: (3) to formulate and organize the implementation of the mid-term and long-term development plans, annual business plans and investment plans of the Bank;	Article 196 186 The President of the Bank shall be accountable to the Board of Directors and shall exercise the following powers:

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	<p>(4) to draft the basic management system, internal management structure and important branches establishment plan of the Bank and report to the Board of Directors for approval;</p> <p>.....</p> <p>(7) to nominate the vice president and the chief officers who shall be appointed by the Board of Directors as required by regulators, and report to the Board of Directors for appointment or dismissal. To appoint or dismiss the president, vice president of a branch, as well as other senior management the appointment or dismissal of whom are not within the authority of the Board of Directors;</p> <p>.....</p> <p>(12) to adopt emergency measures in the Bank's interests under significantly emergent circumstances in connection with business operation such as bank run, and report immediately to the Board of Directors, Board of Supervisors and the banking regulatory authority of the State Council;</p> <p>(13) to decide on major investment, major assets acquisition and disposal with a single amount of no more than RMB200 million (inclusive);</p> <p>.....</p> <p>(15) other functions to be performed by the President of the Bank in accordance with applicable laws, administrative regulations and rules, other relevant provisions and the decisions of the Shareholders' General Meeting and the Board of Directors.</p> <p>Other senior management personnel shall assist the President with his work. Under the authorization of the President of the Bank, they shall be responsible for the matters falling under their respective authority.</p>	<p>(3) to formulate draft and organize the implementation of the mid-term and long-term development plans <u>strategies</u>, annual business plans and investment plans of the Bank <u>formulated by the Board of Directors</u>;</p> <p>(4) to draft the basic management system, internal management structure, <u>and internal management department of the Head Office</u> and important branches establishment plan of the Bank, and report to the Board of Directors for approval;</p> <p>.....</p> <p>(7) to nominate the vice president and the chief officers <u>other senior management members</u> who shall be appointed by the Board of Directors as required by regulators, and report to the Board of Directors for appointment or dismissal. To appoint or dismiss the president, <u>and</u> vice president of a branch, as well as other senior management <u>members of the Bank</u> the appointment or dismissal of whom are not within the authority of <u>decided by</u> the Board of Directors;</p> <p>.....</p> <p>(12) to adopt emergency measures in the Bank's interests under significantly emergent circumstances in connection with business operation such as bank run, and report immediately to the Board of Directors, Board of Supervisors and the banking regulatory authority of the State Council;</p> <p>(13) <u>(12)</u> to decide on major investment, major assets acquisition and disposal with a single amount of no more than RMB200 million (inclusive);</p> <p>.....</p> <p>(15) <u>(14)</u> other functions to be performed by the President of the Bank in accordance with applicable laws, administrative regulations and <u>, departmental</u> rules, other</p>

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		<p>relevant provisions and the decisions of the Shareholders' General Meeting <u>shareholders' meeting</u> and the Board of Directors.</p> <p><u>President who is not a director shall attend meetings of the Board of Directors as a non-voting attendee.</u></p> <p>Other senior management personnel shall assist the President with his work. Under the authorization of the President of the Bank, they shall be responsible for the matters falling under their respective authority.</p>
222	Article 197 The President of the Bank and other senior management shall make truthful report to the Board of Directors or the Board of Supervisors on the business performance, material contracts, financial position, risks and operation prospects and major events, etc. on regular basis or as required by the Board of Directors or the Board of Supervisors.	Article-197 187 The President of the Bank and other senior management <u>members</u> shall make truthful report to the Board of Directors or the Board of Supervisors <u>Audit Committee</u> on the business performance, material contracts, financial position, risks and operation prospects and major events, etc. on regular basis or as required by the Board of Directors or the Board of Supervisors <u>Audit Committee</u> .
223	Article 199 The working rules of the President shall be formulated by the President and shall be implemented after being approved by the Board of Directors.	<p>Article-199 189 The working rules of the President shall be formulated by the President and shall be implemented after being approved by the Board of Directors.</p> <p><u>The working rules of the President shall contain the following content:</u></p> <p><u>(1) the conditions and procedures for holding president work meetings, and attendees of the meetings;</u></p> <p><u>(2) the specific duties and division of responsibilities among the President and other senior management members;</u></p> <p><u>(3) the authority to the use the Bank's funds and assets and enter into major contracts, and the reporting system to the Board of Directors;</u></p> <p><u>(4) other matters deemed necessary by the Board of Directors.</u></p>

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224	<p>Article 204 The President and other senior management of the Bank shall abide by their faithful and diligent duties in accordance with laws, administrative regulations, rules, regulatory provisions and this Articles of Association, demonstrate high standards of professional ethics, assume the obligations of loyalty, diligence and prudence to the Bank, perform their duties in good faith with due care and prudence, ensure dedication of sufficient time and energy to their duties and avoid negligence or breach of authority in performing their duties.</p> <p>Senior management of the Bank shall be responsible for indemnifying the Bank for losses incurred by the Bank as a result of their violation of laws, administrative regulations, departmental rules or this Articles of Association when discharging their powers.</p> <p>Senior management of the Bank shall faithfully perform their duties and safeguard the best interests of the Bank and all its shareholders. Any senior management personnel of the Bank who fail to faithfully perform their duties or violate the fiduciary duties, which harms the interests of the Bank or public shareholders, shall be liable to pay damages in accordance with the law.</p>	<p>Article—204 194 The President and other senior management <u>members</u> of the Bank shall abide by their faithful and diligent duties in accordance with laws, administrative regulations, <u>departmental</u> rules, regulatory provisions and this Articles of Association, demonstrate high standards of professional ethics, assume the obligations of loyalty, diligence and prudence to the Bank, perform their duties in good faith with due care and prudence, ensure dedication of sufficient time and energy to their duties and avoid negligence or breach of authority in performing their duties. <u>The provisions concerning the duties of loyalty and diligence of the Directors specified under this Articles of Association shall also apply to the senior management members.</u></p> <p><u>The Bank shall be liable for any damage caused to others by a senior management member in the performance of his/her duties at the Bank. The senior management member shall also be held compensation liability for any intentional or gross negligence.</u> Senior management <u>members</u> of the Bank shall be responsible for indemnifying the Bank for losses incurred by the Bank as a result of their violation of laws, administrative regulations, departmental rules or this Articles of Association when discharging their powers.</p> <p>Senior management <u>members</u> of the Bank shall faithfully perform their duties and safeguard the best interests of the Bank and all its shareholders. Any senior management personnel of the Bank who fail to faithfully perform their duties or violate the fiduciary duties, which harms the interests of the Bank or public shareholders, shall be liable to pay damages in accordance with the law.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
225	Article 205 The President and other senior management may resign before expiration of their terms of office and the specific procedures and measures of his resignation shall be prescribed by the service contract between them and the Bank.	Article—205 195 The President and other senior management may resign before expiration of their terms of office and the specific procedures and measures of his resignation shall be prescribed by the service contract between them and the Bank. <u>The provisions of this Articles of Association concerning the departure of the Directors shall also apply to the senior management members.</u>
226	CHAPTER 11. Supervisors and the Board of Supervisors	CHAPTER 11. Supervisors and the Board of Supervisors
227	Section 1 Supervisors	Section 1 Supervisors
228	Article 206 Supervisors shall include shareholder representative Supervisors, external Supervisors, and employee representative Supervisors. Both the external Supervisors and the employee representative Supervisors shall account for no less than one-third of the members on the Board of Supervisors of the Bank respectively.	Article 206 Supervisors shall include shareholder representative Supervisors, external Supervisors, and employee representative Supervisors. Both the external Supervisors and the employee representative Supervisors shall account for no less than one-third of the members on the Board of Supervisors of the Bank respectively.
229	Article 207 Directors and senior management of the Bank may not serve concurrently as Supervisors.	Article 207 Directors and senior management of the Bank may not serve concurrently as Supervisors.
230	Article 208 The method and procedures for nominating a shareholder representative Supervisor are as follows: (1) the Board of Supervisors or shareholders holding, alone or in aggregate, 3% or more of the total number of voting shares of the Bank are entitled to propose a candidate for election as shareholder representative Supervisor at the Shareholders' General Meeting; (2) the Nomination Committee of the Board of Supervisors will conduct a preliminary review of shareholder representative supervisor candidates in regards to their qualifications and conditions and submit any qualified candidates to the Board of Supervisors for its consideration; upon approval of the Board of Supervisors, the proposals in writing shall then be submitted to the Shareholders' General Meeting;	Article 208 The method and procedures for nominating a shareholder representative Supervisor are as follows: (1) the Board of Supervisors or shareholders holding, alone or in aggregate, 3% or more of the total number of voting shares of the Bank are entitled to propose a candidate for election as shareholder representative Supervisor at the Shareholders' General Meeting; (2) the Nomination Committee of the Board of Supervisors will conduct a preliminary review of shareholder representative supervisor candidates in regards to their qualifications and conditions and submit any qualified candidates to the Board of Supervisors for its consideration; upon approval of the Board of Supervisors, the proposals in writing shall then be submitted to the Shareholders' General Meeting;

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	<p>(3) the shareholder representative Supervisor candidate shall, prior to publication of the notice of the Shareholders' General Meeting, make a written undertaking specifying his/her consent to be nominated, his/her representation that his/her information as disclosed are true, accurate and complete, and the undertaking to fulfill his/her obligations as a Supervisor of the Bank if so elected;</p> <p>(4) The intention to nominate a candidate for Supervisor, the written notification of the candidate's consent to be nominated and the relevant written materials regarding the nominees shall be delivered to the Bank not less than 7 days prior to the publication date of notice of the Shareholders' General Meeting. The nominator shall provide the shareholders with the resume and basic details of the nominee.</p> <p>(5) The Board of Supervisors shall as prescribed by laws, regulations and this Articles of Association provide to the shareholders the detailed information of the shareholder representative Supervisor candidates prior to the Shareholders' General Meeting to ensure the shareholders have informed knowledge of the candidate when voting.</p>	<p>(3) the shareholder representative Supervisor candidate shall, prior to publication of the notice of the Shareholders' General Meeting, make a written undertaking specifying his/her consent to be nominated, his/her representation that his/her information as disclosed are true, accurate and complete, and the undertaking to fulfill his/her obligations as a Supervisor of the Bank if so elected;</p> <p>(4) The intention to nominate a candidate for Supervisor, the written notification of the candidate's consent to be nominated and the relevant written materials regarding the nominees shall be delivered to the Bank not less than 7 days prior to the publication date of notice of the Shareholders' General Meeting. The nominator shall provide the shareholders with the resume and basic details of the nominee.</p> <p>(5) The Board of Supervisors shall as prescribed by laws, regulations and this Articles of Association provide to the shareholders the detailed information of the shareholder representative Supervisor candidates prior to the Shareholders' General Meeting to ensure the shareholders have informed knowledge of the candidate when voting.</p>
231	Article 209 Employee representative Supervisors shall be nominated by the Board of Supervisors and the Labor Union of the Bank and elected, removed and replaced by the Congress of Employees or other democratic processes by the employees of the Bank.	Article 209 Employee representative Supervisors shall be nominated by the Board of Supervisors and the Labor Union of the Bank and elected, removed and replaced by the Congress of Employees or other democratic processes by the employees of the Bank.
232	Article 210 The Supervisors shall have a term of office of 3 years, and may be re-elected upon the expiration of their term of office.	Article 210 The Supervisors shall have a term of office of 3 years, and may be re-elected upon the expiration of their term of office.
233	Article 211 Supervisors shall attend meetings of the Board of Supervisors in person. If Supervisors are unable to attend the meeting in person for certain reasons, they may entrust other Supervisors in writing to attend the meeting as their proxy. The letter of proxy shall include particulars such as	Article 211 Supervisors shall attend meetings of the Board of Supervisors in person. If Supervisors are unable to attend the meeting in person for certain reasons, they may entrust other Supervisors in writing to attend the meeting as their proxy. The letter of proxy shall include particulars such as

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	the names of proxies, entrusted matter, scope of authorization and duration of the authorization, and be signed or stamped by the principal.	the names of proxies, entrusted matter, scope of authorization and duration of the authorization, and be signed or stamped by the principal.
234	<p>Article 212 A Supervisor may resign before the expiration of his term of office. Supervisor resigning shall submit a written resignation report to the Board of Supervisors. The provisions on resignation of Supervisors may refer to those on resignation of Directors as specified in section 1 of chapter 8 of this Articles of Association.</p> <p>If a failure to elect a new Supervisor in time upon the term of office of the original Supervisor expires, or the resignation of a Supervisor during his term of office causes the number of Supervisors fall below the statutory minimum number, the original Supervisor shall fulfill the Supervisor's duties in accordance with laws, administrative regulations, rules, regulatory provisions and this Articles of Association before the new Supervisor takes office.</p>	<p>Article 212 A Supervisor may resign before the expiration of his term of office. Supervisor resigning shall submit a written resignation report to the Board of Supervisors. The provisions on resignation of Supervisors may refer to those on resignation of Directors as specified in section 1 of chapter 8 of this Articles of Association.</p> <p>If a failure to elect a new Supervisor in time upon the term of office of the original Supervisor expires, or the resignation of a Supervisor during his term of office causes the number of Supervisors fall below the statutory minimum number, the original Supervisor shall fulfill the Supervisor's duties in accordance with laws, administrative regulations, rules, regulatory provisions and this Articles of Association before the new Supervisor takes office.</p>
235	Article 213 Supervisors should abide by law, administrative regulations, rules, regulatory provisions and this Articles of Association and should carry out their obligations faithfully and diligently.	Article 213 Supervisors should abide by law, administrative regulations, rules, regulatory provisions and this Articles of Association and should carry out their obligations faithfully and diligently.
236	Article 214 Supervisors shall ensure the truthfulness, accuracy and completeness of information disclosed by the Bank and sign the written confirmation for periodic reports.	Article 214 Supervisors shall ensure the truthfulness, accuracy and completeness of information disclosed by the Bank and sign the written confirmation for periodic reports.
237	<p>Article 215 The Supervisors may attend the meetings of the Board of Directors, meetings of the specialized committees of the Board of Directors and meetings of the senior management as nonvoting delegates, and the Supervisors so present may query the matters or make proposals in relation to the matters deliberated at these meetings, but have no voting right.</p> <p>The Supervisors attending the meetings of the Board of Directors as non-voting delegates shall report to the Board of Supervisors in relation to the meetings of the Board of Directors.</p>	<p>Article 215 The Supervisors may attend the meetings of the Board of Directors, meetings of the specialized committees of the Board of Directors and meetings of the senior management as nonvoting delegates, and the Supervisors so present may query the matters or make proposals in relation to the matters deliberated at these meetings, but have no voting right.</p> <p>The Supervisors attending the meetings of the Board of Directors as non-voting delegates shall report to the Board of Supervisors in relation to the meetings of the Board of Directors.</p>

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238	Article 216 The Board of Supervisors may designate Supervisors to attend the meeting of the senior management, if necessary.	Article 216 The Board of Supervisors may designate Supervisors to attend the meeting of the senior management, if necessary.
239	Article 217 Supervisors should not harm the interests of the Bank by manipulating their position and shall indemnify the Bank for any losses incurred by the Bank therefrom.	Article 217 Supervisors should not harm the interests of the Bank by manipulating their position and shall indemnify the Bank for any losses incurred by the Bank therefrom.
240	Article 218 The Supervisors shall compensate the Bank for any losses incurred by the Bank resulting from their violation of laws, administrative regulations, rules and this Articles of Association when performing their duties.	Article 218 The Supervisors shall compensate the Bank for any losses incurred by the Bank resulting from their violation of laws, administrative regulations, rules and this Articles of Association when performing their duties.
241	Section 2 External Supervisors	Section 2 External Supervisors
242	<p>Article 219 External Supervisor of the Bank means the Supervisor who does not hold any other positions in the Bank except for Supervisor, and has no relationship with the Bank and its shareholders or de facto controller that may impact on his independent and objective judgment.</p> <p>The qualifications, nomination, election, removal and resignation procedures of external Supervisors in the Bank may refer to those of independent Directors in this Articles of Association.</p> <p>The term of office of external Supervisors shall conform to the requirements of relevant regulatory authorities.</p>	<p>Article 219 External Supervisor of the Bank means the Supervisor who does not hold any other positions in the Bank except for Supervisor, and has no relationship with the Bank and its shareholders or de facto controller that may impact on his independent and objective judgment.</p> <p>The qualifications, nomination, election, removal and resignation procedures of external Supervisors in the Bank may refer to those of independent Directors in this Articles of Association.</p> <p>The term of office of external Supervisors shall conform to the requirements of relevant regulatory authorities.</p>
243	<p>Article 220 The external Supervisors shall work at the Bank for no less than 15 days per year. External Supervisors may entrust other external Supervisors to attend the meeting of the Board of Supervisors as proxy; however, the external Supervisors shall attend in person no less than two-thirds of the onsite meetings of the Board of Supervisors convened during a year.</p> <p>If an external Supervisor fails to attend in person two-thirds of the meetings of the Board of Supervisors convened during a year, the Board of Supervisors shall propose to the Shareholders' General Meeting to remove such external Supervisor.</p>	<p>Article 220 The external Supervisors shall work at the Bank for no less than 15 days per year. External Supervisors may entrust other external Supervisors to attend the meeting of the Board of Supervisors as proxy; however, the external Supervisors shall attend in person no less than two thirds of the onsite meetings of the Board of Supervisors convened during a year.</p> <p>If an external Supervisor fails to attend in person two thirds of the meetings of the Board of Supervisors convened during a year, the Board of Supervisors shall propose to the Shareholders' General Meeting to remove such external Supervisor.</p>

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244	Article 221 External Supervisors enjoy the rights of Supervisors, supervise the Board of Directors and the senior management, and conducts activities within the authority of the Board of Supervisors in accordance with the resolutions of the Board of Supervisors.	Article 221 External Supervisors enjoy the rights of Supervisors, supervise the Board of Directors and the senior management, and conducts activities within the authority of the Board of Supervisors in accordance with the resolutions of the Board of Supervisors.
245	Article 222 External Supervisor shall be deemed as committing a serious failure in performing his duties under any of the following circumstances: (1) disclosure of the Bank's commercial secrets and harming the Bank's legitimate interests; (2) accepting improper interests during the performance of his duties; (3) taking advantage of the position of external Supervisor to seek for private interests; (4) failure to identify problems which should have been identified during supervision and examination or failure to report the problems identified, thereby causing material losses to the Bank; (5) other serious misconducts identified by the banking regulatory authority of the State Council.	Article 222 External Supervisor shall be deemed as committing a serious failure in performing his duties under any of the following circumstances: (1) disclosure of the Bank's commercial secrets and harming the Bank's legitimate interests; (2) accepting improper interests during the performance of his duties; (3) taking advantage of the position of external Supervisor to seek for private interests; (4) failure to identify problems which should have been identified during supervision and examination or failure to report the problems identified, thereby causing material losses to the Bank; (5) other serious misconducts identified by the banking regulatory authority of the State Council.
246	Article 223 The external Supervisory evaluation report to be considered by the Shareholders' General Meeting shall at least include information on the number of meetings of the Board of Supervisors attended by external Supervisors, the Board of Supervisors' guidance and supervision of internal audit work organized or participated in by the external Supervisors, performance of the Supervisors' supervisory duties.	Article 223 The external Supervisory evaluation report to be considered by the Shareholders' General Meeting shall at least include information on the number of meetings of the Board of Supervisors attended by external Supervisors, the Board of Supervisors' guidance and supervision of internal audit work organized or participated in by the external Supervisors, performance of the Supervisors' supervisory duties.
247	Article 224 The Bank shall pay remuneration and allowances to the external Supervisors. Payment standard shall be formulated by the Nomination Committee of the Board of Supervisors with reference to that for independent	Article 224 The Bank shall pay remuneration and allowances to the external Supervisors. Payment standard shall be formulated by the Nomination Committee of the Board of Supervisors with reference to that for independent

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	Directors. The payment standard shall be submitted to the Shareholders' General Meeting for approval after being approved by the Board of Supervisors.	Directors. The payment standard shall be submitted to the Shareholders' General Meeting for approval after being approved by the Board of Supervisors.
248	Section 3 The Board of Supervisors	Section 3 The Board of Supervisors
249	Article 225 The Bank shall have a Board of Supervisors. The Board of Supervisors shall be the supervisory authority of the Bank, and be accountable to the Shareholders' General Meeting.	Article 225 The Bank shall have a Board of Supervisors. The Board of Supervisors shall be the supervisory authority of the Bank, and be accountable to the Shareholders' General Meeting.
250	<p>Article 226 The Board of Supervisors of the Bank shall consist of no less than 5 but no more than 9 Supervisors, including one shareholder representative Supervisor, two to four external Supervisors and two to four employee representative Supervisors. The number of Board of Supervisors shall be determined by the Shareholders' General Meeting.</p> <p>The Board of Supervisors shall have one chief Supervisor and may include one vice chief Supervisor. Both of them shall be served by full-time personnel with expertise and working experience in at least one of financial matters, audit, finance and law.</p> <p>The chief Supervisor and vice chief Supervisor of the Board of Supervisors shall be appointed or removed through voting by no less than two-thirds of all Supervisors.</p>	<p>Article 226 The Board of Supervisors of the Bank shall consist of no less than 5 but no more than 9 Supervisors, including one shareholder representative Supervisor, two to four external Supervisors and two to four employee representative Supervisors. The number of Board of Supervisors shall be determined by the Shareholders' General Meeting.</p> <p>The Board of Supervisors shall have one chief Supervisor and may include one vice chief Supervisor. Both of them shall be served by full-time personnel with expertise and working experience in at least one of financial matters, audit, finance and law.</p> <p>The chief Supervisor and vice chief Supervisor of the Board of Supervisors shall be appointed or removed through voting by no less than two thirds of all Supervisors.</p>
251	Article 227 The Board of Supervisors shall establish the office of the Board of Supervisors as the executive body of the Board of Supervisors. The office of the Board of Supervisors shall be in charge of the day-to-day work of the Board of Supervisors and its special committees, including implementing the specific supervision, preparation for the meetings of the Board of Supervisors and its special committees, preparation of documents and minutes of such meetings, etc.	Article 227 The Board of Supervisors shall establish the office of the Board of Supervisors as the executive body of the Board of Supervisors. The office of the Board of Supervisors shall be in charge of the day to day work of the Board of Supervisors and its special committees, including implementing the specific supervision, preparation for the meetings of the Board of Supervisors and its special committees, preparation of documents and minutes of such meetings, etc.
252	Article 228 The Board of Supervisors shall exercise the following powers:	Article 228 The Board of Supervisors shall exercise the following powers:

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	<p>(1) to propose an extraordinary Shareholders' General Meeting, convene and preside over the Shareholders' General Meeting if the Board of Directors fails to fulfill its duty to convene and preside over the Shareholders' General Meeting;</p> <p>(2) to submit proposals to the Shareholders' General Meeting;</p> <p>(3) to supervise the Board of Directors' work to establish a sound operating philosophy, value norms and the development strategy commensurate with the conditions of the Bank;</p> <p>(4) to supervise and assess the performance of duties by the Board of Directors, the senior management and their members and, when any Director or senior management member acts against the interests of the Bank, require the Director or senior management member to take corrective action, propose to dismiss the Director or senior management member who violates laws, administrative regulations, this Articles of Association or resolutions of the Shareholders' General Meeting or file a lawsuit in accordance with the law regarding the same;</p> <p>(5) to supervise the selection and engagement procedures of Directors;</p> <p>(6) to supervise the implementation of the Bank's remuneration policy and the scientificity and rationality of the remuneration plan for senior management;</p> <p>(7) to conduct supervisory review of business decisions, financial activities, risk management and internal control of the Bank and urge necessary rectification actions to be taken;</p> <p>(8) to review and give written opinion on periodic reports of the Bank prepared by the Board of Directors; to verify the financial information such as financial reports, business reports and profit distribution plan, etc. that the Board of</p>	<p>(1) to propose an extraordinary Shareholders' General Meeting, convene and preside over the Shareholders' General Meeting if the Board of Directors fails to fulfill its duty to convene and preside over the Shareholders' General Meeting;</p> <p>(2) to submit proposals to the Shareholders' General Meeting;</p> <p>(3) to supervise the Board of Directors' work to establish a sound operating philosophy, value norms and the development strategy commensurate with the conditions of the Bank;</p> <p>(4) to supervise and assess the performance of duties by the Board of Directors, the senior management and their members and, when any Director or senior management member acts against the interests of the Bank, require the Director or senior management member to take corrective action, propose to dismiss the Director or senior management member who violates laws, administrative regulations, this Articles of Association or resolutions of the Shareholders' General Meeting or file a lawsuit in accordance with the law regarding the same;</p> <p>(5) to supervise the selection and engagement procedures of Directors;</p> <p>(6) to supervise the implementation of the Bank's remuneration policy and the scientificity and rationality of the remuneration plan for senior management;</p> <p>(7) to conduct supervisory review of business decisions, financial activities, risk management and internal control of the Bank and urge necessary rectification actions to be taken;</p> <p>(8) to review and give written opinion on periodic reports of the Bank prepared by the Board of Directors; to verify the financial information such as financial reports, business reports and profit distribution plan, etc. that the Board of</p>

Amendments to the Articles		
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	<p>Directors intends to submit to the Shareholders' General Meeting and, if in doubt, is able to appoint, in the name of the Bank, a certified public accountant or practicing auditor to assist in re-reviewing such information;</p> <p>(9) to investigate any abnormalities it discovers in business operations of the Bank; where necessary, to engage an accounting firm, law firm and other professional agencies at the cost of the Bank to assist in its work;</p> <p>(10) other powers conferred by the Shareholders' General Meeting as well as by applicable laws, administrative regulations and rules and this Articles of Association.</p>	<p>Directors intends to submit to the Shareholders' General Meeting and, if in doubt, is able to appoint, in the name of the Bank, a certified public accountant or practicing auditor to assist in re-reviewing such information;</p> <p>(9) to investigate any abnormalities it discovers in business operations of the Bank; where necessary, to engage an accounting firm, law firm and other professional agencies at the cost of the Bank to assist in its work;</p> <p>(10) other powers conferred by the Shareholders' General Meeting as well as by applicable laws, administrative regulations and rules and this Articles of Association.</p>
253	Article 229 The Board of Supervisors shall formulate the rules of procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making. The rules of procedure of the Board of Supervisors shall be implemented after being approved by the Shareholders' General Meeting.	Article 229 The Board of Supervisors shall formulate the rules of procedure of the Board of Supervisors to ensure its efficiency and scientific decision making. The rules of procedure of the Board of Supervisors shall be implemented after being approved by the Shareholders' General Meeting.
254	<p>Article 230 The results of the audits by the internal audit department of the Bank on the internal operational departments and branches of the Bank shall be delivered to the Board of Supervisors in a timely and complete manner. If the Board of Supervisors has any doubts in relation to the audit results submitted by the internal audit departments, the Board of Supervisors is entitled to require the Board of Directors, senior management or the internal audit department of the Bank to make explanation.</p> <p>The profit distribution plan proposed by the Board of Directors shall be submitted to the Board of Supervisors in advance. The Board of Supervisors shall express its opinions on the compliance and rationality of profit distribution plan.</p>	<p>Article 230 The results of the audits by the internal audit department of the Bank on the internal operational departments and branches of the Bank shall be delivered to the Board of Supervisors in a timely and complete manner. If the Board of Supervisors has any doubts in relation to the audit results submitted by the internal audit departments, the Board of Supervisors is entitled to require the Board of Directors, senior management or the internal audit department of the Bank to make explanation.</p> <p>The profit distribution plan proposed by the Board of Directors shall be submitted to the Board of Supervisors in advance. The Board of Supervisors shall express its opinions on the compliance and rationality of profit distribution plan.</p>
255	Article 231 The Board of Supervisors is entitled to consult relevant personnel and institutions of the Bank for information when discharging duties, and the relevant personnel and institutions shall be cooperative.	Article 231 The Board of Supervisors is entitled to consult relevant personnel and institutions of the Bank for information when discharging duties, and the relevant personnel and institutions shall be cooperative.

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	The Board of Supervisors may engage professional advisers such as lawyers and certified public accountants to provide services and professional opinions, and the reasonable expenses so incurred shall be borne by the Bank.	The Board of Supervisors may engage professional advisers such as lawyers and certified public accountants to provide services and professional opinions, and the reasonable expenses so incurred shall be borne by the Bank.
256	Article 232 The Board of Supervisors enjoys the right to know, the right to make proposals and the right to report conferred by laws and regulations. The Bank shall adopt measures to safeguard Supervisors' right to know and provide relevant information and material to the Board of Supervisors in a timely manner and in accordance with applicable rules and provide necessary assistance to Supervisors in properly performing duties, which shall be protected from interference and hindrance by any person. The Board of Supervisors may make proposals to the Board of Directors and senior management and may report to the Shareholders' General Meeting where necessary.	Article 232 The Board of Supervisors enjoys the right to know, the right to make proposals and the right to report conferred by laws and regulations. The Bank shall adopt measures to safeguard Supervisors' right to know and provide relevant information and material to the Board of Supervisors in a timely manner and in accordance with applicable rules and provide necessary assistance to Supervisors in properly performing duties, which shall be protected from interference and hindrance by any person. The Board of Supervisors may make proposals to the Board of Directors and senior management and may report to the Shareholders' General Meeting where necessary.
257	Article 233 The chief Supervisor of the Board of Supervisors shall exercise the following powers: (1) to convene and preside over meetings of the Board of Supervisors; (2) to organize the implementation of responsibilities of the Board of Supervisors; (3) to review, decide on and sign the reports and resolutions of the Board of Supervisors as well as other important documents; (4) to report the work of the Board of Directors to the Shareholders' General Meeting on behalf of the Board of Supervisors; (5) other responsibilities and powers as stipulated by laws, administrative regulations and rules or this Articles of Association.	Article 233 The chief Supervisor of the Board of Supervisors shall exercise the following powers: (1) to convene and preside over meetings of the Board of Supervisors; (2) to organize the implementation of responsibilities of the Board of Supervisors; (3) to review, decide on and sign the reports and resolutions of the Board of Supervisors as well as other important documents; (4) to report the work of the Board of Directors to the Shareholders' General Meeting on behalf of the Board of Supervisors; (5) other responsibilities and powers as stipulated by laws, administrative regulations and rules or this Articles of Association.

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258	Article 234 The Board of Supervisors shall deliberate matters through the meeting of the Board of Supervisors. The meetings of the Board of Supervisors include regular meetings and interim meetings.	Article 234 The Board of Supervisors shall deliberate matters through the meeting of the Board of Supervisors. The meetings of the Board of Supervisors include regular meetings and interim meetings.
259	Article 235 The Board of Supervisors shall convene at least 4 regular meetings each year. The Board of Supervisor shall notify all Supervisors in writing 10 days prior to the meeting.	Article 235 The Board of Supervisors shall convene at least 4 regular meetings each year. The Board of Supervisor shall notify all Supervisors in writing 10 days prior to the meeting.
260	Article 236 The chief Supervisor of the Board of Supervisors shall convene and preside over an interim meeting of the Board of Supervisors within 10 days upon receipt of the relevant proposal under any of the following circumstances: (1) the chief Supervisor of the Board of Supervisors deems necessary; (2) more than one third of the Supervisors jointly propose such a meeting; (3) all external Supervisors propose such a meeting.	Article 236 The chief Supervisor of the Board of Supervisors shall convene and preside over an interim meeting of the Board of Supervisors within 10 days upon receipt of the relevant proposal under any of the following circumstances: (1) the chief Supervisor of the Board of Supervisors deems necessary; (2) more than one third of the Supervisors jointly propose such a meeting; (3) all external Supervisors propose such a meeting.
261	Article 237 The notice of the meeting of the Board of Supervisors in writing shall include information on the venue, time and duration of the meeting, causes and subject matters, as well as the date of the notice.	Article 237 The notice of the meeting of the Board of Supervisors in writing shall include information on the venue, time and duration of the meeting, causes and subject matters, as well as the date of the notice.
262	Article 238 The meeting of the Board of Supervisors shall be convened and presided over by the chief Supervisor of the Board of Supervisors. When the chief Supervisor is unable to perform his duties or fails to discharge his duties, the vice chief Supervisor shall convene and preside over the meeting of the Board of Supervisors. When the vice chief Supervisor is unable to perform his duties or fails to discharge his duties, a Supervisor elected by a majority of the Supervisors shall convene and preside over the meeting.	Article 238 The meeting of the Board of Supervisors shall be convened and presided over by the chief Supervisor of the Board of Supervisors. When the chief Supervisor is unable to perform his duties or fails to discharge his duties, the vice chief Supervisor shall convene and preside over the meeting of the Board of Supervisors. When the vice chief Supervisor is unable to perform his duties or fails to discharge his duties, a Supervisor elected by a majority of the Supervisors shall convene and preside over the meeting.
263	Article 239 The meeting of the Board of Supervisors shall be held only if a majority of the Supervisors attend at the meeting.	Article 239 The meeting of the Board of Supervisors shall be held only if a majority of the Supervisors attend at the meeting.

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264	<p>Article 240 All members of the Board of Supervisors shall have the right to speak at the meeting; and the Board of Supervisors shall discuss proposals proposed by any Supervisor.</p> <p>When deliberating relevant proposals and reports, the Board of Supervisors may require the Directors, President and other senior management as well as internal and external auditors of the Bank to attend the meeting of the Board of Supervisors as non-voting delegates to give necessary explanations on relevant matters and to answer the issues the Board of Directors concerns.</p>	<p>Article 240 All members of the Board of Supervisors shall have the right to speak at the meeting; and the Board of Supervisors shall discuss proposals proposed by any Supervisor.</p> <p>When deliberating relevant proposals and reports, the Board of Supervisors may require the Directors, President and other senior management as well as internal and external auditors of the Bank to attend the meeting of the Board of Supervisors as non voting delegates to give necessary explanations on relevant matters and to answer the issues the Board of Directors concerns.</p>
265	<p>Article 241 Voting at an onsite meeting of the Board of Supervisors (including video conference and teleconference) shall be made by show of hands or by poll. If a Supervisor participates in the onsite meeting through telephone or similar communication equipment, as long as he/she can make himself heard by the other participants at the meeting and can communicate and discuss with them instantly, all participating Supervisors shall be deemed to be present at the meeting in person. The meeting of the Board of Supervisors can pass resolution by way of voting through written circulation provided that the Supervisors are guaranteed to fully express their opinions and such resolution shall be signed by the participating Supervisors. Voting through written circulation shall have a voting time limit, and Supervisors who fail to vote within such voting time limit shall be deemed as abstaining from voting.</p>	<p>Article 241 Voting at an onsite meeting of the Board of Supervisors (including video conference and teleconference) shall be made by show of hands or by poll. If a Supervisor participates in the onsite meeting through telephone or similar communication equipment, as long as he/she can make himself heard by the other participants at the meeting and can communicate and discuss with them instantly, all participating Supervisors shall be deemed to be present at the meeting in person. The meeting of the Board of Supervisors can pass resolution by way of voting through written circulation provided that the Supervisors are guaranteed to fully express their opinions and such resolution shall be signed by the participating Supervisors. Voting through written circulation shall have a voting time limit, and Supervisors who fail to vote within such voting time limit shall be deemed as abstaining from voting.</p>
266	<p>Article 242 Resolutions of the Board of Supervisors shall be passed with the approval of more than two-thirds of all Supervisors.</p>	<p>Article 242 Resolutions of the Board of Supervisors shall be passed with the approval of more than two thirds of all Supervisors.</p>
267	<p>Article 243 Minutes shall be made for the meetings of the Board of Supervisors and be signed by the Supervisors attending the meeting or their proxies and the recorder. Supervisors are entitled to request the recording of their reservations in the meeting minutes or the explanations in relation to their speeches at the meeting. Minutes of the</p>	<p>Article 243 Minutes shall be made for the meetings of the Board of Supervisors and be signed by the Supervisors attending the meeting or their proxies and the recorder. Supervisors are entitled to request the recording of their reservations in the meeting minutes or the explanations in relation to their speeches at the meeting. Minutes of the</p>

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	<p>meetings of the Board of Supervisors shall be kept permanently.</p> <p>Decisions, resolutions and the minutes of meetings of the Board of Supervisors shall be promptly submitted to the banking regulatory authority of the State Council.</p>	<p>meetings of the Board of Supervisors shall be kept permanently.</p> <p>Decisions, resolutions and the minutes of meetings of the Board of Supervisors shall be promptly submitted to the banking regulatory authority of the State Council.</p>
268	CHAPTER 12. Qualifications, Obligations and Incentive Mechanism of Directors, Supervisors, President and Other Senior Management Personnel	CHAPTER 128. Qualifications, Obligations and Incentive Mechanism of Directors, Supervisors, President and Other Senior Management Personnel
269	Article 244 The qualifications of Directors, Supervisors, President and other senior management personnel of the Bank shall be in conformity with relevant laws, administrative regulations, requirements of the banking regulatory authority of the State Council or other relevant supervisory and regulatory authorities and this Articles of Association, and shall be submitted to the banking regulatory authority of the State Council for examination pursuant to regulatory requirements.	Article—244 196 The qualifications of Directors, Supervisors , President and other senior management personnel of the Bank shall be in conformity with relevant laws, administrative regulations, requirements of the banking regulatory authority of the State Council or other relevant supervisory and regulatory authorities and this Articles of Association, and shall be submitted to the banking regulatory authority of the State Council for examination pursuant to regulatory requirements.
270	<p>Article 245 A person with one of the following circumstances shall not serve as Director, Supervisor, President and other member of the senior management of the Bank:</p> <p>(1) the person who is incapable or with limited capabilities under civil laws;</p> <p>(2) the person has been convicted of an offence of corruption, bribery, misappropriation or embezzlement of properties or violating social and economic order, and less than five years have elapsed since the expiration of the enforcement period; or the person has been deprived of political rights due to conviction and less than five years have elapsed since the expiration of the enforcement period;</p> <p>(3) the person is a former director or factory manager or manager of a company or enterprise which has become insolvent and such person is personally liable for the</p>	<p>Article—245 197 A person with one of the following circumstances shall not serve as Director, Supervisor, President and other member of the senior management of the Bank:</p> <p>(1) the person who is incapable or with limited capabilities under civil laws;</p> <p>(2) the person has been convicted of an offence of corruption, bribery, misappropriation or embezzlement of properties or violating social and economic order, and less than five years have elapsed since the expiration of the enforcement period; or the person has been deprived of political rights due to conviction and less than five years have elapsed since the expiration of the enforcement period, <u>or less than two (2) years have elapsed since the expiration of the probation period if having been placed on probation;</u></p>

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	<p>insolvency of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;</p> <p>(4) the person was the legal representative of a company or an enterprise whose business license has been revoked as a result of the violation of the laws and who is personally liable, where less than three years have elapsed since the date of revocation of the business license of such company or enterprise.</p> <p>(5) the person has a relatively large amount of personal indebtedness which is overdue and outstanding;</p> <p>(6) the person having a case against him/her open for investigation for his/her violation of criminal law;</p> <p>(7) the person who, in accordance with laws and regulations, cannot be a company leader;</p> <p>(8) a non-natural person;</p> <p>(9) the person who was ruled by the securities regulatory authority of the State Council as having violated securities laws and regulations where fraud or dishonesty is involved and less than five years have elapsed since the date of such ruling;</p> <p>(10) the person who has been forbidden by the securities regulatory authority of the State Council from access to the securities market and the enforcement period has not expired;</p> <p>(11) other circumstances as stipulated by laws, administrative regulations or rules.</p> <p>Person who holds administrative positions other than director and supervisor in the controlling shareholder of the Bank shall not be a member of senior management of the Bank.</p>	<p>(3) the person is a former director or factory manager or manager of a company or enterprise which has become insolvent and such person is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;</p> <p>(4) the person was the legal representative of a company or an enterprise whose business license has been revoked <u>or has been ordered to close down</u> as a result of the violation of the laws and who is personally liable, where less than three (3) years have elapsed since the date of revocation of the business license <u>or order to close down</u> of such company or enterprise.</p> <p>(5) the person has a relatively large amount of personal indebtedness which is overdue and outstanding <u>and who therefore have been included in the list of the faithless persons subjected to enforcement by the people's court;</u></p> <p>(6) the person having <u>a criminal record of intentional crimes or gross negligence;</u> a case against him/her open for investigation for his/her violation of criminal law;</p> <p>(7) the person who, in accordance with laws and regulations, cannot be a company leader;</p> <p>(8) a non natural person;</p> <p>(9) the person who was ruled by the securities regulatory authority of the State Council as having violated securities laws and regulations where fraud or dishonesty is involved and less than five years have elapsed since the date of such ruling;</p> <p>(10) (7) the person who has been forbidden by the securities regulatory authority of the State Council from access to the securities market and the enforcement period has not expired;</p>

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	Election, appointment or engagement of Directors, Supervisors and senior management personnel in violation of this Articles of Association shall be void. In the event that any circumstance above occurs during the term of office of a Director, Supervisor or senior management personnel, the Director, Supervisor or senior management personnel shall be dismissed from his/her position by the Bank.	<p><u>(8) the person who has been publicly declared by the stock exchange as unfit to serve as director or senior management member of a listed company, with the period not yet expired;</u></p> <p><u>(9) the person who has been recognized by the banking regulatory authority of the State Council as unfit to serve as director or senior management member of a banking financial institution;</u></p> <p>(11) <u>(10)</u> other circumstances as stipulated by laws, administrative regulations or <u>departmental</u> rules.</p> <p>Person who holds administrative positions other than director and supervisor in the controlling shareholder of the Bank shall not be a member of senior management of the Bank.</p> <p>Election, appointment or engagement of Directors, Supervisors and senior management personnel in violation of this Articles of Association shall be void. In the event that any circumstance above occurs during the term of office of a Director, Supervisor or senior management personnel, the Director, Supervisor or senior management personnel shall be dismissed from his/her position <u>and shall cease performing his/her duties</u> by the Bank.</p>
271	Article 246 The validity towards a third party of a conduct of Directors, President and other senior management personnel of the Bank acting on behalf of the Bank with a bona fide shall not be affected by the irregularities in the appointment, election or qualification of such person.	Article 246 The validity towards a third party of a conduct of Directors, President and other senior management personnel of the Bank acting on behalf of the Bank with a bona fide shall not be affected by the irregularities in the appointment, election or qualification of such person.
272	Article 247 In addition to the obligations required by laws, administrative regulation or requirements of securities supervision and regulation of the place where the shares of the Bank are listed, Directors, Supervisors, President and other senior management personnel shall owe a duty to each shareholder in respect of the following obligations when discharging the duties and powers entrusted to them by the Bank:	Article 247 In addition to the obligations required by laws, administrative regulation or requirements of securities supervision and regulation of the place where the shares of the Bank are listed, Directors, Supervisors, President and other senior management personnel shall owe a duty to each shareholder in respect of the following obligations when discharging the duties and powers entrusted to them by the Bank:

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	<p>(1) not to cause the Bank to exceed the business scope specified in its business license;</p> <p>(2) to act faithfully in the best interest of the Bank;</p> <p>(3) not to deprive the Bank of its assets in any manner, including but not limited to usurp the opportunities favorable to the Bank;</p> <p>(4) not to deprive the personal interests of the shareholders, including but not limited to the right to distribution and voting rights, save and except pursuant to a restructuring plan of the Bank submitted to shareholders for approval in Shareholders' General Meetings in accordance with this Articles of Association.</p>	<p>(1) not to cause the Bank to exceed the business scope specified in its business license;</p> <p>(2) to act faithfully in the best interest of the Bank;</p> <p>(3) not to deprive the Bank of its assets in any manner, including but not limited to usurp the opportunities favorable to the Bank;</p> <p>(4) not to deprive the personal interests of the shareholders, including but not limited to the right to distribution and voting rights, save and except pursuant to a restructuring plan of the Bank submitted to shareholders for approval in Shareholders' General Meetings in accordance with this Articles of Association.</p>
273	<p>Article 248 In exercising their rights or discharging their duties, Directors, Supervisors, President and other senior management personnel of the Bank shall exercise the reasonable care, diligence and skill of a reasonable and prudent person acting under similar circumstances.</p>	<p>Article 248 In exercising their rights or discharging their duties, Directors, Supervisors, President and other senior management personnel of the Bank shall exercise the reasonable care, diligence and skill of a reasonable and prudent person acting under similar circumstances.</p>
274	<p>Article 249 In discharging their duties, Directors, Supervisors, President and other senior management personnel of the Bank, shall observe the fiduciary principle and shall not place themselves in a position where their personal interests may conflict with the duties they assumed. Such principle shall include but is not limited to the undertaking of the following obligations:</p> <p>(1) to act faithfully in the best interest of the Bank;</p> <p>(2) to exercise powers within, and not exceed the scope of, their authority;</p> <p>(3) to exercise the discretionary power vested in them personally and without being manipulated by other person, and unless permitted by the laws or administrative regulations or the informed consent of the Shareholders' General Meeting, not to delegate such discretionary power to any other person;</p>	<p>Article 249 In discharging their duties, Directors, Supervisors, President and other senior management personnel of the Bank, shall observe the fiduciary principle and shall not place themselves in a position where their personal interests may conflict with the duties they assumed. Such principle shall include but is not limited to the undertaking of the following obligations:</p> <p>(1) to act faithfully in the best interest of the Bank;</p> <p>(2) to exercise powers within, and not exceed the scope of, their authority;</p> <p>(3) to exercise the discretionary power vested in them personally and without being manipulated by other person, and unless permitted by the laws or administrative regulations or the informed consent of the Shareholders' General Meeting, not to delegate such discretionary power to any other person;</p>

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	<p>(4) to treat the shareholders of the same class equally and to treat the shareholders of different classes fairly;</p> <p>(5) unless otherwise provided herein or with the informed consent of the Shareholders' General Meeting, not to enter into contracts, transactions or arrangements with the Bank;</p> <p>(6) without the informed consent of Shareholders' General Meeting, not to use the property of the Bank in any manner for their own benefits;</p> <p>(7) not to exploit their positions to accept bribes or other unlawful income nor to misappropriate the Bank of its property in any manner, including but not limited to usurp the opportunities beneficial to the Bank;</p> <p>(8) without the informed consent of Shareholders' General Meeting, not to accept any commission in connection with the transactions of the Bank;</p> <p>(9) to abide by this Articles of Association, to perform their duties faithfully, to protect the interests of the Bank, and not to pursue personal benefits by exploiting their positions and authorities in the Bank;</p> <p>(10) without the informed consent of Shareholders' General Meeting, not to compete in any way with the Bank;</p> <p>(11) not to embezzle the funds of the Bank or to lend the funds of the Bank to others in breach of rules; not to deposit the assets of the Bank in the accounts opened under their own names or the names of other persons; not to use the assets of the Bank as guarantee for the liabilities of the shareholders of the Bank or any other persons in breach of rules;</p> <p>(12) without the informed consent of Shareholders' General Meeting, not to disclose any confidential information of the Bank acquired during their terms of office, nor to make use of such information except for the benefit of the Bank,</p>	<p>(4) to treat the shareholders of the same class equally and to treat the shareholders of different classes fairly;</p> <p>(5) unless otherwise provided herein or with the informed consent of the Shareholders' General Meeting, not to enter into contracts, transactions or arrangements with the Bank;</p> <p>(6) without the informed consent of Shareholders' General Meeting, not to use the property of the Bank in any manner for their own benefits;</p> <p>(7) not to exploit their positions to accept bribes or other unlawful income nor to misappropriate the Bank of its property in any manner, including but not limited to usurp the opportunities beneficial to the Bank;</p> <p>(8) without the informed consent of Shareholders' General Meeting, not to accept any commission in connection with the transactions of the Bank;</p> <p>(9) to abide by this Articles of Association, to perform their duties faithfully, to protect the interests of the Bank, and not to pursue personal benefits by exploiting their positions and authorities in the Bank;</p> <p>(10) without the informed consent of Shareholders' General Meeting, not to compete in any way with the Bank;</p> <p>(11) not to embezzle the funds of the Bank or to lend the funds of the Bank to others in breach of rules; not to deposit the assets of the Bank in the accounts opened under their own names or the names of other persons; not to use the assets of the Bank as guarantee for the liabilities of the shareholders of the Bank or any other persons in breach of rules;</p> <p>(12) without the informed consent of Shareholders' General Meeting, not to disclose any confidential information of the Bank acquired during their terms of office, nor to make use of such information except for the benefit of the Bank;</p>

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	<p>provided that such information may be disclosed to a court or other competent governmental authorities under the following circumstances:</p> <p>(a) disclosure is required by the laws;</p> <p>(b) disclosure is required in the public interest;</p> <p>(c) disclosure is required in the interest of such Director, Supervisor, President and other senior management personnel.</p>	<p>provided that such information may be disclosed to a court or other competent governmental authorities under the following circumstances:</p> <p>(a) disclosure is required by the laws;</p> <p>(b) disclosure is required in the public interest;</p> <p>(c) disclosure is required in the interest of such Director, Supervisor, President and other senior management personnel.</p>
275	<p>Article 250 The Director, Supervisor, President and other senior management personnel of the Bank shall not cause any of the following persons or organizations (“related persons”) to do such acts that such Director, Supervisor, President and other senior management personnel are prohibited from doing:</p> <p>(1) the spouses or minor children of the Directors, Supervisors, President and other senior management personnel of the Bank;</p> <p>(2) a trustee of the Directors, Supervisors, President and other senior management personnel of the Bank or of the persons mentioned in (1) of this article;</p> <p>(3) a partner of the Directors, Supervisors, President and other senior management personnel of the Bank or of the persons mentioned in (1) and (2) of this article;</p> <p>(4) companies actually and solely controlled by the Directors, Supervisors, President and other senior management personnel of the Bank or companies actually and jointly controlled by the persons referred to in (1), (2) and (3) of this article or by other Directors, Supervisors, President and other members of senior management of the Bank;</p>	<p>Article 250 The Director, Supervisor, President and other senior management personnel of the Bank shall not cause any of the following persons or organizations (“related persons”) to do such acts that such Director, Supervisor, President and other senior management personnel are prohibited from doing:</p> <p>(1) the spouses or minor children of the Directors, Supervisors, President and other senior management personnel of the Bank;</p> <p>(2) a trustee of the Directors, Supervisors, President and other senior management personnel of the Bank or of the persons mentioned in (1) of this article;</p> <p>(3) a partner of the Directors, Supervisors, President and other senior management personnel of the Bank or of the persons mentioned in (1) and (2) of this article;</p> <p>(4) companies actually and solely controlled by the Directors, Supervisors, President and other senior management personnel of the Bank or companies actually and jointly controlled by the persons referred to in (1), (2) and (3) of this article or by other Directors, Supervisors, President and other members of senior management of the Bank;</p>

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	(5) Directors, Supervisors, managers and other members of senior management of the controlled companies referred to in (4) of this article.	(5) Directors, Supervisors, managers and other members of senior management of the controlled companies referred to in (4) of this article.
276	Article 251 The fiduciary duties of the Directors, Supervisors, President and other members of the senior management of the Bank shall not be terminated after the expiration of their term of office; their obligations to keep in confidentiality the commercial secrets of the Bank shall be valid after the expiration of their term of office. Duration of the other duties of the Directors, Supervisors, President and other members of the senior management of the Bank shall be determined on a fair basis depending on the length of the time between the occurrence of relevant events and their departures from office, and the circumstances and the conditions under which their relations with the Bank are terminated.	Article 251 The fiduciary duties of the Directors, Supervisors, President and other members of the senior management of the Bank shall not be terminated after the expiration of their term of office; their obligations to keep in confidentiality the commercial secrets of the Bank shall be valid after the expiration of their term of office. Duration of the other duties of the Directors, Supervisors, President and other members of the senior management of the Bank shall be determined on a fair basis depending on the length of the time between the occurrence of relevant events and their departures from office, and the circumstances and the conditions under which their relations with the Bank are terminated.
277	Article 252 Directors, Supervisors, and members of senior management of the Bank violating laws, administrative regulations, rules and this Articles of Association and therefore causing losses to the Bank and the shareholders shall be liable for compensation therefore.	Article 252 Directors, Supervisors, and members of senior management of the Bank violating laws, administrative regulations, rules and this Articles of Association and therefore causing losses to the Bank and the shareholders shall be liable for compensation therefore.
278	Article 253 The liabilities of the Directors, Supervisors, President and other members of senior management of the Bank for violating certain specific obligation may be waived by the informed consent of the Shareholders' General Meeting except for the circumstances prescribed in Article 72 of this Articles of Association.	Article 253 The liabilities of the Directors, Supervisors, President and other members of senior management of the Bank for violating certain specific obligation may be waived by the informed consent of the Shareholders' General Meeting except for the circumstances prescribed in Article 72 of this Articles of Association.

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279	<p>Article 254 In the event that Directors, Supervisors, President and other members of senior management of the Bank, have material interests, directly or indirectly, in the contracts, transactions, arrangement that have been concluded or are proposed to be concluded (except for the service contracts concluded between the Bank and the Directors, Supervisors, President and other members of senior management of the Bank), they shall disclose to the Board of Directors the nature and extent of their interests as early as possible, regardless of whether or not the relevant matters are subject to the approval by the Board of Directors in normal circumstances.</p> <p>Unless the Directors, Supervisors, President and other members of senior management of the Bank interested has disclosed such interest to the Board of Directors as required in this Article and the Board of Directors has approved the same in meeting in which such person has not been counted in the quorum and has refrained from voting, the Bank shall have the right to revoke such contracts, transactions or arrangements except as against a bona fide party without notice of the breach of the duty by the Directors, Supervisors, President and other members of senior management concerned.</p> <p>If any related person of the Directors, Supervisors, President and other members of senior management of the Bank has interest in certain contracts, transactions or arrangements, such Directors, Supervisors, president and other members of senior management shall also be deemed to have interest in the same.</p>	<p>Article 254 In the event that Directors, Supervisors, President and other members of senior management of the Bank, have material interests, directly or indirectly, in the contracts, transactions, arrangement that have been concluded or are proposed to be concluded (except for the service contracts concluded between the Bank and the Directors, Supervisors, President and other members of senior management of the Bank), they shall disclose to the Board of Directors the nature and extent of their interests as early as possible, regardless of whether or not the relevant matters are subject to the approval by the Board of Directors in normal circumstances.</p> <p>Unless the Directors, Supervisors, President and other members of senior management of the Bank interested has disclosed such interest to the Board of Directors as required in this Article and the Board of Directors has approved the same in meeting in which such person has not been counted in the quorum and has refrained from voting, the Bank shall have the right to revoke such contracts, transactions or arrangements except as against a bona fide party without notice of the breach of the duty by the Directors, Supervisors, President and other members of senior management concerned.</p> <p>If any related person of the Directors, Supervisors, President and other members of senior management of the Bank has interest in certain contracts, transactions or arrangements, such Directors, Supervisors, president and other members of senior management shall also be deemed to have interest in the same.</p>
280	<p>Article 255 If, before the Bank first considers the entering into of the relevant contract, transaction or arrangement, the Directors, Supervisors, President and other members of senior management of the Bank give written notice to the Board of Directors, stating that by reasons of the facts contained in the notice they have interests in such contract, transaction or arrangement to be entered into by the Bank subsequently, such Directors, Supervisors, President and</p>	<p>Article 255 If, before the Bank first considers the entering into of the relevant contract, transaction or arrangement, the Directors, Supervisors, President and other members of senior management of the Bank give written notice to the Board of Directors, stating that by reasons of the facts contained in the notice they have interests in such contract, transaction or arrangement to be entered into by the Bank subsequently, such Directors, Supervisors, President and</p>

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	other members of senior management shall be deemed to have made such disclosure as stipulated in the preceding article of this chapter to the extent as stated in the notice.	other members of senior management shall be deemed to have made such disclosure as stipulated in the preceding article of this chapter to the extent as stated in the notice.
281	Article 256 The Bank shall not, in any manner, pay taxes on behalf of any Directors, Supervisors, President and other members of senior management of the Bank.	Article 256 The Bank shall not, in any manner, pay taxes on behalf of any Directors, Supervisors, President and other members of senior management of the Bank.
282	<p>Article 257 Save for under the following circumstances, the Bank shall not directly or indirectly provide loans or loan guarantee to the Directors, Supervisors, President and other members of senior management of the Bank; and the Bank shall neither provide loans or loan guarantee to the related persons of the aforesaid persons:</p> <p>(1) the Bank provides loans or loan guarantee to the subsidiary bank of the Bank (subsidiary companies);</p> <p>(2) the Bank, in accordance with the service contract approved by Shareholders' General Meeting, provides guaranteed loan, loan guarantee or other funds to the Directors, Supervisors, President and other members of senior management of the Bank for them to pay fees and expenses incurred for the purpose of the Bank or for the performance of their duties;</p> <p>(3) the terms of the loan guarantee and guaranteed loan provided by the Bank to the Directors, Supervisors, President and other members of senior management and their related persons during the ordinary course of business of the Bank shall be no more favorable than those available to other borrowers of the same loans.</p>	<p>Article 257 Save for under the following circumstances, the Bank shall not directly or indirectly provide loans or loan guarantee to the Directors, Supervisors, President and other members of senior management of the Bank; and the Bank shall neither provide loans or loan guarantee to the related persons of the aforesaid persons:</p> <p>(1) the Bank provides loans or loan guarantee to the subsidiary bank of the Bank (subsidiary companies);</p> <p>(2) the Bank, in accordance with the service contract approved by Shareholders' General Meeting, provides guaranteed loan, loan guarantee or other funds to the Directors, Supervisors, President and other members of senior management of the Bank for them to pay fees and expenses incurred for the purpose of the Bank or for the performance of their duties;</p> <p>(3) the terms of the loan guarantee and guaranteed loan provided by the Bank to the Directors, Supervisors, President and other members of senior management and their related persons during the ordinary course of business of the Bank shall be no more favorable than those available to other borrowers of the same loans.</p>
283	Article 258 If the Bank provides loans in violation of the provisions of the preceding article, the recipient of the loan shall repay the same forthwith regardless of the terms of such loans.	Article 258 If the Bank provides loans in violation of the provisions of the preceding article, the recipient of the loan shall repay the same forthwith regardless of the terms of such loans.

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284	<p>Article 259 Guarantees for loans provided by the Bank in violation of the provisions of Article 257 of this Articles of Association shall be unenforceable against the Bank except under the following circumstances:</p> <p>(1) at the time when the loans were made to the related persons of the Directors, Supervisors, President and other members of senior management of the Bank, the lender has no knowledge of the circumstance;</p> <p>(2) the collateral provided by the Bank has been legally sold by the lender to a bona fide purchaser.</p>	<p>Article 259 Guarantees for loans provided by the Bank in violation of the provisions of Article 257 of this Articles of Association shall be unenforceable against the Bank except under the following circumstances:</p> <p>(1) at the time when the loans were made to the related persons of the Directors, Supervisors, President and other members of senior management of the Bank, the lender has no knowledge of the circumstance;</p> <p>(2) the collateral provided by the Bank has been legally sold by the lender to a bona fide purchaser.</p>
285	<p>Article 260 The guarantee referred to in the preceding article of this chapter shall include the assumption of obligations or the provision of property by the guarantor to secure the performance of obligations by the obligor.</p>	<p>Article 260 The guarantee referred to in the preceding article of this chapter shall include the assumption of obligations or the provision of property by the guarantor to secure the performance of obligations by the obligor.</p>
286	<p>Article 261 Apart from the various rights and remedies provided by laws and administrative regulations, the Bank is entitled to take the following measures in the event that the Directors, Supervisors, President and other members of senior management of the Bank violate their obligations towards the Bank:</p> <p>(1) to demand the relevant Directors, Supervisors, President and other members of senior management of the Bank to compensate the Bank for the losses incurred as a result of the dereliction of duties on their parts;</p> <p>(2) to revoke any contract or transaction concluded or reached between the Bank and the relevant Directors, Supervisors, President and other members of senior management of the Bank, and any contract or transaction concluded or reached between the Bank and a third party (if such third party knows or should have known that the Directors, Supervisors, President and other members of senior management representing the Bank are in violation of their obligations towards the Bank);</p>	<p>Article 261 Apart from the various rights and remedies provided by laws and administrative regulations, the Bank is entitled to take the following measures in the event that the Directors, Supervisors, President and other members of senior management of the Bank violate their obligations towards the Bank:</p> <p>(1) to demand the relevant Directors, Supervisors, President and other members of senior management of the Bank to compensate the Bank for the losses incurred as a result of the dereliction of duties on their parts;</p> <p>(2) to revoke any contract or transaction concluded or reached between the Bank and the relevant Directors, Supervisors, President and other members of senior management of the Bank, and any contract or transaction concluded or reached between the Bank and a third party (if such third party knows or should have known that the Directors, Supervisors, President and other members of senior management representing the Bank are in violation of their obligations towards the Bank);</p>

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	<p>(3) to demand the relevant Directors, Supervisors, President and other members of senior management to surrender the gains received by them from the violation of their obligations;</p> <p>(4) to recover from the relevant Directors, Supervisors, President and other members of senior management the monies which should have been received by the Bank, including but not limited to commissions;</p> <p>(5) to demand relevant Directors, Supervisors, President and other members of senior management to return the interest earned or may be earned from the monies which should have been turned over to the Bank.</p>	<p>(3) to demand the relevant Directors, Supervisors, President and other members of senior management to surrender the gains received by them from the violation of their obligations;</p> <p>(4) to recover from the relevant Directors, Supervisors, President and other members of senior management the monies which should have been received by the Bank, including but not limited to commissions;</p> <p>(5) to demand relevant Directors, Supervisors, President and other members of senior management to return the interest earned or may be earned from the monies which should have been turned over to the Bank.</p>
287	<p>Article 262 The Bank implements fair and open standards and procedures of performance appraisal for the Directors, Supervisors, President and other members of senior management and sets up an incentive mechanism connecting the remuneration and benefits with personal performance, so as to ensure the stability of the senior management and core staff members. The Bank may entrust a third party to conduct performance assessment.</p>	<p>Article 262 198 The Bank <u>shall establish a performance appraisal mechanism with scientific and comprehensive indicators and clear, standardized processes in accordance with the principle of balancing benefits and risks as well as attaching equal importance to long-term and short-term incentives, and implements fair</u> and open standards and procedures of performance appraisal for the Directors, Supervisors, President and other members of senior management and sets up an incentive mechanism connecting the remuneration and benefits with personal performance, so as to ensure the stability of the senior management and core staff members. The Bank may entrust a third party to conduct performance assessment.</p>
288	<p>Article 263 The remuneration and incentive plan for the Directors shall be formulated by the Nomination and Remuneration Committee under the Board of Directors and shall be submitted to the Shareholders' General Meeting after being approved by the Board of Directors; the remuneration and incentive plan for the Supervisors shall be formulated by the Nomination Committee under the Board of Supervisors and shall be submitted to the Shareholders' General Meeting after being approved by the Board of Supervisors.</p>	<p>Article 263 199 The remuneration and incentive plan for the Directors shall be formulated by the Nomination and Remuneration Committee under the Board of Directors and shall be submitted to the Shareholders' General Meeting <u>shareholders' meeting</u> after being approved by the Board of Directors; the remuneration and incentive plan for the Supervisors shall be formulated by the Nomination Committee under the Board of Supervisors and shall be submitted to the Shareholders' General Meeting after being approved by the Board of Supervisors.</p>

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289	<p>Article 264 The Bank shall enter into written contracts with Directors and Supervisors of the Bank in relation to their remuneration with the prior approval of the Shareholders' General Meeting. The remuneration matters aforesaid shall include:</p> <p>(1) the remuneration for acting as a Director, Supervisor or a member of senior management of the Bank;</p> <p>(2) the remuneration for acting as a Director, Supervisor or a member of senior management of the subsidiary bank (subsidiary companies) of the Bank;</p> <p>(3) the remuneration for the provision of other services in the management of the Bank and the subsidiary bank (subsidiary companies) of the Bank;</p> <p>(4) the payment for compensation for loss of office or retirement of such Directors or Supervisors. Such compensation shall meet the principle of fairness without impairing the legitimate interests of the Bank or transferring interests.</p> <p>Except pursuant to the contracts as aforesaid, no law suit shall be instituted by the Director and Supervisor in respect of the benefits should be received by them in respect of the aforesaid matters.</p>	<p>Article 264 The Bank shall enter into written contracts with Directors and Supervisors of the Bank in relation to their remuneration with the prior approval of the Shareholders' General Meeting. The remuneration matters aforesaid shall include:</p> <p>(1) the remuneration for acting as a Director, Supervisor or a member of senior management of the Bank;</p> <p>(2) the remuneration for acting as a Director, Supervisor or a member of senior management of the subsidiary bank (subsidiary companies) of the Bank;</p> <p>(3) the remuneration for the provision of other services in the management of the Bank and the subsidiary bank (subsidiary companies) of the Bank;</p> <p>(4) the payment for compensation for loss of office or retirement of such Directors or Supervisors. Such compensation shall meet the principle of fairness without impairing the legitimate interests of the Bank or transferring interests.</p> <p>Except pursuant to the contracts as aforesaid, no law suit shall be instituted by the Director and Supervisor in respect of the benefits should be received by them in respect of the aforesaid matters.</p>
290	<p>Article 265 There shall be a provision in the contract in relation to remuneration between the Bank and the Director and Supervisor of the Bank that the Director and Supervisor of the Bank shall be entitled to the compensation or other payments as a result of loss of office or retirement when the Bank is to be taken over, provided that a prior approval of such provision has been obtained at a Shareholders' General Meeting. A takeover of the Bank referred to above shall mean one of the following circumstances:</p> <p>(1) anyone has made a takeover offer to all the shareholders;</p>	<p>Article 265 There shall be a provision in the contract in relation to remuneration between the Bank and the Director and Supervisor of the Bank that the Director and Supervisor of the Bank shall be entitled to the compensation or other payments as a result of loss of office or retirement when the Bank is to be taken over, provided that a prior approval of such provision has been obtained at a Shareholders' General Meeting. A takeover of the Bank referred to above shall mean one of the following circumstances:</p> <p>(1) anyone has made a takeover offer to all the shareholders;</p>

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	<p>(2) anyone has made a takeover offer to enable the offeror to become the controlling shareholder. The term “controlling shareholder” shall have the same meaning as prescribed in Article 75 of this Articles of Association.</p> <p>In the event that the relevant Directors or Supervisors do not comply with the provisions of this article, any monies received by them shall belong to the persons who sell their shares as a result of the offer made, and the expenses incurred as a result of pro rata distribution of such monies shall be borne by such Directors or Supervisors and such expenses shall not be deducted from such monies.</p>	<p>(2) anyone has made a takeover offer to enable the offeror to become the controlling shareholder. The term “controlling shareholder” shall have the same meaning as prescribed in Article 75 of this Articles of Association.</p> <p>In the event that the relevant Directors or Supervisors do not comply with the provisions of this article, any monies received by them shall belong to the persons who sell their shares as a result of the offer made, and the expenses incurred as a result of pro rata distribution of such monies shall be borne by such Directors or Supervisors and such expenses shall not be deducted from such monies.</p>
291	<p>Article 266 The appraisal, remuneration and incentive plan for members of senior management shall be formulated by the Nomination and Remuneration Committee under the Board of Directors, and shall be approved by the Board of Directors. Those matters falling within the scope of authority of the Shareholders’ General Meeting shall be submitted to and approved by the Shareholders’ General Meeting. The appraisal results on the members of senior management shall be given by the Board of Directors, and shall be used as the basis for the remuneration and other incentive arrangement of the members of senior management personnel.</p>	<p>Article 266 200 The appraisal, remuneration and incentive plan for members of senior management shall be formulated by the Nomination and Remuneration Committee under the Board of Directors, and shall be approved by the Board of Directors. Those matters falling within the scope of authority of the Shareholders’ General Meeting <u>shareholders’ meeting</u> shall be submitted to and approved by the Shareholders’ General Meeting <u>shareholders’ meeting</u>. The appraisal results on the members of senior management shall be given by the Board of Directors, and shall be used as the basis for the remuneration and other incentive arrangement of the members of senior management personnel.</p>
292	<p>Article 267 No Director, Supervisor or members of the senior management shall take part in the decision-making process for his/her own performance appraisal and remuneration.</p>	<p>Article 267 No Director, Supervisor or members of the senior management shall take part in the decision making process for his/her own performance appraisal and remuneration.</p>
293	<p>CHAPTER 13. Financial Accounting System and Profit Distribution</p>	<p>CHAPTER 13 9. Financial Accounting System, and Profit Distribution, and Audit</p>
294	<p>Add the title of section.</p>	<p><u>Section 1 Financial Accounting System and Profit Distribution</u></p>

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
295	<p>Article 270</p> <p>The aforesaid annual report and interim report shall be compiled in accordance with applicable laws, administrative regulations and rules of CSRC and stock exchanges.</p>	<p>Article-270 203.....</p> <p>The aforesaid annual report and interim report shall be compiled in accordance with applicable laws, administrative regulations and rules of CSRC <u>the securities regulatory authority of the State Council</u> and stock exchanges.</p>
296	<p>Article 271 The Board of Directors shall submit to shareholders financial report that shall be prepared by the Bank in accordance with relevant laws, administrative regulations and rules at every annual Shareholders' General Meeting.</p>	<p>Article-271 204 The Board of Directors shall submit to shareholders financial report that shall be prepared by the Bank in accordance with relevant laws, administrative regulations and <u>departmental</u> rules at every annual Shareholders' General Meeting <u>shareholders' meeting</u>.</p>
297	<p>Article 272 The financial reports of the Bank shall be available in the Bank for inspection by the shareholders 20 days prior to the annual Shareholders' General Meeting.</p> <p>The Bank shall send the aforesaid reports or report of the Board of Directors together with the balance sheet and the loss and profit sheet by personal delivery or prepaid post to every shareholder of FLSs at least 21 days prior to the annual Shareholders' General Meeting. The addresses of the recipients shall be the ones registered in the register of shareholders.</p> <p>.....</p> <p>Under the premise that relevant laws, administrative regulations and rules of China are complied with, the Bank can exercise the right of confiscation of unclaimed share dividend but this right shall only be exercised after expiry of the relevant applicable period.</p> <p>The Bank is entitled to terminate delivering dividend warrant by way of mail to holders of FLSs, however, such right may be exercised only if the dividend warrant is not withdrawn for two consecutive times. Nevertheless, such right may be exercised if the dividend warrant is returned without reaching the recipient in the first time.</p>	<p>Article-272 205 The financial reports of the Bank shall be available in the Bank for inspection by the shareholders 20 days prior to the annual Shareholders' General Meeting <u>shareholders' meeting</u>.</p> <p>The Bank shall send the aforesaid reports or report of the Board of Directors together with the <u>announcement on</u> balance sheet and the loss and profit sheet by personal delivery or prepaid post to every shareholder of FLSs at least 21 days prior to the annual Shareholders' General Meeting <u>shareholders' meeting</u>. The addresses of the recipients shall be the ones registered in the register of shareholders.</p> <p>.....</p> <p>Under the premise that relevant laws, administrative regulations and <u>departmental</u> rules of China are complied with, the Bank can exercise the right of confiscation of unclaimed share dividend but this right shall only be exercised <u>after six (6) years or more upon the declaration of the dividend. Should laws, administrative regulations, departmental rules and securities regulatory rules in the places where the Banks' shares are listed provide otherwise, such provisions on relevant applicable period shall prevail.</u> expiry of the relevant applicable period.</p>

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	<p>The Bank is entitled to sell the shares of the shareholders of FLSs who cannot be contacted in the manner deemed appropriate by the Board of Directors, but the following conditions shall be strictly complied with:</p> <p>(1) the Bank has distributed dividend for the said shares for at least three times within 12 years but no one claims the dividend during such period;</p> <p>.....</p>	<p>The Bank is entitled to terminate delivering dividend warrant by way of mail to holders of FLSs, however, such right may be exercised only if the dividend warrant is not withdrawn for two consecutive times. Nevertheless, such right may be exercised if the dividend warrant is returned without reaching the recipient in the first time.</p> <p>The Bank is entitled to sell the shares of the shareholders of FLSs who cannot be contacted in the manner deemed appropriate by the Board of Directors, but the following conditions shall be strictly complied with:</p> <p>(1) the Bank has distributed dividend for the said shares for at least three times within 12 years but no one claims the dividend during such period;</p> <p>.....</p>
298	<p>Article 273 The financial statements of the Bank shall be prepared not only in accordance with PRC accounting standards and laws and regulations, but also in accordance with international accounting standards or the accounting standards of the place outside PRC where the shares of the Bank are listed, if necessary. If there is any material difference between the two financial statements prepared in accordance with the two accounting standards, such difference shall be expressly stated in – 93 – the notes of the financial statements. For the purpose of the Bank's distribution of after-tax profits in a given fiscal year, the after-tax profits of the parent company as shown on the financial statements prepared in accordance with PRC accounting standards shall be adopted.</p>	<p>Article 273 The financial statements of the Bank shall be prepared not only in accordance with PRC accounting standards and laws and regulations, but also in accordance with international accounting standards or the accounting standards of the place outside PRC where the shares of the Bank are listed, if necessary. If there is any material difference between the two financial statements prepared in accordance with the two accounting standards, such difference shall be expressly stated in – 93 – the notes of the financial statements. For the purpose of the Bank's distribution of after tax profits in a given fiscal year, the after tax profits of the parent company as shown on the financial statements prepared in accordance with PRC accounting standards shall be adopted.</p>
299	<p>Article 274 Interim results or financial information published or disclosed by the Bank shall be prepared in accordance with PRC accounting standards, laws and regulations as well as international accounting standards or the accounting standards of the place outside PRC where the shares of the Bank are listed. Provided that there is no agreement or undertaking under which the Bank shall provide any shareholders the financial report prepared in accordance with the international accounting standards or</p>	<p>Article 274 Interim results or financial information published or disclosed by the Bank shall be prepared in accordance with PRC accounting standards, laws and regulations as well as international accounting standards or the accounting standards of the place outside PRC where the shares of the Bank are listed. Provided that there is no agreement or undertaking under which the Bank shall provide any shareholders the financial report prepared in accordance with the international accounting standards or</p>

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	the accounting standards of the place outside PRC where the shares of the Bank are listed, and the applicable provisions of the securities regulatory authority of the place where the shares of the Bank are listed permits the Bank to prepare and disclose the financial report only in accordance with the PRC accounting standards, the Bank shall follow such provisions.	the accounting standards of the place outside PRC where the shares of the Bank are listed, and the applicable provisions of the securities regulatory authority of the place where the shares of the Bank are listed permits the Bank to prepare and disclose the financial report only in accordance with the PRC accounting standards, the Bank shall follow such provisions.
300	Article 275 The Bank's fiscal year shall be the calendar year, which starts from January 1st and ends on December 31st.	Article 275 206 The Bank's fiscal year shall be the calendar year, which starts from January 1st and ends on December 31st.
301	Article 276 The Bank shall have no book of account record other than those provided by the laws. The assets of the Bank shall not be deposited in any account opened and operated in the name of any individual.	Article 276 207 The Bank shall have no book of account record other than those provided by the laws. The assets fund of the Bank shall not be deposited in any account opened and operated in the name of any individual.
302	Article 277 The profits of the Bank after payment of income tax shall be distributed in accordance with the following priority: (1) making up for losses of the previous years; (2) allocation of 10% of the balance of the net profit of the Bank after making up for losses of the previous years to the statutory surplus reserve; (3) allocation to the general reserve; (4) payment of dividends in terms of preference shares; (5) allocation to the discretionary surplus reserve in accordance with the resolution of the Shareholders' General Meeting; (6) payment of dividends in terms of ordinary shares.	Article 277 208 The profits of the Bank after payment of income tax shall be distributed in accordance with the following priority: (1) making up for losses of the previous years; (2) allocation of 10% of the balance of the net profit of the Bank after making up for losses of the previous years to the statutory surplus reserve; (3) allocation to the general reserve; (4) payment of dividends in terms of preference shares; (5) allocation to the discretionary surplus reserve in accordance with the resolution of the Shareholders' General Meeting shareholders' meeting ; (6) payment of dividends in terms of ordinary shares.

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
303	<p>Article 278 The Bank needs not allocate further amounts if the accumulated amount of the statutory surplus reserve is over 50% of its registered capital.</p> <p>The Bank shall use the net profit of the current year to make up for losses before making allocation to the statutory surplus reserve in accordance with the preceding paragraph.</p> <p>The Bank's general reserve shall be subject to relevant laws, administrative regulations and rules.</p> <p>After the Bank has made statutory surplus reserve from the after-tax profit, the Bank may successively draw the general reserve, pay dividends to the holders of preference shares, draw the discretionary reserve fund and pay dividends to shareholders of ordinary shares. After the dividends to holders of preference shares have been paid, the matter of whether to draw the discretionary reserve fund shall be decided by the Shareholders' General Meeting.</p> <p>Distributions shall be made to the Bank's holders of preference shares and holders of ordinary shares pro rata to their holding of shares in relevant classes respectively unless it is otherwise stipulated in this Articles of Association that the profits shall not be distributed in pro rata to the shareholding of the shareholders.</p> <p>Where the Shareholders' General Meeting, in contravention of the requirements provided in this Article, distributes profits to the holders of preference shares and holders of ordinary shares before making up for losses and making allocations to the statutory surplus reserve of the Bank, the shareholders shall refund all profits distributed in contravention of such requirements to the Bank.</p> <p>The Bank's preference shares and ordinary shares held by the Bank shall not participate in any distribution of profits.</p>	<p>Article278 209 The Bank needs not allocate further amounts if the accumulated amount of the statutory surplus reserve is over 50% of its registered capital.</p> <p>The Bank shall use the net profit of the current year to make up for losses before making allocation to the statutory surplus reserve in accordance with the preceding paragraph item (2) of Article 208 in this Articles of Association.</p> <p>The Bank's general reserve shall be subject to relevant laws, administrative regulations and departmental rules.</p> <p>After the Bank has made statutory surplus reserve from the after-tax profit, the Bank may successively draw the general reserve, pay dividends to the holders of preference shares, draw the discretionary reserve fund and pay dividends to shareholders of ordinary shares. After the dividends to holders of preference shares have been paid, the matter of whether to draw the discretionary reserve fund shall be decided by the Shareholders' General Meeting shareholders' meeting.</p> <p>Distributions shall be made to the Bank's holders of preference shares and holders of ordinary shares pro rata to their holding of shares in relevant classes respectively unless it is otherwise stipulated in this Articles of Association that the profits shall not be distributed in pro rata to the shareholding of the shareholders.</p> <p>Where the Shareholders' General Meeting shareholders' meeting, in contravention of the requirements provided in this Article, distributes profits to the holders of preference shares and holders of ordinary shares in violation of the Company Law, before making up for losses and making allocations to the statutory surplus reserve of the Bank, the shareholders shall refund all profits distributed in contravention of such requirements to the Bank- , and the shareholder, director or senior management member who is liable for any loss to the Bank shall be reliable for compensations.</p>

Amendments to the Articles		
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		The Bank's preference shares and ordinary shares held by the Bank shall not participate in any distribution of profits.
304	Article 279 Subject to the approval of the Shareholders' General Meeting, the reserves of the Bank may be used to make up for the losses of the Bank, to expand the business of the Bank or to be converted into the capital of the Bank. However, the capital reserve shall not be used to make up for losses of the Bank. When the statutory surplus reserve is converted into the capital, the amount remaining in such reserve shall not be less than 25% of the registered capital before the conversion.	<p>Article—279 210 Subject to the approval of the Shareholders' General Meeting shareholders' meeting, the reserves of the Bank may be used to make up for the losses of the Bank, to expand the business of the Bank or to be converted into the capital of the Bank.</p> <p><u>If the Bank needs to use its reserve to make up for losses, it shall first utilize the discretionary reserve and statutory reserve. If these are insufficient, the capital reserve may be used in accordance with the relevant provisions.</u> However, the capital reserve shall not be used to make up for losses of the Bank.</p> <p>When the statutory surplus reserve is converted into the capital, the amount remaining in such reserve shall not be less than 25% of the registered capital before the conversion.</p>
305	Article 280 The capital reserve shall include the following items: (1) the premium obtained from the issue of shares in excess of the par value; and (2) other revenues required by the financial authorities of the State Council to be included in the capital reserve.	<p>Article 280 The capital reserve shall include the following items: (1) the premium obtained from the issue of shares in excess of the par value; and (2) other revenues required by the financial authorities of the State Council to be included in the capital reserve.</p>
306	Article 281 Under circumstances where the Bank has sound operation, and the Board of Directors determines that the share price of the Bank does not match the size of its share capital and share dividend is beneficial to the interests of the shareholders of the Bank as a whole, a plan on dividend distribution in the form of share may be formulated and implemented upon approval at the Shareholders' General Meeting, provided that the requirements of cash dividend distribution set out above have been met.	<p>Article—281 211</p> <p>Under circumstances where the Bank has sound operation, and the Board of Directors determines that the share price of the Bank does not match the size of its share capital and share dividend is beneficial to the interests of the shareholders of the Bank as a whole, a plan on dividend distribution in the form of share may be formulated and implemented upon approval at the Shareholders' General Meeting shareholders' meeting, provided that the requirements of cash dividend distribution set out above have been met.</p>

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>The profit distribution plan of the Bank is prepared by the Board of Directors and approved by the shareholders' general meeting. Prior to the deliberation of the shareholders' general meeting on specific proposals, the Bank shall communicate and exchange with public investors through various channels and fully listen to their opinions.</p> <p>The Bank shall accomplish the profit distribution and share capital increase within two months after the profit distribution plan is approved at the Shareholders' General Meeting.</p> <p>If the Bank does not distribute cash dividend due to special circumstances, the profit distribution plan proposed to the Shareholders' General Meeting for consideration and deliberation shall include the reasons for such no dividend distribution and the use of the undistributed fund, and corresponding disclosure shall be made in the periodic reports.</p> <p>In the case of force majeure events such as wars and natural disasters, changes in external business environment that have material effect on the Bank's business performance, or material changes in the Bank's own operation situations, the Bank may adjust the profit distribution policies herein. If the Bank intends to adjust its profit distribution policies, a written proposal shall be prepared by the Board of Directors and, upon review and approval by the independent directors, submitted to the Shareholders' General Meeting for approval by way of special resolution. If required under the regulatory requirements of the securities regulatory authorities at the places where the shares of the Bank are listed, the Bank shall provide online voting platform when the proposal on adjustment of profit distribution policies is considered and deliberated.</p>	<p>The profit distribution plan of the Bank is prepared by the Board of Directors and approved by the shareholders' general meeting shareholders' meeting. Prior to the deliberation of the shareholders' general meeting shareholders' meeting on specific proposals, the Bank shall communicate and exchange with public investors through various channels and fully listen to their opinions.</p> <p><u>When formulating a prudent profit distribution plan, the Bank shall ensure compliance with the requirements for its capital adequacy ratio during the current period and the reasonably foreseeable future period, and shall give full consideration to the Bank's development needs.</u></p> <p><u>The Bank shall complete the distribution of dividends (or shares) within two (2) months after the shareholders' meeting resolves on the profit distribution plan, or after the Board of Directors formulates the specific plan in accordance with the conditions and limits for the interim dividend of the next year as adopted by the annual shareholders' meeting.</u> The Bank shall accomplish the profit distribution and share capital increase within two months after the profit distribution plan is approved at the Shareholders' General Meeting.</p> <p>If the Bank does not distribute cash dividend due to special circumstances, the profit distribution plan proposed to the Shareholders' General Meeting shareholders' meeting for consideration and deliberation shall include the reasons for such no dividend distribution and the use of the undistributed fund, and corresponding disclosure shall be made in the periodic reports.</p> <p>In the case of force majeure events such as wars and natural disasters, changes in external business environment that have material effect on the Bank's business performance, or material changes in the Bank's own operation situations, the Bank may adjust the profit distribution policies herein. If the Bank intends to adjust its profit distribution policies, a written proposal shall be prepared by the Board of Directors and, upon review and approval by the independent directors, submitted to the Shareholders' General Meeting</p>

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		<u>shareholders' meeting</u> for approval by way of special resolution. If required under the regulatory requirements of the securities regulatory authorities at the places where the shares of the Bank are listed, the Bank shall provide online voting platform when the proposal on adjustment of profit distribution policies is considered and deliberated.
307	Article 283 For joint holders of any shares, where the Bank pays the dividends, bonus or capital return payable to such joint holders to any one of such holders, such payment shall be deemed as having been duly made by the Bank to all joint holders of the relevant shares.	Article 283 213 For joint holders of any shares, where the Bank pays the dividends, bonus or capital return payable to such joint holders to any one <u>(1)</u> of such holders, such payment shall be deemed as having been duly made by the Bank to all joint holders of the relevant shares.
308	Add the title of section.	<u>Section 2 Internal Audit</u>
309	Article 284 The Bank shall establish an internal audit system, set an independent internal audit department, and have sufficient full-time audit staff to conduct internal audit and supervision on the financial matters and economic activities of the Bank.	Article 284 214 The Bank shall establish an internal audit system, <u>which specifies the governance structure, responsibilities and authorities, staffing arrangements, financial resources, application of audit findings, and accountability mechanisms.</u> The Bank shall set an independent internal audit department <u>responsible for internal audit related work</u> , and have sufficient full-time <u>internal</u> audit staff to conduct internal audit and supervision on the financial matters and economic activities of the Bank.
310	Article 285 The basic internal audit system of the Bank and the duties of the internal audit staff of the Bank shall be implemented after being approved by the Party Committee of the Bank's head office and the Board of Directors. The internal audit department shall work under the direct leadership of the Party Committee of the Bank's head office and the Board of Directors, and shall be accountable to and report their work to them. The Bank shall establish a chief auditor system in accordance with relevant regulations. The chief auditor assists the Party Committee of the Bank's head office and the Board of Directors in managing the internal audit work.	Article 285 215 The basic internal audit system of the Bank and the duties of the internal audit staff of the Bank shall be implemented after being approved by the Party Committee of the Bank's head office and the Board of Directors, <u>and shall be disclosed.</u> The internal audit department shall work under the direct leadership of the Party Committee of the Bank's head office and the Board of Directors, and shall be accountable to and report their work to them. The Bank shall establish a chief auditor system in accordance with relevant regulations. The chief auditor assists the Party Committee of the Bank's head office and the Board of Directors in managing the internal audit work.

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311	Add.	<u>Article 216 The internal audit department of the Bank shall conduct supervision and inspection over the Bank's business activities, risk management, internal control, financial information, and other matters. The internal audit work shall be independent from business operations, risk management, internal control and compliance, and financial management. The internal audit department shall maintain its independence, and shall not be placed under the leadership of the business department, risk management department, internal control and compliance department, financial department, or co-located with the above-mentioned relevant departments.</u>
312	Add.	<u>Article 217 The internal audit department shall accept the supervision and guidance of the Audit Committee during the process of supervising and inspecting the Bank's business activities, risk management, internal control, and financial information. Where the internal audit department discovers any major issues or clues, it shall immediately report directly to the Audit Committee.</u>
313	Add.	<u>Article 218 The internal audit department shall be responsible for specific organization and implementation of the Bank's internal control evaluation. The Bank shall issue an annual internal control evaluation report based on the evaluation report issued by the internal audit department and reviewed by the Audit Committee, as well as relevant materials.</u>
314	Add.	<u>Article 219 When the Audit Committee communicates with accounting firms, national audit institutions and other external audit entities, the internal audit department shall actively cooperate and provide necessary support and collaboration.</u>
315	Add.	<u>Article 220 The Audit Committee shall participate in the performance assessment of the head of the internal audit department.</u>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
316	<p>Article 286 The Bank shall appoint an independent accounting firm that is qualified under relevant requirements of the State to audit the annual financial reports of the Bank and review the other financial reports of the Bank.</p> <p>The term of engagement of the accounting firm appointed by the Bank shall start from the conclusion of the current annual Shareholders' General Meeting and end at the conclusion of the next annual Shareholders' General Meeting.</p> <p>The first accounting firm of the Bank may be appointed by the founding general meeting before the first annual Shareholders' General Meeting, and the term of engagement of the accounting firm so appointed shall end at the conclusion of the first annual Shareholders' General Meeting.</p> <p>If the founding general meeting fails to exercise the authority specified in the paragraph above, the Board of Directors shall exercise such authority.</p>	<p>Article 286 221 The Bank shall appoint an independent accounting firm that is qualified under <u>the Securities Law to conduct accounting statement audits, net asset verification, and other related consulting services, with a term of one (1) year, which may be renewed.</u> relevant requirements of the State to audit the annual financial reports of the Bank and review the other financial reports of the Bank.</p> <p>The term of engagement of the accounting firm appointed by the Bank shall start from the conclusion of the current annual Shareholders' General Meeting and end at the conclusion of the next annual Shareholders' General Meeting.</p> <p>The first accounting firm of the Bank may be appointed by the founding general meeting before the first annual Shareholders' General Meeting, and the term of engagement of the accounting firm so appointed shall end at the conclusion of the first annual Shareholders' General Meeting.</p> <p>If the founding general meeting fails to exercise the authority specified in the paragraph above, the Board of Directors shall exercise such authority.</p>
317	<p>Article 287 The accounting firm engaged by the Bank shall have the following rights:</p> <p>(1) to inspect the Bank's financial statements, books and records, and have the right to require the Directors, President or other members of the senior management to provide relevant information and explanations;</p> <p>(2) to require the Bank to take reasonable measures to obtain from the subsidiary banks (subsidiary companies) of the Bank the information and explanations necessary for the accounting firm to perform its duties;</p>	<p>Article 287 The accounting firm engaged by the Bank shall have the following rights:</p> <p>(1) to inspect the Bank's financial statements, books and records, and have the right to require the Directors, President or other members of the senior management to provide relevant information and explanations;</p> <p>(2) to require the Bank to take reasonable measures to obtain from the subsidiary banks (subsidiary companies) of the Bank the information and explanations necessary for the accounting firm to perform its duties;</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	(3) to attend the Shareholders' General Meeting as non-voting delegates, to receive notice of Shareholders' General Meeting or other information related to the Shareholders' General Meeting, and to speak at Shareholders' General Meeting on matters in relation to its being the accounting firm of the Bank.	(3) to attend the Shareholders' General Meeting as non-voting delegates, to receive notice of Shareholders' General Meeting or other information related to the Shareholders' General Meeting, and to speak at Shareholders' General Meeting on matters in relation to its being the accounting firm of the Bank.
318	Article 288 If the office of the accounting firm becomes vacant, the Board of Directors shall appoint an accounting firm before convening a Shareholders' General Meeting to fill such vacancy. Provided that there is another accounting firm in office for the Bank during the period of such vacancy, such accounting firm may continue to perform its duties.	Article 288 If the office of the accounting firm becomes vacant, the Board of Directors shall appoint an accounting firm before convening a Shareholders' General Meeting to fill such vacancy. Provided that there is another accounting firm in office for the Bank during the period of such vacancy, such accounting firm may continue to perform its duties.
319	Article 289 Regardless of the terms and conditions in the contract between the accounting firm and the Bank, the Shareholders' General Meetings may by ordinary resolution remove such accounting firm before the expiration of the term of engagement of such accounting firm. Such early removal shall not prejudice the rights to claim compensation for its removal by the accounting firm so removed.	Article 289 222 <u>The Bank undertakes to provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports, and other accounting materials, and shall not refuse to provide, conceal, or falsify such materials.</u> Regardless of the terms and conditions in the contract between the accounting firm and the Bank, the Shareholders' General Meetings may by ordinary resolution remove such accounting firm before the expiration of the term of engagement of such accounting firm. Such early removal shall not prejudice the rights to claim compensation for its removal by the accounting firm so removed.
320	Article 290 The service fees of the accounting firm or mechanism for determining their service fees shall be approved by the Shareholders' General Meeting. The service fees of the accounting firms appointed by the Board of Directors shall be determined by the Board of Directors.	Article 290 223 <u>The service audit fees of the accounting firm or mechanism for determining their service fees shall be approved by the Shareholders' General Meeting shareholders' meeting. The service fees of the accounting firms appointed by the Board of Directors shall be determined by the Board of Directors.</u>
321	Article 291 The Bank's appointment, removal or non-extension of engagement of accounting firm shall be determined by the Shareholders' General Meetings, and shall be filed with the securities regulatory authority of the State Council for record.	Article 291 224 <u>The Bank's appointment, or removal or non-extension of engagement of accounting firm shall be determined by the Shareholders' General Meetings shareholders' meeting, and shall be filed with the securities regulatory authority of the State Council for record. The Board of Directors shall not appoint any</u>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>If the Bank removes or does not renew the engagement with an accounting firm, the Bank shall notify the accounting firm in advance, and the accounting firm shall be entitled to state its opinions at the Shareholders' General Meetings.</p> <p>If a resolution is proposed to the Shareholders' General Meeting to engage a non-current accounting firm to fill any vacancy of the office of accounting firm, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill the vacancy, or to remove an accounting firm before the expiration of its term of engagement, the following provisions shall be followed:</p> <p>(1) the relevant proposal for appointment or removal of accounting firm shall be sent to the accounting firm proposed to be appointed, who intends to vacate its office or who has vacated from its office in the relevant fiscal year before a notice of the meeting of Shareholders' General Meeting is served on the shareholders.</p> <p>Vacating office shall include leaving by removal, resignation and retirement.</p> <p>(2) if the accounting firm vacating its office makes a written representation and requires the Bank to notify the shareholders of the representation, the Bank shall take the following measures unless it is too late when the Bank receives the written representation:</p> <p>(a) in any notice of the resolution given to the shareholders, state the fact of the representation having been made;</p> <p>(b) send a copy of the representation to the shareholders as an attachment to the notice in the manner as prescribed in this Articles of Association.</p> <p>(3) if the Bank does not send the representation of the relevant accounting firm as specified in (2) above, such accounting firm may require that the representation be read out at the Shareholders' General Meeting, and may make further statements.</p>	<p><u>accounting firm before the shareholders' meeting makes decisions.</u></p> <p>If the Bank removes or does not renew the engagement with an accounting firm, the Bank shall notify the accounting firm <u>30 days</u> in advance, and the accounting firm shall be entitled to state its opinions at the Shareholders' General Meetings <u>when the shareholders' meeting votes on the removal of the accounting firm.</u></p> <p>If a resolution is proposed to the Shareholders' General Meeting to engage a non-current accounting firm to fill any vacancy of the office of accounting firm, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill the vacancy, or to remove an accounting firm before the expiration of its term of engagement, the following provisions shall be followed:</p> <p>(1) the relevant proposal for appointment or removal of accounting firm shall be sent to the accounting firm proposed to be appointed, who intends to vacate its office or who has vacated from its office in the relevant fiscal year before a notice of the meeting of Shareholders' General Meeting is served on the shareholders.</p> <p>Vacating office shall include leaving by removal, resignation and retirement.</p> <p>(2) if the accounting firm vacating its office makes a written representation and requires the Bank to notify the shareholders of the representation, the Bank shall take the following measures unless it is too late when the Bank receives the written representation:</p> <p>(a) in any notice of the resolution given to the shareholders, state the fact of the representation having been made;</p> <p>(b) send a copy of the representation to the shareholders as an attachment to the notice in the manner as prescribed in this Articles of Association.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>(4) an accounting firm vacating its office shall be entitled to attend the following meetings:</p> <p>(a) the Shareholders' General Meetings at which its term of engagement would otherwise have expired;</p> <p>(b) the Shareholders' General Meetings which is proposed to fill the vacancy caused by its removal;</p> <p>(c) the Shareholders' General Meetings convened due to its resignation.</p> <p>The accounting firm vacating its office shall be entitled to receive all notices or other information of the aforesaid meetings, and to speak at the aforesaid meetings in respect of matters in which it is involved as a former accounting firm of the Bank.</p>	<p>(3) if the Bank does not send the representation of the relevant accounting firm as specified in (2) above, such accounting firm may require that the representation be read out at the Shareholders' General Meeting, and may make further statements.</p> <p>(4) an accounting firm vacating its office shall be entitled to attend the following meetings:</p> <p>(a) the Shareholders' General Meetings at which its term of engagement would otherwise have expired;</p> <p>(b) the Shareholders' General Meetings which is proposed to fill the vacancy caused by its removal;</p> <p>(c) the Shareholders' General Meetings convened due to its resignation.</p> <p>The accounting firm vacating its office shall be entitled to receive all notices or other information of the aforesaid meetings, and to speak at the aforesaid meetings in respect of matters in which it is involved as a former accounting firm of the Bank.</p>
322	<p>Article 292 Where the accounting firm is to resign, it shall state in the Shareholders' General Meeting whether or not there are irregularities in the Bank.</p> <p>An accounting firm may resign by depositing a written notice of resignation at the registered address of the Bank. Such notice shall become effective on the date the notice is deposited at the registered address of the Bank or a later date as specified in the notice. Such notice shall include the following statements:</p> <p>(1) a statement to the extent that there are no circumstances connected with its resignation which it considers should be brought to the attention of the shareholders or creditors of the Bank; or</p>	<p>Article 292 225 Where the accounting firm is to resign, it shall state in the Shareholders' General Meeting shareholders' meeting whether or not there are irregularities in the Bank.</p> <p>An accounting firm may resign by depositing a written notice of resignation at the registered address of the Bank. Such notice shall become effective on the date the notice is deposited at the registered address of the Bank or a later date as specified in the notice. Such notice shall include the following statements:</p> <p>(1) a statement to the extent that there are no circumstances connected with its resignation which it considers should be brought to the attention of the shareholders or creditors of the Bank; or</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>(2) a statement of any other issues that should be accounted for.</p> <p>When the Bank receives the written notice referred to in the aforesaid article, it shall within 14 days send a copy of the notice to the securities regulatory authority of the State Council. If the notice contains a statement referred to in (2) above, the Bank shall keep at the Bank a duplicate copy of the statement for inspection by the shareholders. The Bank shall also send a copy of the aforementioned statement to every shareholder of FLSs by prepaid post. The addresses of the recipients shall be the ones registered in the register of shareholders.</p> <p>If the notice of resignation of an accounting firm contains a statement about any issues that should be accounted for, the accounting firm may require the Board of Directors to convene an extraordinary Shareholders' General Meeting to hear its explanations of the issues in connection with its resignation.</p>	<p>(2) a statement of any other issues that should be accounted for.</p> <p>When the Bank receives the written notice referred to in the aforesaid article, it shall within 14 days send a copy of the notice to the securities regulatory authority of the State Council. If the notice contains a statement referred to in (2) above, the Bank shall keep at the Bank a duplicate copy of the statement for inspection by the shareholders. The Bank shall also send a copy of the aforementioned statement to every shareholder of FLSs by prepaid post. The addresses of the recipients shall be the ones registered in the register of shareholders.</p> <p>If the notice of resignation of an accounting firm contains a statement about any issues that should be accounted for, the accounting firm may require the Board of Directors to convene an extraordinary Shareholders' General Meeting to hear its explanations of the issues in connection with its resignation.</p>
323	<p>Article 293 The Board of Directors of the Bank shall formulate the standards, means and ways, etc., of information disclosure, establish and improve the Bank's information disclosure system according to the relevant laws, administrative regulations and rules and relevant provisions of the securities regulatory authorities at the places where the Bank's shares are listed, as well as this Articles of Association.</p>	<p>Article 293 226 The Board of Directors of the Bank shall formulate the standards, means and ways, etc., of information disclosure, establish and improve the Bank's information disclosure system according to the relevant laws, administrative regulations and <u>departmental</u> rules and relevant provisions of the securities regulatory authorities at the places where the Bank's shares are listed, as well as this Articles of Association.</p>
324	<p>Article 297 Based on national laws and regulations as well as the Bank's needs of business management, the Bank shall implement the labor contract system for all employees and the engagement systems for management and specialized technical personnel, institute a remuneration system that is effective in stimulation and efficient in constraint and reasonably determine the remuneration levels for various types of employees.</p>	<p>Article 297 230 Based on national laws and regulations as well as the Bank's needs of business management, the Bank shall implement the labor contract system for all employees and the engagement systems for management and specialized technical personnel, institute a remuneration system that is effective in stimulation and efficient in constraint and reasonably determine the remuneration levels for various types of employees.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
325	Article 298 The Bank shall implement the State's systems of labor protection and social security, and shall respect and protect the legal rights of the employees of the Bank.	Article 298 The Bank shall implement the State's systems of labor protection and social security, and shall respect and protect the legal rights of the employees of the Bank.
326	Article 299 The Bank shall establish internal rules on employee rewarding and punishment in accordance with laws, to reward employees with outstanding contributions and to punish or terminate the labor contracts with those employees who are in violation of the rules or the discipline.	Article 299 The Bank shall establish internal rules on employee rewarding and punishment in accordance with laws, to reward employees with outstanding contributions and to punish or terminate the labor contracts with those employees who are in violation of the rules or the discipline.
327	Article 301 The Bank may conduct mergers and division in accordance with laws. The mergers and division of the Bank shall be conducted in compliance with the provision in the Company Law, the Commercial Bank Law and departmental rules. The mergers of the Bank may take either of the two forms of merger, namely absorption merger or merger by new establishment.	Article 301 232 The Bank may conduct mergers and division in accordance with laws. The mergers and division of the Bank shall be conducted in compliance with the provision in the Company Law, the Commercial Bank Law and departmental rules. The mergers of the Bank may take either of the two forms of merger, namely absorption merger or merger by new establishment.
328	Article 302 The Bank's merger or division shall be proposed by the Board of Directors, and after the proposal is approved by the Shareholders' General Meetings based on the procedure specified by this Articles of Association, relevant examination and approval formalities shall be processed according to the laws. The shareholders who object to the Bank's proposal of merger or division shall be entitled to require the Bank or the shareholders consenting to the Bank's proposal of merger or division to purchase their shares at arm's length prices. The contents of the Bank's resolution on merger or division shall be compiled into a special file for inspection of the shareholders. The aforementioned file shall also be delivered to the shareholders of FLSs by mail.	Article 302 The Bank's merger or division shall be proposed by the Board of Directors, and after the proposal is approved by the Shareholders' General Meetings based on the procedure specified by this Articles of Association, relevant examination and approval formalities shall be processed according to the laws. The shareholders who object to the Bank's proposal of merger or division shall be entitled to require the Bank or the shareholders consenting to the Bank's proposal of merger or division to purchase their shares at arm's length prices. The contents of the Bank's resolution on merger or division shall be compiled into a special file for inspection of the shareholders. The aforementioned file shall also be delivered to the shareholders of FLSs by mail.
329	Article 303 In the Bank's merger, the parties to the merger shall execute an agreement on the merger, and a balance sheet and property list shall be compiled. The Bank shall notice its creditors within 10 days after the resolution on	Article 303 233 In the Bank's merger, the parties to the merger shall execute an agreement on the merger, and a balance sheet and property list shall be compiled. The Bank shall notice its creditors within 10 days after the resolution

Amendments to the Articles		
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	<p>merger is adopted and publicly announce the resolution on newspapers within 30 days. The creditors may require the Bank to pay back the debts or provide relevant security within 30 days after receiving the notice or within 45 days after the announcement is published in case of not receiving the notice.</p> <p>After the merger of the Bank, the credits and debts of the parties to the merger shall be inherited by the company existing after the merger or the company newly established after the merger.</p>	<p>on merger is adopted and publicly announce the resolution on newspapers <u>designated by the Bank or on the National Enterprise Credit Information Publicity System</u> within 30 days. The creditors may require the Bank to pay back the debts or provide relevant security within 30 days after receiving the notice or within 45 days after the announcement is published in case of not receiving the notice.</p> <p>After the <u>Under circumstances of</u> merger of the Bank, the credits and debts of the parties to the merger shall be inherited by the company existing after the merger or the company newly established after the merger.</p>
330	<p>Article 304 In the case of the Bank's division, its properties shall be divided accordingly.</p> <p>In the case of division, the parties to the division shall execute an agreement on the division and compile a balance sheet and property list. The Bank shall notice its creditors within 10 days after the resolution on the division is adopted and publicly announce the resolution on newspapers within 30 days.</p> <p>The Bank's debts before division shall be assumed jointly and severally by the companies existing after the division, unless otherwise provided in the written agreement between the Bank and the relevant creditors before the division.</p>	<p>Article 304 234 In the case of the Bank's division, its properties shall be divided accordingly.</p> <p>In the case of division, the parties to the division shall execute an agreement on the division and compile a balance sheet and property list <u>shall be compiled</u>. The Bank shall notice its creditors within 10 days after the resolution on the division is adopted and publicly announce the resolution on newspapers <u>designated by the Bank or on the National Enterprise Credit Information Publicity System</u> within 30 days.</p> <p>The Bank's debts before division shall be assumed jointly and severally by the companies existing after the division, unless otherwise provided in the written agreement between the Bank and the relevant creditors before the division.</p>
331	<p>Article 306 Under any of the following circumstances, the Bank shall be dissolved according to the laws:</p> <p>(1) a resolution is passed at the Shareholders' General Meeting to dissolve the Bank;</p> <p>(2) dissolution of the Bank is necessary due to a merger or division of the Bank;</p> <p>(3) the Bank is declared bankrupt according to the laws as it is unable to pay back its debts due;</p>	<p>Article 306 236 Under any of the following circumstances, the <u>The</u> Bank shall be dissolved if <u>according to the laws</u>:</p> <p>(1) a resolution is passed at the Shareholders' General Meeting <u>shareholders' meeting</u> to dissolve the Bank;</p> <p>(2) dissolution of the Bank is necessary due to a merger or division of the Bank;</p> <p>(3) the Bank is declared bankrupt according to the laws as it is unable to pay back its debts due;</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>(4) the Bank's business license is revoked according to the laws, or the Bank is ordered to close down or is deregistered;</p> <p>(5) serious difficulties have been encountered by the Bank in its operations and management, and continual operations will cause substantial losses to the interests of the shareholders, and the problem cannot be solvable through other means.</p> <p>The dissolution of the Bank shall be filed with the banking regulatory authority of the State Council for approval.</p>	<p>(4) the Bank's business license is revoked according to the laws, or the Bank is ordered to close down or is deregistered;</p> <p>(5) (4) serious difficulties have been encountered by the Bank in its operations and management, and continual operations will cause substantial losses to the interests of the shareholders, and the problem cannot be solvable through other means; <u>shareholders holding more than 10% of the total shares with voting rights may request the people's court to dissolve the Bank.</u></p> <p><u>Where the Bank encounters the dissolution causes as specified in the preceding paragraph, it shall, within 10 days, publicly disclose the dissolution causes through the National Enterprise Credit Information Publicity System.</u></p> <p>The dissolution of the Bank shall be filed with the banking regulatory authority of the State Council for approval.</p>
332	<p>Article 307 In the cases of the Bank's dissolution due to reasons specified in (1), (2) or (5) above, a liquidation committee shall be set up according to the laws within fifteen (15) days upon the approval by the banking regulatory authority of the State Council, and the Shareholders' General Meeting shall by ordinary resolution determine the members of the liquidation committee.</p> <p>In the case of the Bank's dissolution due to reasons specified in (3) above, a People's Court shall organize the banking regulatory authority of the State Council, the shareholders, relevant authorities and relevant professionals to form a liquidation committee according to the laws to proceed with the liquidation.</p>	<p>Article 307 237 In the cases of the Bank's dissolution due to reasons specified in (1), (23) or (54) above, a liquidation committee shall be set up according to the laws within fifteen (15) days upon the approval by the banking regulatory authority of the State Council, and the Shareholders' General Meeting shall by ordinary resolution determine the members of the liquidation committee. <u>The liquidation committee shall be composed of Directors, unless otherwise provided in this Articles of Association or the shareholders' meeting resolves to elect other persons.</u></p> <p>In the case of the Bank's dissolution due to reasons specified in (3) above, a People's Court shall organize the banking regulatory authority of the State Council, the shareholders, relevant authorities and relevant professionals to form a liquidation committee according to the laws to proceed with the liquidation.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	In the case of the Bank's dissolution due to reasons specified in (4) above, the banking regulatory authority of the State Council shall organize the shareholders, relevant authorities and relevant professionals to form a liquidation committee to proceed with the liquidation.	In the case of the Bank's dissolution due to reasons specified in (4) above, the banking regulatory authority of the State Council shall organize the shareholders, relevant authorities and relevant professionals to form a liquidation committee to proceed with the liquidation.
333	<p>Article 308 If the Board of Directors decides to liquidate the Bank (except for liquidation as a result of declaration of insolvency by the Bank), a statement shall be made in the notice of the Shareholders' General Meeting convened for this purpose stating that the Board of Directors has conducted a complete investigation of the Bank's status and has considered it possible for the Bank to pay all of its debts within 12 months upon commencement of the liquidation.</p> <p>After the resolution on liquidation is passed at the Shareholders' General Meeting, the duties of the Bank's Board of Directors shall cease immediately.</p> <p>The liquidation committee shall follow the instructions of the Shareholders' General Meeting, and shall report to the Shareholders' General Meeting on the income and expenditure of the liquidation committee as well as the development of the Bank's business and the liquidation at least once a year, and shall deliver the final report to the Shareholders' General Meeting at the completion of the liquidation.</p>	<p>Article 308 If the Board of Directors decides to liquidate the Bank (except for liquidation as a result of declaration of insolvency by the Bank), a statement shall be made in the notice of the Shareholders' General Meeting convened for this purpose stating that the Board of Directors has conducted a complete investigation of the Bank's status and has considered it possible for the Bank to pay all of its debts within 12 months upon commencement of the liquidation.</p> <p>After the resolution on liquidation is passed at the Shareholders' General Meeting, the duties of the Bank's Board of Directors shall cease immediately.</p> <p>The liquidation committee shall follow the instructions of the Shareholders' General Meeting, and shall report to the Shareholders' General Meeting on the income and expenditure of the liquidation committee as well as the development of the Bank's business and the liquidation at least once a year, and shall deliver the final report to the Shareholders' General Meeting at the completion of the liquidation.</p>
334	Article 309 The liquidation committee shall notify the creditors within 10 days of its establishment, and shall make public announcement on newspapers within 60 days. The liquidation committee shall register the credits.	Article 309 238 The liquidation committee shall notify the creditors within 10 days of its establishment, and shall make public announcement on newspapers <u>designated by the Bank or on the National Enterprise Credit Information Publicity System</u> within 60 days. The liquidation committee shall register the credits.

Amendments to the Articles		
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	<p>The creditors shall report their credits to the liquidation committee within 30 days after receiving the notice or within 45 days after the public announcement is published in case of not receiving the notice.</p> <p>.....</p>	<p>The creditors shall report their credits to the liquidation committee within 30 days after receiving the notice or within 45 days after the public announcement is published in case of not receiving the notice.</p> <p>.....</p>
335	<p>Article 310 The liquidation committee shall perform the following duties during the liquidation period:</p> <p>.....</p> <p>(6) to dispose the properties of the Bank remaining after payment of its debts;</p> <p>.....</p>	<p>Article310 239 The liquidation committee shall perform the following duties during the liquidation period:</p> <p>.....</p> <p>(6) to dispose distribute the properties of the Bank remaining after payment of its debts;</p> <p>.....</p>
336	<p>Article 311 After sorting out the Bank's properties and compiling the balance sheet and property list, the liquidation committee shall formulate a liquidation plan, which shall be submitted to the Shareholders' General Meeting and the banking regulatory authority of the State Council for approval.</p> <p>The properties of the Bank shall be used for payment of the amounts according to the order of payment as specified in the Company Law and other relevant laws and regulations, i.e. the liquidation costs, employees' wages, social insurance and statutory compensation, taxes due and payable, and the Bank's debts.</p> <p>The properties of the Bank remaining after the payment as specified in the above paragraph shall be distributed to the shareholders according to the class of shares held by them and in pro rata to their shareholding. During the liquidation period, the Bank shall not engage in new business activities.</p>	<p>Article311 240 After sorting out the Bank's properties and compiling the balance sheet and property list, the liquidation committee shall formulate a liquidation plan, which shall be submitted to the Shareholders' General Meeting shareholders' meeting and the banking regulatory authority of the State Council for approval.</p> <p>The properties of the Bank shall be used for payment of the amounts according to the order of payment as specified in the Company Law and other relevant laws and regulations, i.e. the liquidation costs, employees' wages, social insurance and statutory compensation, taxes due and payable, and the Bank's debts.</p> <p>The properties of the Bank remaining after the payment as specified in the above paragraph shall be distributed to the shareholders according to the class of shares held by them and in pro rata to their shareholding. During the liquidation period, the Bank shall not engage in new any business activities <u>unrelated to the liquidation. The Bank's property will not be distributed to shareholders until it has been liquidated in accordance with the preceding paragraph.</u></p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
337	<p>Article 312 In the case of liquidation due to dissolution of the Bank, if the liquidation committee finds out that the Bank's properties are not enough to pay its debts after the committee sorts out the Bank's properties and compiles the balance sheet and property list, the liquidation committee shall petition with a People's Court for bankruptcy after being approved by the banking regulatory authority of the State Council.</p> <p>Upon the Bank declared bankrupt as ruled by the People's Court, the liquidation committee shall hand over the liquidation affairs to the People's Court.</p>	<p>Article-312 241 In the case of liquidation due to dissolution of the Bank, if the liquidation committee finds out that the Bank's properties are not enough to pay its debts after the committee sorts out the Bank's properties and compiles the balance sheet and property list, the liquidation committee shall petition with a People's Court for bankruptcy <u>liquidation</u> after being approved by the banking regulatory authority of the State Council.</p> <p>Upon the Bank declared bankrupt as ruled by <u>When</u> the People's Court <u>accepts the application for bankruptcy</u>, the liquidation committee shall hand over the liquidation affairs to <u>matters to the bankruptcy administrator designated by</u> the People's Court.</p>
338	<p>Article 313 After completion of the Bank's liquidation, the liquidation committee shall compile a liquidation report, a statement on income and expenditures during the liquidation and financial account books, which shall be filed with the Shareholders' General Meeting and the banking regulatory authority of the State Council for confirmation after they are certified by certified public accountants of China.</p> <p>The liquidation committee shall file the aforementioned documents with company registration authorities to apply for deregistration of the Bank and make public announcement on the termination of the Bank within 30 days upon confirmation by the banking regulatory authority of the State Council.</p>	<p>Article-313 242 After completion of the Bank's liquidation, the liquidation committee shall compile a liquidation report, a statement on income and expenditures during the liquidation and financial account books, which shall be filed with the Shareholders' General Meeting <u>shareholders' meeting</u> and the banking regulatory authority of the State Council for confirmation after they are certified by certified public accountants of China.</p> <p>The liquidation committee shall file the aforementioned documents with company registration authorities to apply for deregistration of the Bank and make public announcement on the termination of the Bank within 30 days upon confirmation by the banking regulatory authority of the State Council.</p>
339	<p>Article 314 The members of the liquidation committee shall be fiduciary to their duties and shall perform their liquidation obligations according to the laws.</p> <p>The members of the liquidation committee shall not abuse their authorities to accept bribes or other illegal incomes, nor shall they usurp upon the Bank's properties.</p>	<p>Article-314 243 The members of the liquidation committee shall <u>perform their liquidation obligations and have the fiduciary duties and duties of diligence</u>, be fiduciary to their duties and shall perform their liquidation obligations according to the laws.</p> <p>The members of the liquidation committee shall not abuse their authorities to accept bribes or other illegal incomes, nor shall they usurp upon the Bank's properties.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	In the case of intentional misconducts or gross negligence causing losses to the Bank or its creditors, the members of the liquidation committee shall assume the responsibility of indemnification.	<u>The members of the liquidation committee who fail to perform their liquidation duties, thereby causing losses to the Bank, shall be liable for compensation.</u> In the case of intentional misconducts or gross negligence causing losses to the Bank or its creditors, the members of the liquidation committee shall assume the responsibility of indemnification <u>compensation</u> .
340	CHAPTER 18. Notices	CHAPTER 18 14. Notices <u>and Announcements</u>
341	Article 315 The notice as referred to in this Articles of Association shall be given in one or more of the following manners: (3) by public announcement and such an announcement shall be published on the newspapers; 	Article 315 244 The notice of the Bank as referred to in this Articles of Association shall be given in one or more of the following manners: (3) by public announcement and such an announcement shall be published on the newspapers;
342	Article 316 Except otherwise required by the regulatory authorities or stipulated in this Articles of Association, in connection with corporate communications including notice, information or written statement dispatched by the Bank to the shareholders of FLSs, provided that the Bank has not received a response from foreign shareholders indicating shareholder's intention to receive corporate communications by courier or postage-prepaid mail within 28 days from the date the Bank's dispatches communication selection request form is issued, the Bank can deem such shareholders as having agreed that the Bank may send or supply corporate communications including notice, information or written statements to him/her by electronic means.	Article 316 Except otherwise required by the regulatory authorities or stipulated in this Articles of Association, in connection with corporate communications including notice, information or written statement dispatched by the Bank to the shareholders of FLSs, provided that the Bank has not received a response from foreign shareholders indicating shareholder's intention to receive corporate communications by courier or postage-prepaid mail within 28 days from the date the Bank's dispatches communication selection request form is issued, the Bank can deem such shareholders as having agreed that the Bank may send or supply corporate communications including notice, information or written statements to him/her by electronic means.
343	Article 319 In the case the notice is given by personal delivery, the recipient shall sign (or stamp) the return sheet of delivery, and the date of the recipient's signing on the notice shall be the date of delivery; in the case the notice is given via post, the date of delivery shall be the 48th hour after delivery to post office; in the case the notice is given through public announcement, the date of the first	Article 319 247 In the case the notice <u>of the Bank</u> is given by personal delivery, the recipient shall sign (or stamp) the return sheet of delivery, and the date of the recipient's signing on the notice shall be the date of delivery; in the case the notice <u>of the Bank</u> is given via post, the date of delivery shall be the 48th hour after delivery to post office; in the case the notice <u>of the Bank</u> is given through public

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	publication of the announcement shall be the date of delivery, which shall be published on a newspaper meeting the relevant requirements.	announcement, the date of the first publication of the announcement shall be the date of delivery, which shall be published on a newspaper meeting the relevant requirements.
344	Add.	<u>Article 248 The newspapers designated by the Bank shall be the media for publishing the Bank's announcements and other information required to be disclosed.</u>
345	<p>Article 321 The Bank shall amend this Articles of Association if any of the following circumstances occurs:</p> <p>(1) if any term contained in this Articles of Association becomes inconsistent with the provisions of the amended laws and administrative regulations after the Company Law, or other relevant laws, regulations and rules are amended;</p> <p>(2) if certain changes of the Bank occur resulting in the inconsistency with certain terms specified in this Articles of Association;</p> <p>(3) if the Shareholders' General Meetings adopts a resolution to amend this Articles of Association.</p>	<p>Article 321 250 The Bank shall amend this Articles of Association if any of the following circumstances occurs:</p> <p>(1) if any term contained in this Articles of Association becomes inconsistent with the provisions of the amended laws and , administrative regulations <u>and departmental rules</u> after the Company Law, or other relevant laws, <u>administrative</u> regulations and <u>departmental</u> rules are amended;</p> <p>(2) if certain changes of the Bank occur resulting in the inconsistency with certain terms specified in this Articles of Association;</p> <p>(3) if the Shareholders' General Meetings <u>shareholders' meeting</u> adopts a resolution to amend this Articles of Association.</p>
346	Article 322 Amendments of this Articles of Association passed by resolutions of the Shareholders' General Meeting shall be subject to examination and approval of the banking regulatory authority of the State Council if necessary. In the case an amendment to this Articles of Association is subject to registration, the Bank shall register the amendment according to the laws.	Article 322 251 Amendments of this Articles of Association passed by resolutions of the Shareholders' General Meeting <u>shareholders' meeting</u> shall be subject to examination and approval of the banking regulatory authority of the State Council if necessary. In the case an amendment to this Articles of Association is subject to registration, the Bank shall register the amendment according to the laws.

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
347	Article 323 The Board of Directors shall amend this Articles of Association based on the resolution of the Shareholders' General Meetings on amendment to the Articles of Association and the examination and approval opinions from the banking regulatory authority of the State Council.	Article-323 252 The Board of Directors shall amend this Articles of Association based on the resolution of the Shareholders' General Meetings shareholders' meeting on amendment to the Articles of Association and the examination and approval opinions from the banking regulatory authority of the State Council.
348	Article 324 In the case the amendment to the Articles of Association involves matters required to be disclosed in accordance with laws, regulations and rules, relevant announcements shall be made according to these requirements.	Article-324 253 In the case the amendment to the Articles of Association involves matters required to be disclosed in accordance with laws, regulations and departmental rules, relevant announcements shall be made according to these requirements.
349	<p>Article 325 Except otherwise stipulated in this Articles of Association, the Bank shall abide by the following dispute resolution procedures:</p> <p>(1) If any disputes or claims related to the Bank's business based on the rights or obligations provided in this Articles of Association, the Company Law and other relevant laws or administrative regulations arise between the shareholders of FLSs and the Bank, between the shareholders of FLSs and the Directors, Supervisors and other senior management personnel of the Bank or between the shareholders of FLSs and other shareholders, the parties concerned shall submit such dispute or claim for arbitration.</p> <p>When such disputes or claims as described above are submitted for arbitration, such disputes or claims shall be submitted in their entirety, and all persons that have a cause of action due to the same events or whose participation is necessary for the settlement of such disputes or claims, and if such persons being the Bank, shareholders, Directors, Supervisors, the President or other senior management personnel of the Bank, shall abide by the arbitration result.</p> <p>Disputes concerning the definition of shareholders and the register of shareholders shall not be required to be settled by means of arbitration.</p> <p>.....</p>	<p>Article-325 254 Except otherwise stipulated in this Articles of Association, the Bank shall abide by the following dispute resolution procedures:</p> <p>(1) If any disputes or claims related to the Bank's business based on the rights or obligations provided in this Articles of Association, the Company Law and other relevant laws or administrative regulations arise between the shareholders of FLSs and the Bank, between the shareholders of FLSs and the Directors, Supervisors and other senior management personnel of the Bank or between the shareholders of FLSs and other shareholders, the parties concerned shall submit such dispute or claim for arbitration.</p> <p>When such disputes or claims as described above are submitted for arbitration, such disputes or claims shall be submitted in their entirety, and all persons that have a cause of action due to the same events or whose participation is necessary for the settlement of such disputes or claims, and if such persons being the Bank, shareholders, Directors, Supervisors, the President or other senior management personnel of the Bank, shall abide by the arbitration result.</p> <p>Disputes concerning the definition of shareholders and the register of shareholders shall not be required to be settled by means of arbitration.</p> <p>.....</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
350	<p>Article 326 This Articles of Association are made in Chinese; in the case of any discrepancies between the Articles of Association of any other language or different versions and this Articles of Association, the Chinese version of this Articles of Association as most recently certified by and registered with the banking regulatory authority of the State Council and most recently registered and filed with the market regulation administration authorities shall prevail.</p> <p>In the case of any discrepancies between this Articles of Association and any newly promulgated laws, administrative regulations, departmental rules, and securities regulatory rules in places where the shares of the Bank are listed, the latter shall prevail.</p>	<p>Article 326 255 This Articles of Association are made in Chinese; in the case of any discrepancies between the Articles of Association of any other language or different versions and this Articles of Association, the Chinese version of this Articles of Association as most recently certified by and registered with the banking regulatory authority of the State Council and most recently registered and filed with the market regulation administration authorities company registration authority shall prevail.</p> <p><u>Matters not mentioned here in this Articles of Association shall be handled in accordance with laws, administrative regulations, departmental rules, and securities regulatory rules in places where the shares of the Bank are listed and in the light of the actual situation of the Bank.</u> In the case of any discrepancies between this Articles of Association and any newly promulgated laws, administrative regulations, departmental rules, and securities regulatory rules in places where the shares of the Bank are listed, the latter shall prevail.</p>
351	<p>Article 327 The term “substantial shareholder” as mentioned in this Articles of Association means a shareholder that holds or controls 5% or more of the Bank’s shares or voting right, or that holds less than 5% of the total capital or the total shares but has a significant influence on the Bank’s operations and management.</p> <p>The “significant influence” in the preceding paragraph include, but is not limited to, dispatching Directors, Supervisors or senior management personnel to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the banking regulatory authority of the State Council or its local branches.</p> <p>“Onsite meeting of the Board of Directors” or “onsite meeting of the Board of Supervisors” as referred to in this Articles of Association means a meeting held on site or by video or telephone, which ensures constant communication and discussion by persons attending the meeting.</p>	<p>Article 327 256 The term “substantial shareholder” as mentioned in this Articles of Association means a shareholder that holds or controls 5% or more of the Bank’s shares or voting right, or that holds less than 5% of the total capital or the total shares but has a significant influence on the Bank’s operations and management.</p> <p>The “significant influence” in the preceding paragraph include, but is not limited to, dispatching Directors, Supervisors or senior management personnel to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the banking regulatory authority of the State Council or its local branches.</p> <p>“Onsite meeting of the Board of Directors” or “onsite meeting of the Board of Supervisors” as referred to in this Articles of Association means a meeting held on site or by video or telephone, which ensures constant communication and discussion by persons attending the meeting.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>.....</p> <p>“Stakeholders” as referred to in this Articles of Association include the Bank’s financial consumers, employees, suppliers, creditors and communities.</p>	<p>.....</p> <p>“Stakeholders” as referred to in this Articles of Association include the Bank’s financial consumers, employees, suppliers, creditors and communities.</p> <p><u>For the purposes of this Articles of Association, the “newspapers designated by the Bank” refer to the <i>China Securities Journal</i>, <i>Shanghai Securities News</i>, <i>Securities Times</i>, or any newspaper that complies with the requirements of the competent authorities.</u></p>
352	<p>Article 328 Except as otherwise stipulated in this Articles of Association or creating ambiguity in the context, the phrases such as “no less than”, “within” and “no more than” as used in this Articles of Association shall also include the number or amount itself, while the phrases such as “in excess of”, “less than”, “lower than”, “other than” and “under” shall not include the number or amount itself.</p>	<p>Article 328 <u>257</u> Except as otherwise stipulated in this Articles of Association or creating ambiguity in the context, the phrases such as “no less than”, “within” and “no more than” as used in this Articles of Association shall also include the number or amount itself, while the phrases such as “in excess of”, “less than”, “lower than”, “other than” and “under” shall not include the number or amount itself.</p>
353	Add.	<p><u>Article 260</u> <u>The Annexes to this Articles of Association shall include the Rules of Procedures for the Shareholders’ Meeting and the Rules of Procedures for the Board of Directors.</u></p>
354	Adjust the article numbering as necessary according to the additions and deletions of articles	

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
1.	<i>Rules of Procedures for the Shareholders' General Meeting of China CITIC Bank Corporation Ltd.</i>	<i>Rules of Procedures for the Shareholders' General Meeting of China CITIC Bank Corporation Ltd.</i>
2.	Article 1 China CITIC Bank Corporation Limited (hereinafter referred to as the "Bank") formulates the Rules in accordance with the <i>Company Law of the People's Republic of China</i> (hereinafter referred to as the "Company Law"), the <i>Commercial Banking Law of the People's Republic of China</i> and other relevant laws, regulations, normative documents, as well as the Articles of Association of China CITIC Bank Corporation Limited (hereinafter referred to as the "Articles of Association of the Bank"), and in combination with the actual situation of the Bank, for the purposes of ensuring that shareholders can exercise their rights in accordance with laws, ensuring the efficient, standardized operation and scientific decision-making of the shareholders' general meeting, and improving the governance structure of the Bank.	Article 1 China CITIC Bank Corporation Limited (hereinafter referred to as the "Bank") formulates the Rules in accordance with the <i>Company Law of the People's Republic of China</i> (hereinafter referred to as the "Company Law"), <u>the <i>Securities Law of the People's Republic of China</i> (hereinafter referred to as the "<i>Securities Law</i>")</u> , the <i>Commercial Banking Law of the People's Republic of China</i> , <u>the <i>Rules for Shareholders' Meeting of Listed Companies</i>, the <i>Guidelines on the Articles of Association of Listed Companies</i>, the <i>Corporate Governance Guidelines for Banking and Insurance Institutions</i></u> , and other relevant laws, regulations, normative documents, as well as the Articles of Association of China CITIC Bank Corporation Ltd. (hereinafter referred to as the "Articles of Association of the Bank"), and in combination with the actual situation of the Bank, for the purposes of <u>regulating acts of the Bank and ensuring that shareholders can exercise their rights in accordance with laws</u> , ensuring <u>law-based exercise of powers</u> , efficient, standardized operation and scientific decision-making of the shareholders' general meeting, and improving the governance structure of the Bank.
3.	Article 2 The Rules shall be applicable to the shareholders' general meeting of the Bank, and shall be binding on the Bank, its shareholders, proxies of shareholders, Directors, Supervisors, senior management members and other persons who attend the shareholders' general meeting as nonvoting delegates.	Article 2 The Rules shall be applicable to the shareholders' general meeting of the Bank, and shall be binding on the Bank, its shareholders, proxies of shareholders, Directors, Supervisors , senior management members and other persons who attend the shareholders' general meeting as nonvoting delegates.
4.	Article 3 The shareholders' general meeting shall be convened by the Board of Directors in accordance with provisions of the Company Law and other laws, regulations, normative documents, the Articles of Association of the Bank and the Rules regarding the convening of the shareholders' general meeting. All directors of the Bank shall bear fiduciary responsibilities for the proper convening of the shareholders' general meeting and shall not obstruct	Article 3 The <u>Bank shall hold</u> shareholders' general meetings shall be convened by the Board of Directors in accordance with <u>strict compliance</u> with provisions of the Company Law and other laws, regulations, normative documents, the Articles of Association of the Bank and the Rules regarding the convening of the shareholders' general meeting , <u>ensuring that shareholders can exercise their rights in accordance with laws. The Board of</u>

Amendments to the Articles		
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	the shareholders' general meeting from exercising its functions and powers in accordance with the law.	<u>Directors of the Bank shall conscientiously perform its duties, and organize the shareholders' meeting in time.</u> All directors of the Bank shall bear fiduciary responsibilities for <u>duties of diligence, ensuring</u> the proper convening of the shareholders' general meeting and shall not obstruct the shareholders' general meeting from exercising its of functions and powers in accordance with the law.
5.	Article 4 The Board of Directors and the secretary of the Board of Directors shall be responsible for all the preparatory and organizational work for the shareholders' general meeting.	Article 4 The Board of Directors and the secretary of the Board of Directors shall be responsible for all the preparatory and organizational work for the shareholders' general meeting.
6.	Article 5 All ordinary shareholders of the Bank (including preference shareholders whose voting rights have been restored) registered on the record date of equity shall be entitled to attend the shareholders' general meeting in person or authorize their proxies to attend on their behalf, and shall have such shareholder rights as the right to know, the right to speak, the right of inquiry and the right to vote in accordance with laws, regulations, regulatory documents, the Articles of Association of the Bank and the Rules. Except under any circumstances provided in Article 39 of the Rules, the holders of preference shares shall not attend the shareholders' general meetings and shall have no voting rights. Shareholders and their proxies attending the shareholders' general meeting shall comply with relevant laws, regulations, normative documents, the Articles of Association of the Bank and the Rules, maintain the order of the meeting, and shall not infringe upon the legitimate rights and interests of other shareholders.	Article 5 All ordinary shareholders of the Bank (including preference shareholders whose voting rights have been restored) registered on the record date of equity <u>or their proxies</u> shall be entitled to attend the shareholders' general meeting in person or authorize their proxies to attend on their behalf, and shall have such shareholder rights as the right to know, the right to speak, the right of inquiry and the right to vote in accordance with laws, regulations, regulatory documents, the Articles of Association of the Bank and the Rules. <u>and the Bank or the conveners shall not refuse for any reason.</u> Except under any circumstances provided in Article 39 <u>35</u> of the Rules, the holders of preference shares shall not attend the shareholders' general meetings and shall have no voting rights. Shareholders and their proxies attending the shareholders' general meeting shall comply with relevant laws, regulations, normative documents, the Articles of Association of the Bank and the Rules, maintain the order of the meeting, and shall not infringe upon the legitimate rights and interests of other shareholders.
7.	Chapter 2 Functions, Powers and Authorizations of the Shareholders' General Meeting	Chapter 2 Functions, Powers and Authorizations of the Shareholders' General-Meeting
8.	Article 6 The Shareholders' General Meeting is the organ of authority of the Bank and shall have the following functions and powers in accordance with law:	Article 6 The shareholders' general -meeting <u>consists of all shareholders. The shareholders' meeting</u> is the organ of authority of the Bank and shall have the following

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>(1) to decide on the Bank's business operation policies and investment plans;</p> <p>(2) to appoint or remove Directors, and to decide upon matters relating to the remuneration of Directors;</p> <p>(3) to appoint or remove shareholder representative Supervisors and external Supervisors, and decide upon matters relating to the remuneration of Supervisors;</p> <p>(4) to examine and approve reports of the Board of Directors;</p> <p>(5) to examine and approve reports of the Board of Supervisors;</p> <p>(6) to examine and approve proposals on the Bank's annual financial budget and financial statements;</p> <p>.....</p> <p>(10) to adopt resolutions on merger, division, spin-off, dissolution, liquidation or change in the form of the Bank;</p> <p>(11) to adopt resolutions on the issue of bonds or other securities that supplement the Bank's capital as well as on the proposal of listing thereof;</p> <p>(12) to adopt resolutions on acquisition of the Bank's ordinary stocks;</p> <p>(13) to amend the Articles of Association of the Bank;</p> <p>(14) to adopt resolutions on the appointment or removal of accounting firms and deciding upon its service fee or method of determining their service fees;</p>	<p>functions and powers in accordance with laws <u>and the Articles of Association of the Bank</u> :</p> <p>(1) to decide on the Bank's business operation policies and investment plans;</p> <p>(2) to appoint or remove <u>relevant</u> Directors, and to decide upon matters relating to the remuneration of <u>relevant</u> Directors;</p> <p>(3) to appoint or remove shareholder representative Supervisors and external Supervisors, and decide upon matters relating to the remuneration of Supervisors;</p> <p>(4) (2) to examine and approve work reports of the Board of Directors;</p> <p>(5) to examine and approve reports of the Board of Supervisors;</p> <p>(6) (3) to examine and approve proposals on the Bank's annual financial budget and financial statements;</p> <p>.....</p> <p>(10) (7) to adopt resolutions on merger, division, <u>spin-off</u>, dissolution, liquidation or change in the form of the Bank;</p> <p>(11) (8) to adopt resolutions on the issue of bonds or other securities that supplement the Bank's capital as well as on the proposal of listing thereof;</p> <p>(12) (9) to adopt resolutions on repurchase <u>acquisition</u> of the Bank's ordinary stocks <u>in accordance with laws</u>;</p> <p>(13) (10) to amend the Articles of Association of the Bank;</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>(15) to examine proposals raised by the shareholders individually or in aggregate representing 3% or more of the Bank's voting shares;</p> <p>(16) to examine matters of major investments, the purchase or dispose of material assets that exceed 10% of the latest audited net assets of the most recent year;</p> <p>(17) to examine the share incentive scheme;</p> <p>(18) to decide on or authorize the Board of Directors to decide on the matters relevant to preference shares issued by the Bank, including but not limited to deciding on whether to repurchase, convert or distribute dividends;</p> <p>(19) to examine connected transactions which shall be approved by the shareholders' general meeting in accordance with laws, administrative regulations, rules and provisions of the securities regulatory authority of the places where the shares of the Bank are listed;</p> <p>(20) to examine other matters which shall be decided by the shareholders' general meeting in accordance with laws, administrative regulations, departmental rules, and rules issued by the securities regulatory authority of the places where the shares of the Bank are listed and the Articles of Association of the Bank.</p>	<p>(14) (11) to adopt resolutions on the appointment or removal of accounting firms <u>that conduct regular statutory audits over financial reports of the Bank</u> and deciding upon its service fee or method of determining their service fees;</p> <p>(15) (12) to examine proposals raised by the shareholders individually or in aggregate representing 3% 1% or more of the Bank's voting shares;</p> <p>(16) (13) to examine matters of major investments, the purchase or dispose of material assets that exceed 10% of the latest audited net assets of the most recent year;</p> <p>(17) to examine the share incentive scheme;</p> <p>(18) (14) to decide on or authorize the Board of Directors to decide on the matters relevant to preference shares issued by the Bank, including but not limited to deciding on whether to repurchase, convert or distribute dividends;</p> <p>(19) (15) to examine connected transactions which shall be approved by the shareholders' general meeting in accordance with laws, administrative regulations, <u>departmental</u> rules and provisions of the securities regulatory authority of the places where the shares of the Bank are listed;</p> <p><u>(16) to dismiss independent Directors;</u></p> <p><u>(17) to examine and approve the rules of procedures for the shareholders' meeting and the rules of procedures for the Board of Directors;</u></p> <p>(20) (18) to examine other matters which shall be decided by the shareholders' general meeting in accordance with laws, administrative regulations, departmental rules, and rules issued by the securities regulatory authority of the places where the shares of the Bank are listed and the Articles of Association of the Bank.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
		<p><u>Any matter within the above scope of functions and powers of the shareholders' meeting shall be considered and decided by the shareholders' meeting or, where necessary, reasonable and lawful, may be decided by the Board of Directors upon authorization by the shareholders' meeting. The shareholders' meeting shall not delegate to the Board of Directors any function or power that must be exercised by the shareholders' meeting under laws.</u></p> <p><u>The authorization shall be clear and concrete. The authorization matter subject to approval by the shareholders' meeting by ordinary resolution shall be adopted by more than half of voting shares represented by the shareholders of ordinary shares attending the shareholders' meeting (including holders of preference shares whose voting rights are restored, in person or by proxy). The authorization matter subject to approval by the shareholders' meeting by special resolution shall be adopted by no less than two-third of voting shares represented by the shareholders of ordinary shares attending the shareholders' meeting (including the holders of preference shares with restored voting rights, in person or by proxy).</u></p>
9.	Article 7 Except in special circumstances such as when the Bank is in a crisis, without the prior approval of the shareholders' general meeting or person(s) or entities authorized by the shareholders' general meeting, the Bank shall not conclude any contract with any person other than Directors, Supervisors, President and other senior management members of the Bank for the delegation of the whole business management or part of the important business management of the Bank to such person.	Article 7 Except in special circumstances such as when the Bank is in a crisis, without the prior approval of the shareholders' general meeting <u>by special resolutions</u> or person(s) or entities authorized by the shareholders' general meeting , the Bank shall not conclude any contract with any person other than Directors, Supervisors, President and other senior management members of the Bank for the delegation of the whole business management or part of the important business management of the Bank to such person.
10.	Article 8 The shareholders' general meeting shall include annual shareholders' general meeting and extraordinary shareholders' general meeting.	Article 8 The shareholders' general meeting shall include annual shareholders' general meeting and extraordinary shareholders' general meeting.

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
11.	<p>Article 9 The annual shareholders' general meeting shall be held once a year within six (6) months after the end of each fiscal year. If the meeting needs to be postponed due to special circumstances, the Bank shall promptly report to the banking regulatory authority of the State Council and explain the reasons for the postponement.</p> <p>Article 10 The annual shareholders' general meeting shall examine at least the following proposals:</p> <p>(1) to examine the annual report of the Board of Directors, including the business policy and major investment plan for the next year;</p> <p>(2) to examine the annual report of the Board of Supervisors;</p> <p>(3) to examine the audited financial final accounting plan of the Bank for the previous year;</p> <p>(4) to examine the financial budget plan of the Bank for the next year;</p> <p>(5) to examine the profit distribution plan of the Bank for the previous year;</p> <p>(6) to appoint or dismiss accounting firms that conduct statutory audits on financial reports of the Bank;</p> <p>(7) to notify the regulatory opinions of the banking regulatory authority of the State Council on the Bank and the rectification of the Bank;</p> <p>(8) to report the evaluation results of the Board of Directors on directors and the mutual evaluation of independent directors;</p> <p>(9) to report the evaluation results of the Board of Supervisors on supervisors and the mutual evaluation of external supervisors.</p>	<p>Article 9 The annual shareholders' general meeting shall be held once a year within six (6) months after the end of each <u>previous</u> fiscal year. If the meeting needs to be postponed due to special circumstances, the Bank shall promptly report to the banking regulatory authority of the State Council and explain the reasons for the postponement.</p> <p>Article 10 The annual shareholders' general meeting shall examine at least the following proposals:</p> <p>(1) to examine the annual report of the Board of Directors, including the business policy and major investment plan for the next year;</p> <p>(2) to examine the annual report of the Board of Supervisors;</p> <p>(3) to examine the audited financial final accounting plan of the Bank for the previous year;</p> <p>(4) to examine the financial budget plan of the Bank for the next year;</p> <p>(5) to examine the profit distribution plan of the Bank for the previous year;</p> <p>(6) to appoint or dismiss accounting firms that conduct statutory audits on financial reports of the Bank;</p> <p>(7) to notify the regulatory opinions of the banking regulatory authority of the State Council on the Bank and the rectification of the Bank;</p> <p>(8) to report the evaluation results of the Board of Directors on directors and the mutual evaluation of independent directors;</p> <p>(9) to report the evaluation results of the Board of Supervisors on supervisors and the mutual evaluation of external supervisors.</p>

Amendments to the Articles		
No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
	<p>Article 11 An extraordinary shareholders' general meeting shall be held within two (2) months upon the occurrence of any of the following circumstances:</p> <p>(1) the number of Directors falls below the statutory minimum number stipulated by the Company Law or below two-third of the number stipulated in the Articles of Association of the Bank;</p> <p>(2) the aggregate uncovered loss amounts to one-third of the total paid-up share capital of the Bank;</p> <p>(3) shareholders who hold, alone or in aggregate, 10% or more voting shares of the Bank (hereinafter referred to as "proposing shareholders") presents a written request (number of shares held shall be subject to the number of shares held on the date of submitting the written request);</p> <p>(4) the Board of Directors deems it as necessary;</p> <p>(5) the Board of Supervisors proposes for such a meeting;</p> <p>(6) more than half of independent Directors or all external Supervisors propose that the meeting be convened;</p> <p>(7) other circumstances as permitted by the laws, administrative regulations and rules.</p>	<p>Article 11 An extraordinary shareholders' general meeting shall be held <u>on an irregular basis, and shall be held</u> within two (2) months upon the occurrence of any of the following circumstances:</p> <p>(1) the number of Directors falls below <u>two-third of the minimum number stipulated in the Articles of Association of the Bank or below</u> the statutory minimum number stipulated by the Company Law or below two-third of the number stipulated in the Articles of Association of the Bank;</p> <p>(2) the aggregate uncovered loss amounts to one-third of the total paid-up share capital of the Bank;</p> <p>(3) shareholders who hold, alone or in aggregate, 10% or more voting shares of the Bank (<u>including preference shareholders whose voting rights have been restored,</u> hereinafter referred to as "proposing shareholders") presents a written request (number of shares held shall be subject to the number of shares held on the date of submitting the written request);</p> <p>(4) the Board of Directors deems it as necessary;</p> <p>(5) the Board of Supervisors <u>Audit Committee</u> proposes for such a meeting;</p> <p>(6) more than half of <u>and not fewer than two</u> independent Directors or all external Supervisors propose that the meeting be convened;</p> <p>(7) other circumstances as permitted by the laws, administrative regulations and, departmental rules <u>and the Articles of Association of the Bank.</u></p> <p><u>Where the annual shareholders' meeting or extraordinary shareholders' meeting is not convened within the foregoing period, the Bank shall submit a written report indicating the reason therefor to the local</u></p>

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No.	Provisions before Amendments	Provisions after Amendments (Tracked Changes Version)
		<u>offices of the securities regulatory authorities and the banking regulatory authority of the State Council and Shanghai Stock Exchange and publish an announcement.</u>
12.	<p>Article 12 More than half of independent Directors shall be entitled to propose the convening of an extraordinary shareholders' general meeting to the Board of Directors. The Board of Directors shall, within 10 days of receiving the proposal, provide written feedback stating whether they agree to or object to the proposal in accordance with laws, administrative regulations and rules, and the Articles of Association of the Bank.</p> <p>The Board of Directors shall issue notice of shareholders' general meeting within 5 days of resolution of the Board of Directors upon agreeing to convene an extraordinary shareholders' general meeting. The Board of Directors shall provide reasons in writing when objecting to convene an extraordinary shareholders' general meeting.</p>	<p>Article 12 10 <u>The Board of Directors shall convene the shareholders' meeting in a timely manner within the period prescribed in the Rules.</u></p> <p>More than half of <u>and not fewer than two</u> independent Directors shall be entitled to propose the convening of an extraordinary shareholders' general meeting to the Board of Directors. The Board of Directors shall, within 10 days of receiving the proposal, provide written feedback stating whether they agree to or object to the proposal in accordance with laws, administrative regulations and, <u>departmental</u> rules, and the Articles of Association of the Bank.</p> <p>The Board of Directors shall issue notice of shareholders' general meeting within 5 days of resolution of the Board of Directors upon agreeing to convene an extraordinary shareholders' general meeting. The Board of Directors shall provide reasons in writing <u>and make an announcement</u> when objecting to convene an extraordinary shareholders' general meeting.</p>
13.	<p>Article 13 The Board of Supervisors shall be entitled to propose the convening of an extraordinary shareholders' general meeting to the Board of Directors, and shall submit the proposal in writing. The Board of Directors shall, within 10 days of receiving the proposal, provide written feedback stating whether they agree to or object to the proposal in accordance with laws, administrative regulations and rules, and the Articles of Association of the Bank.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' general meeting, it shall issue a notice of shareholders' general meeting within 5 days upon resolution of the Board of Directors, and shall obtain consent of the Board of Supervisors on alteration of the original proposal.</p>	<p>Article 13 11 <u>The Board of Supervisors Audit Committee shall be entitled to propose the convening of an extraordinary shareholders' general meeting to the Board of Directors, and shall submit the proposal in writing. The Board of Directors shall, within 10 days of receiving the proposal, provide written feedback stating whether they agree to or object to the proposal in accordance with laws, administrative regulations and rules, and the Articles of Association of the Bank.</u></p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' general meeting, it shall issue a notice of shareholders' general meeting within 5 days upon resolution of the Board of Directors, and shall obtain consent of the</p>

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	<p>If the Board of Directors disagrees with convening of an extraordinary shareholders' general meeting or does not give any feedback within 10 days upon receiving the proposal, it shall be deemed as unable to perform or have not performed its duties of convening shareholders' general meeting, and the Board of Supervisors may convene and preside over a meeting by itself.</p>	<p>Board of Supervisors <u>Audit Committee</u> on alteration of the original proposal.</p> <p>If the Board of Directors disagrees with convening of an extraordinary shareholders' general meeting or does not give any feedback within 10 days upon receiving the proposal, it shall be deemed as unable to perform or have not performed its duties of convening shareholders' general meeting, and the Board of Supervisors <u>Audit Committee</u> may convene and preside over a meeting by itself.</p>
14.	<p>Article 14 Shareholders individually or in aggregate holding a total of 10% or more of the voting rights of all the shares shall have the right to request in writing the Board of Directors to convene an extraordinary shareholders' general meeting or a meeting for a certain class of shareholders. The Board of Directors shall grant feedback in writing whether to convene the meeting within ten days upon receiving such request in accordance with laws, administrative regulations and rules, and the Articles of Association of the Bank.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' general meeting or meeting for a certain class of shareholders, it shall give a notice of shareholders' general meeting or meeting for a certain class of shareholders within 5 days from the resolution of the Board of Directors, and any change to the original proposals stated in the notice shall obtain the consent of relevant shareholders.</p> <p>If the Board of Directors disagrees with the convening of an extraordinary shareholders' general meeting or a meeting for a certain class of shareholders, or the Board of Directors fails to give any feedback within 10 days from receiving the proposal, shareholders individually or in aggregate holding a total of 10% or more of voting shares shall be entitled to propose the convening of an extraordinary shareholders' general meeting or a meeting for a certain class of shareholders to the Board of Supervisors in writing.</p>	<p>Article 14 Shareholders individually or in aggregate holding a total of 10% or more of the voting rights of all the shares <u>of the Bank (including preference shares whose voting rights have been restored)</u> shall have the right to request in writing the Board of Directors to convene an extraordinary shareholders' general meeting or a meeting for a certain class of shareholders. The Board of Directors shall grant feedback in writing whether to convene the meeting within ten days upon receiving such request in accordance with laws, administrative regulations and rules, and the Articles of Association of the Bank.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' general meeting or meeting for a certain class of shareholders, it shall give a notice of shareholders' general meeting or meeting for a certain class of shareholders within 5 days from the resolution of the Board of Directors, and any change to the original proposals stated in the notice shall obtain the consent of relevant shareholders.</p> <p>If the Board of Directors disagrees with the convening of an extraordinary shareholders' general meeting or a meeting for a certain class of shareholders, or the Board of Directors fails to give any feedback within 10 days from receiving the proposal, shareholders individually or in aggregate holding a total of 10% or more of voting shares <u>of the Bank (including preference shares whose voting rights have been restored)</u> shall be entitled to propose the convening of</p>

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	<p>If the Board of Supervisors agrees to convene an extraordinary shareholders' general meeting or meeting for a certain class of shareholders, it shall give notice of shareholders' general meeting within 5 days from receiving the proposal, and any change to the original proposals stated in the notice shall obtain the consent of relevant shareholders.</p> <p>The Board of Supervisors fails to issue notice of the extraordinary shareholders' general meeting or meeting for a certain class of shareholders shall be deemed as the Board of Supervisors does not convene or preside over such a meeting, and such a meeting may be convened and presided over by shareholders individually or in aggregate holding a total of 10% or more of voting shares for at least ninety (90) consecutive days.</p>	<p>an extraordinary shareholders' general meeting or a meeting for a certain class of shareholders to the Board of Supervisors <u>Audit Committee</u> in writing.</p> <p>If the Board of Supervisors <u>Audit Committee</u> agrees to convene an extraordinary shareholders' general meeting or meeting for a certain class of shareholders, it shall give notice of shareholders' general meeting within 5 days from receiving the proposal, and any change to the original proposals stated in the notice shall obtain the consent of relevant shareholders.</p> <p>If the Board of Supervisors <u>Audit Committee</u> fails to issue notice of the extraordinary shareholders' general meeting or meeting for a certain class of shareholders, it shall be deemed as the Board of Supervisors <u>Audit Committee</u> does not convene or preside over such a meeting, and such a meeting may be convened and presided over by shareholders individually or in aggregate holding a total of 10% or more of voting shares <u>of the Bank (including preference shares whose voting rights have been restored)</u> for at least ninety (90) consecutive days.</p> <p><u>For a shareholders' meeting convened by the Audit Committee or shareholders on their own, the Board of Directors and the secretary of the Board of Directors shall cooperate.</u></p> <p><u>The Board of Directors shall provide the shareholder register as of the record date. If the Board of Directors fails to provide the shareholder register, the convener may apply to the securities registration and clearing institution for the shareholder register by presenting relevant announcements of the notice convening the shareholders' meeting. The shareholder register obtained by the convener shall not be used for any purposes other than convening the shareholders' meeting.</u></p>

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15.	<p>Article 15 Costs for attending shareholders' general meeting or meeting a certain class of shareholders shall be borne by the shareholders themselves. Where the shareholders convene and hold a meeting because the Board of Directors and the Board of Supervisors fail to convene such meeting as mentioned above, the reasonable costs incurred by such meeting shall be borne by the Bank and may be deducted from the sums owed by the Bank to the negligent Directors and Supervisors.</p>	<p>Article 1513 Costs for attending shareholders' general meeting or meeting a certain class of shareholders shall be borne by the shareholders themselves. Where the <u>Audit Committee or</u> shareholders convene and hold a shareholders' meeting on their own because the Board of Directors and the Board of Supervisors fail to convene such meeting as mentioned above, the reasonable costs incurred by such meeting shall be borne by the Bank and may be deducted from the sums owed by the Bank to the negligent Directors and Supervisors.</p>
16.	<p>Article 16 When deciding to convene a shareholders' general meeting on their own, the Board of Supervisors or the proposing shareholders shall inform the Board of Directors in writing, and report to the banking regulatory authority of the State Council, local office of securities regulatory authority of the State Council in the location of the Bank and domestic stock exchange for filing. In addition, the Board of Supervisors or the proposing shareholders shall issue the notice for convening an extraordinary shareholders' general meeting on their own, and the content of the notice shall comply with Article 90 of the Rules and shall meet the following requirements:</p> <p>(1) New content is not allowed to be added, otherwise the proposing shareholders or the Board of Supervisors shall make a new request for convening an extraordinary shareholders' general meeting to the Board of Directors according to the above procedures;</p> <p>(2) Venue of the meeting shall be the domicile of the Bank.</p> <p>The Board of Supervisors or the shareholders convening such a meeting shall submit relevant evidence and documents to local office of securities regulatory authority of the State Council in the location of the Bank and domestic stock exchange when issuing the meeting notice and the resolution announcement.</p>	<p>Article 1614 When deciding to convene a shareholders' general meeting on their own, the Board of Supervisors <u>Audit Committee</u> or the proposing shareholders shall inform the Board of Directors in writing, and report to the banking regulatory authority of the State Council, local office of securities regulatory authority of the State Council in the location of the Bank and domestic stock exchange for filing. In addition, the Board of Supervisors or the proposing shareholders shall issue the notice for convening an extraordinary shareholders' general meeting on their own, and the content of the notice shall comply with Article 27 of the Rules and shall meet the following requirements:</p> <p>(1) New content is not allowed to be added, otherwise the proposing shareholders or the Board of Supervisors shall make a new request for convening an extraordinary shareholders' general meeting to the Board of Directors according to the above procedures;</p> <p>(2) Venue of the meeting shall be the domicile of the Bank.</p> <p>The Board of Supervisors <u>Audit Committee</u> or the shareholders convening such a meeting shall submit relevant evidence and documents to local office of securities regulatory authority of the State Council in the location of the Bank and domestic stock exchange when</p>

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	Shares held by shareholders convening such a meeting shall be no less than 10% of the total number of voting shares of the Bank prior to public announcement of the resolution of the shareholders' general meeting.	issuing the meeting notice and the resolution announcement. Shares <u>(including preference shares whose voting rights have been restored)</u> held by shareholders convening such a meeting shall be no less than 10% of the total number of voting shares of the Bank prior to public announcement of the resolution of the shareholders' general meeting.
17.	Chapter 4 Procedure for Deliberation of the Shareholders' General Meeting	Chapter 4 Procedure for Deliberation of the Shareholders' General Meeting
18.	Article 17 Specific proposals shall be put forward for matters that need to be discussed at the shareholders' general meeting, and the shareholders' general meeting shall make resolutions on such specific proposals.	Article 17 Specific proposals shall be put forward for matters that need to be discussed at the shareholders' general meeting, and the shareholders' general meeting shall make resolutions on such specific proposals.
19.	Article 18 Generally, the Board of Directors shall put forward proposals of the shareholders' general meeting.	Article 18 Generally, the Board of Directors shall put forward proposals of the shareholders' general meeting.
20.	Article 19 Where the Bank convenes a shareholders' general meeting, ordinary shareholders (including preference shareholders whose voting rights have been restored) who individually or collectively hold 3% or more of the shares of the Bank shall have the right to put forward a temporary proposal and submit it in writing to the convener of the shareholders' general meeting either ten days before the convening of the shareholders' general meeting or before the time limit for issuing a supplementary notice for the shareholders' general meeting as prescribed by the securities regulatory authority of the place where the Bank's shares are listed, whichever is earlier. The convener shall, within two days after receiving the proposal, issue a supplementary notice for the shareholders' general meeting in accordance with relevant provisions of the securities regulatory authority of the place where the Bank's shares are listed, announce the content of the temporary proposal, and submit such temporary proposal to the shareholders' general meeting for consideration. The content of the interim proposal shall be within the scope of function of the shareholders' general meeting and shall have a clear subject matter and specific resolution items.	Article 19 Where the Bank convenes a shareholders' general meeting, ordinary shareholders (including preference shareholders whose voting rights have been restored) who individually or collectively hold 3% <u>1%</u> or more of the shares of the Bank <u>(including preference shares whose voting rights have been restored)</u> may <u>shall</u> have the right to put forward a temporary proposal and submit it in writing to the convener of the shareholders' general meeting either ten days before the holding of the shareholders' general meeting or before the time limit for issuing a supplementary notice for the shareholders' general meeting as prescribed by the securities regulatory authority of the place where the Bank's shares are listed, whichever is earlier. The convener shall, within two days after receiving the proposal, issue a supplementary notice for the shareholders' general meeting in accordance with relevant provisions of the securities regulatory authority of the place where the Bank's shares are listed, announce the content of the temporary proposal, and submit such temporary proposal to the shareholders' general meeting for consideration. <u>except for the circumstances that The content of the interim proposal violates laws,</u>

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	Save for the circumstances mentioned above, the convener shall not amend proposals specified in the notice of shareholders' general meeting or add any new proposals.	<p><u>administrative regulations or the Articles of Association of the Bank or does not fall</u> shall be within the scope of function of the shareholders' general meeting and shall have a clear subject matter and specific resolution items. <u>The Bank shall not increase the ratio of shares required for a shareholder to raise a temporary proposal, except for the circumstances where the securities regulatory authority in the place where the Bank's shares are listed specify otherwise.</u></p> <p>Save for the circumstances mentioned above, the convener shall not amend proposals specified in the notice of shareholders' general meeting or add any new proposals. <u>Proposals not set forth in the notice or supplementary notice of the shareholders' meeting, or not in compliance with the provisions of the Articles of Association of the Bank or the Rules, shall not be voted on or subject to any resolution by the shareholders' meeting.</u></p> <p><u>Before the holding of the shareholders' meeting, shares held by the shareholder(s) proposing a temporary proposal shall not be less than 1% of total shares during the period from the issuance of the notice of the temporary proposal to the announcement of the meeting. Such shareholder(s) shall provide the convener with documentary evidence of holding 1% or more shares of the Bank (including preference shares with restored voting rights). Where shareholders jointly propose a proposal by way of entrustment, the entrusting shareholder shall issue a written authorization document to the entrusted shareholder.</u></p>
21.	Article 20 Where proposing shareholders proposes to convene an extraordinary shareholders' general meeting, such proposing shareholders shall be responsible for putting forward proposals, regardless of whether the meeting is convened by the Board of Directors.	Article 2018 Where proposing shareholders proposes to convene an extraordinary shareholders' general meeting, such proposing shareholders shall be responsible for putting forward proposals, regardless of whether the meeting is convened by the Board of Directors.

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	Article 21 Where the Board of Supervisors deems it necessary to convene an extraordinary shareholders' general meeting, the Board of Supervisors shall be responsible for putting forward proposals, regardless of whether the meeting is convened by the Board of Directors.	Article 21 Where the Board of Supervisors Audit Committee deems it necessary to convene an extraordinary shareholders' general meeting, the Board of Supervisors Audit Committee shall be responsible for putting forward proposals, regardless of whether the meeting is convened by the Board of Directors.
22.	Article 22 The Board of Directors shall preserve the maximum interests of the Bank and its shareholders, and review the proposals for the shareholders' general meeting based on the following conditions: (1) The content is not in conflict with the provisions of laws, administrative regulations and the Articles of Association of the Bank, and falls within the business scope of the Bank and the scope of powers of the shareholders' general meeting; (2) The proposal has clear topics and specific matters for resolution; (3) The proposal is submitted or delivered to the Board of Directors in writing.	Article 22 ¹⁹ The Board of Directors shall preserve the maximum interests of the Bank and its shareholders, and review the proposals for the shareholders' general meeting based on the following conditions: (1) The content is not in conflict in compliance with the provisions of laws, administrative regulations and the Articles of Association of the Bank, and falls within the business scope of the Bank and the scope of powers of the shareholders' general meeting; (2) The proposal has clear topics and specific matters for resolution; (3) The proposal is submitted or delivered to the Board of Directors in writing.
23.	Article 23 The notice of shareholders' general meeting shall be issued by the convener of the meeting. In accordance with the Rules, conveners may include the Board of Directors, proposing shareholders, and the Board of Supervisors. Except as otherwise specified in the Rules, the Board of Directors shall convene shareholders' general meetings in accordance with laws, regulations, regulatory documents, and the Rules.	Article 23 ²⁰ The notice of shareholders' general meeting shall be issued by the convener of the meeting. In accordance with the Rules, conveners may include the Board of Directors, the Audit Committee, and proposing shareholders, and the Board of Supervisors . Except as otherwise specified in the Rules, the Board of Directors shall convene shareholders' general meetings in accordance with laws, regulations, regulatory documents, the Articles of Association of the Bank, and the Rules.
24.	Article 24 When convening a shareholders' general meeting, the Bank shall issue a written notice 45 days prior to the meeting, informing all registered shareholders entitled to attend the meeting of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders intending to attend the	Article 24 ²¹ When convening an annual shareholders' meeting, the Bank shall issue a written notice 20 days prior to the meeting; when When convening a an extraordinary shareholders' general meeting, the Bank shall issue a written notice 45 15 days prior to the meeting, informing all registered shareholders entitled to attend the meeting of the matters to be considered at the meeting as

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	shareholders' general meeting shall send their written responses confirming attendance to the Bank 20 days prior to the meeting.	well as the date and venue of the meeting. Shareholders intending to attend the shareholders' general meeting shall send their written responses confirming attendance to the Bank 20 days prior to the meeting. <u>Where any longer notice period is required by the securities regulatory authority in the place where the Bank's shares are listed, such requirement shall prevail.</u>
25.	<p>Article 25 The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the meeting based on the written responses received 20 days prior to the convening of the shareholders' general meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is less than half of the total number of voting shares of the Bank, the Bank shall, within five days, notify the shareholders again by public announcement of the matters to be considered at the meeting, the time and venue (the Bank's registered office or other specific location) of the meeting. When such public announcement is made, the Bank may convene the shareholders' general meeting.</p> <p>The Bank will arrange the venue for the meeting and shall hold the meeting in the form of onsite meeting.</p> <p>Proposals which are not listed in the notice or the supplemental notice of the shareholders' general meeting, or the proposals which do not meet requirements of above articles shall not be voted for resolutions in the shareholders' general meeting.</p>	<p>Article 2522 <u>The Bank shall hold a shareholders' meeting at the Bank's domicile or other location specified in the notice of the shareholders' meeting.</u> The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the meeting based on the written responses received 20 days prior to the convening of the shareholders' general meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is less than half of the total number of voting shares of the Bank, the Bank shall, within five days, notify the shareholders again by public announcement of the matters to be considered at the meeting, the time and venue (the Bank's registered office or other specific location) of the meeting. When such public announcement is made, the Bank may convene the shareholders' general meeting.</p> <p>The Bank shall arrange the venue for the meeting and shall hold the meeting in the form of onsite meeting. <u>The Bank shall adopt safe, economical and convenient internet and other methods to facilitate shareholders in accordance with laws, regulations, provisions of the securities regulatory authority of the State Council at the location of the Bank and the Articles of Association of the Bank.</u></p> <p>Proposals which are not listed in the notice or the supplemental notice of the shareholders' general meeting, or the proposals which do not meet requirements of above articles shall not be voted for resolutions in the shareholders' general meeting.</p>

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26.	Add.	<u>Article 23 The voting via online channels or other methods shall start no earlier than 3:00 p.m. on the day before the on-site meeting is held, and no later than 9:30 a.m. on the day when the on-site meeting is held. Such voting shall end no earlier than 3:00 p.m. on the day when the on-site meeting concludes.</u>
27.	Article 26 Once the notice is issued, the shareholders' general meeting shall not be postponed or canceled and the matters listed in the meeting notice shall not be canceled without proper reasons. On the circumstances of postponement or cancellation of the meeting, the convener shall make a public announcement and explain the reasons at least two (2) working days before the original date when the meeting should be held.	Article 2624 Once the notice is issued, the shareholders' general meeting shall not be postponed or canceled and the matters listed in the meeting notice shall not be canceled without proper reasons. On the circumstances of postponement or cancellation of the meeting, the convener shall make a public announcement and explain the reasons at least two (2) working days before the original date when the meeting should be held.
28.	Article 27 The notice of a shareholders' general meeting shall meet the following requirements: (1) it is made in writing; (2) it specifies the venue, date and time of the meeting; (3) it sets out the matters to be discussed at the meeting; (4) it provides necessary information and explanations to the shareholders to enable them to make right decisions; this principle shall mean (but not limited to), when the Bank proposes a merger, repurchase of shares, restructuring share capital or other manners of reorganization, it shall provide the specific conditions and contracts (if any) of the transaction under discussions and earnestly explain the cause and implications of the transaction; (5) if any of the Directors, Supervisors, President or other senior management members has a material interest in the matters to be considered, it shall disclose the nature and the extent of such interest; if the matters to be considered have an effect on such Directors, Supervisors, President or other	Article 2725 The notice <u>and supplementary notice</u> of a shareholders' general meeting shall <u>fully and completely disclose specific content of all proposals, and all materials or explanations necessary for shareholders to make reasonable judgments on the matters to be discussed. The notice of a shareholders' meeting shall include the following content:</u> meet the following requirements: (1) it is made in writing; (2) it specifies <u>(1)</u> the venue, date and time of the meeting; (3) it sets out the matters to be discussed at the meeting; (4) it provides necessary information and explanations to the shareholders to enable them to make right decisions; this principle shall mean (but not limited to), when the Bank proposes a merger, repurchase of shares, restructuring share capital or other manners of reorganization, it shall provide the specific conditions and contracts (if any) of the transaction under discussions and earnestly explain the cause and implications of the transaction;

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	<p>senior management members in the capacity of a shareholder which differs from other shareholders of the same class, such differences shall be specified;</p> <p>(6) it contains the full text of any special resolutions proposed to be adopted at the meeting;</p> <p>(7) it contains a conspicuous statement that ordinary shareholders (including the preference shareholders whose voting rights are restored) having the right to attend and vote have the right to entrust one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;</p> <p>(8) it states the time and place for the delivery of the power of attorney of the meeting;</p> <p>(9) it records the registered date for entitlement of shareholders to attend the shareholders' general meeting;</p> <p>(10) it contains the name and telephone number of permanent contact person for the meeting.</p>	<p>(5) if any of the Directors, Supervisors, President or other senior management members has a material interest in the matters to be considered, it shall disclose the nature and the extent of such interest; if the matters to be considered have an effect on such Directors, Supervisors, President or other senior management members in the capacity of a shareholder which differs from other shareholders of the same class, such differences shall be specified;</p> <p>(6) (2) matters and proposals submitted for consideration <u>it contains the full text of any special resolutions proposed to be adopted</u> at the meeting;</p> <p>(7) (3) it contains a conspicuous statement that all the ordinary shareholders (including the preference shareholders whose voting rights are restored) shall have having the right to attend the shareholders' meeting, and and vote have the right to entrust one or more proxies in writing to attend and vote on their behalf and that such proxy need not be a shareholder of the Bank;</p> <p>(8) it states the time and place for the delivery of the power of attorney of the meeting;</p> <p>(9) (4) it records the registered date for entitlement of shareholders to attend the shareholders' general meeting;</p> <p>(10) (5) it contains the name and telephone number of permanent contact person for the meeting;</p> <p><u>(6) time and procedures for voting online or by other means.</u></p> <p><u>The notice of the shareholders' meeting shall specify the record date. The interval between the record date and the date of the meeting shall not exceed 7 working days. Once the record date is confirmed, it shall not be changed.</u></p>

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29.	<p>Article 28 Where the shareholders' general meeting intends to discuss matters relating to the election of Directors and Supervisors, the notice of the shareholders' general meeting or the accompanying circular to shareholders shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following:</p> <p>(1) personal details such as educational background, work experience and part-time positions;</p> <p>(2) whether there are any related party relationships with the Bank, its controlling shareholders, or de facto controllers;</p> <p>(3) disclosure of the number of shares held in the Bank;</p> <p>(4) whether the candidate has been subject to penalties by the China Securities Regulatory Commission or other relevant authorities, or disciplinary actions by stock exchanges;</p> <p>(5) other information as required by the securities regulatory authorities in the place where the Bank's shares are listed.</p>	<p>Article 2826 Where the shareholders' general meeting intends to discuss matters relating to the election of Directors and Supervisors, the notice of the shareholders' general meeting or and the accompanying circular to shareholders shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following:</p> <p>(1) personal details such as educational background, work experience and part-time positions;</p> <p>(2) whether there are any related party relationships with the Bank, its controlling shareholders, or de facto controllers;</p> <p>(3) disclosure of the number of shares held in the Bank;</p> <p>(4) whether the candidate has been subject to penalties by the China Securities Regulatory Commission <u>securities regulatory authority of the State Council</u> or other relevant authorities, or disciplinary actions by stock exchanges;</p> <p>(5) other information as required by the securities regulatory authorities in the place where the Bank's shares are listed.</p>
30.	<p>Article 29 Notices of shareholders' general meetings shall be sent in accordance with the following requirements and methods:</p> <p>(1) Notices of shareholders' general meetings shall be delivered by the following means: by courier, by prepaid post, or by public announcement for holders of domestically listed shares. For holders of overseas listed shares, the notice of shareholders' general meeting, circular for shareholders and related documents shall be given through the Bank's website and the website of The Hong Kong Stock Exchange within 45 days prior to the meeting, provided that relevant laws and administrative regulations,</p>	<p>Article 2927 Notices of shareholders' general meetings shall be sent in accordance with the following requirements and methods:</p> <p>(1) Notices of shareholders' general meetings shall be delivered by the following means: by courier, by prepaid post, or by public announcement for holders of domestically listed shares. For holders of overseas listed shares <u>(whether or not entitled to vote on the shareholders' meeting), the notice may be delivered by courier or prepaid mail to the recipient's address shown in the register of shareholders.</u> the notice of shareholders' general meeting, circular for shareholders and related documents shall be</p>

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	<p>provisions of local securities regulatory authority in the places where the Bank's shares are listed and the Articles of Association of the Bank are satisfied.</p> <p>(2) In the case the notice is delivered by courier, the recipient shall sign (or stamp) the return sheet of delivery, and the date of the recipient's signing on the notice shall be the date of delivery; in the case the notice is given via post, the date of delivery shall be the 48th hour after delivery to post office; in the case the notice is given through public announcement, the date of the first publication of the announcement shall be the date of delivery.</p> <p>(3) The public announcement referred to in the preceding paragraph shall be published on the newspaper(s) prescribed by the securities regulatory authorities of the State Council within 45 days prior to the meeting. Once the announcement is made, all holders of domestic listed shares shall be deemed to have received the notice of the shareholders' general meeting.</p> <p>(4) A meeting and the resolutions adopted to thereof shall not be invalidated as a result of accidental omission to give notice of the meeting to, or the failure of receiving such notice by, a person entitled to receive such notice.</p>	<p>given through the Bank's website and the website of The Hong Kong Stock Exchange within 45 days prior to the meeting, provided that relevant laws and administrative regulations, provisions of local securities regulatory authority in the places where the Bank's shares are listed and the Articles of Association of the Bank are satisfied.</p> <p>(2) In the case the notice is delivered by courier, the recipient shall sign (or stamp) the return sheet of delivery, and the date of the recipient's signing on the notice shall be the date of delivery; in the case the notice is given via post, the date of delivery shall be the 48th hour after delivery to post office; in the case the notice is given through public announcement, the date of the first publication of the announcement shall be the date of delivery.</p> <p>(3) The public announcement referred to in the preceding paragraph shall be published on the newspaper(s) prescribed by the securities regulatory authorities of the State Council within 45 days prior to the meeting. Once the announcement is made, all holders of domestic listed shares shall be deemed to have received the notice of the shareholders' general meeting.</p> <p>(4)A meeting and the resolutions adopted to thereof shall not be invalidated as a result of accidental omission to give notice of the meeting to, or the failure of receiving such notice by, a person entitled to receive such notice.</p>
31.	<p>Article 30 Shareholders may attend a shareholders' general meeting in person, or may appoint one or more persons (who need not be shareholders) as his/her proxies to attend and vote on his/her behalf. All of the Directors, Supervisors and the secretary of the Board of Directors shall attend the shareholders' general meeting; the President and other senior management members shall attend the shareholders' general meeting as nonvoting delegates.</p>	<p>Article 3028 Shareholders may attend a shareholders' general meeting and vote in person, or may appoint one or more persons (who need not be shareholders) as his/her proxies to attend and vote on his/her behalf and exercise the right to vote under the authorization. All of the Directors, Supervisors and the secretary of the Board of Directors and senior management members of the Bank shall attend the shareholders' general meeting; the President and other senior management members shall attend the</p>

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	The Bank shall have the right to refuse admission to any person except for shareholders, proxies of shareholders, Directors, Supervisors, the secretary of the Board of Directors, senior management members of the Bank, and persons invited by the Board of Directors to attend or attend as non-voting delegates.	shareholders' general meeting as nonvoting delegates. <u>Where the shareholders' meeting requires Directors and senior management members to attend the meeting as non-voting delegates, the Directors and senior management members shall attend the meeting and answer inquiries of the shareholders.</u> The Bank shall have the right to refuse admission to any person except for shareholders, proxies of shareholders, Directors, Supervisors, the secretary of the Board of Directors, <u>other</u> senior management members of the Bank, and persons invited by the Board of Directors to attend <u>or attend as non-voting delegates.</u>
32.	<p>Article 31 Proxies of shareholders may exercise the following rights according to his/her entrustment by the shareholder:</p> <p>(1) the shareholder's right to speak at the shareholders' general meeting;</p> <p>(2) the right to demand a poll by himself/herself or in conjunction with others;</p> <p>(3) the right to vote by hand or by poll, except that if a shareholder has appointed more than one proxy, the proxy may only exercise the right to vote by poll.</p>	<p>Article 31²⁹ Proxies of shareholders may exercise the following rights according to his/her entrustment by the shareholder:</p> <p>(1) the shareholder's right to speak at the shareholders' general meeting;</p> <p>(2) the right to demand a poll by himself/herself or in conjunction with others;</p> <p>(3)<u>(2)</u> the right to vote by hand or by poll, except that if a shareholder has appointed more than one proxy, the proxy may only exercise the right to vote by poll.</p>
33.	<p>Article 32 Shareholders shall entrust the proxy in writing, and the power of attorney shall be signed by the entrusting party or the agent authorized by the shareholders in writing; if the entrusting party is a legal person or other institution, the power of attorney shall be sealed with the legal person's stamp or signed by its directors or legal representative or a duly authorized agent.</p> <p>Individual shareholder attending the meeting in person shall present his/her identification card, or other effective certificate or proof of his/her identification and certificate of shareholding. When a proxy attends the meeting on</p>	<p>Article 32³⁰ Shareholders shall entrust the proxy in writing, and the power of attorney shall be signed by the entrusting party or the agent authorized by the shareholders in writing; if the entrusting party is a legal person or other institution, the power of attorney shall be sealed with the legal person's stamp or signed by its directors or legal representative or a duly authorized agent.</p> <p>Individual shareholder attending the meeting in person shall present his/her identification card, or other effective certificate or proof of his/her identification and certificate of shareholding. When a proxy attends the meeting on</p>

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	<p>behalf of the shareholder, he/she shall present his/her valid identification card and power of attorney issued by the individual shareholder.</p> <p>Legal person shareholders shall be represented by its legal representative or proxy entrusted by its legal representative to attend the meeting. Legal representative attending the meeting shall present his/her identification card, effective proof of his/her qualification as a legal representative; when a proxy is entrusted to attend the meeting, he/she shall present his/her identification card and power of attorney issued by the legal representatives of the legal person shareholder.</p>	<p>behalf of the shareholder, he/she shall present his/her valid identification card and power of attorney issued by the individual shareholder.</p> <p>Legal person shareholders shall be represented by its legal representative or proxy entrusted by its legal representative to attend the meeting. Legal representative attending the meeting shall present his/her identification card, effective proof of his/her qualification as a legal representative; when a proxy is entrusted to attend the meeting, he/she shall present his/her identification card and power of attorney issued by the legal representatives of the legal person shareholder.</p>
34.	<p>Article 33 The proxy letter shall be placed at the domicile of the Bank or other designated places specified in the meeting convening notice at least 24 hours prior to the convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of voting. If a proxy letter is signed by a person authorized by the entrusting party, the authorization letter of signing the proxy letter or other authorization documents shall be notarized. Notarized authorization letter or other authorization instruments and the proxy letter shall be deposited at the domicile of the Bank, or at other places designated in the meeting convening notice.</p> <p>If a shareholder is legal person or other institution, its legal representative or such other person authorized by resolutions of its board of directors or other decision-making bodies shall attend shareholders' general meeting of the Bank.</p>	<p>Article 3331 The proxy letter shall be placed at the domicile of the Bank or other designated places specified in the meeting convening notice at least 24 hours prior to the convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of voting.</p> <p>If a proxy letter is signed by a person authorized by the entrusting party, the authorization letter of signing the proxy letter or other authorization documents shall be notarized. Notarized authorization letter or other authorization instruments and the proxy letter shall be deposited at the domicile of the Bank, or at other places designated in the meeting convening notice.</p> <p>If a shareholder is legal person or other institution, its legal representative or such other person authorized by resolutions of its board of directors or other decision-making bodies shall attend shareholders' general meeting of the Bank.</p>
35.	<p>Article 34 The proxy letter issued by a shareholder to entrust proxy to attend shareholders' general meeting shall contain the following contents:</p> <p>(1) name of the proxy;</p>	<p>Article 3432 The proxy letter issued by a shareholder to entrust a proxy to attend shareholders' general meeting shall contain the following contents:</p> <p>(1) <u>name of the entrusting party, the class and number of shares held;</u></p>

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	<p>(2) number and class of shares represented by the proxy;</p> <p>(3) Whether the proxy has voting right;</p> <p>(4) instruction on each item to be discussed on the agenda of the shareholders' general meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution respectively;</p> <p>(5) issuing date of proxy letter and its effective period;</p> <p>(6) signature (or seal) of the entrusting party; if the entrusting party is a domestic legal person shareholder, the proxy letter shall be sealed by its stamp.</p>	<p><u>(2)</u> name of the proxy;</p> <p>(2) number and class of shares represented by the proxy;</p> <p>(3) Whether the proxy has voting right;</p> <p>(4) <u>(3)</u> specific instruction of the entrusting shareholder, including instructions on each item to be discussed on the agenda of the shareholders' general meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution respectively;</p> <p>(5) <u>(4)</u> issuing date of proxy letter and its effective period;</p> <p>(6) <u>(5)</u> signature (or seal) of the entrusting party; if the entrusting party is a domestic legal person shareholder, the proxy letter shall be sealed by its stamp.</p>
36.	<p>Article 35 Any blank form issued by the Board of Directors or conveners to the shareholders for the appointment of proxies shall give the shareholders choice to instruct their proxies to cast an affirmative, negative or waiver vote and enable the shareholders to give separate Instructions on each matter to be voted at the meeting. The proxy letter shall specify that in the absence of instructions from the shareholder, the proxy may vote in the way as he/she thinks proper.</p>	<p>Article 35 Any blank form issued by the Board of Directors or conveners to the shareholders for the appointment of proxies shall give the shareholders choice to instruct their proxies to cast an affirmative, negative or waiver vote and enable the shareholders to give separate Instructions on each matter to be voted at the meeting. The proxy letter shall specify that in the absence of instructions from the shareholder, the proxy may vote in the way as he/she thinks proper.</p>
37.	<p>Article 36 Under circumstances that the entrusting party has died, becomes incapacitated to act, or revokes the proxy or the authorization to sign the proxy letter prior to the voting, or relevant shares have been transferred prior to the voting, any vote given by proxies of shareholders in accordance with the terms of proxy letter shall remain valid as long as no written notice concerning such circumstances is received before the commencement of the meeting.</p>	<p>Article 36 Under circumstances that the entrusting party has died, becomes incapacitated to act, or revokes the proxy or the authorization to sign the proxy letter prior to the voting, or relevant shares have been transferred prior to the voting, any vote given by proxies of shareholders in accordance with the terms of proxy letter shall remain valid as long as no written notice concerning such circumstances is received before the commencement of the meeting.</p>
38.	<p>Article 37 The attendance register for the shareholders' general meeting shall be prepared by the Bank, and persons attending the meeting shall sign the register. The attendance register shall state names of participants (or names of</p>	<p>Article 37 <u>Article 3733</u> The attendance register for the shareholders' general meeting shall be prepared by the Bank, and persons attending the meeting shall sign the register. The attendance register shall state names of</p>

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	companies), identification card numbers, addresses of domicile, number of shares held or represented with voting right, class of shares, and names (or company names) of the entrusting parties, etc.	participants (or names of companies), identification card numbers, addresses of domicile, number of shares held or represented with voting right, class of shares, and names (or company names) of the entrusting parties, etc.
39.	Article 38 The convener and the lawyer engaged by the Bank shall verify the legitimacy of shareholders' status according to the register of shareholders provided by the domestic listed shares and the foreign shares registration institutions and shall register names (or company names) of shareholders as well as the number of voting shares held by the shareholders. Prior to announcement of the number of shareholders and proxies attending the meeting and the total number of voting shares held by them by the meeting chairman, the meeting registration shall have finalized.	Article 3834 The convener and the lawyer engaged by the Bank shall verify the legitimacy of shareholders' status according to the register of shareholders provided by the domestic listed shares and the foreign shares registration institutions and shall register names (or company names) of shareholders as well as the number of voting shares held by the shareholders. Prior to announcement of <u>Before the chairman of the meeting announces</u> the number of shareholders and proxies attending the meeting and the total number of voting shares held by them by the meeting chairman, the meeting registration shall have finalized.
40.	Article 39 Except under any of the following circumstances, the holders of preference shares shall not attend the shareholders' general meetings and shall have no voting rights: (2) where the Bank's registered capital reduces by 10% or more in a single event or in aggregate; Where any of the circumstances mentioned above is considered at the shareholders' general meeting, the Bank shall notify the holders of preference shares by following the procedures prescribed by the Company Law and the Articles of Association of the Bank on notifying the holders of ordinary shares. The holders of preference shares shall be entitled to attend the shareholders' general meeting, and vote on the foregoing matters in a different class from the holders of ordinary shares. Each preference share held shall	Article 3935 Except under any of the following circumstances, the holders of preference shares shall not attend the shareholders' general meetings and shall have no voting rights: (2) where the Bank's registered capital reduces by 10% or more in a single event or in aggregate; Where any of the circumstances mentioned above is considered at the shareholders' general meeting, the Bank shall notify the holders of preference shares by following the procedures prescribed by the Company Law and the Articles of Association of the Bank on notifying the holders of ordinary shares. The holders of preference shares shall be entitled to attend the shareholders' general meeting, and vote on the foregoing matters in a different class from the holders of ordinary shares. Each preference share held shall

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	<p>represent one vote, provided that the preference shares held by the Bank itself shall not have any voting rights.</p> <p>.....</p>	<p>represent one vote, provided that the preference shares held by the Bank itself shall not have any voting rights.</p> <p>.....</p>
41.	<p>Article 40 If the Bank fails to pay the agreed dividend to the preference shareholders for three fiscal years in aggregate or for two consecutive fiscal years, commencing on the date immediately following the date on which the shareholders' general meeting resolves that the Bank will not implement the agreed profit distribution plan for the current dividend period, the holders of preference shares shall be entitled to attend the shareholders' general meeting and jointly vote on relevant matters with the holders of ordinary shares, and each preference share held shall be entitled to a certain percentage of voting rights determined in accordance with laws, administrative regulations, and departmental rules or by the ways agreed at the time of the issuance of such preference shares.</p> <p>The voting rights represented by such preference shares shall be restored until full payment of the dividends by the Bank in the very year.</p>	<p>Article 4036 If the Bank fails to pay the agreed dividend to the preference shareholders for three fiscal years in aggregate or for two consecutive fiscal years, commencing on the date immediately following the date on which the shareholders' general meeting resolves that the Bank will not implement the agreed profit distribution plan for the current dividend period, the holders of preference shares shall be entitled to attend the shareholders' general meeting and jointly vote on relevant matters with the holders of ordinary shares, and each preference share held shall be entitled to a certain percentage of voting rights determined in accordance with laws, administrative regulations, and departmental rules or by the ways agreed at the time of the issuance of such preference shares.</p> <p>The voting rights represented by such preference shares shall be restored until full payment of the dividends by the Bank in the very year.</p>
42.	<p>Article 41 Where a shareholders' general meeting is convened by the Board of Directors, the chairman of the Board of Directors shall act as chairman of the meeting and preside over the meeting; if the chairman of the Board of Directors is unable to attend the meeting due to certain reasons, he/she shall designate a vice- chairman of the Board of Directors to act as chairman of the meeting and preside over the meeting; if the chairman and vice-chairman of the Board of Directors are both unable to attend the meeting, the Board of Directors may designate a Director to act as chairman of the meeting and preside over the meeting; if no chairman is designated for the meeting, the attending shareholders may elect a person to act as chairman of the meeting and preside over the meeting.</p>	<p>Article 4137 <u>Chairman of the Board of Directors shall preside over the shareholders' meeting. If the chairman is unable or unwilling to perform his/her duties, the vice chairman (if any) of the Board of Directors shall preside over the meeting; if the vice chairman (if any) is unable or unwilling to perform his/her duties, a director elected by more than half of the directors shall preside over the meeting.</u></p> <p><u>Meetings convened by the Audit Committee in accordance with statutory procedures shall be chaired by the chairman of the Audit Committee. Where the chairman of the Audit Committee is unable or unwilling to perform his/her duties, a member of the Audit Committee elected by more than half of the members of the committee shall preside over the meeting.</u></p>

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	<p>Where a shareholders' general meeting is convened by the Board of Supervisors in accordance with statutory procedures, the chairman of the Board of Supervisors shall preside over the meeting. Where the chairman of the Board of Supervisors is unable to perform his duties or does not perform his/her duties, vice chairman of the Board of Supervisors shall preside over the meeting; where the vice chairman of the Board of Supervisors is unable to perform his/her duties or does not perform his/her duties, a Supervisor elected by more than half of the Supervisors shall preside over the meeting.</p> <p>Where a shareholders' general meeting is convened by shareholders in accordance with statutory procedures, the convener or a representative elected by the convener shall preside over the meeting.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting breaches the rules of procedures of the meeting and renders it impossible for the meeting to continue, with the consent of the shareholders present physically at the meeting and representing more than one half of the total voting rights of all shareholders so present, the shareholders' general meeting may elect a new chairman to replace the original chairman of the meeting and the meeting shall continue.</p>	<p>Where a shareholders' general meeting is convened by the Board of Directors, the chairman of the Board of Directors shall act as chairman of the meeting and preside over the meeting; if the chairman of the Board of Directors is unable to attend the meeting due to certain reasons, he/she shall designate a vice chairman of the Board of Directors to act as chairman of the meeting and preside over the meeting; if the chairman and vice chairman of the Board of Directors are both unable to attend the meeting, the Board of Directors may designate a Director to act as chairman of the meeting and preside over the meeting; if no chairman is designated for the meeting, the attending shareholders may elect a person to act as chairman of the meeting and preside over the meeting.</p> <p>Where a shareholders' general meeting is convened by the Board of Supervisors in accordance with statutory procedures, the chairman of the Board of Supervisors shall preside over the meeting. Where the chairman of the Board of Supervisors is unable to perform his duties or does not perform his/her duties, vice chairman of the Board of Supervisors shall preside over the meeting; where the vice chairman of the Board of Supervisors is unable to perform his/her duties or does not perform his/her duties, a Supervisor elected by more than half of the Supervisors shall preside over the meeting.</p> <p>Where a shareholders' general meeting is convened by shareholders in accordance with statutory procedures, the convener or a representative elected by the convener shall preside over the meeting.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting breaches the rules of procedures of the meeting and renders it impossible for the meeting to continue, with the consent of the shareholders present physically at the meeting and representing more than one half of the total voting rights of all shareholders so present, the shareholders' general meeting may elect a new chairman to replace the original chairman of the meeting and the meeting shall continue.</p>

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43.	<p>Article 42 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors shall report their work of previous year to the shareholders' general meeting. Each independent Director shall report his/her work.</p> <p>Article 43 Directors, Supervisors and senior management members shall make explanation and clarification for questions and suggestions of shareholders at the shareholders' general meeting.</p>	<p>Article 4238 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors shall report their <u>its</u> work of previous year to the shareholders' general meeting. Each independent Director shall report his/her work.</p> <p>Article 43 Directors, Supervisors and senior management members shall make explanation and clarification for questions and suggestions of shareholders at the shareholders' general meeting.</p>
44.	Add.	<p>Article 39 <u>The Board of Directors and other conveners shall take necessary measures to ensure the normal order of shareholders' meeting. Behaviors of disrupting the shareholders' meeting, making trouble and violating the legitimate rights and interests of the shareholders shall be stopped through adopting measures and shall be reported to relevant departments for investigation in time.</u></p>
45.	<p>Article 44 The chairman of the meeting shall announce the number of shareholders and proxies present as well as the total number of voting shares prior to voting, which is subject to the number set out on the meeting registration form.</p>	<p>Article 4440 The chairman of the meeting shall announce the number of shareholders and proxies present as well as the total number of voting shares prior to voting, which is subject to the number set out on the meeting registration form.</p>
46.	<p>Article 45 Where the Board of Directors decides not to include a proposal in the agenda of a shareholders' general meeting, it shall provide an explanation at that shareholders' general meeting.</p>	<p>Article 45 Where the Board of Directors decides not to include a proposal in the agenda of a shareholders' general meeting, it shall provide an explanation at that shareholders' general meeting.</p>
47.	<p>Article 45 The shareholders' general meeting shall make resolutions on each proposal separately.</p>	<p>Article 4541 The shareholders' general meeting shall make resolutions on each proposal separately.</p> <p><u>The lawyer attestation system shall be adopted for the shareholders' meeting. The Bank shall engage lawyers to issue legal opinions, and make announcement in respect of the following issues when a shareholders' meeting is held:</u></p>

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		<p><u>(1) whether the convening and the procedures for the shareholders' meeting are in compliance with the laws, administrative regulations and the Articles of Association of the Bank;</u></p> <p><u>(2) whether the qualification of the person attending the shareholders' meeting and the person convening the shareholders' meeting are valid;</u></p> <p><u>(3) whether the voting procedure and voting result of the shareholders' meeting are valid;</u></p> <p><u>(4) other matters as required by the Bank.</u></p>
48.	<p>Article 47 Under the premise of ensuring legitimacy and validity of the shareholders' general meeting, the Bank shall provide convenience to shareholders by various ways for participation in the meeting. If the Bank convenes the shareholders' general meeting for the issuance of preference shares, the Bank shall provide online voting platform and other channels as approved by the CSRC for shareholders to attend the meeting in a convenient manner.</p>	<p>Article 4742 Under the premise of ensuring legitimacy and validity of the shareholders' general meeting, the Bank shall provide convenience to shareholders by various ways for participation in the meeting. If the Bank convenes the shareholders' general meeting for the issuance of preference shares, the Bank shall provide online voting platform and other channels as approved by the <u>CSRC securities regulatory authority of the State Council</u> for shareholders to attend the meeting in a convenient manner.</p>
49.	<p>Article 48 An ordinary shareholder (including his/her proxy) may exercise voting rights at the shareholders' general meeting according to the number of shares which carry the right to vote held by him/her, and each share shall have one vote. For the preference shareholders whose voting rights are restored, the percentage of votes corresponding to the principal of each preference share shall be calculated pursuant to specific terms and conditions on issue of shares. If classified voting is involved, each preference share (excluding the preference shares which voting rights are restored) shall have one vote.</p> <p>When significant matters which may influence the interests of small and medium investors are considered at the shareholders' general meetings, votes of small and medium investors shall be counted separately. The result of separate counting shall be timely disclosed to the public.</p>	<p>Article 4843 An ordinary shareholder (including his/her proxy) may exercise voting rights at the shareholders' general meeting according to the number of shares which carry the right to vote held by him/her, and each share shall have one vote. For the preference shareholders whose voting rights are restored, the percentage of votes corresponding to the principal of each preference share shall be calculated pursuant to specific terms and conditions on issue of shares. If classified voting is involved, each preference share (excluding the preference shares which voting rights are restored) shall have one vote.</p> <p>When significant matters which may influence the interests of small and medium investors are considered at the shareholders' general meetings, votes of small and medium investors shall be counted separately. The result of separate counting shall be timely disclosed to the public.</p>

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	<p>The Bank's shares held by the Bank do not have the right to vote, and shall not be counted into the total number of the voting shares attending the shareholders' general meeting.</p> <p>Any shares in the share capital of the Bank carrying no right to vote shall be marked with "Without Voting Rights" in its name.</p> <p>If the share capital of the Bank consists of shares with different voting rights attached, each class of shares (except for those with the most preferential voting rights attached) shall be marked with "Limited Voting Right" or "Restricted Voting Right" in their name.</p> <p>Any vote of shareholders at a shareholders' general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</p> <p>The Board of Directors, independent Directors, and shareholders who meet relevant prescribed conditions may publicly solicit shareholders' voting rights. Information of specific voting intent, etc., shall be fully disclosed in such open solicitation of shareholders' voting rights. A solicitation paid directly or in other disguised way shall be forbidden. The Bank shall not impose any restriction relating to the minimum shareholding for the solicitation of voting rights.</p>	<p>The Bank's shares held by the Bank do not have the right to vote, and shall not be counted into the total number of the voting shares attending the shareholders' general meeting.</p> <p><u>Where a shareholder's purchase of voting shares in the Bank violates paragraph 1 and paragraph 2 of Article 63 of the Securities Law, the shareholder shall not exercise voting rights in shares in excess of the prescribed proportion within 36 months of purchase, and such shares shall be excluded from the total number of voting shares at the shareholders' meeting within said period.</u></p> <p>Any shares in the share capital of the Bank carrying no right to vote shall be marked with "Without Voting Rights" in its name.</p> <p>If the share capital of the Bank consists of shares with different voting rights attached, each class of shares (except for those with the most preferential voting rights attached) shall be marked with "Limited Voting Right" or "Restricted Voting Right" in their name.</p> <p>Any vote of shareholders at a shareholders' general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</p> <p>The Board of Directors, independent Directors, and shareholders who meet relevant prescribed conditions <u>shareholders holding more than 1% of voting shares or the investor protection agency established in accordance with the laws, administrative regulations or rules of the securities regulatory authority of the State Council</u> may publicly solicit shareholders' voting rights. Information of specific voting intent, etc., shall be fully disclosed in such open solicitation of shareholders' voting rights. A solicitation paid directly or in other disguised way</p>

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		shall be forbidden. The Bank shall not impose any restriction relating to the minimum shareholding for the solicitation of voting rights, <u>except statutory conditions</u> .
50.	<p>Article 49 Shareholders attending the shareholders' general meeting shall express one of the following opinions on the proposals submitted for voting: agree, against or abstention. This shall not apply to securities registration and clearing institutions, which, as nominal holders of shares under the stock trading interconnection mechanism between the Chinese mainland and Hong Kong, shall make declarations according to the intents of actual shareholders.</p> <p>Unfilled, wrongly filled, unrecognizable, and un-submitted votes shall be deemed as voters' abstention of his/her voting rights and the voting result of shares held by the above voters shall be taken into account as "abstention".</p>	<p>Article 49 Shareholders attending the shareholders' general meeting shall express one of the following opinions on the proposals submitted for voting: agree, against or abstention. This shall not apply to securities registration and clearing institutions, which, as nominal holders of shares under the stock trading interconnection mechanism between the Chinese mainland and Hong Kong, shall make declarations according to the intents of actual shareholders.</p> <p>Unfilled, wrongly filled, unrecognizable, and un-submitted votes shall be deemed as voters' abstention of his/her voting rights and the voting result of shares held by the above voters shall be taken into account as "abstention".</p>
51.	<p>Article 50 The shareholders' general meeting shall vote on all of the proposals item by item, and shall vote on the proposals according to time order if there are different proposals concerning the same matter. The shareholders' general meeting shall not lay proposals aside or not vote except that the meeting ceases or is unable to make resolutions due to such special reasons as force majeure.</p> <p>When considering a proposal, the shareholders' general meeting shall not amend the proposal, otherwise, relevant alteration shall be deemed as a new proposal which cannot be voted at the meeting.</p> <p>When considering the proposal on issue of preference</p>	<p>Article 50 <u>Except for otherwise provided in the Articles of Association of the Bank, the</u> The shareholders' general meeting shall vote on all of the proposals item by item, and shall vote on the proposals according to time order if there are different proposals concerning the same matter. The shareholders' general meeting shall not lay proposals aside or not vote except that the meeting ceases or is unable to make resolutions due to such special reasons as force majeure.</p> <p>When considering a proposal, the shareholders' general meeting shall not amend the proposal, otherwise, relevant alteration shall be deemed as a new proposal which cannot be voted at the meeting.</p>

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	<p>shares, the shareholders' general meeting shall vote on the following matters one by one:</p> <p>.....</p>	<p>When considering the proposal on issue of preference shares, the shareholders' general meeting shall vote on the following matters one by one:</p> <p>.....</p>
52.	<p>Article 51 The list of candidates for directors and supervisors shall be submitted to the shareholders' general meeting for voting in the form of a proposal. When considering the proposal for the election of directors and supervisors, the shareholders' general meeting shall vote on each candidate for director and supervisor individually.</p> <p>If the proposal for the replacement of directors or supervisors is adopted, it shall be reported to the banking regulatory authority under the State Council for examination of their qualifications for office.</p> <p>The methods and procedures for nominating directors and supervisors shall be as follows:</p> <p>(1) Candidate for Director (independent Director exclusive) shall be nominated by the Board of Directors or shareholders holding, alone or in an aggregate, 3% or more of the total number of voting shares of the Bank, and candidate for supervisor representing shareholders shall be nominated by the Board of Supervisors or shareholders who individually or collectively hold 3% or more of the total number of voting shares of the Bank, and shall be elected at the shareholders' general meeting.</p> <p>A shareholder or its related parties shall not nominate candidates for director and supervisor at the same time; where a candidate for director (or supervisor) nominated by a shareholder or its related parties is appointed as the Director (or Supervisor), the same shareholder may not nominate any candidate for director (or supervisor) until the term of the appointed director (or supervisor) expires or the</p>	<p>Article 51 The list of candidates for directors and supervisors shall be submitted to the shareholders' general meeting for voting in the form of a proposal. When considering the proposal for the election of directors and supervisors, the shareholders' general meeting shall vote on each candidate for director and supervisor individually.</p> <p><u>Each candidate of Director shall be submitted to the shareholders' meeting for vote in form of a single proposal, except for the voting system provided in Article 114 of the Articles of Association of the Bank.</u></p> <p>If the proposal for the replacement <u>election</u> of directors or supervisors is adopted, it shall be reported to the banking regulatory authority under the State Council for examination of their qualifications for office <u>in accordance with regulatory provisions.</u></p> <p>The methods and procedures for nominating <u>non-employee</u> directors and supervisors shall be as follows:</p> <p>(2) Candidate for Director (independent Director exclusive) shall be nominated by the Board of Directors or <u>The</u> shareholders who individually or collectively hold 3% or more of the total number of voting shares of the Bank, <u>and the Nomination and Remuneration Committee of the Board of Directors shall have the right to nominate</u> candidate for Director (independent Director exclusive) ; and candidate for supervisor representing shareholders shall be nominated by the Board of Supervisors or shareholders holding, alone or in an aggregate, 3% or more of the total number of voting shares of the Bank, and shall be elected at the shareholders' general meeting.</p>

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	<p>appointed director (or supervisor) is replaced; and in principle directors nominated by the same shareholder or its related parties shall not exceed 1/3 of the total number of members of the Board of Directors, unless otherwise provided by the government of the PRC.</p> <p>(2) The Board of Directors, the Board of Supervisors, and shareholders who individually or collectively hold 1% or more of the Bank's issued shares may propose candidates for independent Directors. The Board of Supervisors, and shareholders who individually or collectively hold 1% or more of the Bank's issued shares may propose candidates for external supervisors. Independent directors and external supervisors shall be elected by the shareholders' general meeting. A shareholder who has already nominated a candidate for directorship shall not nominated candidate for independent director. The qualification of the independent Directors and external Supervisors shall be submitted to the banking regulatory authority of the State Council for approval.</p> <p>(3) The Nomination Committee of the Board of Directors (The Nomination Committee of the Board of Supervisors) shall conduct a preliminary review on the qualification and conditions of all director (supervisor) candidates and report to the Board of Directors (the Board of Supervisors) of qualified candidates; upon the approvals of the Board of Directors (the Board of Supervisors), the proposals shall then be submitted in writing to the shareholders' general meetings.</p> <p>(4) The candidates for director or supervisor shall, prior to the shareholders' general meeting, make a written undertaking that he/she consents to be nominated, his/her particulars as disclosed are true and complete, and he/she shall fulfill his/her obligations as a Director or Supervisor of the Bank if so elected.</p>	<p>A shareholder or its related parties shall not nominate candidates for director and supervisor at the same time; where a candidate for director (or supervisor) nominated by a shareholder or its related parties is appointed as the Director (or Supervisor), the same shareholder may not nominate any candidate for director (or supervisor) until the term of the appointed director (or supervisor) expires or the appointed director (or supervisor) is replaced; and in In principle directors nominated by the same shareholder or its related parties shall not exceed 1/3 of the total number of members of the Board of Directors, unless otherwise provided by the government of the PRC.</p> <p>(2) The Board of Directors, the Board of Supervisors, and shareholders who individually or collectively hold 1% or more of the Bank's issued shares of the total number of voting shares of the Bank, and the Nomination and Remuneration Committee of the Board of Directors may propose candidates for independent Directors. The Board of Supervisors, and shareholders who individually or collectively hold 1% or more of the Bank's issued shares may propose candidates for external supervisors. Independent directors and external supervisors shall be elected by the shareholders' general meeting. A shareholder who has already nominated a candidate for non-independent directorship as well as its related parties shall not nominated candidate for independent director. The qualification of the independent Directors and external Supervisors shall be submitted to the banking regulatory authority of the State Council for approval.</p> <p>(3) The Nomination and Remuneration Committee of the Board of Directors (The Nomination Committee of the Board of Supervisors) shall conduct a preliminary review on the qualification and conditions of all director (supervisor) candidates and report to the Board of Directors (the Board of Supervisors) of qualified</p>

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	<p>(5) The intention to nominate a candidate for Director or Supervisor, the written notification of the candidate's consent to be nominated and relevant written materials regarding the nominees shall be delivered to the Bank not less than 7 days prior to the shareholders' general meeting. The nominator shall provide the shareholders with the resume and basic details of the nominee.</p> <p>(6) The Bank shall allow relevant nominators and nominees a period of not less than 7 days to submit the aforesaid notices and documents (such period shall be calculated from the day following the date on which the notice of the shareholders' general meeting is issued).</p> <p>(7) Before convening a shareholders' general meeting, the Board of Directors shall disclose detailed information of all director and supervisor candidates to shareholders in accordance with laws and regulations and the Articles of Associations of the Bank so as to ensure that shareholders have sufficient understanding of the candidates at the time of voting.</p>	<p>candidates; upon the approvals of the Board of Directors (the Board of Supervisors), the proposals shall then be submitted in writing to the shareholders' general meetings.</p> <p>(4) The candidates for director or supervisor shall, prior to the <u>announcement of the notice of a</u> shareholders' general meeting, make a written undertaking that he/she consents to be nominated, his/her particulars as disclosed are true, <u>accurate</u> and complete, and he/she shall fulfill his/her obligations as a Director or Supervisor of the Bank if so elected.</p> <p>(5) The intention to nominate a candidate for Director or Supervisor, the written notification of the candidate's consent to be nominated and relevant written materials regarding the nominees shall be delivered to the Bank not less than 7 days prior to the shareholders' general meeting. The nominator shall provide the shareholders with the resume and basic details of the nominee.</p> <p>(6) The Bank shall allow relevant nominators and nominees a period of not less than 7 days to submit the aforesaid notices and documents (such period shall be calculated from the day following the date on which the notice of the shareholders' general meeting is issued).</p> <p>(7) Before convening a shareholders' general meeting, the Board of Directors shall disclose detailed information of all director and supervisor candidates to shareholders in accordance with laws and regulations and the Articles of Associations of the Bank so as to ensure that shareholders have sufficient understanding of the candidates at the time of voting.</p>
53.	Add.	<u>Article 47 Employee directors shall be democratically elected by the Bank's employees through the employee representatives' meeting or other methods.</u>

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54.	<p>Article 113 Resolutions of shareholders' general meeting shall be divided into ordinary and special resolutions.</p> <p>i. Ordinary resolutions</p> <p>1. Ordinary resolution made by shareholders' general meeting shall be adopted by more than half of voting shares represented by the shareholders of ordinary shares attending the shareholders' general meeting (including holders of preference shares whose voting rights are restored, in person or by proxy).</p> <p>2. The following matters shall be passed by ordinary resolution at a shareholders' general meeting:</p> <p>(1) the business operation policies and significant investment plans of the Bank;</p> <p>(2) appointment and replacement of Directors, shareholder representative Supervisors and external Supervisors, and their remuneration;</p> <p>(3) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(4) annual financial budget, final accounts, balance sheet, profit statement and other financial statements of the Bank;</p> <p>(5) profit distribution and losses making-up plans of the Bank;</p> <p>(6) significant equity investment, debt securities investment, assets acquisition, assets disposal, assets pledge, and other guarantees not falling into commercial banking business, except for those to be passed by special resolution at a shareholders' general meeting;</p> <p>(7) appointment and removal of accounting firms, their</p>	<p>Article 113 48 Resolutions of shareholders' general meeting shall be divided into ordinary and special resolutions.</p> <p>i. Ordinary resolutions</p> <p>3. Ordinary resolution made by shareholders' general meeting shall be adopted by more than half of voting shares represented by the shareholders of ordinary shares attending the shareholders' general meeting (including holders of preference shares whose voting rights are restored, in person or by proxy).</p> <p>4. The following matters shall be passed by ordinary resolution at a shareholders' general meeting:</p> <p>(2) the business operation policies and significant investment plans of the Bank;</p> <p>(2) (1) appointment and replacement of relevant Directors, shareholder representative Supervisors and external Supervisors, and their remuneration and payment method;</p> <p>(3) (2) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(4) (3) annual financial budget, and final accounts, balance sheet, profit statement and other financial statements of the Bank;</p> <p>(5) (4) profit distribution and losses making-up plans of the Bank;</p> <p>(6) (5) significant equity investment, debt securities investment, assets acquisition, assets disposal, assets pledge, and other guarantees not falling into commercial banking business, except for those to be passed by special resolution at a shareholders' general meeting;</p>

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	<p>service fees or the method for determining their service fees;</p> <p>(8) annual report of the Bank;</p> <p>(9) other matters except those required by laws, administrative rules, regulations and the Articles of Association of the Bank to be passed by special resolution at a Shareholders' General Meeting.</p> <p>ii. Special resolution</p> <p>1. Special resolution made by shareholders' general meeting shall be adopted by at least two-third (2/3) of voting shares represented by the shareholders of ordinary shares attending the shareholders' general meeting (including the holders of preference shares with restored voting rights, in person or by proxy). When the holders of preference shares (excluding the holders of preference shares with restored voting rights) attend the shareholders' general meeting and exercise the voting right according to laws, regulations and the Articles of Association of the Bank, special resolution shall be adopted by at least two-third (2/3) of voting shares represented by the holders of preference shares (excluding the holders of preference shares with restored voting rights).</p> <p>2. The following matters shall be passed by special resolution at a shareholders' general meeting:</p> <p>(1) increase or reduction of the Bank's registered capital or issuance of any class of share, warrants of share subscription or other similar securities;</p> <p>(2) merger, division, dissolution and liquidation or change the formation of the Bank;</p> <p>(3) issuance of debt securities that replenishes share capital of the Bank;</p>	<p>(7) (6) appointment and removal of accounting firms <u>that conduct regular statutory audits over financial reports of the Bank.</u> their service fees or the method for determining their service fees;</p> <p>(8) annual report of the Bank;</p> <p>(9) (7) other matters except those required by laws, administrative rules <u>regulations, departmental rules</u> regulations and the Articles of Association of the Bank to be passed by special resolution at a Shareholders' General Meeting.</p> <p>ii. Special resolution</p> <p>1. Special resolution made by shareholders' general meeting shall be adopted by at least two-third (2/3) of voting shares represented by the shareholders of ordinary shares attending the shareholders' general meeting (including the holders of preference shares with restored voting rights, in person or by proxy). When the holders of preference shares (excluding the holders of preference shares with restored voting rights) attend the shareholders' general meeting and exercise the voting right according to laws, regulations and the Articles of Association of the Bank, special resolution shall be adopted by at least two-third (2/3) of voting shares represented by the holders of preference shares (excluding the holders of preference shares with restored voting rights).</p> <p>2. The following matters shall be passed by special resolution at a shareholders' general meeting:</p> <p>(1) increase or reduction of the Bank's registered capital or issuance of any class of share, warrants of share subscription or other similar securities;</p> <p>(2) merger, division, <u>spin-off</u>, dissolution and liquidation or change the formation of the Bank;</p>

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	<p>(4) repurchase of ordinary shares of the Bank;</p> <p>(5) amendments to the Articles of Association of the Bank;</p> <p>(6) share incentive scheme;</p> <p>(7) purchase or sale of material assets within one year or provision of security having the value more than 30% of the latest audited net assets of the Bank;</p> <p>(8) deciding on or authorizing the Board of Directors to decide on the matters relevant to preference shares issued by the Bank, including but not limited to deciding on whether to repurchase, convert or distribute dividends;</p> <p>(9) other matters that are adopted by the shareholders' general meeting by an ordinary resolution but may have significant impacts on the Bank and thus need to be adopted by a special resolution.</p>	<p>(3) issuance <u>or listing</u> of debt securities that replenishes share capital of the Bank;</p> <p>(4) repurchase <u>acquisition</u> of ordinary shares of the Bank <u>in accordance with laws;</u></p> <p>(5) amendments to the Articles of Association of the Bank;</p> <p>(6) share incentive scheme <u>dismissal of independent Director;</u></p> <p>(7) purchase or sale of material assets within one year or provision of security <u>to other persons</u> having the value more than 30% of the latest audited net assets of the Bank;</p> <p>(8) deciding on or authorizing the Board of Directors to decide on the matters relevant to preference shares issued by the Bank, including but not limited to deciding on whether to repurchase, convert or distribute dividends;</p> <p>(9) other matters <u>prescribed by laws, administrative regulations, departmental rules or the Articles of Association of the Bank, and identified that are adopted by the shareholders' general meeting</u> by an ordinary resolution <u>of the shareholders' meeting which shall but</u> may have significant impacts on the Bank and thus need to be adopted by a special resolution.</p> <p><u>For the purposes of this Article, the term "shareholders" includes shareholders who entrust proxies to attend the shareholders' meeting.</u></p>
55.	Article 53 When connected transactions are examined in a shareholders' general meeting, related shareholders shall not vote, and the voting shares held by them shall not be included in the total number of valid votes.	Article 5349 When connected transactions are examined in a shareholders' general meeting, related shareholders shall not vote, and the voting shares held by them shall not be included in the total number of valid votes.
56.	Article 55 If the matter demanded to be voted by poll is the election of the chairman or the adjournment of the meeting, a poll shall be taken immediately. If a poll is demanded for any other matters, such poll shall be taken at	Article 55 If the matter demanded to be voted by poll is the election of the chairman or the adjournment of the meeting, a poll shall be taken immediately. If a poll is demanded for any other matters, such poll shall be taken at

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	the time decided by the chairman and the meeting may proceed with the discussion of other matters; the result of the poll shall still be regarded as a resolution passed at that meeting.	the time decided by the chairman and the meeting may proceed with the discussion of other matters; the result of the poll shall still be regarded as a resolution passed at that meeting.
57.	<p>Article 56 When a poll is held, shareholders (including their proxies) who are entitled to two or more votes are not required to cast all their votes in favor of or against a resolution.</p> <p>When the number of votes for and against a resolution is equal, regardless whether the vote is taken by a show of hands or by poll, the chairman of the meeting shall be entitled to one additional vote.</p> <p>Prior to voting at the shareholders' general meeting, two shareholders representatives shall be elected for poll counting and examining. Shareholders and their proxies having any interest in the matters to be considered shall not participate in poll counting or examination.</p> <p>For the voting of each matter considered at the shareholders' general meeting, lawyers, shareholders representatives, supervisors representatives and other persons designated according to relevant regulations of local securities regulatory authority shall be responsible for counting and examination of polls, and the voting result shall be announced on the spot.</p> <p>Shareholders of the Bank or their proxies who vote online or other ways shall have right to check their voting results by means of corresponding voting system.</p>	<p>Article 5651 <u>The same voting right may only choose one of the onsite voting, online voting or other voting methods. In case of repeated voting with the same voting right, the first vote result shall prevail.</u> When a poll is held, shareholders (including their proxies) who are entitled to two or more votes are not required to cast all their votes in favor of or against a resolution.</p> <p>When the number of votes for and against a resolution is equal, regardless whether the vote is taken by a show of hands or by poll, the chairman of the meeting shall be entitled to one additional vote.</p> <p>Prior to voting at the shareholders' general meeting, two shareholders representatives shall be elected for poll counting and examining. Shareholders and their proxies having any interest <u>related party relationship</u> in the matters to be considered shall not participate in poll counting or examination.</p> <p>For the voting of each matter considered at the shareholders' general meeting, lawyers, shareholders representatives, supervisors representatives and other persons designated according to relevant regulations of local securities regulatory authority shall be responsible for counting and examination of polls, and the voting result shall be announced on the spot <u>and be recorded in the minutes of the meeting.</u></p> <p>Shareholders of the Bank or their proxies who vote online or other ways shall have right to check their voting results by means of corresponding voting system.</p>
58.	Article 57 The shareholders' general meeting shall form a written resolution. The chairman of the meeting shall make decisions on passing or not passing the resolution	Article 5752 <u>The close of onsite shareholders' meeting shall not be earlier than the deadline of voting via Internet or other means. The shareholders' meeting</u>

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	according to provisions of the Articles of Association of the Bank. His/Her decision shall be a final one and shall be announced at the meeting and shall be recorded in the minutes.	<p><u>shall form a written resolution. The chairman of the meeting shall announce the voting status and results of each proposal and, based on the voting results, declare whether the proposal is adopted.</u></p> <p><u>Relevant parties including the Bank, counters, scrutineers, shareholders and Internet service provider involved in onsite, Internet and other voting methods of the shareholders' meetings shall have confidentiality obligation toward the voting before the voting result is announced formally.</u></p> <p>The shareholders' general meeting shall form a written resolution. The chairman of the meeting shall make decisions on passing or not passing the resolution according to provisions of the Articles of Association of the Bank. His/Her decision shall be a final one and shall be announced at the meeting and shall be recorded in the minutes.</p>
59.	Article 58 If the chairman of the meeting has any doubts on the result of the voting, he/she may count the votes; if the chairman does not re-count the votes and the attending shareholders or their proxies challenge the voting result announced by the chairman, the shareholders or their proxies shall be entitled to request for a re-count immediately after the announcement of the result, and the chairman shall re-count the votes immediately.	Article 5853 If the chairman of the meeting has any doubts on the result of the voting, he/she may <u>organize</u> count <u>of</u> the votes; if the chairman does not re-count the votes and the attending shareholders or their proxies challenge the voting result announced by the chairman, the shareholders or their proxies shall be entitled to request for a re-count immediately after the announcement of the result, and the chairman shall <u>organize</u> re-count <u>of</u> the votes immediately.
60.	<p>Article 59 The resolution of a shareholders' general meeting shall be deemed as invalid if it is in violation of laws and administrative regulations.</p> <p>The controlling shareholder and de facto controller of the Bank shall neither restrict or obstruct small and medium-sized investors to exercise their voting rights according to laws, nor damage the legitimate rights and interests of the Bank and small and medium-sized investors.</p>	<p>Article 5954 The resolution of a shareholders' general meeting shall be deemed as invalid if it is in violation of laws and administrative regulations.</p> <p>The controlling shareholder and de facto controller of the Bank shall neither restrict or obstruct small and medium-sized investors to exercise their voting rights according to laws, nor damage the legitimate rights and interests of the Bank and small and medium-sized investors.</p>

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		<p><u>Where the convening procedures or voting methods of shareholders' meetings violate laws, administrative regulations or the Articles of Association of the Bank, or the content of the resolutions violate the Articles of Association of the Bank, shareholders shall have the right to request the people's court to revoke such resolutions within 60 days from the date of adoption of the resolutions, except for the circumstances where the convening procedures or voting methods of shareholders' meetings have minor defects and do not have a material impact on the resolutions.</u></p> <p><u>Where any dispute arises among the Board of Directors, shareholders or other relevant parties regarding the validity of resolutions of the shareholders' meeting, they shall promptly bring a lawsuit before the people's court. Before the people's court issues a judgment or ruling to revoke the resolution, relevant parties shall implement the resolution of the shareholders' meeting. The Bank, its directors and senior management members shall earnestly perform their duties and timely implement resolutions of the shareholders' meeting to ensure normal operation of the Bank.</u></p> <p><u>Where the people's court issues a judgment or ruling on relevant matters, the Bank shall, in accordance with laws, administrative regulations, the provisions of the securities regulatory authority under the State Council and the stock exchange in the places where the Bank's shares are listed, fulfill its information disclosure obligations, fully explain the impact, and actively cooperate with the implementation after the judgment or ruling comes into effect. In the event of corrections to prior matters, the Bank shall promptly handle such corrections and fulfill the corresponding information disclosure obligations.</u></p>

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61.	<p>Article 60 Minutes of meetings shall be kept for shareholders' general meetings, and the secretary of the Board of Directors shall be responsible for such minutes. The meeting minutes shall record the following information:</p> <p>(1) date, venue, agenda of the meeting and name of the convener;</p> <p>(2) names of the chairman of the meeting, Directors, Supervisors, President and other senior management members attending the meeting or attending as nonvoting delegates;</p> <p>(3) the number of voting shares held by holders of domestic listed shares (including proxies of shareholders) and holders of overseas listed shares (including proxies of shareholders) who attend shareholders' general meeting, and its proportion to the total number of shares of the Bank;</p> <p>(4) consideration process and key speech points of each speaker on every item for resolution, as well as the voting result of each proposal made by holders of domestic listed shares and overseas listed shares;</p> <p>(5) Shareholders' enquiries and suggestions, and relevant answers and explanation;</p> <p>(6) name of lawyer, vote counter and scrutineer;</p> <p>(7) other matters which shall be recorded in the minutes according to the Articles of Association of the Bank.</p>	<p>Article 6055 Minutes of meetings shall be kept for shareholders' general meetings, and the secretary of the Board of Directors shall be responsible for such minutes. The meeting minutes shall record the following information:</p> <p>(1) date, venue, agenda of the meeting and name of the convener;</p> <p>(2) names of the chairman of the meeting, Directors, Supervisors, President and other senior management members attending the meeting or attending as nonvoting delegates;</p> <p>(3) the number of voting shares held by holders of domestic listed shares (including proxies of shareholders) and holders of overseas listed shares (including proxies of shareholders) who attend shareholders' general meeting, <u>the number of voting shares held by them</u>, and its proportion to the total number of shares of the Bank;</p> <p>(4) consideration process and key speech points of each speaker on every item for resolution, as well as the voting result of each proposal made by holders of domestic listed shares and overseas listed shares;</p> <p>(5) Shareholders' enquiries and suggestions, and relevant answers and explanation;</p> <p>(6) name of lawyer, vote counter and scrutineer;</p> <p>(7) other matters which shall be recorded in the minutes according to the Articles of Association of the Bank.</p>
62.	<p>Article 61 The convener shall ensure the truthfulness, accuracy and integrity of the contents in the minutes. The attending Directors, Supervisors, secretary of the Board of Directors, convener or their representatives, and the chairman of the meeting shall sign the minutes. The minutes shall be kept for not less than 10 years together with the signature list of shareholders attending the</p>	<p>Article 6156 The convener shall ensure the truthfulness, accuracy and integrity of the contents in the minutes. The attending Directors <u>present at the meeting or attending the meeting as non-voting attendees</u>, Supervisors, secretary of the Board of Directors, convener or their representatives, and the chairman of the meeting shall sign the minutes. The minutes shall be kept for not less than 10</p>

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	meeting, power of attorney and valid materials of voting.	years together with the signature list of shareholders attending the meeting, power of attorney and valid materials of voting <u>online and by other means. Meeting minutes shall be retained permanently, while other materials shall be kept for not less than 10 years.</u>
63.	Article 62 The convener shall ensure the smooth going of the shareholders' general meeting until reaching a final resolution. For ceasing of shareholders' general meeting or resolutions unable to be made due to special reasons such as force majeure, measures shall be adopted as soon as possible for resuming of such a meeting or direct termination of this meeting, and a public announcement shall be timely made. Meanwhile, the convener shall report to local office of securities regulatory authority of the State Council in the location of the Bank, and the domestic stock exchange.	Article 6257 The convener shall ensure the smooth going of the shareholders' general meeting until reaching a final resolution. For ceasing of shareholders' general meeting or resolutions unable to be made due to special reasons such as force majeure, measures shall be adopted as soon as possible for resuming of such a meeting or direct termination of this meeting, and a public announcement shall be timely made. Meanwhile, the convener shall report to local office of securities regulatory authority of the State Council in the location of the Bank, and the domestic stock exchange.
64.	Section 6 Special Procedures for the Voting by Shareholders of a Certain Class	Section 6 Special Procedures for the Voting by Shareholders of a Certain Class
65.	<p>Article 63 Shareholders of a certain class refer to the shareholders holding different classes of shares.</p> <p>Shareholders of a certain class shall have rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association of the Bank.</p> <p>In addition to holders of other classes of shares, holders of domestic listed shares and overseas listed shares shall be deemed as shareholders of different classes.</p> <p>Shares of the Bank held by promoters are ordinary shares that can be circulated domestically and overseas and enjoy the same rights as all other shares. After the Bank's initial public offering of overseas shares, such shares may be fully or partially converted into overseas capital shares and listed for trading on overseas stock exchanges upon approval by the securities regulatory authority under the State Council in accordance with provisions of the State Council. The</p>	<p>Article 63 Shareholders of a certain class refer to the shareholders holding different classes of shares.</p> <p>Shareholders of a certain class shall have rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association of the Bank.</p> <p>In addition to holders of other classes of shares, holders of domestic listed shares and overseas listed shares shall be deemed as shareholders of different classes.</p> <p>Shares of the Bank held by promoters are ordinary shares that can be circulated domestically and overseas and enjoy the same rights as all other shares. After the Bank's initial public offering of overseas shares, such shares may be fully or partially converted into overseas capital shares and listed for trading on overseas stock exchanges upon approval by the securities regulatory authority under the State Council in accordance with provisions of the State Council. The</p>

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	conversion of the Bank's shares held by promoters into overseas shares shall not require approval of overseas regulatory authorities or other shareholders of the Bank.	conversion of the Bank's shares held by promoters into overseas shares shall not require approval of overseas regulatory authorities or other shareholders of the Bank.
66.	Article 64 If the Bank intends to change or abrogate the rights of shareholders of a certain class, it may do so only after such change or abrogation has been approved by a special resolution of the shareholders' general meeting and by a separate shareholders' meeting convened by the affected shareholders of a certain class in accordance with Articles 136 to 140 of the Rules.	Article 64 If the Bank intends to change or abrogate the rights of shareholders of a certain class, it may do so only after such change or abrogation has been approved by a special resolution of the shareholders' general meeting and by a separate shareholders' meeting convened by the affected shareholders of a certain class in accordance with Articles 136 to 140 of the Rules.
67.	<p>Article 65 The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <p>(1) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(2) a change of all or part of the shares of such class into shares of another class, or a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such conversion;</p> <p>(3) a removal or reduction of rights to acquire the accrued dividends or to accumulate dividends attached to shares of such class;</p> <p>(4) a reduction or removal of the priority attached to shares of such class in dividend distribution or property distribution during liquidation of the Bank;</p> <p>(5) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to placing or rights to acquire securities of the Bank attached to shares of such class;</p>	<p>Article 65 The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <p>(1) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(2) a change of all or part of the shares of such class into shares of another class, or a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such conversion;</p> <p>(3) a removal or reduction of rights to acquire the accrued dividends or to accumulate dividends attached to shares of such class;</p> <p>(4) a reduction or removal of the priority attached to shares of such class in dividend distribution or property distribution during liquidation of the Bank;</p> <p>(5) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to placing or rights to acquire securities of the Bank attached to shares of such class;</p>

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	<p>(6) a removal or reduction of rights to receive amounts payable by the Bank in a particular currency attached to shares of such class;</p> <p>(7) a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(8) an imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;</p> <p>(9) a right to subscribe for, or convert into, shares of such class or other class;</p> <p>(10) an increase in the rights and privileges of shares of other class;</p> <p>(11) assuming obligations otherwise than in proportion by different classes of shareholders as a result of the reorganization of the Bank;</p> <p>(12) An amendment or cancellation of the provisions of this section.</p>	<p>(6) a removal or reduction of rights to receive amounts payable by the Bank in a particular currency attached to shares of such class;</p> <p>(7) a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(8) an imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;</p> <p>(9) a right to subscribe for, or convert into, shares of such class or other class;</p> <p>(10) an increase in the rights and privileges of shares of other class;</p> <p>(11) assuming obligations otherwise than in proportion by different classes of shareholders as a result of the reorganization of the Bank;</p> <p>(12) An amendment or cancellation of the provisions of this section.</p>
68.	<p>Article 66 The affected shareholders of a certain class, whether having the right to vote at shareholders' general meeting, shall have the right to vote at meetings for a certain class of shareholders in respect of matters referred to in Items (2) to (8) and (11) to (12) of Article 65, except that interested shareholders shall not have right to vote at meetings for a certain class of shareholders.</p> <p>For the purposes of the preceding paragraph, the term "interested shareholders" shall have the following meanings:</p> <p>(1) if the Bank has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through open transactions on a stock exchange in accordance with Article 28 of the Articles of Association</p>	<p>Article 66 The affected shareholders of a certain class, whether having the right to vote at shareholders' general meeting, shall have the right to vote at meetings for a certain class of shareholders in respect of matters referred to in Items (2) to (8) and (11) to (12) of Article 65, except that interested shareholders shall not have right to vote at meetings for a certain class of shareholders.</p> <p>For the purposes of the preceding paragraph, the term "interested shareholders" shall have the following meanings:</p> <p>(1) if the Bank has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through open transactions on a stock exchange in accordance with Article 28 of the Articles of Association</p>

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	<p>of the Bank, the controlling shareholders as defined in Article 71 of the Articles of Association of the Bank shall be “interested shareholders”;</p> <p>(2) if the Bank has repurchased its own shares by an agreement outside a stock exchange in accordance with Article 28 of the Articles of Association of the Bank, shareholders in relation to such agreement shall be “interested shareholders”;</p> <p>(3) under a restructuring proposal of the Bank, shareholders who bear liability in a lower proportion than other shareholders of the same class, or shareholders who have different interest from other shareholders of the same class, shall be “interested shareholders”.</p>	<p>of the Bank, the controlling shareholders as defined in Article 71 of the Articles of Association of the Bank shall be “interested shareholders”;</p> <p>(2) if the Bank has repurchased its own shares by an agreement outside a stock exchange in accordance with Article 28 of the Articles of Association of the Bank, shareholders in relation to such agreement shall be “interested shareholders”;</p> <p>(3) under a restructuring proposal of the Bank, shareholders who bear liability in a lower proportion than other shareholders of the same class, or shareholders who have different interest from other shareholders of the same class, shall be “interested shareholders”.</p>
69.	Article 67 Resolutions of a meeting for a certain class of shareholders may be passed only by at least two-third of voting shares of shareholders present at the meeting by poll in accordance with Article 66.	Article 67 Resolutions of a meeting for a certain class of shareholders may be passed only by at least two third of voting shares of shareholders present at the meeting by poll in accordance with Article 66.
70.	<p>Article 68 When the Bank is to convene a meeting for a certain class of shareholders, it shall issue a written notice 45 days before the meeting, informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the time and venue of the meeting. Shareholders intending to attend the meeting shall deliver a written reply of their attendance to the Bank 20 days before the meeting is held.</p> <p>When the number of voting shares represented by the shareholders intending to attend the meeting accounts for more than half of the total number of voting shares of that class, the Bank may convene a meeting for such class of shareholders; if not, the Bank shall, within five days, re-notify the shareholders of the matters to be considered at the meeting, as well as the time and venue of the meeting by way of an announcement. After such announcement, the Bank may convene a meeting for such class of shareholders.</p>	<p>Article 68 When the Bank is to convene a meeting for a certain class of shareholders, it shall issue a written notice 45 days before the meeting, informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the time and venue of the meeting. Shareholders intending to attend the meeting shall deliver a written reply of their attendance to the Bank 20 days before the meeting is held.</p> <p>When the number of voting shares represented by the shareholders intending to attend the meeting accounts for more than half of the total number of voting shares of that class, the Bank may convene a meeting for such class of shareholders; if not, the Bank shall, within five days, re-notify the shareholders of the matters to be considered at the meeting, as well as the time and venue of the meeting by way of an announcement. After such announcement, the Bank may convene a meeting for such class of shareholders.</p>

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71.	<p>Article 69 The notice of a meeting for a certain class of shareholders shall be delivered only to the shareholders entitled to vote thereat.</p> <p>Unless otherwise specified in the Articles of Association of the Bank or the Rules, the procedures according to which a meeting for a certain class of shareholders is held shall, to the extent possible, be identical to the procedures according to which a shareholders' general meeting is held. Provisions of the Articles of Association of the Bank and the Rules relevant to procedures for the holding of a shareholders' general meeting shall be applicable to meetings for a certain class of shareholders.</p>	<p>Article 69 The notice of a meeting for a certain class of shareholders shall be delivered only to the shareholders entitled to vote thereat.</p> <p>Unless otherwise specified in the Articles of Association of the Bank or the Rules, the procedures according to which a meeting for a certain class of shareholders is held shall, to the extent possible, be identical to the procedures according to which a shareholders' general meeting is held. Provisions of the Articles of Association of the Bank and the Rules relevant to procedures for the holding of a shareholders' general meeting shall be applicable to meetings for a certain class of shareholders.</p>
72.	<p>Article 70 The special voting procedures for shareholders of a certain class shall not apply in the following circumstances:</p> <p>(1) where, as approved by a special resolution of the shareholders' general meeting, the Bank issues, either separately or concurrently, domestic listed shares and overseas listed shares every 12 months, and the number of the domestic listed shares and overseas listed shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective class;</p> <p>(2) where the plan for issuance of domestic listed shares and overseas listed shares is completed within 15 months since being approved by the securities regulatory authority of the State Council;</p> <p>(3) where the shares of the Bank held by promoters are converted into overseas investment shares upon the approval of the State Council or its authorized approving authority and publicly tradable on overseas stock exchange.</p>	<p>Article 70 The special voting procedures for shareholders of a certain class shall not apply in the following circumstances:</p> <p>(1) where, as approved by a special resolution of the shareholders' general meeting, the Bank issues, either separately or concurrently, domestic listed shares and overseas listed shares every 12 months, and the number of the domestic listed shares and overseas listed shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective class;</p> <p>(2) where the plan for issuance of domestic listed shares and overseas listed shares is completed within 15 months since being approved by the securities regulatory authority of the State Council;</p> <p>(3) where the shares of the Bank held by promoters are converted into overseas investment shares upon the approval of the State Council or its authorized approving authority and publicly tradable on overseas stock exchange.</p>
73.	<p>Article 71 Public announcement of the resolution of the shareholders' general meeting shall be issued promptly, and the Bank shall make an announcement on the resolution concerning repurchase of ordinary shares on the following day of decision at the shareholders' general meeting. The</p>	<p>Article 71 Article 7458 Public announcement of the resolution of the shareholders' general meeting shall be issued promptly, and the Bank shall make an announcement on the resolution concerning repurchase of ordinary shares on the following day of decision at the shareholders' general meeting. The</p>

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	<p>public announcement shall contain the number of shareholders and shareholders' proxies attending the meeting, the total number of voting shares held by the shareholders and shareholders' proxies attending the meeting and the proportion of voting shares accounted in the whole share capital of the Bank, the voting way and result of each proposal, the detailed content of each resolution, and other information as required by the securities regulatory authority in the places where the Bank's shares are listed.</p> <p>In case of voting under the circumstances specified in Article 39 of the Rules, the Bank shall separately obtain the statistics and make an announcement on the attendance at the meeting and voting results by the ordinary shareholders (including the preference shareholders whose voting rights have been restored) and the preference shareholders (excluding the preference shareholders whose voting rights have been restored).</p>	<p>public announcement shall contain the number of shareholders and shareholders' proxies attending the meeting, the total number of voting shares held by the shareholders and shareholders' proxies attending the meeting and the proportion of voting shares accounted in the whole share capital of the Bank, the voting way and result of each proposal, the detailed content of each resolution, and other information as required by the securities regulatory authority in the places where the Bank's shares are listed.</p> <p>In case of voting under the circumstances specified in Article 39<u>35</u> of the Rules, the Bank shall separately obtain the statistics and make an announcement on the attendance at the meeting and voting results by the ordinary shareholders (including the preference shareholders whose voting rights have been restored) and the preference shareholders (excluding the preference shareholders whose voting rights have been restored).</p> <p><u>In the event of rejection of a proposal, unusual or emergency situations, or failure to reach a resolution on major issues of significant concern to investors, the Bank shall publish an announcement on the same day the meeting is held.</u></p>
74.	Article 72 If the proposal is not passed or resolution of the previous shareholders' general meeting is altered at this shareholders' general meeting, special announcement shall be made in the public announcement of the resolution of the shareholders' general meeting.	Article 72<u>59</u> If the proposal is not passed or resolution of the previous shareholders' general meeting is altered at this shareholders' general meeting, special announcement shall be made in the public announcement of the resolution of the shareholders' general meeting.
75.	Article 73 The secretary of the Board of Directors shall be responsible for filing minutes, resolutions and other materials of the shareholders' general meeting with the banking regulatory authority under the State Council in accordance with relevant laws, regulations and normative documents and filing relevant materials with the securities regulatory authority of the places where the Bank's shares are listed as required.	Article 73<u>60</u> The secretary of the Board of Directors shall be responsible for filing <u>submitting</u> minutes, resolutions and other materials of the shareholders' general meeting with to the banking regulatory authority under the State Council in accordance with relevant laws, regulations and normative documents and filing relevant materials with the securities regulatory authority of the places where the Bank's shares are listed as required.

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76.	Article 74 Written materials such as the register of meeting participants, power of attorney, voting statistics, and meeting minutes shall be kept by the secretary of the Board of Directors in accordance with the Bank's archives management system and shall be retained for no less than ten years.	Article 7461 Written materials such as the register of meeting participants, power of attorney, voting statistics, and meeting minutes shall be kept by the secretary of the Board of Directors in accordance with the Bank's archives management system and Article 56 of the Rules shall be retained for no less than ten years.
77.	Chapter 5 Information Disclosure of the Shareholders' General Meeting	Chapter 5 Information Disclosure of the Shareholders' General Meeting
78.	Article 75 The Board of Directors shall formulate the standards, means and ways of information disclosure, and establish and improve information disclosure system of the Bank according to laws, administrative regulations and rules, provisions of the securities regulatory authority in the places where the Bank's shares are listed, and the Articles of Association of the Bank.	Article 7562 The Board of Directors shall formulate the standards, means and ways of information disclosure, and establish and improve information disclosure system of the Bank according to laws, administrative regulations and <u>departmental</u> rules, provisions of the securities regulatory authority in the places where the Bank's shares are listed, and the Articles of Association of the Bank.
79.	Article 76 The Bank shall make truthful, accurate, complete and timely information disclosure by following applicable requirements.	Article 7663 The Bank shall make truthful, accurate, complete and , timely <u>and fair</u> information disclosure by following applicable requirements.
80.	Chapter 6 Implementation of Resolutions of Shareholders' General Meetings	Chapter 6 Implementation of Resolutions of Shareholders' General Meetings
81.	Article 77 The Board of Directors shall be responsible for organizing the implementation of resolutions made by the shareholders' general meeting, and the president shall organize the implementation in accordance with the content of resolutions and the division of responsibilities; where the resolutions of the shareholders' general meeting require the Board of Supervisors to implement, the chairman of the Board of Supervisors shall directly organize the implementation.	<p>Article 7764 The Board of Directors shall be responsible for organizing the implementation of resolutions made by the shareholders' general meeting, and the president shall organize the implementation in accordance with the content of resolutions and the division of responsibilities; where the resolutions of the shareholders' general meeting require the Board of Supervisors to implement, the chairman of the Board of Supervisors shall directly organize the implementation.</p> <p><u>The Bank shall implement the specific plan within two months where the shareholders' meeting approves a proposal regarding cash dividend distribution, stock dividend issuance, or capital reserve conversion into share capital, or the Board of Directors formulates a specific plan in accordance with the conditions and</u></p>

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		<u>limits for the interim dividend of the next year as adopted by the annual shareholders' meeting, after the conclusion of the shareholders' meeting.</u>
82.	Article 79 The Rules shall be implemented from the date of effectiveness of the Articles of Association of the Bank after being adopted by the shareholders' general meeting by way of an ordinary resolution.	Article 7966 The formulation and amendment of the Rules shall be <u>drafted by the Board of Directors and approved by the shareholders' meeting.</u> implemented from the date of effectiveness of the Articles of Association of the Bank after being adopted by the shareholders' general meeting by way of an ordinary resolution.
83.	Article 81 Except as otherwise stipulated in the Rules or creating ambiguity in the context, the phrases such as “no less than”, “within” and “no more than” as used in the Rules shall include the number or amount itself, while the phrases such as “in excess of”, “less than”, “lower than”, “other than” and “under” shall not include the number or amount itself.	Article 8168 Except as otherwise stipulated in the Rules or creating ambiguity in the context, the phrases such as “no less than”, “within” and “no more than” as used in the Rules shall include the number or amount itself, while the phrases such as “in excess of”, “less than”, “lower than”, “other than” and “under” shall not include the number or amount itself.
84.	Adjust the article numbering as necessary according to the additions and deletions of articles	

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1.	<p>Article 1 China CITIC Bank Corporation Ltd. (hereinafter referred to as the “Bank”) formulates the Rules in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), the <i>Commercial Banking Law of the People’s Republic of China</i>, the <i>Corporate Governance Guidelines for Commercial Banks</i>, the Articles of Association of China CITIC Bank Corporation Ltd. (hereinafter referred to as the “Articles of Association of the Bank”) and other relevant laws, regulations and normative documents, and in combination with the actual situation of the Bank, for the purposes of safeguarding the independent, standardized and effective exercise of functions and powers of the Board of Directors, ensuring the efficient, standardized operation and scientific decision-making of the Board of Directors, enhancing corporate governance of the Bank, and promoting steady operation and sound development of the Bank.</p>	<p>Article 1 China CITIC Bank Corporation Ltd. (hereinafter referred to as the “Bank”) formulates the Rules in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), <u>the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “Securities Law”)</u>, the <i>Commercial Banking Law of the People’s Republic of China</i>, the <i>Corporate Governance Guidelines for Commercial Banks</i>, <u>the <i>Guidelines on the Articles of Association of Listed Companies</i>, the <i>Corporate Governance Guidelines for Banking and Insurance Institutions</i></u>, and other relevant laws, regulations, normative documents, as well as the Articles of Association of China CITIC Bank Corporation Ltd. (hereinafter referred to as the “Articles of Association of the Bank”) and other relevant laws, regulations and normative documents, and in combination with the actual situation of the Bank, for the purposes of safeguarding the independent, standardized and effective exercise of functions and powers of the Board of Directors, ensuring the efficient, standardized operation and scientific decision-making of the Board of Directors, enhancing corporate governance of the Bank, and promoting steady operation and sound development of the Bank.</p>
2.	<p>Article 2 For the purpose of the Rules, “corporate governance” refers to the relationships among the shareholders’ general meeting, the Board of Directors, the Board of Supervisors, the senior management, shareholders and other stakeholders, including governance and checks-and-balances mechanisms such as organizational structure, responsibility boundaries and performance requirements, as well as governance and operation mechanisms such as decision-making, execution, supervision, incentives and constraints.</p>	<p>Article 2 For the purpose of the Rules, “corporate governance” refers to the relationships among the shareholders’ general meeting, the Board of Directors, the Board of Supervisors, the senior management, shareholders and other stakeholders, including governance and checks-and-balances mechanisms such as organizational structure, responsibility boundaries and performance requirements, as well as governance and operation mechanisms such as decision making, execution, supervision, incentives and constraints.</p>
3.	<p>Article 3 The Board of Directors shall be accountable to the shareholders’ general meeting and bear ultimate responsibility for the operation and management of the Bank.</p>	<p>Article 32 The Board of Directors shall be accountable to the shareholders’ general meeting and bear ultimate responsibility for the operation and management of the Bank.</p>

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	Meetings of the Board of Directors shall be the main form for the Board of Directors to deliberate on matters. Directors' attendance at meetings of the Board of Directors in accordance with regulations shall be the basic way to perform their duties as directors.	Meetings of the Board of Directors shall be the main form for the Board of Directors to deliberate on matters. Directors' attendance at meetings of the Board of Directors in accordance with regulations shall be the basic way to perform their duties as directors.
4.	Article 4 The Board of Directors of the Bank shall have nine to fifteen members, and the number of members on the Board of Directors shall be determined by the shareholders' general meeting. Independent Directors shall account for more than one-third of the members on the Board of Directors of the Bank, and shall at least include one financial or accounting professional. The Board of Directors of the Bank shall consist of executive Directors and non-executive Directors (including independent non-executive Directors, that is, independent Directors).	Article 43 The Board of Directors of the Bank shall have nine to fifteen members, <u>with the number of executive Directors no more than one-third of the total number of Directors and the sum of executive Directors and employee Directors no more than half of the total number of Directors, seven to ten non-executive Directors (including three to five independent Directors), and one to two employee Directors,</u> and the number of members on the Board of Directors shall be determined by the shareholders' general meeting. Independent Directors shall account for more than <u>no less than</u> one-third of the members on the Board of Directors of the Bank. <u>The Bank shall appoint appropriate personnel to serve as independent Directors, including at least one accounting professional.</u> and shall at least include one financial or accounting professional. The Board of Directors of the Bank shall consist of include executive Directors and non-executive Directors (including independent non-executive Directors, that is, independent Directors).
5.	Article 5 The Board of Directors of the Bank shall establish under it the Strategic Development Committee, the Audit and Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. The Board of Directors may establish other specialized committees or alter the existing specialized committees if necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors, with	Article 54 The Board of Directors of the Bank shall establish under it <u>the Audit Committee,</u> the Strategic <u>and Sustainable</u> Development Committee, the Audit and Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. The Board of Directors may establish other specialized committees or alter the existing specialized committees if necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make

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	<p>specific functions provided in Section 4 of this chapter. The Bank shall provide necessary work conditions for the specialized committees to perform their duties.</p> <p>The specialized committees of the Board of Directors shall perform duties pursuant to the Articles of Association of the Bank and the authorization from the Board of Directors and submit any of their proposals to the Board of Directors for consideration and decision-making.</p>	<p>decisions on specific matters as authorized by the Board of Directors, with specific functions provided in Section 4 of this chapter. The Bank shall provide necessary work conditions for the specialized committees to perform their duties.</p> <p><u>Members of the specialized committees of the Board of Directors shall be Directors.</u> The specialized committees of the Board of Directors shall perform duties pursuant to the Articles of Association of the Bank and the authorization from the Board of Directors and submit any of their proposals to the Board of Directors for consideration and decision-making.</p>
6.	<p>Article 6 The Board of Directors shall exercise the following duties and powers:</p> <p>(1) to convene the shareholders' general meetings and to make a work report to the meeting;</p> <p>(2) to implement the resolutions adopted by the shareholders' general meeting;</p> <p>(3) to decide on the development strategies, business plans and investment proposals of the Bank;</p> <p>(4) to prepare the annual financial budget and final accounts of the Bank;</p> <p>(5) to prepare the profit distribution plans and plans for making up losses of the Bank;</p> <p>(6) to determine the plans for major investment, major assets acquisition and disposal plan, and other major matters in accordance with the Articles of Association of the Bank and within the scope of authorization of the shareholders' general meeting;</p> <p>(7) to prepare proposals for the increase or reduction of registered capital of the Bank;</p>	<p>Article 65 The Board of Directors shall exercise the following duties and powers:</p> <p>(1) to convene the shareholders' general meetings and to make a work report to the meeting;</p> <p>(2) to implement the resolutions adopted by the shareholders' general meeting;</p> <p>(3) to decide on the development strategies, business plans and investment proposals of the Bank, <u>and supervise the implementation of the strategy;</u></p> <p>(4) to prepare the annual financial budget and final accounts of the Bank;</p> <p>(5) to prepare the profit distribution plans and plans for making up losses of the Bank;</p> <p>(6) to determine the plans for major investment, major assets acquisition and, disposal <u>and written-off, asset pledge, data governance, external donations plan,</u> and other major matters in accordance with <u>laws and regulations, regulatory provisions,</u> the Articles of Association of the Bank and within the scope of authorization of the shareholders' general meeting;</p>

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	<p>(8) to prepare the proposals for merger, division, dissolution, liquidation or change in the form of the Bank;</p> <p>(9) to prepare proposals for the issue of bonds or other securities that replenishes share capital of the Bank as well as the listing thereof;</p> <p>(10) to decide on all issues concerning the issue of bonds that does not replenish share capital of the Bank;</p> <p>(11) to prepare proposals for repurchase of ordinary shares of the Bank;</p> <p>(12) to prepare proposals for the amendment of the Articles of Association of the Bank;</p> <p>(13) to appoint or dismiss the President and the Secretary of the Board of Directors of the Bank and to decide on matters relating to their remuneration, rewards and punishment;</p> <p>(14) based on nomination of the President, to appoint and dismiss the vice president of the Head Office, assistant to president and other senior management members who shall be appointed by the Board of Directors, and to decide on matters relating to their remuneration, awards and punishment;</p> <p>(15) to review and establish the basic management system and internal management structure of the Bank;</p> <p>(16) to be responsible for the establishment, improvement and effective implementation of internal control of the Bank;</p> <p>.....</p> <p>(20) to decide on the information disclosure policies and regulations of the Bank;</p>	<p>(7) to prepare proposals for the increase or reduction of registered capital of the Bank;</p> <p>(8) to prepare the proposals for major merger, division, spin off, dissolution, liquidation or change in the form of the Bank <u>within the scope of authorization of the shareholders' meeting</u>;</p> <p>(9) to prepare proposals for the issue of bonds or other securities that replenishes share capital of the Bank as well as the listing thereof;</p> <p>(10) <u>to formulate the capital plan of the Bank and assume the ultimate responsibility for capital management</u> to decide on all issues concerning the issue of bonds that does not replenish share capital of the Bank;</p> <p>(11) to prepare proposals for repurchase <u>acquisition</u> of ordinary shares of the Bank;</p> <p>(12) to prepare proposals for the amendment of the Articles of Association of the Bank;</p> <p>(13) to <u>decide on appointment or dismissal of</u> appoint or dismiss the President and the Secretary of the Board of Directors of the Bank and to decide on matters relating to their remuneration, rewards and punishment;</p> <p>(14) based on nomination of the President, to <u>decide on appointment or dismissal of</u> appoint and dismiss the vice president of the Head Office, assistant to president <u>chief officers</u> and other senior management members who shall be appointed by the Board of Directors <u>in accordance with regulatory requirements</u>, and to decide on matters relating to their remuneration, awards and punishment, <u>and to supervise the performance of duties of the senior management</u>;</p> <p>(15) to review and establish the basic management system and internal management structure of the Bank;</p>

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	<p>(21) to decide on the information reporting system and request the senior management members to report operation matters of the Bank on a regular basis;</p> <p>(22) to propose the shareholders' general meeting to appoint or remove accounting firms;</p> <p>(23) to decide on regulations concerning related party transactions management; to review and approve or authorize the Audit and Related Party Transactions Control Committee under the Board of Directors to approve the related party transactions (except for the related party transactions that should be approved by the shareholders' general meeting in accordance with applicable laws); to report the implementation of relevant regulations on related party transactions and the related party transactions to the shareholders' general meeting;</p> <p>.....</p> <p>(27) to be ultimately responsible for the consolidated statement management of the Bank in accordance with the consolidated management requirements of the banking regulatory authority of the State Council, specifically, to be responsible for formulating the overall strategic plans, to approve and supervise the formulation and enforcement of the implementation plans of consolidated statement management, and to establish a regular review and evaluation system;</p> <p>(28) to decide on the matters relevant to preference shares issued by the Bank within the authorization of the shareholders' general meeting, including but not limited to deciding on whether to repurchase, convert or distribute dividends;</p> <p>(29) to determine the green credit development strategy of the Bank, approve the green credit objectives set by the senior management and the green credit report submitted by</p>	<p>(16) to be responsible for the establishment, improvement and effective implementation of internal control of the Bank, <u>to establish the risk tolerance and risk management policies of the Bank and assume the ultimate responsibility for comprehensive risk management;</u></p> <p>.....</p> <p>(20) to decide on the information disclosure policies and regulations of the Bank, <u>to take charge of information disclosure of the Bank and be ultimately responsible for the authenticity, accuracy, completeness and timeliness of financial statements;</u></p> <p>(21) to decide on the information reporting system and request the senior management members to report operation matters of the Bank on a regular basis;</p> <p>(22) to propose the shareholders' general meeting to appoint or remove accounting firms <u>that conduct statutory audits on financial reports of the Bank;</u></p> <p>(23) to decide on regulations concerning related party transactions management; to review and approve or authorize the Audit and Related Party Transactions Control Committee under the Board of Directors to approve the related party transactions (except for the related party transactions that should be approved by the shareholders' general meeting in accordance with applicable laws); <u>to review and approve the related party transactions with Directors and senior management members of the Bank (including related parties provided by applicable laws, administrative regulations, departmental rules or rules of the stock exchanges in the places where the Bank's shares are listed);</u> to report the implementation of relevant regulations on related party transactions and the related party transactions to the shareholders' general meeting;</p>

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	<p>the senior management, and supervise and assess the implementation of the green credit development strategy of the Bank;</p> <p>(30) to exercise any other authorities prescribed by the applicable laws, administrative regulations, rules, provisions in the places where the Bank's shares are listed or the Articles of Association of the Bank, or conferred by the shareholders' general meetings.</p> <p>The Board of Directors shall not delegate to the chairman of the Board of Directors or President any function or power that must be exercised by the Board of Directors as specified by laws.</p> <p>The Board of Directors shall seek advice from the Bank's Party Committee before making decisions on the Bank's major issues.</p> <p>When performing the above functions, the Boar of Directors shall pay special attention to the following matters:</p> <p>(1) to establish the operation and development strategy of the Bank and supervise the implementation of such strategy;</p> <p>(2) to establish the risk tolerance, risk management and internal control policies of the Bank;</p> <p>(3) to formulate the capital plan of the Bank and assume the ultimate responsibility for capital management;</p> <p>(4) to regularly assess and improve corporate governance of the Bank;</p> <p>(5) to establish and improve remuneration and incentive mechanism of the Bank;</p> <p>(6) to take charge of information disclosure of the Bank and be ultimately responsible for the authenticity, accuracy, completeness and timeliness of financial statements;</p>	<p>.....</p> <p>(27) to be ultimately responsible for the consolidated statement management of the Bank in accordance with the consolidated management requirements of the banking regulatory authority of the State Council, specifically, to be responsible for formulating the overall strategic plans, to approve review and supervise the formulation and enforcement of the implementation plans of consolidated statement management, and to establish a regular review and evaluation system;</p> <p>(28) to decide on the matters relevant to preference shares issued by the Bank within the authorization of the shareholders' general meeting, including but not limited to deciding on whether to repurchase, convert or distribute dividends;</p> <p>(29) to determine the green credit development strategy of the Bank, approve the green credit objectives set by the senior management and the green credit report submitted by the senior management, and supervise and assess the implementation of the green credit development strategy of the Bank;</p> <p>(30) <u>to establish compliance management objectives of the Bank and perform duties of compliance management;</u></p> <p>(31) <u>to evaluate on a regular basis and improve corporate governance of the Bank;</u></p> <p>(32) <u>to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p>(33) <u>to establish a mechanism for identifying, examining and managing the conflicts of interest between the Bank and its shareholders, especially the substantial shareholders;</u></p>

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	<p>(7) to supervise and ensure effective performance of duties of the senior management;</p> <p>(8) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(9) to establish a mechanism for identifying, examining and managing the conflicts of interest between the Bank and its shareholders, especially the substantial shareholders.</p> <p>The opinions of external auditors shall be fully considered when the Board of Directors performs its functions.</p>	<p><u>(34) to assume the responsibility of managing shareholders related matters;</u></p> <p>(35) to exercise any other authorities prescribed by the applicable laws, administrative regulations, departmental rules, provisions in the places where the Bank's shares are listed or the Articles of Association of the Bank, or conferred by the shareholders' general meetings.</p> <p><u>In principle, the</u> The Board of Directors shall not delegate to the chairman of the Board of Directors or, President or <u>other institutions or individuals</u> any function or power that must be exercised by the Board of Directors as specified by laws. <u>Where it is necessary to make authorization concerning certain specific decision-making matters, such authorization shall be conducted in accordance with laws by means of a resolution of the Board of Directors. The authorization shall be made on a case-by-case basis, and the powers of the Board of Directors shall not be generally or permanently delegated to other institutions or individuals for exercise.</u></p> <p><u>The discussion and deliberation by the Party Committee shall be a pre-requisite procedure for the Board of Directors and the management to make decisions on major issues.</u> The Board of Directors shall seek advice from the Bank's Party Committee before making decisions on the Bank's major issues.</p> <p>When performing the above functions, the Boar of Directors shall pay special attention to the following matters:</p> <p>(1) to establish the operation and development strategy of the Bank and supervise the implementation of such strategy;</p> <p>(2) to establish the risk tolerance, risk management and internal control policies of the Bank;</p>

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		<p>(3) to formulate the capital plan of the Bank and assume the ultimate responsibility for capital management;</p> <p>(4) to regularly assess and improve corporate governance of the Bank;</p> <p>(5) to establish and improve remuneration and incentive mechanism of the Bank;</p> <p>(6) to take charge of information disclosure of the Bank and be ultimately responsible for the authenticity, accuracy, completeness and timeliness of financial statements;</p> <p>(7) to supervise and ensure effective performance of duties of the senior management;</p> <p>(8) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(9) to establish a mechanism for identifying, examining and managing the conflicts of interest between the Bank and its shareholders, especially the substantial shareholders.</p> <p>The opinions of external auditors shall be fully considered when the Board of Directors performs its functions.</p>
7.	Add.	<p><u>Article 6 The Board of Directors shall establish and practice high-standard professional ethics guidelines. Such guidelines shall be in line with the long-term interests of the Bank, help enhance the Bank's credibility and social reputation, and provide criteria for assessment when there are conflicts of interest among various governance entities.</u></p> <p><u>The Board of Directors shall bear ultimate responsibility for the establishment, operation and maintenance of the internal audit system, as well as the independence and effectiveness of internal audit.</u></p>

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8.	<p>Article 7 The authority of the Board of Directors with respect to investment with the Bank's assets, acquisition or disposal of assets of the Bank shall be determined by the shareholders' general meeting. The Board of Directors shall establish strict review and decision-making procedures and authorization regulations in relation to the aforesaid authority, and report to the shareholders' general meeting for approval.</p> <p>Major investment and major assets acquisition and disposal involved in daily operation shall be implemented by the President of the Bank in accordance with the project and the amount approved in the annual budget. The following authorization mechanism shall apply for projects in excess of the approved budget and project whose content is not specified even though the amount is within the approved budget:</p> <p>(1) a single amount below RMB200 million (inclusive) shall be approved by the President of the Bank and shall be reported to the Board of Directors for filing;</p> <p>(2) a single amount above RMB200 million (exclusive) but below RMB500 million (inclusive), once approved by the Audit and Related Party Transactions Control Committee as authorized by the Board of Directors, shall be approved by the chairman of the Board of Directors and shall be reported to the Board of Directors for filing;</p> <p>(3) a single amount above RMB500 million (exclusive) but not exceeding 10% (inclusive) of the latest audited net asset value of the Bank shall be approved by resolution of the Board of Directors;</p> <p>(4) a single amount exceeding 10% (exclusive) of the latest audited net asset value of the Bank shall be approved by ordinary resolution of the shareholders' general meeting.</p>	<p>Article 7 The authority of the Board of Directors with respect to investment with the Bank's assets, acquisition or disposal of assets of the Bank <u>and external donations</u> shall be determined by the shareholders' general meeting. The Board of Directors shall establish strict review and decision-making procedures and authorization regulations in relation to the aforesaid authority, and report to the shareholders' general meeting for approval. <u>Major investment projects shall be reviewed by relevant experts and professionals, and such matters that need to be submitted to the shareholders' meeting shall be subject to the approval of shareholders' meeting pursuant to the Articles of Association of the Bank.</u></p> <p>Major investment and major assets acquisition and disposal involved in daily operation shall be implemented by the President of the Bank in accordance with the project and the amount approved in the annual budget. The following authorization mechanism shall apply for projects in excess of the approved budget and project whose content is not specified even though the amount is within the approved budget:</p> <p>(1) a single amount below RMB200 million (inclusive) shall be approved by the President of the Bank and shall be reported to the Board of Directors for filing;</p> <p>(2) a single amount above RMB200 million (exclusive) but below RMB500 million (inclusive), once approved by the Audit and Related Party Transactions Control Committee as authorized by the Board of Directors, shall be approved by the chairman of the Board of Directors and shall be reported to the Board of Directors for filing;</p> <p>(3) a single amount above RMB500 million (exclusive) but not exceeding 10% (inclusive) of the latest audited net asset value of the Bank shall be approved by resolution of the Board of Directors;</p>

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	The amount of separate acquisitions and disposals of the same or related assets by the Bank within 12 consecutive months shall be aggregated.	<p>(4) a single amount exceeding 10% (exclusive) of the latest audited net asset value of the Bank shall be approved by ordinary resolution of the shareholders' general meeting.</p> <p>The amount of separate acquisitions and disposals of the same or related assets by the Bank within 12 consecutive months shall be aggregated.</p> <p><u>Should laws, administrative regulations, departmental rules, rules in the places where the Banks' shares are listed or the Articles of Association of the Bank provide otherwise, such provisions shall prevail.</u></p>
9.	<p>Article 8 Without the prior approval of the shareholders' general meeting, the Board of Directors may not dispose or agree to dispose the fixed assets where the aggregate of the expected value of the fixed assets for the proposed disposal and the value of the fixed assets disposed within the four months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets shown in the balance sheet reviewed by the shareholders' general meeting.</p> <p>A disposal of fixed assets in this article shall include the assignment of certain interest in assets other than using fixed assets as collaterals.</p> <p>The validity of transactions whereby the Bank disposes fixed assets shall not be affected by the breach of the first paragraph of this article.</p>	<p>Article 8 Without the prior approval of the shareholders' general meeting, the Board of Directors may not dispose or agree to dispose the fixed assets where the aggregate of the expected value of the fixed assets for the proposed disposal and the value of the fixed assets disposed within the four months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets shown in the balance sheet reviewed by the shareholders' general meeting.</p> <p>A disposal of fixed assets in this article shall include the assignment of certain interest in assets other than using fixed assets as collaterals.</p> <p>The validity of transactions whereby the Bank disposes fixed assets shall not be affected by the breach of the first paragraph of this article.</p>
10.	Article 10 Shareholders who also act as Directors or Supervisors of the Bank, or directly, indirectly or collectively hold or control 2% or more shares of the Bank or voting rights and intend to pledge the shares of the Bank shall provide advance notice to and apply for filing to the Board of Directors, specifying the purpose of the pledge, the number of shares involved, the term of the pledge, particulars of the pledge, the person owning the pledge right and other relevant information. If the Board of Directors is of the view that the pledge may materially	Article 10 Shareholders who also act as Directors or Supervisors of the Bank, or directly, indirectly or collectively hold or control 2% or more shares of the Bank or voting rights and intend to pledge the shares of the Bank shall provide advance notice to and apply for filing to the Board of Directors, specifying the purpose of the pledge, the number of shares involved, the term of the pledge, particulars of the pledge, the person owning the pledge right and other relevant information. If the Board of Directors is of the view that the pledge may materially

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	affect the Banks' equity structure stability, corporate governance, risks and related party transactions control and others, the Board of Directors may choose not to record such pledge. When considering this matter, Director(s) who is (are) appointed by the concerned shareholders shall recuse from voting.	affect the Banks' equity structure stability, corporate governance, risks and related party transactions control and others, the Board of Directors may choose not to record such pledge. When considering this matter, Director(s) who is (are) appointed by the concerned shareholders shall recuse from voting.
11.	Article 12 The Board of Directors shall establish an authorization management system, define quantified standards for authority, and set up and improve a system for evaluating the performance of duties by the senior management.	Article 1211 The Board of Directors shall establish an authorization management system, <u>and</u> define quantified standards for authority, and set up and improve a system for evaluating the performance of duties by the senior management.
12.	Article 13 The Bank shall establish and improve a communication and coordination mechanism among the Board of Directors, the Board of Supervisors, and the senior management, and establish a mechanism for reporting operational management information and major emergencies to the Board of Directors.	Article 1312 The Bank shall establish and improve a communication and coordination mechanism among <u>between</u> the Board of Directors, the Board of Supervisors, and the senior management, and establish a mechanism for reporting operational management information and major emergencies to the Board of Directors. <u>The Bank shall provide independent Directors with effective communication channels.</u>
13.	Article 14 The Bank shall establish an office under the Board of Directors to be responsible for preparing for the shareholders' general meetings, meetings of the Board of Directors and meetings of the specialized committees of the Board of Directors, preparing documents, and making meeting minutes, information disclosure, investor relations management, and other day-to-day affairs of the Board of Directors and of the specialized committees of the Board of Directors.	Article 1413 The Bank shall establish an office under the Board of Directors to be responsible for preparing for the shareholders' general meetings, meetings of the Board of Directors and, meetings of the specialized committees of the Board of Directors <u>and special meetings of independent Directors</u> , preparing documents, and making meeting minutes, information disclosure, investor relations management, and other day-to-day affairs of the Board of Directors and of the specialized committees of the Board of Directors.
14.	Article 15 The independent Director of the Bank means a Director who holds no position in the Bank other than Director and who has no relationship with the Bank and substantial shareholders that may impact his/her independent and objective judgment on the affairs of the Bank.	Article 1514 The independent Director of the Bank means a Director who holds no position in the Bank other than Director and who has no <u>direct or indirect interest or other</u> relationship with the Bank and, <u>substantial its</u> shareholders <u>and its de facto controllers</u> that may impact

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	<p>An independent Director shall not take positions other than members of specialized committees of the Board of Directors. An independent director shall not serve in the Bank for a cumulative period exceeding six years.</p> <p>An independent Director shall not concurrently serve in more than two commercial banks.</p>	<p>his/her independent and objective judgment on the affairs of the Bank.</p> <p>An independent Director shall not take positions other than members of specialized committees of the Board of Directors <u>director</u>. An independent director shall not serve in the Bank for a cumulative period exceeding six years.</p> <p>An independent Director shall not concurrently serve <u>as independent director</u> in more than two commercial banks. <u>In principle, a person shall serve as an independent director in a maximum of three domestic listed companies and in a maximum of five domestic and overseas enterprises at the same time.</u></p>
15.	<p>Article 16 Independent Directors of the Bank shall have no less than eight-year experiences in law, economics, financial, accounting or other working experiences required for performing the duties and responsibilities of an independent Director. The Board of Directors of the Bank shall establish and improve an effective mechanism for selecting and reserving candidates for independent directors.</p>	<p>Article 16 Independent Directors of the Bank shall have no less than eight-year experiences in law, economics, financial, accounting or other working experiences required for performing the duties and responsibilities of an independent Director. The Board of Directors of the Bank shall establish and improve an effective mechanism for selecting and reserving candidates for independent directors.</p>
16.	<p>Article 17 Independent Directors shall devote enough time to the performance of duties in a faithful and diligent manner. They shall work at the Bank for no less than 15 working days per annum.</p> <p>In the case of any conflict among shareholders or among Directors of the Bank, which has a material impact on the operation and management of the Bank, independent Directors shall perform their duties proactively to protect the overall interests of the Bank.</p>	<p>Article 17 Independent Directors shall devote enough time to the performance of duties in a faithful and diligent manner. They shall work at the Bank <u>onsite</u> for no less than <u>fifteen</u> 15 working days per annum.</p> <p>In the case of any conflict among shareholders or among Directors of the Bank, which has a material impact on the operation and management of the Bank, independent Directors shall perform their duties proactively to protect the overall interests of the Bank.</p> <p><u>In the case of major defects or failure in the corporate governance mechanism of the Bank, the independent Directors shall promptly report relevant circumstances</u></p>

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		<u>to the regulatory authorities. Except for such reporting, the independent Directors shall keep the Bank's information confidential.</u>
17.	Add.	<p><u>Article 17 Independent Directors shall perform the following duties:</u></p> <p><u>(1) to participate in the decision-making of the Board of Directors and express clear opinions on the matters under discussion;</u></p> <p><u>(2) to supervise the following potential major conflicts of interest between the Bank and its controlling shareholder(s), de facto controller, directors, or senior management members, and urge the Board of Directors to make decisions that are in line with overall interests of the Bank and protect the legitimate rights and interests of minority shareholders:</u></p> <p><u>a. matters listed in Article 18 of the Rules;</u></p> <p><u>b. disclosure of financial information in financial reports and periodic reports, and internal control evaluation reports;</u></p> <p><u>c. appointment or dismissal of accounting firms that conduct regular statutory audits of the Bank's financial reports;</u></p> <p><u>d. appointment or dismissal of the chief financial officer of the Bank;</u></p> <p><u>e. changes in accounting policies, accounting estimates, or corrections of major accounting errors for reasons other than changes in accounting standards;</u></p> <p><u>f. nomination or appointment and removal of directors;</u></p> <p><u>g. appointment or dismissal of senior management members;</u></p>

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		<p><u>h. remuneration of directors and senior management members;</u></p> <p><u>i. other duties stipulated by laws, administrative regulations, regulatory provisions, and the Articles of Association of the Bank.</u></p> <p><u>(3) to provide professional and objective suggestions for the business development of the Bank and to enhance decision-making of the Board of Directors;</u></p> <p><u>(4) other duties stipulated by laws, administrative regulations, regulatory provisions, and the Articles of Association of the Bank.</u></p>
18.	Add.	<p><u>Article 18 The following matters shall be submitted to the Board of Directors for consideration after being approved by more than half of all independent Directors of the Bank:</u></p> <p><u>(1) related party transactions that should be disclosed as stipulated by the securities regulatory authority of the State Council and the stock exchange in the places where shares of the Bank are listed;</u></p> <p><u>(2) programs for the Bank and related parties to change or waive their commitments;</u></p> <p><u>(3) decisions made and measures taken by the Board of Directors in response to the acquisition of the Bank when the Bank is acquired;</u></p> <p><u>(4) other matters stipulated by laws, administrative regulations, departmental rules, rules of the stock exchange in the places where shares of the Bank are listed, and the Articles of Association of the Bank.</u></p>

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19.	<p>Article 18 In addition to the powers conferred by the Company Law and other relevant laws, administrative rules and regulations and the Articles of Association of the Bank, independent Directors shall also have the following powers:</p> <p>(1) major related party transactions shall be approved by independent Directors prior to submission to the Board of Directors for discussion; and the independent Directors may engage professional advisers to provide an independent financial adviser report to serve as a basis of decision before they come to a conclusion;</p> <p>(2) to propose to the Board of Directors to convene an extraordinary shareholders' general meeting;</p> <p>(3) to propose to the Board of Directors to appoint or remove an accounting firm;</p> <p>(4) to propose to convene a meeting of the Board of Directors;</p> <p>(5) to engage independently external auditing and consulting advisers;</p> <p>(6) to consider and approve matters that are required to be approved by the independent Directors according to the listing rules in the place where the overseas shares are listed;</p> <p>(7) other powers stipulated by laws, administrative regulations, rules, listing rules in the place where overseas shares are listed and the Articles of Association of the Bank.</p> <p>Independent directors' exercising of the above powers shall be agreed by no less than half of all the independent Directors.</p>	<p>Article 18 In addition to the powers conferred by the Company Law and other relevant laws, administrative rules <u>and regulations, departmental rules</u> and the Articles of Association of the Bank, independent Directors shall also have the following <u>special</u> powers:</p> <p>(1) major related party transactions shall be approved by independent Directors prior to submission to the Board of Directors for discussion; and the independent Directors may engage professional advisers to provide an independent financial adviser report to serve as a basis of decision before they come to a conclusion to engage professional advisers for audit, consulting or verification of specific matters of the Bank;</p> <p>(2) to propose to the Board of Directors to convene an extraordinary shareholders' general meeting;</p> <p>(3) to propose to the Board of Directors to appoint or remove an accounting firm;</p> <p>(4)-(3) to propose to convene a meeting of the Board of Directors;</p> <p><u>(4) to lawfully and publicly solicit shareholders' rights from shareholders</u></p> <p>(5) to engage independently external auditing and consulting advisers; to express independent opinions on matters that may jeopardize the interests of the Bank or minority shareholders;</p> <p>(6) to consider and approve matters that are required to be approved by the independent Directors according to the listing rules in the place where the overseas shares are listed;</p>

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	<p>The major related party transactions in the Rules refer to the major related party transactions defined by laws, administrative regulations and regulatory provisions applicable to the Bank.</p>	<p>(7)-(6) other powers stipulated by laws, administrative regulations, <u>departmental</u> rules, listing rules in the place where overseas <u>the Bank's</u> shares are listed and the Articles of Association of the Bank.</p> <p>Independent directors' exercising of the above powers <u>listed in items (1) to (3) herein</u> shall be agreed by no less <u>more</u> than half of all the independent Directors, unless otherwise provided for by laws, administrative regulations or departmental rules.</p> <p><u>The Bank shall disclose in a timely manner any exercise of the powers in item (1) herein by independent Directors. In the event that the above powers cannot be exercised properly, the Bank shall disclose the special circumstances and reasons.</u></p> <p>The major related party transactions in the Rules refer to the major related party transactions defined by laws, administrative regulations and regulatory provisions applicable to the Bank.</p>
20.	<p>Article 19 Independent Directors shall express objective, impartial and independent opinions on the matters discussed at the shareholders' general meeting and the meeting of the Board of Directors, and in particular on the following matters:</p> <p>.....</p> <p>(6) matters deemed by independent Directors as that may harm the interests of depositors and small and medium shareholders;</p> <p>(7) matters deemed by independent Directors as that may cause significant losses to the Bank;</p> <p>(8) appointment of external auditors;</p>	<p>Article 19 <u>In accordance with requirements of the banking regulatory authority of the State Council, independent</u> Independent Directors shall express objective, impartial and independent opinions on the matters discussed at the shareholders' general meeting and the meeting of the Board of Directors, and in particular on the following matters:</p> <p>.....</p> <p>(6) <u>appointment or dismissal of accounting firms that conduct regular statutory audits of the Bank's financial reports;</u></p> <p><u>(7) other</u> matters deemed by independent Directors as that may harm <u>legitimate rights and interests of the Bank, the</u></p>

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	<p>(9) influence of the issuance of preference shares on the equity interest of the Bank's shareholders of all classes;</p> <p>(10) other powers stipulated by laws, administrative regulations and rules, listing rules in the place where the Bank's shares are listed and the Articles of Association of the Bank.</p> <p>Independent directors shall issue written opinions on the fairness of major related party transactions and the implementation of internal approval procedures.</p>	<p>interests of depositors and small and medium shareholders <u>and financial consumers</u>;</p> <p>(7) matters deemed by independent Directors as that may cause significant losses to the Bank;</p> <p>(8) appointment of external auditors;</p> <p>(9) <u>(8)</u> influence of the issuance of preference shares on the equity interest of the Bank's shareholders of all classes;</p> <p>(10) <u>(9)</u> other powers stipulated by laws, administrative regulations <u>and, departmental</u> rules, listing rules in the place where the Bank's shares are listed and the Articles of Association of the Bank.</p> <p>Independent directors shall issue written opinions on the fairness <u>and compliance</u> of major related party transactions <u>one by one</u> and the implementation of internal approval procedures. <u>The major related party transactions in the Rules refer to the major related party transactions defined by laws, administrative regulations and regulatory provisions applicable to the Bank.</u></p>
21.	<p>Article 20 Independent Directors shall be deemed as committing a serious failure in performing their duties under any of the following circumstances:</p> <p>.....</p> <p>(3) failure to offer an opposing opinion with prior knowledge that the resolutions of the Board of Directors are in violation of laws, administrative regulations, rules, listing rules in the places where the Bank's shares are listed or Articles of Association of the Bank;</p> <p>.....</p>	<p>Article 2021 Independent Directors shall be deemed as committing a serious failure in performing their duties under any of the following circumstances:</p> <p>.....</p> <p>(3) failure to offer an opposing opinion with prior knowledge that the resolutions of the Board of Directors are in violation of laws, administrative regulations, <u>departmental</u> rules, listing rules in the places where the Bank's shares are listed or Articles of Association of the Bank;</p> <p>.....</p>

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22.	<p>Article 21 Under any of the following circumstances, the Board of Directors and the Board of Supervisors may propose to the shareholders' general meeting to remove the relevant independent Directors:</p> <p>(1) serious failure in performing his duties;</p> <p>(2) failure to file resignation himself/herself when he/she does not meet the qualifications for independent Directors;</p> <p>(3) failure to attend in person the meetings of the Board of Directors for three consecutive times or failure to attend in person the meetings of the Board of Directors for two consecutive times without entrusting any other Director to attend such meetings as his proxy, or failure to attend in person less than two-third of the meetings of the Board of Directors convened during a year;</p> <p>(4) other circumstances rendering relevant person not suitable to continue to serve as independent Directors as stipulated by laws, administrative regulations, rules and listing rules in the places where the Bank's shares are listed.</p>	<p>Article 2122 Under any of the following circumstances, the Board of Directors and the Board of Supervisors may propose to the shareholders' general meeting to remove the relevant independent Directors:</p> <p>(1) serious failure in performing his duties;</p> <p>(2) failure to file resignation himself/herself when he/she does not meet the qualifications for independent Directors;</p> <p>(3) failure to attend in person the meetings of the Board of Directors for three consecutive times or failure to attend in person the meetings of the Board of Directors for two consecutive times without entrusting any other Director to attend such meetings as his proxy, or failure to attend in person less than two-third of the meetings of the Board of Directors convened during a year;</p> <p>(4) other circumstances rendering relevant person not suitable to continue to serve as independent Directors as stipulated by laws, administrative regulations, <u>and departmental</u> rules and listing rules in the places where the Bank's shares are listed.</p> <p><u>If an independent director fails to attend the meetings of the Board of Directors in person for three consecutive times, the Bank shall convene a shareholders' meeting within three months to remove him/her from office and elect a new independent Director. If an independent Director fails to attend the meetings of the Board of Directors for two consecutive times in person, and does not appoint another independent Director to attend on his/her behalf, the Board of Directors shall propose to convene a shareholders' meeting within thirty days from the occurrence of such fact to remove him/her from office.</u></p>
23.	<p>Article 22 The Board of Directors and the Board of Supervisors shall serve a written notice to the relevant independent Director within one month prior to the</p>	<p>Article 2223 The Board of Directors and the Board of Supervisors shall serve a written notice to the relevant independent Director within one month prior to the</p>

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	shareholders' general meeting if proposing to the shareholders' general meeting to remove the independent Director. The independent Director shall be entitled to express his/her opinions orally or in writing before the voting and to deliver such opinions to the banking regulatory authority of the State Council five days prior to the shareholders' general meeting. The shareholders' general meeting shall vote on the relevant proposal after considering the opinions presented by the independent Director.	shareholders' general meeting if proposing to the shareholders' general meeting to remove the independent Director. The independent Director shall be entitled to express his/her opinions orally or in writing before the voting and to deliver such opinions to the banking regulatory authority of the State Council five days prior to the shareholders' general meeting. The shareholders' general meeting shall vote on the relevant proposal after considering the opinions presented by the independent Director. <u>Proposal concerning removal of independent Directors shall be passed by more than two-third of all the Directors before such proposal is presented to the shareholders' meeting for consideration.</u>
24.	Article 23 The Bank shall pay remuneration and allowances to independent Directors. The payment standard shall be formulated by the Board of Directors, and approved by the shareholders' general meeting and disclosed in the annual report. Except for the above remuneration and allowances, independent Directors shall not obtain other benefits from the Bank, the substantial shareholders or from entities and personnel have an interest in the Bank.	Article 2324 The Bank shall pay remuneration and allowances to independent Directors <u>which shall be commensurate with the duties they assume.</u> The payment standard shall be formulated by the Board of Directors, and approved by the shareholders' general meeting and disclosed in the annual report. Except for the above remuneration and allowances, independent Directors shall not obtain other benefits from the Bank, the its substantial shareholders <u>or de facto controller</u> or from entities and personnel have an interest in the Bank.
25.	Add.	<u>Article 25 The Bank shall establish a mechanism of special meeting attended exclusively by all independent Directors (the "special meeting(s) of independent Directors"). The Bank shall convene the special meetings of independent Directors on a regular or irregular basis to consider matters listed in Article 18 and items (1) to (3) of Article 19 of the Rules. The special meetings of independent Directors may study and discuss other matters of the Bank as needed.</u>
26.	Add.	<u>Article 26 The special meetings of independent Directors shall be convened and chaired by an independent director jointly elected by more than half of the independent Directors; if the convener fails to or is unable to perform his/her duties, two or more</u>

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		<p><u>independent Directors may convene and elect a representative to preside over the meeting on their own.</u></p> <p><u>The special meetings of independent Directors shall produce minutes in accordance with the provisions, and the opinions of independent directors shall be set forth in the minutes. Independent Directors shall sign the minutes to confirm them.</u></p> <p><u>The Bank shall provide convenience and support for the convening of the special meetings of independent Directors.</u></p>
27.	<p>Article 24 The Board of Directors shall have a chairman and a vice chairman. The chairman and vice chairman of the Board of Directors shall be Directors and shall be elected or removed with the approval of a majority of all Directors. The chairman of the Board of Directors shall be the legal representative of the Bank.</p> <p>The chairman of the Board of Directors and president of the Bank shall be separate positions.</p>	<p>Article 2427 The Board of Directors shall have a chairman and <u>may have</u> a vice chairman. The chairman and vice chairman (<u>if any</u>) of the Board of Directors shall be Directors and shall be elected or removed with the approval of a majority of all Directors. The chairman of the Board of Directors shall be the legal representative of the Bank.</p> <p>The chairman of the Board of Directors shall not serve as and the president <u>concurrently</u> of the Bank shall be separate positions.</p>
28.	<p>Article 25 The chairman of the Board of Directors shall exercise the following powers:</p> <p>(1) to preside over the shareholders' general meeting, and convene and preside over the meetings of the Board of Directors;</p> <p>.....</p> <p>(3) to supervise and examine the work of specialized committees;</p> <p>.....</p> <p>(6) to exercise other functions conferred by the Board of Directors and that shall be performed by the legal representative/chairman of the Board of Directors of the</p>	<p>Article 2528 The chairman of the Board of Directors shall exercise the following powers:</p> <p>(1) to preside over the shareholders' general meeting, and convene and preside over the meetings of the Board of Directors;</p> <p>.....</p> <p>(3) to supervise <u>urge</u> and examine the work of specialized committees;</p> <p>.....</p> <p>(6) to exercise other functions conferred by the Board of Directors and that shall be performed by the legal representative/chairman of the Board of Directors of the</p>

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	<p>Bank in accordance with relevant laws, administrative regulations and rules, and listing rules in the places where the Bank's shares are listed;</p> <p>(7) to exercise the special right to deal with the affairs of the Bank in accordance with laws and in the interest of the Bank under the emergent force majeure such as extraordinarily serious natural disaster, and timely report to the Board of Directors and shareholders' general meeting after the event.</p> <p>.....</p>	<p>Bank in accordance with relevant laws, administrative regulations and departmental rules, and listing rules in the places where the Bank's shares are listed;</p> <p>(7) to exercise the special right to deal with the affairs of the Bank in accordance with laws and in the interest of the Bank under the emergent force majeure such as extraordinarily serious natural disaster, and timely report to the Board of Directors and shareholders' general meeting after the event.</p> <p>.....</p>
29.	Add.	<p><u>Article 29 The Audit Committee shall consist of at least three (3) Directors. All members of the Audit Committee shall be non-executive Directors, among whom independent Directors shall account for more than half. The chairman of the committee shall be an accounting professional among the independent directors. Employee directors may serve as members of the Audit Committee. Members of the Audit Committee shall possess professional knowledge and work experience in one or more fields such as finance, auditing, accounting, or law.</u></p> <p><u>The Audit Committee shall be responsible for reviewing the Bank's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control, and shall perform the following duties:</u></p> <p><u>(1) to inspect the Bank's finances;</u></p> <p><u>(2) to supervise and evaluate the Bank's internal controls. Specifically, to review the Bank's financial monitoring and internal control systems, discuss the internal control systems with the management to ensure that the management has fulfilled its responsibilities in establishing an effective system, study important investigation results and the management's responses</u></p>

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		<p><u>thereto, review the internal control evaluation report, and put forward suggestions to the Board of Directors;</u></p> <p><u>(3) to review the financial information and its disclosure in financial accounting reports and periodic reports;</u></p> <p><u>(4) to propose to the Board of Directors the appointment or dismissal of accounting firms that conduct regular statutory audits of the Bank's financial reports, submit the audit fees to the Board of Directors for deliberation and to the shareholders' meeting for approval, and handle issues related to the resignation of accounting firms;</u></p> <p><u>to supervise and evaluate external audit work. Specifically, to take appropriate measures to supervise and evaluate the independence and objectivity of accounting firms and the effectiveness of audit procedures; discuss the nature, scope of audits and relevant reporting responsibilities with accounting firms before the start of audit work; supervise the formulation and implementation of policies by the Bank on non-audit services provided by accounting firms; review the audit explanation letters issued by accounting firms to the management, as well as questions raised by accounting firms to management and the management's responses thereto;</u></p> <p><u>(5) to supervise and evaluate internal audit work. Specifically, to guide effective operation of the internal audit department, and guide and supervise the establishment and implementation of the Bank's internal audit system; review the audit reports of the Bank's internal audit department and put forward suggestions to the Board of Directors; at the same time, supervise the rectification and implementation of audit results;</u></p> <p><u>(6) To review important systems and reports such as the internal audit charter, medium and long-term audit</u></p>

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		<p><u>plans, and annual audit plans, and urge the implementation of the Bank's internal audit plans; supervise, guide, assess and evaluate internal audit work, and put forward suggestions to the Board of Directors;</u></p> <p><u>(7) to propose to the Board of Directors the appointment or dismissal of the Bank's chief financial officer; coordinate communication between the management, internal audit and external audit institutions; review the completeness of the Bank's financial statements and periodic reports, review major opinions on financial reporting contained in such statements and reports, consider any major or unusual matters reflected in such financial information, and appropriately consider any matters raised by the Bank's accounting and financial reporting personnel, internal control responsible personnel or external auditors;</u></p> <p><u>(8) to review the Bank's arrangements for employees to confidentially raise concerns about possible improprieties in financial reporting, internal controls or other aspects. The Audit Committee shall ensure that there are appropriate arrangements for the Bank to conduct fair and independent investigations into such matters and take appropriate actions; and supervise the Bank's relationship with external audit institutions;</u></p> <p><u>(9) to review changes in accounting policies, accounting estimates or corrections of major accounting errors made for reasons other than changes in accounting standards, and put forward suggestions to the Board of Directors;</u></p> <p><u>(10) to supervise the performance of duties by the Board of Directors, senior management and their members; when the actions of Directors or senior management members harm the Bank's interests, require such Directors or senior management to make corrections; put forward suggestions on the removal of directors or</u></p>

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		<p><u>senior management members who violate laws, administrative regulations, the Articles of Association of the Bank or resolutions of the shareholders' meeting, or initiate legal proceedings in accordance with laws; to request directors and senior management members to submit reports on the performance of their duties, and directors and senior management members shall truthfully provide relevant information and materials to the Audit Committee and shall not hinder the exercise of its functions and powers;</u></p> <p><u>(11) to engage professional institutions such as accounting firms, law firms, other intermediaries or professionals to assist in its work when deemed necessary;</u></p> <p><u>(12) other responsibilities related to the convening, proposal, and holding of the shareholders' meeting and the Board of Directors as stipulated in laws, administrative regulations, departmental rules, the provisions of the securities regulatory authorities in the place where the Bank's shares are listed, and the Articles of Association of the Bank, as well as other matters authorized by the shareholders' meeting and the Board of Directors.</u></p>
30.	<p>Article 26 The Strategic Development Committee shall consist of at least 3 directors.</p> <p>The Strategic Development Committee shall mainly perform the following duties:</p> <p>...</p> <p>(6) to supervise and inspect the implementation of the annual business plan and investment plan;</p> <p>...</p>	<p>Article 2630 The Strategic <u>and Sustainable</u> Development Committee shall consist of at least 3 directors.</p> <p>The Strategic <u>and Sustainable</u> Development Committee shall mainly perform the following duties:</p> <p>...</p> <p>(6) to supervise and inspect the implementation of the annual business plan and investment plan;</p> <p>...</p>

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	<p>(8) to review and evaluate whether the Bank's governance structure is sound to ensure that financial reporting, risk management and internal control comply with the Bank's corporate governance standards;</p> <p>(9) other matters stipulated by laws, administrative regulations, rules, provisions of the securities regulatory authority in the place where the Bank's shares are listed, and other matters authorized by the Board of Directors.</p>	<p><u>(8) to coordinate and promote the establishment of the Bank's environmental, social and governance (ESG) system, review ESG-related work reports, and promote the implementation of other ESG-related work required by regulatory authorities;</u></p> <p>(9) to review and evaluate whether the Bank's governance structure is sound to ensure that financial reporting, risk management and internal control comply with the Bank's corporate governance standards;</p> <p><u>(10) to formulate development strategic plans and basic management systems for inclusive finance, and review business plans, assessment and evaluation methods, etc.;</u></p> <p><u>(11) to be responsible for green finance work, review the green finance development strategy formulated by the senior management, and supervise and evaluate the implementation of the Bank's green finance development strategy;</u></p> <p><u>(12) to advance work related to pursuing the "Five Priorities" of technology finance, green finance, inclusive finance, pension finance and digital finance in accordance with regulatory requirements;</u></p> <p>(9) <u>(13)</u> other matters stipulated by laws, administrative regulations, <u>departmental</u> rules, provisions of the securities regulatory authority in the place where the Bank's shares are listed <u>and the Articles of Association of the Bank</u>, and other matters authorized by the Board of Directors.</p>
31.	<p>Article 27 The Audit and Related Party Transaction Control Committee shall consist of at least three directors, who shall not be nominated by or recommended by the controlling shareholder (except for independent Directors) or not hold any position in the controlling shareholder entity. Independent directors shall constitute the majority, and the chairman shall be an independent Director who is an</p>	<p>Article 2731 The Audit and Related Party Transaction Control Committee shall consist of at least three directors; who shall not be nominated by or recommended by the controlling shareholder (except for independent Directors) or not hold any position in the controlling shareholder entity. Independent directors shall constitute the majority, and the chairman shall be an independent Director who is</p>

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	<p>accounting professional. Members of the committee shall possess professional knowledge and work experience in fields such as finance, audit, and accounting.</p> <p>The Audit and Related Party Transaction Control Committee shall mainly perform the following duties:</p> <p>(1) to inspect the Bank's risk and compliance status, accounting policies and practices, financial reporting procedures, and financial condition;</p> <p>(2) to review the Bank's financial monitoring, internal control, and risk management systems, inspect significant deficiencies or defects in the design or implementation of internal controls and financial reporting, ensure the soundness and effectiveness, and make recommendations to the Board of Directors;</p> <p>(3) to take charge of the Bank's annual audit related work;</p> <p>(4) to prepare and submit work reports to the Board of Directors prior to regular meetings of the Board of Directors, including quarterly, interim, and annual reports, as well as other reports as needed;</p> <p>(5) to propose the appointment, re-appointment, or replacement of external auditors to the Board of Directors, and submit audit fees to the Board of Directors for deliberation and report to the shareholders' general meeting for approval;</p> <p>To take proper measures to supervise and evaluate the independence, objectivity, and effectiveness of external auditors; discuss the nature, scope, and reporting responsibilities of audits with external auditors prior to the start of audit work, issue judgmental reports on the authenticity, accuracy, completeness and timeliness of audited financial reports, ensure the ultimate accountability of external auditors to the Board of Directors and the committee, and submit the report to the</p>	<p>an accounting professional. Members of the committee shall possess professional knowledge and work experience in fields such as finance, audit, and accounting.</p> <p>The Audit and Related Party Transaction Control Committee shall mainly perform the following duties:</p> <p>(1) to inspect the Bank's risk and compliance status, accounting policies and practices, financial reporting procedures, and financial condition;</p> <p>(2) to review the Bank's financial monitoring, internal control, and risk management systems, inspect significant deficiencies or defects in the design or implementation of internal controls and financial reporting, ensure the soundness and effectiveness, and make recommendations to the Board of Directors;</p> <p>(3) to take charge of the Bank's annual audit related work;</p> <p>(4) to prepare and submit work reports to the Board of Directors prior to regular meetings of the Board of Directors, including quarterly, interim, and annual reports, as well as other reports as needed;</p> <p>(5) to propose the appointment, re-appointment, or replacement of external auditors to the Board of Directors, and submit audit fees to the Board of Directors for deliberation and report to the shareholders' general meeting for approval;</p> <p>To take proper measures to supervise and evaluate the independence, objectivity, and effectiveness of external auditors; discuss the nature, scope, and reporting responsibilities of audits with external auditors prior to the start of audit work, issue judgmental reports on the authenticity, accuracy, completeness and timeliness of audited financial reports, ensure the ultimate accountability of external auditors to the Board of Directors and the committee, and submit the report to the</p>

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	<p>Board of Directors for review; and oversee the formulation and implementation of policies regarding non-audit services provided by external auditors;</p> <p>(6) to supervise the Bank's internal audit system and its implementation; review internal audit reports and make recommendations to the Board of Directors, and monitor the rectification and implementation of audit findings;</p> <p>(7) to review important internal audit documents such as the internal audit charter, medium- and long-term audit plans, and annual audit plans; guide and evaluate internal audit work, and provide recommendations to the Board of Directors;</p> <p>(8) to coordinate communication among the management, internal audit, and external auditors; review the Bank's financial information, reports, and disclosures; provide opinions thereon; and consider any significant or unusual matters reflected in such information, as well as matters raised by accounting, financial reporting, internal control personnel, or external auditors;</p> <p>(9) to review the Bank's arrangements that allow employees to confidentially report potential improprieties in financial reporting, internal controls, or other areas, ensure appropriate mechanisms are in place for fair and independent investigations and actions; and oversee the Bank's relationship with external auditors;</p> <p>(10) to study the related party transaction policies and make recommendations to the Board of Directors; supervise the implementation of related party transaction policies;</p> <p>(11) to identifying the Bank's related parties, report such identifications to the Board of Directors and the Board of Supervisors, and promptly disclose identified related parties to relevant personnel of the Bank;</p>	<p>Board of Directors for review; and oversee the formulation and implementation of policies regarding non audit services provided by external auditors;</p> <p>(6) to supervise the Bank's internal audit system and its implementation; review internal audit reports and make recommendations to the Board of Directors, and monitor the rectification and implementation of audit findings;</p> <p>(7) to review important internal audit documents such as the internal audit charter, medium and long term audit plans, and annual audit plans; guide and evaluate internal audit work, and provide recommendations to the Board of Directors;</p> <p>(8) to coordinate communication among the management, internal audit, and external auditors; review the Bank's financial information, reports, and disclosures; provide opinions thereon; and consider any significant or unusual matters reflected in such information, as well as matters raised by accounting, financial reporting, internal control personnel, or external auditors;</p> <p>(9) to review the Bank's arrangements that allow employees to confidentially report potential improprieties in financial reporting, internal controls, or other areas, ensure appropriate mechanisms are in place for fair and independent investigations and actions; and oversee the Bank's relationship with external auditors;</p> <p>(10) (1) to study the related party transaction policies and make recommendations to the Board of Directors; supervise the implementation of related party transaction policies;</p> <p>(11) to identifying the Bank's related parties, report such identifications to the Board of Directors and the Board of Supervisors, and promptly disclose identified related parties to relevant personnel of the Bank;</p>

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	<p>(12) to conducting preliminary reviews of related party transactions which should be approved by the Board of Directors, submit such transactions to the Board of Directors for approval, and report to the Board of Supervisors;</p> <p>(13) to approve related party transactions or accept related party transaction filings within the scope authorized by laws, regulations and the Board of Directors;</p> <p>(14) other duties as required by laws, administrative regulations, rules, provisions of the securities regulatory authority of the places where the Bank's shares are listed, and as authorized by the Board of Directors.</p>	<p>(+2) to conducting preliminary reviews of related party transactions which should be approved by the Board of Directors, submit such transactions to the Board of Directors for approval, <u>with a focus on the compliance, fairness and necessity of related party transactions</u> and report to the Board of Supervisors;</p> <p>(+3) to approve related party transactions or accept related party transaction filings within the scope authorized by laws, regulations and the Board of Directors; <u>to know about the status of related party transaction risks, violations, and accountability, and take corresponding measures when necessary;</u></p> <p>(+4) other duties as required by laws, administrative regulations, <u>departmental</u> rules, provisions of the securities regulatory authority of the places where the Bank's shares are listed, <u>and the Articles of Association of the Bank,</u> and as authorized by the Board of Directors.</p>
32.	<p>Article 28 The Risk Management Committee shall consist of at least three directors. The chairman of the Risk Management Committee shall have experience in judging and managing various types of risks.</p> <p>The Risk Management Committee shall mainly perform the following duties:</p> <p>(1) to supervise the senior management's control over credit risk, liquidity risk, market risk, operational risk, compliance risk and reputational risk. The risk mentioned above refers to major risk hidden dangers that may bring direct or indirect economic or other losses to the Bank, as well as those that may lead to economic or other losses of the Bank in the future;</p> <p>(2) to regularly assess the Bank's risk appetite, credit policies, liquidity risk management policies, market risk management policies, operational risk management policies, compliance risk management policies, reputational risk</p>	<p>Article 2832 The Risk Management Committee shall consist of at least three directors. The chairman of the Risk Management Committee shall have experience in judging and managing various types of risks. <u>among whom, independent directors shall account for no less than one third in principle.</u></p> <p>The Risk Management Committee shall mainly perform the following duties:</p> <p>(1) to supervise the senior management's control over credit risk, liquidity risk, market risk, <u>banking book interest rate risk, operational risk, compliance risk, money laundering risk</u> and reputational risk. The risk mentioned above refers to major risk hidden dangers that may bring direct or indirect economic or other losses to the Bank, as well as those that may lead to economic or other losses of the Bank in the future;</p>

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	<p>management policies, the compliance of business operations, risk management status and risk-bearing capacity, and put forward suggestions to the Board of Directors on improving the Bank's risk management and internal control;</p> <p>(3) to review the risk management related proposals submitted to the Board of Directors for deliberation in accordance with the Bank's overall strategy and put forward suggestions to the Board of Directors.</p> <p>The following proposals shall be submitted to the Board of Directors for deliberation:</p> <p>a. major risk management policies: risk appetite, credit risk management policies, liquidity risk management policies, market risk management policies, operational risk management policies, compliance risk management policies, reputational risk management policies, etc.;</p> <p>b. major risk management systems: internal control system management measures, credit risk internal rating system management measures, credit risk stress testing measures, etc.;</p> <p>c. other proposals that need to be submitted to the Board of Directors for deliberation in accordance with regulatory requirements;</p> <p>(4) other matters stipulated by laws, administrative regulations, rules, provisions of the securities regulatory authorities in the place where the Bank's shares are listed, and those authorized by the Board of Directors.</p>	<p>(2) to regularly assess the Bank's risk appetite, credit policies, liquidity risk management policies, market risk management policies, operational risk management policies, compliance risk management policies, reputational risk management policies, the compliance of business operations, risk management status and risk-bearing capacity, and put forward suggestions to the Board of Directors on improving the Bank's risk management and internal control;</p> <p>(3) to review the risk management related proposals submitted to the Board of Directors for deliberation in accordance with the Bank's overall strategy and put forward suggestions to the Board of Directors;</p> <p><u>(4) to review major risk management systems such as basic rules concerning anti-money laundering, and review the following</u></p> <p>The following proposals shall be submitted to the Board of Directors for deliberation:</p> <p>a-major risk management policies: risk appetite, credit risk management policies, liquidity risk management policies, market risk management policies, operational risk management policies, compliance risk management policies, reputational risk management policies, etc.;</p> <p>b. major risk management systems: internal control system management measures, credit risk internal rating system management measures <u>policies, and</u> credit risk stress testing measures <u>policies, etc., and make recommendations to the Board of Directors;</u></p> <p>e- other proposals that need to be submitted to the Board of Directors for deliberation in accordance with regulatory requirements;</p>

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		<p><u>(5) to evaluate the effectiveness of the Bank's compliance management and compliance culture development, urge to address major issues in compliance management and compliance culture development, and perform other compliance management duties authorized by the Board of Directors;</u></p> <p>(4) (6) other matters stipulated by laws, administrative regulations, <u>departmental</u> rules, provisions of the securities regulatory authorities in the place where the Bank's shares are listed <u>and the Articles of Association of the Bank</u>, and those authorized by the Board of Directors.</p>
33.	<p>Article 29</p> <p>The Nomination and Remuneration Committee shall mainly perform the following duties:</p> <p>(1) to formulate procedures and criteria for the selection and appointment of Directors and senior management members who shall be appointed or dismissed by the Board of Directors, conduct preliminary reviews on the qualifications of such Directors and senior management members, and put forward recommendations to the Board of Directors;</p> <p>(2) to propose candidates for independent Directors to the Board of Directors, and conduct qualification reviews on the nominated independent director candidates in terms of independence, professional knowledge, experience, and capabilities; and at least review the structure, size and composition of the Board of Directors (including in terms of skills, knowledge, and experience) on an annual basis, and put forward recommendations on any proposed changes to the Board of Directors to align with the Bank's development strategy;</p>	<p>Article 2933</p> <p>The Nomination and Remuneration Committee shall mainly perform the following duties:</p> <p>(1) to formulate procedures and criteria for the selection and appointment of Directors and senior management members who shall be appointed or dismissed by the Board of Directors, conduct preliminary <u>screening and</u> reviews on the qualifications of such Directors and senior management members, and put forward recommendations to the Board of Directors <u>concerning the nomination, appointment or removal of Directors, or appointment or dismissal of senior management members;</u></p> <p>(2) to propose candidates for independent Directors to the Board of Directors, and conduct qualification reviews on the nominated independent director candidates in terms of independence, professional knowledge, experience, and capabilities; and at least review the structure, size and composition of the Board of Directors (including in terms of skills, knowledge, and experience) <u>and assess the independence of independent Directors</u> on an annual basis, and put forward recommendations on any proposed changes to the Board of Directors to align with the Bank's development strategy;</p>

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	<p>(3) to review the Bank's remuneration management systems and policies, formulate assessment methods and remuneration plans for Directors and senior management members, put forward recommendations on remuneration plans to the Board of Directors, supervise the implementation of such plans, and ensure the performance of contracts by Directors and senior management members;</p> <p>(4) to formulate the annual expense budget plan of the Board of Directors and put forward recommendations to the Board of Directors;</p> <p>.....</p> <p>(6) other matters stipulated by laws, administrative regulations, rules, provisions of the securities regulatory authorities in the place where the Bank's shares are listed, and those authorized by the Board of Directors.</p>	<p><u>(3) to formulate policies on the diversity of members of the Board of Directors and promote the diversity of members, including but not limited to diversity in gender, age, culture, educational background and professional experience;</u></p> <p>(3) (4) to review the Bank's remuneration management systems and policies, formulate performance assessment criteria methods and remuneration plans for Directors and senior management members <u>and conduct performance assessment, formulate remuneration plans and policies for Directors and senior management members</u>, put forward recommendations on remuneration plans to the Board of Directors, supervise the implementation of such plans, and ensure the performance of contracts by Directors and senior management members, <u>formulate remuneration policies and plans for Directors and senior management members, including mechanisms for determining remuneration, decision-making procedures, arrangements for payment, suspension of payment, and recovery;</u></p> <p>(4) to formulate the annual expense budget plan of the Board of Directors and put forward recommendations to the Board of Directors;</p> <p>.....</p> <p>(5) other matters stipulated by laws, administrative regulations, <u>departmental</u> rules, provisions of the securities regulatory authorities in the place where the Bank's shares are listed <u>and the Articles of Association of the Bank</u>, and those authorized by the Board of Directors.</p> <p><u>If the Board of Directors does not adopt or fully adopt the recommendations of the Nomination and Remuneration Committee, it shall record the opinions of the Nomination and Remuneration Committee and specific reasons for non-adoption in the resolution of the Board of Directors, and disclose such information.</u></p>

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34.	<p>Article 30</p> <p>The Consumer Rights Protection Committee shall mainly perform the following duties:</p> <p>(1) to formulate strategies, policies and objectives for the Bank's consumer rights protection work, guide the senior management in enhancing the corporate culture of consumer rights protection from the perspective of overall planning, and incorporate the content related to consumer rights protection into corporate governance and business development strategies;</p> <p>(2) to urge the senior management to effectively implement and carry out the work related to consumer rights protection, regularly listen to the special reports of the senior management on the development of the Bank's consumer rights protection work, review and approve relevant special reports, submit such special reports to the Board of Directors, and take relevant work as an important part of information disclosure;</p> <p>(3) to supervise and evaluate the comprehensiveness, timeliness and effectiveness of the Bank's consumer rights protection work and the performance of duties by the senior management in this regard;</p> <p>(4) to review the proposals related to consumer rights protection to be submitted to the Board of Directors for deliberation in accordance with the Bank's overall strategy, and put forward suggestions to the Board of Directors;</p> <p>(5) other matters required by relevant regulatory provisions on banking consumer rights protection or authorized by the Board of Directors.</p>	<p>Article 3034</p> <p>The Consumer Rights Protection Committee shall mainly perform the following duties:</p> <p>(1) <u>to be responsible to the Board of Directors, submit work reports and annual reports on consumer rights protection to the Board of Directors, carry out relevant work as authorized by the Board of Directors, discuss and decide on relevant matters, and study major issues and important policies concerning consumer rights protection;</u></p> <p>(2) to formulate strategies, policies and objectives for the Bank's consumer rights protection work, guide <u>and urge the establishment and improvement of consumer rights protection work management systems, ensuring relevant regulations are in line with the corporate governance, corporate culture development, and operational development strategy of the Bank;</u>the senior management in enhancing the corporate culture of consumer rights protection from the perspective of overall planning, and incorporate the content related to consumer rights protection into corporate governance and business development strategies;</p> <p>(2) to urge the senior management to effectively implement and carry out the work related to consumer rights protection, regularly listen to the special reports of the senior management on the development of the Bank's consumer rights protection work, review and approve relevant special reports, submit such special reports to the Board of Directors, and take relevant work as an important part of information disclosure;</p> <p>(3) to supervise and evaluate the comprehensiveness, timeliness and effectiveness of the Bank's consumer rights protection work <u>of the senior management and the consumer rights protection department in accordance with regulatory requirements and the implementation of</u></p>

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		<p><u>the Bank's consumer rights protection strategy, policy, objectives and related work, and urge the senior management and the consumer rights protection department to effectively implement consumer rights protection related work;</u> and the performance of duties by the senior management in this regard;</p> <p>(4) to review the proposals related to consumer rights protection to be submitted to the Board of Directors for deliberation in accordance with the Bank's overall strategy, and put forward suggestions to the Board of Directors;</p> <p><u>(4) to hold regular meetings of the Consumer Rights Protection Committee to review the work reports of the senior management and the consumer rights protection department, making researches on annual audit reports, regulatory notifications, internal assessment results and other matters related to consumer rights protection work, and urge the senior management and relevant departments to promptly rectify and address all identified issues;</u></p> <p>(5) other matters required by relevant regulatory provisions on banking consumer rights protection or stipulated by laws, administrative regulations, departmental rules, provisions of the securities regulatory authorities in the place where the Bank's shares are listed and the Articles of Association of the Bank, or authorized by the Board of Directors.</p>
35.	<p>Article 31 The Board of Directors may authorize specialized committees in light of the needs of business development and compliance management. The specialized committee of the Board of Directors shall exercise its functions and powers within the scope of its own terms of reference and the authorization of the Board of Directors.</p> <p>.....</p>	<p>Article 3135 <u>On the premise of complying with Article 5 of the Rules, the</u> The Board of Directors may authorize specialized committees in light of the needs of business development and compliance management. The specialized committee of the Board of Directors shall exercise its functions and powers within the scope of its own terms of reference and the authorization of the Board of Directors.</p> <p>.....</p>

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36.	Article 32 The daily administrative office of the Board of Directors shall, together with relevant departments of the Bank, establish a working support team to support and guarantee the duty performance of specialized committees of the Board of Directors, including the Strategic Development Committee, Audit and Related Party Transaction Control Committee, Risk Management Committee, Nomination and Remuneration Committee, and Consumer Rights Protection Committee.	Article 3236 The daily administrative office of the Board of Directors shall, together with relevant departments of the Bank, establish a working support team to support and guarantee the duty performance of specialized committees of the Board of Directors, including the Audit Committee , Strategic and Sustainable Development Committee, Audit and Related Party Transaction Control Committee, Risk Management Committee, Nomination and Remuneration Committee, and Consumer Rights Protection Committee.
37.	Article 33 The Bank shall have one secretary of the Board of Directors, who shall be nominated by the Nomination and Remuneration Committee of the Board of Directors and appointed or removed by the Board of Directors. The secretary of the Board of Directors shall be a member of the senior management of the Bank and accountable to the Board of Directors.	Article 3337 The Bank shall have one (1) secretary of the Board of Directors, who shall be nominated by the Nomination and Remuneration Committee Chairman of the Board of Directors and appointed or removed by the Board of Directors. The secretary of the Board of Directors shall be a member of the senior management of the Bank and accountable to the Bank and the Board of Directors.
38.	Article 34 The Secretary to the Board of Directors shall mainly perform the following duties: (1) to assist Directors in handling daily work of the Board of Directors, provide information to Directors, remind them, and ensure that they are aware of the regulations, policies, and requirements of relevant regulatory authorities regarding the operation of banks; assist Directors and the president in complying with laws, regulations, normative documents, and the Articles of Association of the Bank when exercising their powers; (2) to organize and prepare documents for the shareholders' meeting and the Board of Directors, keep meeting minutes, ensure that meeting decisions comply with legal procedures, and monitor the implementation of resolutions of the Board of Directors; (3) to organize and coordinate information disclosure to enhance the transparency of the Bank;	Article 3438 The Secretary to the Board of Directors shall mainly perform the following duties: <u>(1) to take charge of information disclosure, coordinate the Bank's information disclosure work, organize the formulation of information disclosure management system, and urge the Bank and relevant information disclosure obligors to comply with relevant information disclosure regulations;</u> <u>(2) to take charge of investor relations management, and coordinate information communication between the Bank and securities regulatory authorities, investors and de facto controllers, intermediaries, media, etc.;</u>

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	<p>(4) to handle the Bank's relations with regulatory authorities, investors, intermediaries, and the media, and coordinate public relations;</p> <p>(5) to ensure the Bank's preparation and submission of reports and documents required by competent authorities;</p> <p>(6) to ensure the register of shareholders of the Bank is properly compiled and to maintain the register of shareholders;</p> <p>(7) to preserve important documents such as resolutions and records of shareholders' meetings and meetings of the Board of Directors;</p> <p>(8) to keep the seal of the Board of Directors;</p> <p>(9) to ensure the Bank has complete organizational documents and records;</p> <p>(10) to perform other functions conferred by the Board of Directors and required in the domestic and overseas places of listing.</p>	<p><u>(3) to prepare and organize meetings of the Board of Directors and shareholders' meetings, attend shareholders' meetings, meetings of the Board of Directors and relevant meetings of senior management, and take minutes of meetings of the Board of Directors, and sign the minutes;</u></p> <p><u>(4) to be responsible for the confidentiality of the Bank's information disclosure; in case of leakage of undisclosed material information, immediately report to the Shanghai Stock Exchange and conduct disclosure;</u></p> <p><u>(5) to pay attention to media reports, take the initiative to verify such reports, and urge the Bank and other relevant entities to promptly respond to inquiries from the Shanghai Stock Exchange;</u></p> <p><u>(6) to take charge of the registration, filing and submission of the Bank's insider information holders;</u></p> <p><u>(7) to organize training for Directors and senior management members of the Bank on relevant laws and regulations and provisions of Shanghai Stock Exchange, and assist the aforesaid personnel in understanding their responsibilities in information disclosure;</u></p> <p><u>(8) to urge Directors and senior management members to comply with laws and regulations, relevant provisions of Shanghai Stock Exchange and the Articles of Association of the Bank, and earnestly fulfill their commitments; once knowing that the Bank, Directors or senior management members have made or may make resolutions that violate relevant provisions, remind them and immediately and truthfully report to Shanghai Stock Exchange;</u></p> <p><u>(9) to conduct management of changes in the Bank's shares and their derivatives;</u></p>

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		<p><u>(10) to conduct management of the Bank's shareholder information;</u></p> <p><u>(11) to take charge of the storage of documents of shareholders' meetings and meetings of the Board of Directors;</u></p> <p>(1) to assist Directors in handling daily work of the Board of Directors, provide information to Directors, remind them, and ensure that they are aware of the regulations, policies, and requirements of relevant regulatory authorities regarding the operation of banks; assist Directors and the president in complying with laws, regulations, normative documents, and the Articles of Association of the Bank when exercising their powers;</p> <p>(2) to organize and prepare documents for the shareholders' meeting and the Board of Directors, keep meeting minutes, ensure that meeting decisions comply with legal procedures, and monitor the implementation of resolutions of the Board of Directors;</p> <p>(3) to organize and coordinate information disclosure to enhance the transparency of the Bank;</p> <p>(4) to handle the Bank's relations with regulatory authorities, investors, intermediaries, and the media, and coordinate public relations;</p> <p>(5) to ensure the Bank's preparation and submission of reports and documents required by competent authorities;</p> <p>(6) to ensure the register of shareholders of the Bank is properly compiled and to maintain the register of shareholders;</p> <p>(7) to preserve important documents such as resolutions and records of shareholders' meetings and meetings of the Board of Directors;</p>

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		<p>(8) to keep the seal of the Board of Directors;</p> <p>(9) to ensure the Bank has complete organizational documents and records;</p> <p>(10) <u>(12)</u> to perform other functions conferred by the Board of Directors and required <u>by regulatory authorities in the places where domestic and overseas shares of the Bank are listed</u> in the domestic and overseas places of listing.</p> <p><u>As a senior management member of the Bank, the Secretary of the Board of Directors shall, for the performance of his/her duties, have the right to attend relevant meetings, consult relevant documents, understand the financial, operational and other situation of the Bank, and request relevant departments and personnel of the Bank to promptly provide relevant materials and information. Directors, chief financial officer and other senior management members, and relevant staff shall support and cooperate with the work of the Secretary of the Board of Directors. The internal institutions or individuals of the Bank shall not interfere with the normal performance of duties by the Secretary of the Board of Directors.</u></p>
39.	<p>Article 35 The president, Supervisor of the Bank or accountant of the accounting firm appointed by the Bank shall not serve concurrently as the secretary of the Board of Directors.</p> <p>Directors or senior management members (other than President of the Bank) may serve concurrently as the secretary of the Board of Directors. However, they must ensure adequate energy and time commitment to the duties of the secretary of the Board of Directors.</p>	<p>Article 35 The president, Supervisor of the Bank or accountant of the accounting firm appointed by the Bank shall not serve concurrently as the secretary of the Board of Directors.</p> <p>Directors or senior management members (other than President of the Bank) may serve concurrently as the secretary of the Board of Directors. However, they must ensure adequate energy and time commitment to the duties of the secretary of the Board of Directors.</p>
40.	<p>Article 36 The meetings of the Board of Directors shall consist of regular meetings and interim meetings.</p> <p>The Supervisors shall be notified to attend the meetings of the Board of Directors as nonvoting delegates.</p>	<p>Article 36 <u>39</u> The meetings of the Board of Directors shall consist of regular meetings and interim meetings.</p> <p>The Supervisors shall be notified to attend the meetings of the Board of Directors as nonvoting delegates.</p>

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41.	<p>Article 37 The regular meetings of the Board of Directors shall be held at least four times each year and at least once each quarter. The Board of Directors shall notify all the Directors and Supervisors in writing 14 working days prior to a regular meeting of the Board of Directors.</p> <p>The Board of Directors shall provide sufficient meeting materials when issuing notice of the meeting of the Board of Directors. If two or more independent Directors consider that the meeting materials are incomplete or the reasoning is insufficient, they may jointly submit a written proposal to the Board of Directors to postpone the meeting or the consideration of relevant matter, and the Board of Directors shall adopt such proposal. The Bank shall promptly disclose relevant information.</p> <p>The Board of Directors shall formulate an annual meeting plan each year. In principle, in addition to the regular meetings held every quarter, the Board of Directors may, as needed, hold meetings at the beginning, middle and end of each year to hear or deliberate on major matters such as business plans, development strategies and risk management. Sufficient time shall be arranged for Directors to discuss and deliberate on relevant matters.</p>	<p>Article 3740 The regular meetings of the Board of Directors shall be held at least four times each year and at least once each quarter. The Board of Directors shall notify all the Directors and Supervisors in writing 1410 working days prior to a regular meeting of the Board of Directors.</p> <p>The Board of Directors shall provide sufficient<u>adequate</u> meeting materials when issuing notice of the meeting of the Board of Directors, <u>including information, data, and materials necessary for Directors to vote on the proposals, such as background materials on the topics, deliberation results of the special meeting of independent Directors (if any), and the opinions of the specialized committees of the Board of Directors (if any).</u> <u>The Board of Directors shall promptly respond to inquiries from Directors and, prior to the meeting, supplement meeting materials as requested by Directors.</u></p> <p>. If two or more independent Directors consider that the meeting materials are incomplete, or <u>the materials are not provided in a timely manner</u>, they may jointly submit a written proposal to the Board of Directors to postpone the meeting or the consideration of relevant matter, and the Board of Directors shall adopt such proposal. The Bank shall promptly disclose relevant information.</p> <p>The Board of Directors shall formulate an annual meeting plan each year. In principle, in addition to the regular meetings held every quarter, the Board of Directors may, as needed, hold meetings at the beginning, middle and end of each year to hear or deliberate on major matters such as business plans, development strategies and risk management. Sufficient time shall be arranged for Directors to discuss and deliberate on relevant matters.</p>
42.	<p>Article 38 The chairman of the Board of Directors shall convene and preside over an interim meeting of the Board of Directors within 10 days under any of the following circumstances:</p>	<p>Article 3841 The chairman of the Board of Directors shall convene and preside over an interim meeting of the Board of Directors within 10 days under any of the following circumstances:</p>

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	<p>(1) the chairman of the Board of Directors deems it necessary;</p> <p>(2) shareholders representing 10% or above of voting rights propose for such a meeting;</p> <p>(3) more than one-third of Directors propose for such a meeting;</p> <p>(4) a majority of independent Directors propose for such a meeting;</p> <p>(5) the Board of Supervisors proposes for such a meeting;</p> <p>(6) the President of the Bank proposes for such a meeting in emergency circumstances.</p> <p>Notice for holding the interim meeting of the Board of Directors shall be issued within a reasonable period of time.</p>	<p>(1) the chairman of the Board of Directors deems it necessary;</p> <p>(2) shareholders representing 10% or above of voting rights propose for such a meeting;</p> <p>(3) more than one-third of Directors propose for such a meeting;</p> <p>(4) a majority of or at least more than two of the independent Directors propose for such a meeting;</p> <p>(5) the Board of Supervisors Audit Committee proposes for such a meeting;</p> <p>(6) the President of the Bank proposes for such a meeting in emergency circumstances.</p> <p>Notice for holding the interim meeting of the Board of Directors shall be issued in writing within a reasonable period of time.</p>
43.	Section 1 Collection of Topics and Proposals	Section 1 Collection of Topics and Proposals
44.	Article 39 The Secretary of the Board of Directors shall be responsible for collecting drafts of the matters to be discussed at the meeting. For regular meetings, the proposers shall submit proposals and their explanatory materials 15 days before the meeting is held; for interim meetings, the proposers shall put forward proposals within a reasonable period before the issuance of the meeting notice. After sorting out relevant materials, the Secretary of the Board of Directors shall specify the venue, time and agenda of the meeting and submit them to the chairman of the Board of Directors.	Article 3942 The Secretary of the Board of Directors shall be responsible for collecting drafts of the matters to be discussed at the meeting. For regular meetings, the proposers shall submit proposals and their explanatory materials 15 days before the meeting is held; for interim meetings, the proposers shall put forward proposals within a reasonable period before the issuance of the meeting notice. After sorting out relevant materials, the Secretary of the Board of Directors shall specify the venue, time and agenda of the meeting and submit them to the chairman of the Board of Directors.
45.	Article 42 Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors. If the Chairman is unable or fails to perform the duty of convening a meeting of the Board of Directors, the meeting shall be convened by the Vice Chairman; if the	Article 4245 Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors. If the Chairman is unable or fails to perform the duty of convening a meeting of the Board of Directors, the meeting shall be convened by the Vice Chairman; if the

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	Vice Chairman is unable or fails to perform such duty, a Director elected by more than half of the Directors shall be responsible for convening the meeting.	Vice Chairman is unable or fails to perform such duty, a Director elected by more than half of the Directors shall be responsible for convening the meeting.
46.	<p>Article 43 Before a meeting of the Board of Directors is held, a meeting notice shall be issued in advance to all Directors, all Supervisors and other persons who should attend the meeting as non-voting attendees.</p> <p>In case of an emergency requiring the immediate holding of an interim meeting of the Board of Directors, a notice may be issued at any time by telephone or other oral means, provided that the convener shall make an explanation at the meeting.</p>	<p>Article 4346 Before a meeting of the Board of Directors is held, a meeting notice shall be issued in advance to all Directors, all Supervisors and other persons who should attend the meeting as non-voting attendees.</p> <p>In case of an emergency requiring the immediate holding of an interim meeting of the Board of Directors, a notice may be issued at any time by telephone or other oral means, provided that the convener shall make an explanation at the meeting.</p>
47.	<p>Article 44 The meeting notice of the Board of Directors shall be determined by the chairman of the Board of Directors according to specific circumstances, which shall include the following:</p> <p>(1) time and venue of the meeting;</p> <p>(2) form and duration of the meeting;</p> <p>.....</p> <p>(5) other relevant content required to be included in the meeting notice by laws, administrative regulations, and rules.</p> <p>An oral meeting notice shall include at least the content specified in items (1) and (2) above, and an explanation that the interim meeting needs to be held as soon as possible due to an emergency.</p>	<p>Article 4447 The meeting notice of the Board of Directors shall be determined by the chairman of the Board of Directors according to specific circumstances, which shall include the following:</p> <p>(1) time <u>date</u> and venue of the meeting;</p> <p>(2) form and duration of the meeting;</p> <p>.....</p> <p>(5) other relevant content required to be included in the meeting notice by laws, administrative regulations, and <u>departmental</u> rules.</p> <p>An oral meeting notice shall include at least the content specified in items (1) and (2) above, and an explanation that the interim meeting needs to be held as soon as possible due to an emergency.</p>
48.	<p>Article 45 The notice of a meeting of the Board of Directors shall be issued in writing. The issuance, delivery, and confirmation of the notice shall comply with relevant regulatory requirements of the place where the Bank's shares are listed.</p>	<p>Article 4548 The notice of a meeting of the Board of Directors shall be issued in writing <u>and in a way provided in the Articles of Association of the Bank</u>. The issuance, delivery, and confirmation of the notice shall comply with relevant regulatory requirements of the place where the Bank's shares are listed.</p>

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49.	<p>Article 47 The meeting of the Board of Directors shall be held only if a majority of the Directors are present at the meeting. If a Director has material interest in the proposed matters to be resolved at the meeting, such meeting of the Board of Directors shall be held only if a majority of Directors having no material interest in the proposed matters to be resolved present at the meeting.</p> <p>President of the Bank who is not concurrently a Director shall attend the meeting of the Board of Directors as non-voting delegate.</p>	<p>Article 4750 The meeting of the Board of Directors shall be held only if a majority more than half of the Directors are present at the meeting. If a Director has material interest <u>related party relation with the enterprises or individuals involved</u> in the proposed matters to be resolved at the meeting, <u>the director shall report to the Board of Directors in writing in a timely manner, and</u> such meeting of the Board of Directors shall be held only if a majority more than half of Directors having no material interest in the proposed matters to be resolved <u>related party relation</u> present at the meeting.</p> <p>President of the Bank who is not concurrently a Director of the Bank shall attend the meeting of the Board of Directors as non-voting delegate.</p>
50.	<p>Article 48 Directors shall devote sufficient time to performing their duties, attend meetings of the Board of Directors in person, and attend in person no less than two-third of meetings of the Board of Directors each year; if a director is unable to attend a meeting in person for any reason, he/she may entrust another director of the same category in writing to attend on his/her behalf. The letter of proxy shall include particulars such as the names of proxies, entrusted matter, scope of authorization and duration of the authorization, and be signed or stamped by the principal.</p> <p>The entrusted director shall exercise powers in accordance with the provisions of the power of attorney.</p>	<p>Article 4851 Directors shall devote sufficient time to performing their duties, attend meetings of the Board of Directors in person, and attend in person no less than at least two-third of onsite <u>onsite</u> meetings of the Board of Directors each year; if a director is unable to attend a meeting in person for any reason, he/she may entrust another director of the same category in writing to attend on his/her behalf. <u>Independent Directors shall not entrust non-independent Directors to attend meetings on their behalf; when deliberating on related party transaction matters, non-related Directors shall not entrust related Directors to attend meetings on their behalf. In principle, one Director may accept entrustment of proxies from at most two Directors who are unable to attend the meeting in person.</u></p> <p>The letter of proxy shall include particulars such as the names of proxies, entrusted matter, scope of authorization and duration of the authorization, and be signed or stamped by the principal.</p> <p>The entrusted director shall exercise powers in accordance with the provisions of the power of attorney.</p>

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51.	<p>Article 49 Independent Directors may entrust other independent directors of the Bank to attend meetings of the Board of Directors on their behalf, provided that they shall attend at least two-third of total meetings of the Board of Directors in person each year. In the event of the circumstances described in Item (3) of Article 21 of the Rules, the Board of Directors and the Board of Supervisors shall submit a proposal to the shareholders' meeting for removal of the independent director.</p> <p>Directors serving as the chairmen of the Audit and Related Party Transaction Committee and the Risk Management Committee shall work at the Bank for no less than 25 working days each year.</p>	<p>Article 49<u>52</u> Independent Directors may entrust other independent directors of the Bank to attend meetings of the Board of Directors on their behalf, provided that they shall attend at least two third of total meetings of the Board of Directors in person each year. In the event of the circumstances described in Item (3) of Article 21 of the Rules, the Board of Directors and the Board of Supervisors shall submit a proposal to the shareholders' meeting for removal of the independent director.</p> <p>Directors serving as the chairmen of the Audit Committee, and Related Party Transaction Committee and the Risk Management Committee shall work at the Bank for no less than 25 20 working days each year.</p>
52.	<p>Article 52</p> <p>Directors attending the meeting as proxy for others shall exercise the director rights within the scope of authorization. Directors failing to attend a meeting in person nor entrusting proxy to attend the meeting shall be deemed to have abstained from voting on such meeting.</p>	<p>Article 52 <u>55</u></p> <p>Directors attending the meeting as proxy for others shall exercise the director rights within the scope of authorization. Directors failing to attend a meeting in person nor entrusting proxy to attend the meeting shall be deemed to have abstained from voting on such meeting.</p>
53.	<p>Article 53 Voting at an onsite meeting of the Board of Directors (including video conference) shall be made by show of hands or by poll. If a Director participates in the onsite meeting through telephone or similar communication equipment, as long as he/she can make himself heard by other participants at the meeting and can communicate and discuss with them, all participating Directors shall be deemed to be present at the meeting in person. Each Director shall have one vote. When the numbers of votes against and in favor of a certain proposal are equal, the chairman of the Board of Directors shall be entitled to one additional vote.</p> <p>On the premise of ensuring that Directors can fully express their opinions, meetings of the Board of Directors may adopt the method of communication voting to make resolutions, which shall be signed by the participating directors. A valid time limit for voting shall be specified for</p>	<p>Article 53<u>56</u> Voting at an onsite meeting of the Board of Directors (including video conference and teleconference) shall be made by show of hands or by poll. If a Director participates in the onsite meeting through telephone or similar communication equipment, as long as he/she can make himself heard by other participants at the meeting and can communicate and discuss with them instantly, all participating Directors shall be deemed to be present at the meeting in person. Each Director shall have one vote. When the numbers of votes against and in favor of a certain proposal are equal, the chairman of the Board of Directors shall be entitled to one additional vote.</p> <p>On the premise of ensuring that Directors can fully express their opinions, meetings of the Board of Directors may adopt the method of communication voting written circulation to make resolutions, which shall be signed by the participating directors. A valid time limit for voting</p>

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	<p>communication voting. Directors who fail to express their voting opinions within the specified time limit shall be deemed to have abstained. Directors shall vote prudently, and once they have voted on a proposal, they shall not withdraw their votes.</p> <p>If the communication voting method is adopted, the matters to be voted and relevant background materials shall be delivered to all Directors at least three days before voting. The time limit for Directors to reply with their opinions after receiving the aforesaid voting matters and relevant background materials shall be no less than four working days.</p> <p>When a meeting adopts the communication voting method, reasons therefor shall be explained.</p>	<p>shall be specified for communication voting <u>written circulation</u>. Directors who fail to express their voting opinions within the specified time limit shall be deemed to have abstained. Directors shall vote prudently, and once they have voted on a proposal, they shall not withdraw their votes.</p> <p>If the communication voting <u>written circulation</u> method is adopted, the matters to be voted and relevant background materials shall be delivered to all Directors at least three days <u>at a proper time</u> before voting. The time limit for Directors to reply with their opinions after receiving the aforesaid voting matters and relevant background materials shall be no less than four working days.</p> <p>When a meeting adopts the communication voting method, reasons therefor shall be explained.</p>
54.	<p>Article 54 Resolutions of the Board of Directors shall be passed by a majority of all the Directors. However, resolutions with respect to the following matters shall not be adopted through communication voting and shall be passed by no less than two thirds of all the Directors:</p> <p>.....</p> <p>(4) proposals for the issue of bonds and other securities which supplement share capital of the Bank, and the listing thereof;</p> <p>(5) proposals for repurchase of ordinary shares of the Bank;</p> <p>.....</p> <p>(9) significant equity changes and financial restructuring;</p> <p>(10) other matters that a majority of all the Directors consider having a material impact on the Bank and shall be passed by no less than two-third of all the Directors;</p>	<p>Article 5457 Resolutions of the Board of Directors shall be passed by a majority of all the Directors. However, resolutions with respect to the following matters shall not be adopted through communication voting <u>written circulation</u> and shall be passed by no less than two thirds of all the Directors:</p> <p>.....</p> <p>(4) proposals for the issue of <u>corporate</u> bonds and other securities which supplement share capital of the Bank, and the listing thereof;</p> <p>(5) proposals for repurchase <u>acquisition</u> of ordinary shares of the Bank;</p> <p>.....</p> <p>(9) significant equity changes and financial restructuring <u>remuneration plans</u>;</p>

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	<p>(11) deciding on the matters relevant to preference shares issued by the Bank within the authorization of the shareholders' general meeting, including but not limited to deciding on whether to repurchase, convert preference shares or distribute dividends;</p> <p>(12) other matters that shall be approved by more than two third of directors by vote in accordance with laws, administrative regulations, rules, listing rules of the place where the Bank's shares are listed, and the Articles of Association of the Bank.</p>	<p>(10) other matters that a majority of all the Directors consider having a material impact on the Bank and shall be passed by no less than two-third of all the Directors;</p> <p>(11) deciding on the matters relevant to preference shares issued by the Bank within the authorization of the shareholders' general meeting, including but not limited to deciding on whether to repurchase, convert preference shares or distribute dividends;</p> <p>(12) other matters that shall be approved by more than two third of directors by vote in accordance with laws, administrative regulations, rules, listing rules of the place where the Bank's shares are listed, and the Articles of Association of the Bank.</p>
55.	<p>Article 55 If any Director or any of his associates (as defined under the Hong Kong Listing Rules) has material interests in the matters proposed to be resolved by the Board of Directors, such Director shall abstain from deliberation in relation to such matter at the meeting, shall not exercise voting rights nor shall he/she vote on behalf of any other Directors in relation to such matter, and shall not be counted into the quorum present at the meeting, unless otherwise provided by laws, administrative regulations and rules, and provisions of the securities regulatory authority in places where the shares of the Bank are listed.</p> <p>Resolutions to approve such proposed matters shall be passed by more than half no less than two-thirds of the Directors having no material interest in such matters.</p> <p>When resolutions cannot be adopted because the Directors having no material interests present at the meeting are less than three or Directors abstain from voting because of having material interest in the proposed matters, the Board of Directors shall submit such proposal to the shareholders' general meeting for consideration. The Board of Directors shall explain the deliberations of the Board of Directors</p>	<p>Article 55 If any Director or any of his associates (as defined under the Hong Kong Listing Rules) has material interests in the matters proposed to be resolved by the Board of Directors, such Director shall abstain from deliberation in relation to such matter at the meeting, shall not exercise voting rights nor shall he/she vote on behalf of any other Directors in relation to such matter, and shall not be counted into the quorum present at the meeting total votes, unless otherwise provided by laws, administrative regulations and rules, and provisions of the securities regulatory authority in places where the shares of the Bank are listed.</p> <p>Resolutions to approve such proposed matters shall be passed by more than half no less than two-third of the Directors having no material interest in related party relation with such matters.</p> <p>When resolutions cannot be adopted because the Directors having no material interest related party relation present at the meeting are less than three or Directors abstain from voting because of having material interest in the proposed matters, the Board of Directors shall submit such proposal to the shareholders' general meeting for consideration. The</p>

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	<p>concerning such proposal when submitting such proposal to the shareholders' general meeting and shall record the opinions of Directors having no material interest in such matter on such proposal.</p> <p>Resolution passed by the Board of Directors with respect to matters falling within the authority of the shareholders' general meeting shall be implemented after being approved by the shareholders' general meeting.</p>	<p>Board of Directors shall explain the deliberations of the Board of Directors concerning such proposal when submitting such proposal to the shareholders' general meeting and shall record the opinions of Directors having no material interest in such matter <u>related party relation</u> on such proposal.</p> <p>Resolution passed by the Board of Directors with respect to matters falling within the authority of the shareholders' general meeting shall be implemented after being approved by the shareholders' general meeting.</p>
56.	<p>Article 56 Directors shall be responsible for resolutions adopted by the Board of Directors. Directors participating in the decision-making process for resolutions which are in violation of laws, administrative regulations, the Articles of Association of the Bank or resolutions of the shareholders' general meeting and cause material losses to the Bank shall indemnify the Bank for the losses so incurred. However, if it is proved that a Director offered opposing opinions at voting, which was recorded in the meeting minutes, such Director can be exempt from the compensation liability.</p>	<p>Article 5659 Directors shall be responsible for resolutions adopted by the Board of Directors. Directors participating in the decision-making process for resolutions which are in violation of laws, administrative regulations, or the Articles of Association of the Bank or resolutions of the shareholders' general meeting and cause material losses to the Bank shall indemnify the Bank for the losses so incurred. However, if it is proved that a Director offered opposing opinions at voting, which was recorded in the meeting minutes, such Director can be exempt from the compensation liability.</p>
57.	<p>Article 57 The Board of Directors shall prepare meeting minutes for the decisions on the matters discussed at the meeting. The minutes shall be true, accurate and complete. Directors attending the meeting, the Secretary of the Board of Directors and the recorder shall sign the meeting minutes.</p> <p>.....</p>	<p>Article 5760 The Board of Directors shall prepare meeting minutes for the decisions on the matters discussed at the meeting. The minutes shall be true, accurate and complete, <u>fully reflecting opinions put forward by the attendees on the matters under deliberation.</u> Directors attending the meeting, the Secretary of the Board of Directors and the recorder shall sign <u>to confirm</u> the meeting minutes. <u>If a Director has different opinions on the meeting minutes, he/she may attach explanations when signing. The Bank shall record the onsite meetings by audio recording, video recording, and other means.</u></p> <p>.....</p>

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58.	<p>Article 58 The minutes of the meeting of the Board of Directors shall include the following contents:</p> <p>.....</p> <p>(5) voting method and result for each resolution item (the voting result shall specify the number of votes in favor, against, or abstained);</p> <p>(6) other relevant content required to be included in the meeting minutes by laws, administrative regulations, rules, and the Articles of Association of the Bank.</p>	<p>Article 5861 The minutes of the meeting of the Board of Directors shall include the following contents:</p> <p>.....</p> <p>(5) voting method and result for each resolution item (the voting result shall specify the number of votes in favor, against, or abstained);</p> <p>(6) other relevant content required to be included in the meeting minutes by laws, administrative regulations, rules, and the Articles of Association of the Bank.</p>
59.	<p>Article 59 Minutes of meetings of the Board of Directors shall be kept at least ten years by the secretary of the Board of Director as archive of the Bank.</p> <p>The Bank shall establish a performance record file for Directors, which shall completely record the number of attendances of meetings of the Board of Directors, independent opinions and suggestions, and the adoption of such opinions and suggestions, serving as the basis for evaluating Directors.</p>	<p>Article 5962 Minutes of meetings of the Board of Directors shall be kept at least ten years <u>permanently</u> by the secretary of the Board of Director as archive of the Bank.</p> <p>The Bank shall establish <u>and improve</u> a performance record file for Directors, which shall <u>truthfully, accurately and</u> completely record <u>daily performance of duties and performance assessment of Directors.</u> the number of attendances of meetings of the Board of Directors, independent opinions and suggestions, and the adoption of such opinions and suggestions, serving as the basis for evaluating Directors.</p>
60.	<p>Article 60 The decisions, resolutions and meeting minutes of the Board of Directors shall, upon conclusion of the meeting, be filed with the banking regulatory authority of the State Council in accordance with regulatory provisions.</p>	<p>Article 6063 The decisions, resolutions and meeting minutes of the Board of Directors shall, upon conclusion of the meeting, be filed with <u>reported to</u> the banking regulatory authority of the State Council <u>in a timely manner</u> in accordance with regulatory provisions.</p>
61.	<p>Article 61 The Board of Directors must strictly comply with the information disclosure regulations of relevant regulatory authorities, and fully, timely and accurately disclose the matters discussed or resolutions made at the meetings of the Board of Directors that are subject to disclosure. The information disclosure of significant matters shall be filed with relevant regulatory authorities in accordance with provisions.</p>	<p>Article 6164 The Board of Directors must strictly comply with the information disclosure regulations of relevant regulatory authorities, and fully, timely and accurately disclose <u>in truthful, accurate, complete, timely and fair manner</u> the matters discussed or resolutions made at the meetings of the Board of Directors that are subject to disclosure. The information disclosure of significant matters shall be filed with relevant regulatory authorities in accordance with provisions.</p>

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62.	Article 64 Resolutions of the Board of Directors shall be implemented by the president or the executor specified in the resolutions, and the implementation results shall be reported to the chairman of the Board of Directors in a timely manner.	Article 6467 Resolutions of the Board of Directors shall be implemented by the president or the executor specified in the resolutions, and the implementation results shall be reported to the chairman of the Board of Directors in a <u>timely manner.</u>
63.	Article 65 At a meeting of the Board of Directors, the chairman, president, or relevant personnel shall report to the Board of Directors on the implementation of previous resolutions of the Board of Directors.	Article 65 At a meeting of the Board of Directors, the chairman, president, or relevant personnel shall report to the Board of Directors on the implementation of previous resolutions of the Board of Directors.
64.	Article 66 The Board of Directors shall establish and improve a mechanism for tracking and implementing resolutions of the Board of Directors and other relevant matters. The senior management and relevant departments of the Bank shall provide support accordingly.	Article 6668 The Board of Directors shall establish and improve a <u>follow-up</u> mechanism for tracking and implementing resolutions of the Board of Directors and <u>discussed at meetings of the Board of Directors.</u> The senior management and relevant departments of the Bank shall provide support accordingly.
65.	Article 68 The Rules shall come into force after being adopted by the shareholders' general meeting by way of an ordinary resolution and shall be an annex to the Articles of Association of the Bank.	Article 6870 The <u>formulation and amendment of the Rules shall drafted by the Board of Directors and approved by the shareholders' meeting.</u> come into force after being adopted by the shareholders' general meeting by way of an ordinary resolution and shall be an annex to the Articles of Association of the Bank.
66.	Article 70 Any amendment to the Rules shall take effect after being adopted by more than half of the Directors, and adopted by the shareholders' general meeting by way of an ordinary resolution.	Article 70 Any amendment to the Rules shall take effect after being adopted by more than half of the Directors, and adopted by the shareholders' general meeting by way of an ordinary resolution.
67.	Article 71 Except as otherwise stipulated in the Rules or creating ambiguity in the context, the phrases such as “no less than”, “within” and “no more than” as used in the Rules shall also include the number or amount itself, while the phrases such as “in excess of”, “less than”, “lower than”, “other than” and “under” shall not include the number or amount itself.	Article 7172 Except as otherwise stipulated in the Rules or creating ambiguity in the context, the phrases such as “no less than”, “within” and “no more than” as used in the Rules shall also include the number or amount itself, while the phrases such as “in excess of”, “less than”, “lower than”, “other than” and “under” shall not include the number or amount itself.
68.	Adjust the article numbering as necessary according to the additions and deletions of articles	



中信銀行
CHINA CITIC BANK

中信銀行股份有限公司
China CITIC Bank Corporation Limited

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

(Stock Code: 998)

**THE NOTICE OF THE SECOND
EXTRAORDINARY GENERAL MEETING OF 2025**

Notice is hereby given that the Second Extraordinary General Meeting of 2025 (the “**2025 Second EGM**”) of China CITIC Bank Corporation Limited (the “**Bank**”) is to be held at 9:30 a.m. on Tuesday, 26 August 2025 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) to consider, if thought fit, to approve the following resolutions:

**BY ORDINARY RESOLUTIONS
NON-ACCUMULATIVE VOTING PROPOSALS**

1. The Proposal on the Election of Mr. Wei Qiang as a Non-executive Director of the Seventh Session of the Board of Directors of China CITIC Bank Corporation Limited
2. The Proposal on Application for the Cap on Daily Related Party Transactions
 - 2.01 2025-2026 Credit Business Cap
 - 2.02 2025-2026 Financial Market Business Cap
 - 2.03 2025-2026 Investment Business Cap
 - 2.04 2025-2026 Asset Transfer Cap
 - 2.05 2025-2026 Deposit Business Cap
 - 2.06 2025-2026 Financial Consulting Services and Asset Management Services Cap
 - 2.07 2025-2026 Asset Custody and Account Management Services Cap
 - 2.08 2025-2026 Other Financial Services Cap
 - 2.09 2025-2026 Comprehensive Services Cap

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025

3. The Proposal on Adjustments of the Remuneration Policy for Directors of the Seventh Session of the Board of Directors

**BY SPECIAL RESOLUTIONS
NON-ACCUMULATIVE VOTING PROPOSALS**

4. The Proposal on Dissolution of the Board of Supervisors
5. The Proposal on Change of Registered Capital of China CITIC Bank Corporation Limited and Amendments to the relevant provisions of the *Articles of Association*
- 6.00 The Proposal on Amendments of the *Articles of Association*, the *Rules of Procedure of the Shareholders' General Meeting* and the *Rules of Procedure of the Board of Directors* of China CITIC Bank
- 6.01 The Proposal on Amendments of the *Articles of Association* of China CITIC Bank
- 6.02 The Proposal on Amendments of the *Rules of Procedure of the Shareholders' General Meeting* of China CITIC Bank
- 6.03 The Proposal on Amendments of the *Rules of Procedure of the Board of Directors* of China CITIC Bank

By Order of the Board
China CITIC Bank Corporation Limited
FANG Heying
Chairman

Beijing, the PRC
6 August 2025

As at the date of this notice, the executive directors of the Bank are Mr. Fang Heying (Chairman), Mr. Lu Wei (President) and Mr. Hu Gang; the non-executive directors are Ms. Huang Fang and Mr. Wang Yankang; and the independent non-executive directors are Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025

Notes:

1. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR ATTENDING THE 2025 SECOND EGM

Holders of A shares and H shares are regarded as the same class of shareholders in voting. Holders of H shares should note that the register of members of the Bank will be closed from Thursday, 21 August 2025 to Tuesday, 26 August 2025 (both days inclusive) during which period no H share transfer will be registered. All shareholders appearing on the register of members of the Bank on Tuesday, 26 August 2025 are entitled to attend and vote at the 2025 Second EGM. Holders of H shares of the Bank who intend to attend the 2025 Second EGM but have not registered their share transfer documents shall lodge their transfer documents, together with relevant share certificates, with the office of the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 20 August 2025.

2. APPOINTMENT OF PROXY

Any shareholder entitled to attend and vote at the 2025 Second EGM is entitled to appoint one or more proxies to attend and vote at the meeting on behalf of him/her. A proxy need not be a shareholder of the Bank. The proxy form shall be in writing and signed by the shareholder or of his/her attorney duly authorized in writing or, if the shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorized attorney. If the proxy form is signed by the attorney of the shareholder, the power of attorney or other authorization document authorizing the attorney to sign the proxy form must be notarized.

In order to be valid, holders of H shares shall lodge the proxy form, together with the power of attorney or other authorization document (if any), by hand or post, with the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no less than 24 hours before the time fixed for holding the 2025 Second EGM (i.e., no later than 9:30 a.m. on Monday, 25 August 2025). Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2025 Second EGM if you so wish.

3. REPLY SLIP

H shareholders who intend to attend in person or by proxy the 2025 Second EGM shall deliver the reply slip to the office of the H share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Monday, 25 August 2025.

4. CONTACT INFORMATION OF THE BANK

Address: CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing
Postal Code: 100020
Contact Persons: Deng Zhihan, Zhao Yuan
Tel.: (8610) 6663 8188
Fax: (8610) 6555 9255

5. PROCEDURES FOR VOTING AT THE 2025 SECOND EGM

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at the 2025 Second EGM must be taken by poll.

6. OTHER BUSINESS

Shareholders attending the 2025 Second EGM in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2025 Second EGM shall provide their identity documents.

7. DATE AND TIME

References to dates and time in this circular are to Hong Kong dates and time.



中信銀行
CHINA CITIC BANK

中信銀行股份有限公司
China CITIC Bank Corporation Limited

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

(Stock Code: 998)

NOTICE OF THE THIRD
H SHAREHOLDERS CLASS MEETING OF 2025

Notice is hereby given that the Third H Shareholders Class Meeting of 2025 (the “**2025 Third H Shareholders Class Meeting**”) of China CITIC Bank Corporation Limited (the “**Bank**”) is to be held at 9:30 a.m. on Tuesday, 26 August 2025 at Conference Room 818, 8th Floor, CITIC Plaza, Building No.1, 10 Guanghai Road, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) to consider, if thought fit, to approve the following resolutions:

BY SPECIAL RESOLUTIONS
NON-ACCUMULATIVE VOTING RESOLUTIONS

1. The Proposal on Change of Registered Capital of China CITIC Bank Corporation Limited and Amendments to the relevant provisions of the *Articles of Association*
- 2.00 The Proposal on Amendments of the *Articles of Association*, the *Rules of Procedure of the Shareholders' General Meeting* and the *Rules of Procedure of the Board of Directors* of China CITIC Bank
- 2.01 The Proposal on Amendments of the *Articles of Association* of China CITIC Bank
- 2.02 The Proposal on Amendments of the *Rules of Procedure of the Shareholders' General Meeting* of China CITIC Bank

By Order of the Board
China CITIC Bank Corporation Limited
FANG Heying
Chairman

Beijing, the PRC
6 August 2025

NOTICE OF THE THIRD H SHAREHOLDERS CLASS MEETING OF 2025

As at the date of this notice, the executive directors of the Bank are Mr. Fang Heying (Chairman), Mr. Lu Wei (President) and Mr. Hu Gang; the non-executive directors are Ms. Huang Fang and Mr. Wang Yankang; and the independent non-executive directors are Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu.

Notes:

1. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR ATTENDING THE 2025 THIRD H SHAREHOLDERS CLASS MEETING

Holders of H shares should note that the register of members of the Bank will be closed from Thursday, 21 August 2025 to Tuesday, 26 August 2025 (both days inclusive) during which period no H share transfer will be registered. All H shareholders appearing on the register of members of the Bank on Tuesday, 26 August 2025 are entitled to attend and vote at the 2025 Third H Shareholders Class Meeting. Holders of H shares of the Bank who intend to attend the 2025 Third H Shareholders Class Meeting but have not registered their share transfer documents shall lodge their transfer documents, together with relevant share certificates, with the office of the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 20 August 2025.

2. APPOINTMENT OF PROXY

Any shareholder entitled to attend and vote at the 2025 Third H Shareholders Class Meeting is entitled to appoint one or more proxies to attend and vote at the meeting on behalf of him/her. A proxy need not be a shareholder of the Bank. The proxy form shall be in writing and signed by the shareholder or of his/her attorney duly authorized in writing or, if the shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorized attorney. If the proxy form is signed by the attorney of the shareholder, the power of attorney or other authorization document authorizing the attorney to sign the proxy form must be notarized.

In order to be valid, holders of H shares shall lodge the proxy form, together with the power of attorney or other authorization document (if any), by hand or post, with the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no less than 24 hours before the time fixed for holding the 2025 Third H Shareholders Class Meeting (i.e., no later than 9:30 a.m. on Monday, 25 August 2025) or any of its adjourned meetings (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2025 Third H Shareholders Class Meeting if you so wish.

3. REPLY SLIP

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6. OTHER BUSINESS

Shareholders attending the 2025 Third H Shareholders Class Meeting in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2025 Third H Shareholders Class Meeting shall provide their identity documents.

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