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**BANK OF GANSU CO., LTD.\***

**甘肅銀行股份有限公司\***

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

**(Stock Code: 2139)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND ADJUSTMENTS TO THE CORPORATE GOVERNANCE  
STRUCTURE OF THE BANK**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK**

The board of directors (the “**Board**”) of Bank of Gansu Co., Ltd. (the “**Bank**”) announces that, in order to safeguard the legitimate rights and interests of the Bank, its shareholders and creditors, regulate the organization and activities of the Bank, and further improve corporate governance, the Bank intends to amend certain articles of its articles of association (the “**Articles of Association**”) in accordance with the Company Law of the People’s Republic of China with effective from July 1, 2024, the provision of abolishing the establishment of the board of supervisors in the Notice on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law (《關於公司治理監管規定與公司法銜接有關事項的通知》) with effective from December 17, 2024, and the provision of hybrid general meetings and electronic voting in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited with effective from February 10, 2025. Please refer to Appendix I of this announcement for details of the proposed amendments.

Save for the proposed amendments, the contents of the other articles of the Articles of Association remain unchanged. If the numbering of any article of the Articles of Association is affected as a result of the proposed amendments, the numbering of the articles of the existing Articles of Association shall be adjusted accordingly, and the cross references to the numbering of relevant articles of the Articles of Association shall be changed accordingly. The proposed amendments to the Articles of Association are prepared in Chinese, and translated into English. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

The proposed amendments to the Articles of Association will be submitted to the general meeting of the Bank for consideration and will take effect upon approval by the Gansu Office of the National Administration of Financial Regulation (國家金融監督管理總局甘肅監管局). For details of the time and arrangements of the general meeting, please refer to the notice and circular for the general meeting to be issued by the Bank in due course.

## **PROPOSED ADJUSTMENTS TO THE CORPORATE GOVERNANCE STRUCTURE**

On December 17, 2024, the National Administration of Financial Regulation issued the Notice on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law, which clarifies that financial institutions may, in accordance with their articles of association, establish an audit committee composed of directors under the board of directors to exercise the functions and powers of the board of supervisors as prescribed under the Company Law of the People's Republic of China and applicable regulatory requirements, in lieu of establishing the board of supervisors or appointing supervisors.

The Board announces that, in light of the above regulatory update and considering that the term of the third session of the board of supervisors of the Bank (the “**Board of Supervisors**”) has expired, the Bank proposes to abolish the Board of Supervisors, subject to the approval by the shareholders of the Bank for the amendments to the Articles of Association. The functions and powers of the Board of Supervisors under the Company Law of the People's Republic of China and relevant regulatory requirements shall instead be exercised by the audit committee under the Board. The rules of procedure of the Board of Supervisors and other related governance documents shall be repealed accordingly.

The resolution on the proposed abolition of the Board of Supervisors is subject to the approval of the shareholders of the Bank at the general meeting. If the resolution on the proposed abolition of the Board of Supervisors is approved, all incumbent supervisors will retire then. For details of the time and arrangements of the general meeting, please refer to the notice and circular for the general meeting to be issued by the Bank in due course.

## **RESIGNATION OF SHAREHOLDER SUPERVISORS**

The Board further announces that the Board of Supervisors has received resignation letters from Mr. Zhang Yanlong, Mr. Han Zhenjiang and Mr. Zeng Lehu, all being shareholder supervisors of the Bank. Due to adjustments of work arrangements, with effect from March 28, 2025: (i) Mr. Zhang Yanlong has resigned as a shareholder supervisor and a member of the nomination committee under the Board of Supervisors; (ii) Mr. Han Zhenjiang has resigned as a shareholder supervisor and a member of the supervisory committee under the Board of Supervisors; and (iii) Mr. Zeng Lehu has resigned as a shareholder supervisor and a member of the nomination committee under the Board of Supervisors.

Each of Mr. Zhang Yanlong, Mr. Han Zhenjiang and Mr. Zeng Lehu has confirmed that he has no disagreement with the Board or the Board of Supervisors, and there are no matters in relation to his resignation that need to be brought to the attention of the shareholders or creditors of the Bank or The Stock Exchange of Hong Kong Limited.

The Bank would like to express its sincere gratitude to Mr. Zhang Yanlong, Mr. Han Zhenjiang and Mr. Zeng Lehu for their valuable contributions during their tenure of service.

By Order of the Board  
**Bank of Gansu Co., Ltd.\***  
**Liu Qing**  
*Chairman*

Lanzhou, Gansu  
March 28, 2025

*As at the date of this announcement, the Board comprises Mr. LIU Qing and Mr. WANG Xizhen as executive directors; Mr. ZHANG Junping, Ms. ZHANG Tingting, Mr. YE Rong, Mr. ZHANG Youda, Mr. GUO Jirong and Ms. YANG Chunmei as non-executive directors; and Mr. DONG Ximiao, Mr. WANG Tingting, Mr. LIU Guanghua, Mr. WANG Lei and Mr. HAU Pak Sun as independent non-executive directors.*

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

# APPENDIX I COMPARISON OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Contents before Amendments	Contents after Amendments
1	<p><b>Article 1</b> To safeguard the legitimate rights and interests of Bank of Gansu Co., Ltd. (the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the Bank, the Articles of Association (the “Articles of Association”) have been formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on the People’s Bank of China, the Banking Supervision and Regulatory Law of the PRC, the Commercial Banking Law of the PRC (the “Commercial Banking Law”), the Securities Law of the PRC (the “Securities Law”), the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (the “Special Provisions”), the Corporate Governance Guidelines for Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Working Regulations of the Communist Party of China on the Grassroots Organization of State-owned Enterprises (Trial), and other laws, administrative regulations, departmental rules, normative documents and relevant requirements of the securities regulatory authorities in the places where the Bank’s shares are listed.</p>	<p><b>Article 1</b> To safeguard the legitimate rights and interests of Bank of Gansu Co., Ltd. (the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the Bank, the Articles of Association (the “Articles of Association”) have been formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on the People’s Bank of China, the Banking Supervision and Regulatory Law of the PRC, the Commercial Banking Law of the PRC (the “Commercial Banking Law”), the Securities Law of the PRC (the “Securities Law”), <del>the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (the “Special Provisions”)</del>, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Working Regulations of the Communist Party of China on the Grassroots Organization of State-owned Enterprises (Trial), and other laws, administrative regulations, departmental rules, normative documents and relevant requirements of the securities regulatory authorities in the places where the Bank’s shares are listed.</p>
2	<p><b>Article 2</b> The Bank is a joint stock company established with limited liability in accordance with the Company Law, the Commercial Banking Law, the Special Provisions and other relevant regulations.</p>	<p><b>Article 2</b> The Bank is a joint stock company established with limited liability in accordance with the Company Law, the Commercial Banking Law, <del>the Special Provisions</del> and other relevant regulations.</p>

No.	Contents before Amendments	Contents after Amendments
3	<p><b>Article 8</b> The chairman of the Board is the legal representative of the Bank.</p>	<p><b>Article 8</b> The chairman of the Board is the legal representative of the Bank. <u>Where the chairman of the Board of Directors resigns, it shall be deemed that the legal representative resigns at the same time. In the event of the resignation of the legal representative, the Bank shall appoint a new legal representative within 30 days from the date of the legal representative's resignation.</u></p>
4	<p><b>Article 10</b> The Articles of Association shall be legally binding on the Bank and its shareholders, Directors, Supervisors, President and other senior management officers; such persons may also make claims for alleged rights regarding the Bank's affairs in accordance with the Articles of Association.</p> <p>In accordance with the Articles of Association, shareholders may sue other shareholders; shareholders may sue the Directors, Supervisors, President and other senior management officers of the Bank; shareholders may sue the Bank; the Bank may sue the shareholders, Directors, Supervisors, President and other senior management officers.</p> <p>The wording "sue" as referred to in the preceding paragraph shall include court proceedings or arbitration proceedings.</p> <p>The "senior management" as referred to in the Articles of Association shall include the senior management officers, secretary of the Board of Directors and other personnel as designated by the Board of Directors of the Bank. The senior management consists of the Bank's President, vice President and the person in charge of financial affairs, etc. The Bank's Directors, senior management and Presidents of branches and sub-branches shall have such qualifications as required by the banking regulatory authorities under the State Council. Their qualifications shall be approved by or filed with the banking regulatory authorities.</p>	<p><b>Article 10</b> The Articles of Association shall be legally binding on the Bank and its shareholders, Directors, <del>Supervisors</del>, President and other senior management officers; such persons may also make claims for alleged rights regarding the Bank's affairs in accordance with the Articles of Association.</p> <p>In accordance with the Articles of Association, shareholders may sue other shareholders; shareholders may sue the Directors, <del>Supervisors</del>, President and other senior management officers of the Bank; shareholders may sue the Bank; the Bank may sue the shareholders, Directors, <del>Supervisors</del>, President and other senior management officers.</p> <p>The wording "sue" as referred to in the preceding paragraph shall include court proceedings or arbitration proceedings.</p> <p>The "senior management" as referred to in the Articles of Association shall include the senior management officers, secretary of the Board of Directors and other personnel as designated by the Board of Directors of the Bank. The senior management consists of the Bank's President, vice President and the person in charge of financial affairs, etc. The Bank's Directors, senior management and Presidents of branches and sub-branches shall have such qualifications as required by the banking regulatory authorities under the State Council. Their qualifications shall be approved by or filed with the banking regulatory authorities.</p>

No.	Contents before Amendments	Contents after Amendments
5	<p><b>Article 31</b> As adopted through the procedures stated in the Articles of Association of the Bank and approved by the banking regulatory authorities under the State Council, the Bank may repurchase its shares in the following circumstances:</p> <p>(1) reducing the registered capital;</p> <p>(2) merging with other companies holding shares in the Bank;</p> <p>(3) granting shares to employees of the Bank as a reward;</p> <p>(4) any requests for the Bank to buy out shares from the shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank; and</p> <p>(5) any such other circumstances as permitted by the laws and administrative regulations.</p> <p>Except for the circumstances as set above, the Bank shall not be engaged in any activities of buying and selling its own shares. The Bank shall comply with the laws, administrative regulations, rules, the rules governing the listing of securities on the stock exchange where its shares are listed and the Articles of Association in repurchasing the shares in issue.</p>	<p><b>Article 31</b> As adopted through the procedures stated in the Articles of Association of the Bank and approved by the banking regulatory authorities under the State Council, the Bank may repurchase its shares in the following circumstances:</p> <p>(1) reducing the registered capital;</p> <p>(2) merging with other companies holding shares in the Bank;</p> <p>(3) granting shares to employees of the Bank as a reward;</p> <p>(4) any requests for the Bank to buy out shares from the shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank; and</p> <p>(5) <u>using the shares for corporate bonds issued by the Bank to convert them to stocks;</u></p> <p>(6) <u>necessary acts by the Bank to protect its value while safeguarding the interests of shareholders;</u></p> <p>(7) <u>any such other circumstances as permitted by the laws and administrative regulations.</u></p> <p>Except for the circumstances as set above, the Bank shall not be engaged in any activities of buying and selling its own shares. The Bank shall comply with the laws, administrative regulations, rules, the rules governing the listing of securities on the stock exchange where its shares are listed and the Articles of Association in repurchasing the shares in issue.</p>
6	<p><b>Article 37</b> The Bank shall not accept any shares of the Bank as the subject of a pledge.</p>	<p><b>Article 37</b> The Bank shall not accept any shares of the Bank as the subject of a pledge.</p>



No.	Contents before Amendments	Contents after Amendments
7	<p><b>Article 40</b> The Directors, Supervisors, President and other senior management officers of the Bank shall report to the Bank their shareholdings and changes therein on a regular basis and shall not transfer more than 25% of the total number of shares held by them in each year during their office. Shares of the Bank held by them are not transferable within one year from the date on which the Bank's shares are listed on the stock exchange. The aforesaid person(s) shall not transfer the shares of the Bank held by them within six months commencing from the termination of their office.</p> <p>Where relevant laws, administrative regulations, department rules and normative documents, the relevant regulations of the securities regulatory authorities in the places where the shares of the Bank are listed provide otherwise in respect of any transfer of any overseas listed shares, such regulations shall prevail.</p>	<p><b>Article 40</b> The Directors, <del>Supervisors</del>, President and other senior management officers of the Bank shall report to the Bank their shareholdings and changes therein on a regular basis and shall not transfer more than 25% of the total number of shares held by them in each year during their office <u>as determined upon their appointment</u>. Shares of the Bank held by them are not transferable within one year from the date on which the Bank's shares are listed on the stock exchange. The aforesaid person(s) shall not transfer the shares of the Bank held by them within six months commencing from the termination of their office.</p> <p>Where relevant laws, administrative regulations, department rules and normative documents, the relevant regulations of the securities regulatory authorities in the places where the shares of the Bank are listed provide otherwise in respect of any transfer of any overseas listed shares, such regulations shall prevail.</p>
8	<p><b>Article 41</b> If the Directors, Supervisors, President and other senior management officers of the Bank, and shareholders holding more than 5% of the shares in the Bank transfer their shares within six months after buying the same or buy shares within six months after transferring the same, the earnings arising therefrom shall belong to the Bank and the Board of Directors of the Bank will recover such earnings. However, the restriction of six months shall not be applicable to any sale of shares by a securities company holding more than 5% of the shares in the Bank as a result of its underwriting and purchase of the untaken shares after offering.</p>	<p><b>Article 41</b> If the Directors, <del>Supervisors</del>, President and other senior management officers of the Bank, and shareholders holding more than 5% of the shares in the Bank transfer their shares within six months after buying the same or buy shares within six months after transferring the same, the earnings arising therefrom shall belong to the Bank and the Board of Directors of the Bank will recover such earnings. However, the restriction of six months shall not be applicable to any sale of shares by a securities company holding more than 5% of the shares in the Bank as a result of its underwriting and purchase of the untaken shares after offering.</p>

No.	Contents before Amendments	Contents after Amendments
	<p>If the Board of Directors of the Bank does not observe the provision in the preceding paragraph, the shareholders have the right to require the Board of Directors to execute the provision within thirty days. If the Board of Directors of the Bank fails to execute the provision within the aforesaid period, the shareholders have the right to directly initiate legal proceedings at the people's court in their own names for the benefit of the Bank.</p> <p>If the Board of Directors of the Bank fails to enforce the provision of the preceding paragraph, the responsible Directors shall assume joint and several liability according to law.</p>	<p>If the Board of Directors of the Bank does not observe the provision in the preceding paragraph, the shareholders have the right to require the Board of Directors to execute the provision within thirty days. If the Board of Directors of the Bank fails to execute the provision within the aforesaid period, the shareholders have the right to directly initiate legal proceedings at the people's court in their own names for the benefit of the Bank.</p> <p>If the Board of Directors of the Bank fails to enforce the provision of the preceding paragraph, the responsible Directors shall assume joint and several liability according to law.</p>
9	<p><b>Article 42</b> The Bank or any of its branches, subsidiary banks (subsidiaries) shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers of the shares of the Bank. The purchasers of the shares of the Bank referred to in the preceding paragraph include the persons who have directly or indirectly assumed obligations as a result of the purchase of the shares of the Bank.</p> <p>The Bank or its subsidiary banks (subsidiaries) shall not offer any financial assistance at any time and by any means in order to reduce or relieve the obligations of the aforesaid persons.</p> <p>This Article shall not be applicable to the circumstances described in Article 44 in the Articles of Association.</p>	<b>Deleted</b>



No.	Contents before Amendments	Contents after Amendments
10	<p><b>Article 43</b> The financial assistance referred to in the Articles of Association shall include but not limited to:</p> <p>(1) gifts;</p> <p>(2) guarantees (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensations (other than compensation given for acts where the Bank is at fault) or the release or waiver of any rights;</p> <p>(3) the provision of loans or the entrance into any agreement under which the obligations of the Bank are to be fulfilled before the obligations of another party, and a change in the parties to such loans or agreement, or the assignment of rights arising under such loans or agreement; and</p> <p>(4) any other form of financial assistance given by the Bank when the Bank is insolvent, has no net assets, or when the net assets of the Bank would be reduced to a material extent as a result of such financial assistance.</p> <p>The obligations referred to in the Articles of Association include the obligations of an obligor which have arisen by entering into a contract or making of an arrangement (regardless of whether such agreement or arrangement is enforceable, or whether such obligations are assumed by the obligor individually or jointly with any other person) and any obligations that arise out of any changes made in any other way to the obligor's financial conditions.</p>	<b>Deleted</b>

No.	Contents before Amendments	Contents after Amendments
11	<p><b>Article 44</b> Without violation to laws and administrative regulations, the acts listed below are not prohibited by Article 42 in the Articles of Association:</p> <p>(1) the financial assistance provided by the Bank is genuinely for the interests of the Bank and the main purpose of the financial assistance is not to purchase shares of the Bank, or the financial assistance is an incidental part of the Bank's overall plans;</p> <p>(2) any lawful distribution of the Bank's assets in the form of dividends;</p> <p>(3) distribution of dividends in the form of shares;</p> <p>(4) reduction of registered capital, repurchase of shares, shareholding restructuring, etc., in accordance with the Articles of Association;</p> <p>(5) provision of loans by the Bank within its scope of business and in the ordinary course of business (provided that this does not lead to a reduction in the net assets of the Bank or that if this causes a reduction, the financial assistance is taken from the distributable profits of the Bank);</p> <p>(6) provision of any funds by the Bank for an employee shareholding scheme (provided that this does not lead to a reduction in the net assets of the Bank or that if this causes a reduction, the financial assistance is taken from the distributable profits of the Bank).</p>	<b>Deleted</b>

No.	Contents before Amendments	Contents after Amendments
12	<p><b>Newly added</b></p>	<p><b>Article 42</b> The Bank shall not provide gifts, loans, guarantees, or other forms of financial assistance to others for the purpose of their acquisition of the Bank's shares, except in the case of the implementation of the Bank's employee shareholding scheme.</p> <p>For the benefit of the Bank, upon the resolution of the general meeting, or upon a resolution made by the Board of Directors in accordance with the Articles of Association or the authorization of the general meeting, the Bank may provide financial assistance to others for the acquisition of the Bank's shares. However, the cumulative total amount of such financial assistance shall not exceed 10% of the total issued share capital. A resolution made by the Board of Directors shall be adopted with the approval of more than two-thirds of all the Directors.</p>
13	<p><b>Article 45</b> A share certificate issued by the Bank is the evidence of the shareholdings of such shareholders in the Bank. Share certificates of the Bank shall be in registered form.</p> <p>The terms specified on the share certificates of the Bank shall, in addition to those provided in the Company Law, contain other items required to be specified by the stock exchange(s) on which the shares of the Bank are listed.</p> <p>The Bank may issue overseas listed foreign shares in form of foreign depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and depository of securities in the listing place.</p>	<p><b>Article 43</b> A share certificate issued by the Bank is the evidence of the shareholdings of such shareholders in the Bank. Share certificates of the Bank shall be in registered form.</p> <p>The terms specified on the share certificates of the Bank shall, in addition to those provided in the Company Law, contain other items required to be specified by the stock exchange(s) on which the shares of the Bank are listed.</p> <p>The Bank may issue overseas listed foreign shares in form of foreign depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and depository of securities in the listing place.</p>

No.	Contents before Amendments	Contents after Amendments
	<p>During the period when H shares are listed in Hong Kong, the Bank shall ensure that all its listing documents pertaining to H shares include the statements stipulated below, and shall further instruct and cause its share registrars to refuse to register the subscription, purchase or transfer of any of its shares in the name of any individual holder, unless and until the individual holder delivers to such share registrar a signed form in respect of the shares including the following statements:</p> <p>(1) the purchaser of shares agrees with the Bank and each shareholder of the Bank, and the Bank agrees with each shareholder, to observe and comply with the Company Law, the Special Provisions and other requirements of the relevant laws, administrative regulations and the Articles of Association.</p> <p>(2) the purchaser of shares agrees with the Bank, each shareholder of the Bank, Directors, Supervisors and senior management, and the Bank (acting both for itself and for each Director, Supervisor and senior management) agrees with each shareholder to refer all disputes and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Bank to arbitration in accordance with the Articles of Association, and any referral to an arbitration tribunal shall be deemed to authorize the tribunal to conduct an open hearing and to publish its findings. The findings of the arbitration shall be final and conclusive.</p> <p>(3) the purchaser of shares agrees with the Bank and each shareholder of the Bank that shares in the Bank are freely transferable by the holder of such shares.</p>	<p>During the period when H shares are listed in Hong Kong, the Bank shall ensure that all its listing documents pertaining to H shares include the statements stipulated below, and shall further instruct and cause its share registrars to refuse to register the subscription, purchase or transfer of any of its shares in the name of any individual holder, unless and until the individual holder delivers to such share registrar a signed form in respect of the shares including the following statements:</p> <p>(1) the purchaser of shares agrees with the Bank and each shareholder of the Bank, and the Bank agrees with each shareholder, to observe and comply with the Company Law, <del>the Special Provisions</del> and other requirements of the relevant laws, administrative regulations and the Articles of Association.</p> <p>(2) the purchaser of shares agrees with the Bank, each shareholder of the Bank, Directors, <del>Supervisors</del> and senior management, and the Bank (acting both for itself and for each Director, <del>Supervisor</del> and senior management) agrees with each shareholder to refer all disputes and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Bank to arbitration in accordance with the Articles of Association, and any referral to an arbitration tribunal shall be deemed to authorize the tribunal to conduct an open hearing and to publish its findings. The findings of the arbitration shall be final and conclusive.</p> <p>(3) the purchaser of shares agrees with the Bank and each shareholder of the Bank that shares in the Bank are freely transferable by the holder of such shares.</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(4) the purchaser of shares authorizes the Bank to enter into a contract on its/ his/her behalf with each Director and member of senior management whereby such Directors and senior management undertake to observe and comply with their obligations to shareholders stipulated in the Articles of Association.</p>	<p>(4) the purchaser of shares authorizes the Bank to enter into a contract on its/ his/her behalf with each Director and member of senior management whereby such Directors and senior management undertake to observe and comply with their obligations to shareholders stipulated in the Articles of Association.</p>
14	<p><b>Article 59</b> Holders of the ordinary shares of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to request, convene, preside over and attend general meetings in person or by proxy according to law and exercise corresponding voting rights based on the number of the shares held by them;</p> <p>(3) to supervise and manage the business activities of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(4) to transfer, bestow or pledge the shares held by them in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(5) to obtain relevant information in accordance with the laws, administrative regulations and regulations of the securities regulatory authorities in the places where the shares of the Bank are listed and the provisions of the Articles of Association, including:</p> <p>1. to obtain a copy of the Articles of Association after its cost has been paid;</p> <p>2. to access and copy the following documents after a reasonable fee has been paid:</p> <p>(1) all parts of the register of shareholders;</p>	<p><b>Article 57</b> Holders of the ordinary shares of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to request, convene, preside over and attend general meetings in person or by proxy according to law and exercise corresponding voting rights based on the number of the shares held by them;</p> <p>(3) to supervise and manage the business activities of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(4) to transfer, bestow or pledge the shares held by them in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(5) to obtain relevant information in accordance with the laws, administrative regulations and regulations of the securities regulatory authorities in the places where the shares of the Bank are listed and the provisions of the Articles of Association, including:</p> <p>1. to obtain a copy of the Articles of Association after its cost has been paid;</p> <p>2. to access and copy the following documents after a reasonable fee has been paid:</p> <p>(1) all parts of the register of shareholders;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(2) the personal information of Directors, Supervisors, President and other senior management officers of the Bank;</p> <p>(3) status of the share capital of the Bank;</p> <p>(4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p> <p>(5) minutes of the general meetings;</p> <p>(6) special resolutions of the Bank;</p> <p>(7) the latest audited financial statements and the Board reports, auditor's reports and the Board of Supervisors reports;</p> <p>(8) the copy of the latest annual report submitted to the industrial and commercial administration authorities or other competent authorities for files.</p> <p>In accordance with the requirements of the Hong Kong Listing Rules, the Bank shall make the above documents (excluding item (2)) available for free inspection by the public and holders of H Shares at the domicile of the Bank in Hong Kong, of which the documents referred to in item (5) shall be available for inspection by shareholders only.</p> <p>The resolutions of the Board meetings, resolutions of the meetings of the Board of Supervisors and counterfoils of corporate bonds shall be available for the inspection of the shareholders of the Bank.</p> <p>If any shareholder makes a request to obtain a copy of the relevant documents from the Bank, the Bank shall send a copy of the requested documents within seven days upon the receipt of a reasonable fee.</p>	<p>(2) the personal information of Directors, <del>Supervisors</del>, President and other senior management officers of the Bank;</p> <p>(3) status of the share capital of the Bank;</p> <p>(4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p> <p>(5) minutes of the general meetings;</p> <p>(6) special resolutions of the Bank;</p> <p>(7) the latest audited financial statements and the Board reports, <u>and</u> auditor's reports <del>and the Board of Supervisors reports</del>;</p> <p>(8) the copy of the latest annual report submitted to the industrial and commercial administration authorities or other competent authorities for files.</p> <p>In accordance with the requirements of the Hong Kong Listing Rules, the Bank shall make the above documents (excluding item (2)) available for free inspection by the public and holders of H Shares at the domicile of the Bank in Hong Kong, of which the documents referred to in item (5) shall be available for inspection by shareholders only.</p> <p>The resolutions of the Board meetings, <del>resolutions of the meetings of the Board of Supervisors</del> and counterfoils of corporate bonds shall be available for the inspection of the shareholders of the Bank.</p> <p>If any shareholder makes a request to obtain a copy of the relevant documents from the Bank, the Bank shall send a copy of the requested documents within seven days upon the receipt of a reasonable fee.</p>



No.	Contents before Amendments	Contents after Amendments
	<p>The Bank may refuse to provide any documents if any such documents or the copies thereof requested involve any business secrets and price sensitive information of the Bank.</p> <p>(6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the dissolution or liquidation of the Bank;</p> <p>(7) to request the Bank to buy out shares from such shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank; and</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations and the Articles of Association.</p>	<p>The Bank may refuse to provide any documents if any such documents or the copies thereof requested involve any business secrets and price sensitive information of the Bank.</p> <p>(6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the dissolution or liquidation of the Bank;</p> <p>(7) to request the Bank to buy out shares from such shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank; and</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations and the Articles of Association.</p>
15	<p><b>Article 63</b> If a Director, Supervisor, President or other senior management officer of the Bank violates any law or administrative regulation or the Articles of Association in performing his/her duties, causing losses to the Bank, shareholders holding 1% or more of the shares in the Bank, either individually or collectively, for 180 or more consecutive days shall have the right to request the Board of Supervisors in writing to institute a legal action in a people's court; if a Supervisor violates any law or administrative regulation or the Articles of Association in performing his/her duties, causing losses to the Bank, such shareholders may request the Board in writing to institute a legal action in a people's court (where holders of foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p>	<p><b>Article 61</b> If a Director, <del>Supervisor</del>, President or other senior management officer of the Bank, <u>other than members of the Audit Committee under the Board</u>, violates any law or administrative regulation or the Articles of Association in performing his/her duties, causing losses to the Bank, shareholders holding 1% or more of the shares in the Bank, either individually or collectively, for 180 or more consecutive days shall have the right to request the <del>Board of Supervisors</del><u>Audit Committee under the Board</u> in writing to institute a legal action in a people's court; if a <del>Supervisor</del><u>member of the Audit Committee under the Board</u> violates any law or administrative regulation or the Articles of Association in performing his/her duties, causing losses to the Bank, such shareholders may request the Board in writing to institute a legal action in a people's court (where holders of foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p>

No.	Contents before Amendments	Contents after Amendments
	<p>If the Board of Supervisors or the Board refuses to institute a legal action upon receipt of the written request from the shareholders, or fails to do so within 30 days from the date of receipt of the written request, or if the circumstances are urgent and failure to promptly institute a legal action would cause irreparable harm, the shareholders mentioned in the preceding paragraph shall have the right to institute a legal action in a people's court in their own names for the interests of the Bank (where holders of foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p> <p>In the event that a third party infringes upon the legal rights and interests of the Bank, thereby causing the Bank to sustain a loss, the shareholders, as specified in the first paragraph of this Article, may institute a legal action in a people's court pursuant to the first two paragraphs hereinabove in this Article (where holders of foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p>	<p>If <del>the Board of Supervisors or the Board</del> <u>or the Audit Committee under the Board</u> refuses to institute a legal action upon receipt of the written request from the shareholders, or fails to do so within 30 days from the date of receipt of the written request, or if the circumstances are urgent and failure to promptly institute a legal action would cause irreparable harm, the shareholders mentioned in the preceding paragraph shall have the right to institute a legal action in a people's court in their own names for the interests of the Bank (where holders of foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p> <p>In the event that a third party infringes upon the legal rights and interests of the Bank, thereby causing the Bank to sustain a loss, the shareholders, as specified in the first paragraph of this Article, may institute a legal action in a people's court pursuant to the first two paragraphs hereinabove in this Article (where holders of foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p>
16	<p><b>Article 64</b> If any Director, Supervisor, President or other senior management officer violates laws, administrative regulations or the Articles of Association, thereby impairing any interest of the shareholders, the shareholders may institute legal proceedings to the people's court (where holders of foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p>	<p><b>Article 62</b> If any Director, <del>Supervisor</del>, President or other senior management officer violates laws, administrative regulations or the Articles of Association, thereby impairing any interest of the shareholders, the shareholders may institute legal proceedings to the people's court (where holders of foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p>

No.	Contents before Amendments	Contents after Amendments
17	<p><b>Article 66</b> Shareholders and their related persons shall not nominate the candidates for Directors and Supervisors concurrently; where the persons nominated by the shareholders or their related persons for Directors (Supervisors) act as Directors or Supervisors, such shareholders shall not nominate any other candidate for Directors (Supervisors) before the expiry of the office of the persons nominated by them; in principle, the Directors nominated by the shareholders or their related persons shall not exceed one third of the members of the Board of Directors. The nomination of any Director (Supervisor) candidate by the shareholder shall be subject to relevant stipulations of the Bank for nomination and election of a Director (Supervisor).</p>	<p><b>Article 64</b> <del>Shareholders and their related persons shall not nominate the candidates for Directors and Supervisors concurrently;</del> <u>Where</u> the persons nominated by the shareholders or their related persons for Directors (<del>Supervisors</del>) act as Directors <del>or Supervisors</del>, such shareholders shall not nominate any other candidate for Directors (<del>Supervisors</del>) before the expiry of the office of the persons nominated by them; in principle, the Directors (<del>Supervisors</del>) nominated by the shareholders or their related persons shall not exceed one third of the members of the Board of Directors. The nomination of any Director (<del>Supervisors</del>) candidate by the shareholder shall be subject to relevant stipulations of the Bank for nomination and election of a Director (<del>Supervisor</del>).</p>
18	<p><b>Article 68</b> Where a shareholder holding more than 5% of voting shares of the Bank pledges any of his/her shares, he/she shall report the same to the Bank in writing on the day on which he/she pledges his/her shares.</p> <p>Where a Shareholder pledges any of his/her shares of the Bank as guarantee for himself/herself or others, he/she shall strictly comply with the requirements of laws, regulations and regulatory authorities, and inform the Board of the Bank in advance. The office of the Board shall be responsible for such daily work as the collection, sorting out and submission of any information in relation to any pledge of shares of the Bank.</p>	<p><b>Article 66</b> Where a shareholder holding more than 5% of voting shares of the Bank pledges any of his/her shares, he/she shall report the same to the Bank in writing on the day on which he/she pledges his/her shares.</p> <p>Where a Shareholder pledges any of his/her shares of the Bank as guarantee for himself/herself or others, he/she shall strictly comply with the requirements of laws, regulations and regulatory authorities, and inform the Board of the Bank in advance. The office of the Board shall be responsible for such daily work as the collection, sorting out and submission of any information in relation to any pledge of shares of the Bank.</p>

No.	Contents before Amendments	Contents after Amendments
	<p>Where a shareholder, who serves on the Board or the Board of Supervisors, or directly, indirectly, or jointly holds or controls more than 2% of the shares or voting rights in the Bank pledges any shares in the Bank, such shareholder shall make a prior application to the Board of the Bank for filing, with such explanation as the reason for the pledge, the number of equity involved, the pledge term and the pledgee. Where the Board considers the pledge to be materially adverse to the stability of the Bank's equity, governance as well as the control of risk and related party transactions, the filing shall be rejected. The Director(s) nominated by a shareholder proposing to pledge the shares shall abstain from voting at the Board meeting at which such proposal is considered.</p> <p>Upon completion of the equity pledge registration, the shareholder shall provide the Bank with relevant information about the pledged equity in time in accordance with the Bank's risk management and information disclosure requirements.</p> <p>A shareholder with outstanding loans from the Bank exceeding the audited net equity value held by him/her in the previous year shall not pledge his/her shares in the Bank.</p> <p>If a Shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholder at the general meeting, as well as the voting rights of the Director(s) nominated by such Shareholder and elected at the general meeting at the Board meeting shall not be exercised. The Bank shall state the foregoing in the relevant minutes of the meetings.</p>	<p>Where a shareholder, who serves on the Board <del>or the Board of Supervisors</del>, or directly, indirectly, or jointly holds or controls more than 2% of the shares or voting rights in the Bank pledges any shares in the Bank, such shareholder shall make a prior application to the Board of the Bank for filing, with such explanation as the reason for the pledge, the number of equity involved, the pledge term and the pledgee. Where the Board considers the pledge to be materially adverse to the stability of the Bank's equity, governance as well as the control of risk and related party transactions, the filing shall be rejected. The Director(s) nominated by a shareholder proposing to pledge the shares shall abstain from voting at the Board meeting at which such proposal is considered.</p> <p>Upon completion of the equity pledge registration, the shareholder shall provide the Bank with relevant information about the pledged equity in time in accordance with the Bank's risk management and information disclosure requirements.</p> <p>A shareholder with outstanding loans from the Bank exceeding the audited net equity value held by him/her in the previous year shall not pledge his/her shares in the Bank.</p> <p>If a Shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholder at the general meeting, as well as the voting rights of the Director(s) nominated by such Shareholder and elected at the general meeting at the Board meeting shall not be exercised. The Bank shall state the foregoing in the relevant minutes of the meetings.</p>

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19	<p><b>Article 71</b> In addition to the obligations required under the laws, administrative regulations or the listing rules of the places where the Bank's shares are listed, when exercising his/her rights as a shareholder, a controlling shareholder of the Bank shall not exercise his/her voting rights and make decisions on the following issues which are detrimental to the interests of all or some of the shareholders:</p> <p>(1) relieving a Director or a Supervisor of his/her responsibility to act in good faith and in the best interests of the Bank;</p> <p>(2) approving a Director or a Supervisor (for his/her own sake or for the benefit of others) in depriving the Bank of its assets in any form, including but not limited to any opportunities advantageous to the Bank; and</p> <p>(3) approving a Director or a Supervisor (for his/her own sake or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to the restructuring of the Bank submitted to and adopted at the general meeting in accordance with the Articles of Association.</p>	<p><b>Article 69</b> In addition to the obligations required under the laws, administrative regulations or the listing rules of the places where the Bank's shares are listed, when exercising his/her rights as a shareholder, a controlling shareholder of the Bank shall not exercise his/her voting rights and make decisions on the following issues which are detrimental to the interests of all or some of the shareholders:</p> <p>(1) relieving a Director <del>or a Supervisor</del> of his/her responsibility to act in good faith and in the best interests of the Bank;</p> <p>(2) approving a Director <del>or a Supervisor</del> (for his/her own sake or for the benefit of others) in depriving the Bank of its assets in any form, including but not limited to any opportunities advantageous to the Bank; and</p> <p>(3) approving a Director <del>or a Supervisor</del> (for his/her own sake or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to the restructuring of the Bank submitted to and adopted at the general meeting in accordance with the Articles of Association.</p>
20	<p><b>Article 72</b> The general meeting, as the organ of authority of the Bank, shall have the following duties and powers in accordance with laws:</p> <p>(1) to decide on the business policies and major investment plans of the Bank;</p> <p>(2) to elect and replace non-employee representative Directors or Supervisors, and decide on the remuneration of relevant Directors or Supervisors relating to his/her remuneration;</p>	<p><b>Article 70</b> The general meeting, as the organ of authority of the Bank, shall have the following duties and powers in accordance with laws:</p> <p>(1) to decide on the business policies and major investment plans of the Bank;</p> <p>(2) to elect and replace non-employee representative Directors <del>or Supervisors</del>, and decide on the remuneration of relevant Directors <del>or Supervisors</del> relating to his/her remuneration;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(3) to consider and approve reports of the Board;</p> <p>(4) to consider and approve reports of the Board of Supervisors;</p> <p>(5) to consider and approve the annual financial budgets and the final accounts of the Bank;</p> <p>(6) to consider and approve the profit distribution plans and loss recovery plans of the Bank;</p> <p>(7) to pass resolutions on any increase or reduction of the Bank's registered capital;</p> <p>(8) to pass resolutions on the issuance of corporate bonds and other bonds or listing of the Bank;</p> <p>(9) to consider and approve or authorize the Board to consider and approve the external investment, asset transfer, assignment, acquisition and disposal plans of the Bank;</p> <p>(10) to pass resolutions on repurchase of the Bank's shares;</p> <p>(11) to pass resolutions on the merger, division, dissolution, liquidation or transformation of the Bank;</p> <p>(12) to consider the report of evaluation by the Board of Supervisors on the Directors, Supervisors and senior management officers;</p> <p>(13) to consider the provisional proposals of shareholders representing more than 3% of the total shares with voting rights of the Bank;</p>	<p>(3) to consider and approve reports of the Board;</p> <p><del>(4) to consider and approve reports of the Board of Supervisors;</del></p> <p>(4) to consider and approve the annual financial budgets and the final accounts of the Bank;</p> <p>(5) to consider and approve the profit distribution plans and loss recovery plans of the Bank;</p> <p>(6) to pass resolutions on any increase or reduction of the Bank's registered capital;</p> <p>(7) to pass resolutions on the issuance of corporate bonds and other bonds or listing of the Bank;</p> <p>(8) to consider and approve or authorize the Board to consider and approve the external investment, asset transfer, assignment, acquisition and disposal plans of the Bank;</p> <p>(9) to pass resolutions on repurchase of the Bank's shares;</p> <p>(10) to pass resolutions on the merger, division, dissolution, liquidation or transformation of the Bank;</p> <p>(11) to consider the report of evaluation <del>by the Board of Supervisors</del> on the Directors, <del>Supervisors</del> and senior management officers;</p> <p>(12) to consider the provisional proposals of shareholders representing more than <del>3</del><u>1</u>% of the total shares with voting rights of the Bank;</p> <p>(13) to consider non-exempt connected transactions needed to be approved by the general meeting;</p>



No.	Contents before Amendments	Contents after Amendments
	<p>(14) to consider non-exempt connected transactions needed to be approved by the general meeting;</p> <p>(15) to amend the Articles of Association, consider and approve or amend the rules of procedure for general meetings, rules of procedure for Board meetings, and rules of procedure for meetings of the Board of Supervisors;</p> <p>(16) to pass resolutions on appointment or dismissal of the Bank's accounting firm;</p> <p>(17) to consider and approve matters relating to the guarantees stipulated in Article 73 of the Articles of Association of the Bank;</p> <p>(18) to consider the Bank's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest total audited assets of the Bank;</p> <p>(19) to consider and approve matters relating to the changes in the use of proceeds;</p> <p>(20) to consider the equity incentive schemes and employee shareholding schemes;</p> <p>(21) to consider other matters as determined by the general meeting in accordance with the laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association of the Bank.</p>	<p>(14) to amend the Articles of Association, consider and approve or amend the rules of procedure for general meetings, <u>and</u> rules of procedure for Board meetings, <del>and rules of procedure for meetings of the Board of Supervisors;</del></p> <p>(15) to pass resolutions on appointment or dismissal of the Bank's accounting firm;</p> <p>(16) to consider and approve matters relating to the guarantees stipulated in Article 73<del>1</del> of the Articles of Association of the Bank;</p> <p>(17) to consider the Bank's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest total audited assets of the Bank;</p> <p>(18) to consider and approve matters relating to the changes in the use of proceeds;</p> <p>(19) to consider the equity incentive schemes and employee shareholding schemes;</p> <p>(20) to consider other matters as determined by the general meeting in accordance with the laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association of the Bank.</p>

No.	Contents before Amendments	Contents after Amendments
	<p>The aforesaid matters within the scope of powers of the general meeting shall be considered and approved by the general meeting; however, when necessary, reasonable and lawful, the general meeting may authorize the Board to decide. The authorization shall be clear and specific in content. Where the matters authorized shall be adopted at a general meeting by an ordinary resolution as required by the Articles of Association of the Bank, the authorization given to the Board shall be adopted by more than half of the attending shareholders (including shareholder proxies) having voting rights; if the matters authorized shall be adopted at a general meeting by a special resolution as required by the Articles of Association of the Bank, the authorization given to the Board shall be adopted by more than two thirds of the attending shareholders (including shareholder proxies) having voting rights.</p>	<p>The aforesaid matters within the scope of powers of the general meeting shall be considered and approved by the general meeting; however, when necessary, reasonable and lawful, the general meeting may authorize the Board to decide. The authorization shall be clear and specific in content. Where the matters authorized shall be adopted at a general meeting by an ordinary resolution as required by the Articles of Association of the Bank, the authorization given to the Board shall be adopted by more than half of the attending shareholders (including shareholder proxies) having voting rights; if the matters authorized shall be adopted at a general meeting by a special resolution as required by the Articles of Association of the Bank, the authorization given to the Board shall be adopted by more than two thirds of the attending shareholders (including shareholder proxies) having voting rights.</p>
21	<p><b>Article 75</b> The Bank shall hold an extraordinary general meeting within two months from the date of the occurrence of any of the following events:</p> <p>(1) the number of Directors is less than the number required by the Company Law or 2/3 of the total number of Directors required by the Articles of Association of the Bank;</p> <p>(2) the outstanding losses of the Bank has reached one third of the total amount of the paid-up share capital;</p> <p>(3) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (the “Proposal Shareholders”) have requested in writing to convene such a meeting;</p> <p>(4) when the Board deems it necessary to convene such a meeting;</p> <p>(5) when the Board of Supervisors proposes to convene such a meeting;</p>	<p><b>Article 73</b> The Bank shall hold an extraordinary general meeting within two months from the date of the occurrence of any of the following events:</p> <p>(1) the number of Directors is less than the number required by the Company Law or 2/3 of the total number of Directors required by the Articles of Association of the Bank;</p> <p>(2) the outstanding losses of the Bank has reached one third of the total amount of the <del>paid-up</del> share capital;</p> <p>(3) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (the “Proposal Shareholders”) have requested in writing to convene such a meeting;</p> <p>(4) when the Board deems it necessary to convene such a meeting;</p> <p>(5) when the <u>Audit Committee under the Board of Supervisors</u> proposes to convene such a meeting;</p>

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	<p>(6) when more than one half of independent Directors or external Supervisors request the Board to convene such a meeting;</p> <p>(7) in any other circumstances as provided for in the laws, administrative regulations or the Articles of Association.</p> <p>Regarding the circumstance in item (2) above, the time limit for convening an extraordinary general meeting shall start from the date when the Bank becomes aware of the occurrence of the circumstance.</p> <p>The number of shares mentioned in item (3) above shall be the shares held on the day when the written request is made by the shareholder(s).</p>	<p>(6) when more than one half of independent Directors <del>or external Supervisors</del> request the Board to convene such a meeting;</p> <p>(7) in any other circumstances as provided for in the laws, administrative regulations or the Articles of Association.</p> <p>Regarding the circumstance in item (2) above, the time limit for convening an extraordinary general meeting shall start from the date when the Bank becomes aware of the occurrence of the circumstance.</p> <p>The number of shares mentioned in item (3) above shall be the shares held on the day when the written request is made by the shareholder(s).</p>
22	<p><b>Article 76</b> The venue for the Bank to hold a general meeting shall be the domicile of the Bank or other places specified in the notice of the general meeting.</p> <p>General meetings shall be held onsite at the venue. Shareholders participating in the general meetings by any aforesaid means shall be deemed as having attended the meetings.</p>	<p><b>Article 74</b> The venue for the Bank to hold a general meeting shall be the domicile of the Bank or other places specified in the notice of the general meeting.</p> <p>General meetings shall be held onsite at the venue. <u>The Bank may, while ensuring the legal and valid conduct of the general meetings, provide shareholders with convenient means and methods, including the use of modern information technology such as the internet, to participate in the meeting, and speak and vote at the meeting.</u> Shareholders participating in the general meetings by any aforesaid means shall be deemed as having attended the meetings.</p>

No.	Contents before Amendments	Contents after Amendments
23	<p><b>Article 79</b> The Board of Supervisors shall have the right to propose to the Board to convene an extraordinary general meeting, and shall make such proposal in writing to the Board. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply on whether or not it agrees to convene such an extraordinary general meeting within ten days after receiving the proposal.</p> <p>Where the Board agrees to convene an extraordinary general meeting, it shall issue a notice of such meeting within five days after it has so resolved. In the event of any change to the original proposal in the notice, the consent of the Board of Supervisors shall be obtained.</p> <p>Where the Board does not agree to convene the extraordinary general meeting or fails to give a written reply within ten days after receiving the proposal, the Board shall be deemed as unable to or failing to perform the duty of convening the extraordinary general meeting, and the Board of Supervisors may convene and preside over the meeting by itself.</p>	<p><b>Article 77</b> <del>The Board of Supervisors</del> <u>The Audit Committee under the Board of Directors</u> shall have the right to propose to the Board to convene an extraordinary general meeting, and shall make such proposal in writing to the Board. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply on whether or not it agrees to convene such an extraordinary general meeting within ten days after receiving the proposal.</p> <p>Where the Board agrees to convene an extraordinary general meeting, it shall issue a notice of such meeting within five days after it has so resolved. In the event of any change to the original proposal in the notice, the consent of <del>the Board of Supervisors</del> <u>the Audit Committee under the Board of Directors</u> shall be obtained.</p> <p>Where the Board does not agree to convene the extraordinary general meeting or fails to give a written reply within ten days after receiving the proposal, the Board shall be deemed as unable to or failing to perform the duty of convening the extraordinary general meeting, and <del>the Board of Supervisors</del> <u>the Audit Committee under the Board of Directors</u> may convene and preside over the meeting by itself.</p>
24	<p><b>Article 80</b> The Proposal Shareholders shall act in compliance with the following procedures when they make a request to convene an extraordinary general meeting or a class meeting:</p>	<p><b>Article 78</b> The Proposal Shareholders shall act in compliance with the following procedures when they make a request to convene an extraordinary general meeting or a class meeting:</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(1) The Proposal Shareholders shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the objectives of the meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days after receiving the proposal. The above mentioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders.</p> <p>Where the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice for convening such a meeting within five days after the resolution of the Board of Directors is passed. In the event of any change to the original proposal in the notice, the consent of the related shareholders shall be obtained.</p> <p>(2) Where the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its response within ten days after receiving the proposal, the Proposal Shareholders shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting and this proposal shall be made to the Board of Supervisors in writing.</p>	<p>(1) The Proposal Shareholders shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the objectives of the meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days after receiving the proposal. The above mentioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders.</p> <p>Where the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice for convening such a meeting within five days after the resolution of the Board of Directors is passed. In the event of any change to the original proposal in the notice, the consent of the related shareholders shall be obtained.</p> <p>(2) Where the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its response within ten days after receiving the proposal, the Proposal Shareholders shall have the right to propose to <del>the Board of Supervisors</del> <u>the Audit Committee under the Board of Directors</u> to convene an extraordinary general meeting and this proposal shall be made to <del>the Board of Supervisors</del> <u>the Audit Committee under the Board of Directors</u> in writing.</p>

No.	Contents before Amendments	Contents after Amendments
	<p>Where the Board of Supervisors agrees to convene an extraordinary general meeting, it shall issue a notice for convening such meetings within five days after receiving the proposal. In the event of any change to the original proposal in the notice, the consent of the related shareholders shall be obtained.</p> <p>Where the Board of Supervisors fails to issue the notice of extraordinary general meeting within a prescribed period, the Board of Supervisors shall be deemed as refusing to convene and preside over such meeting. Shareholders who individually or jointly hold more than 10% of the total shares with voting rights in the Bank for more than ninety successive days (the “Convening Shareholders”) may convene and preside over such meeting on their own initiative.</p> <p>Where the Board fails to respond to the request of the shareholder to hold a meeting, any reasonable expenses incurred by the shareholder to convene and preside over such meeting shall be borne by the Bank and deducted from any sums owing by the Bank to the Directors who have defaulted on their duties.</p>	<p>Where <del>the Board of Supervisors</del> <u>the Audit Committee under the Board of Directors</u> agrees to convene an extraordinary general meeting, it shall issue a notice for convening such meetings within five days after receiving the proposal. In the event of any change to the original proposal in the notice, the consent of the related shareholders shall be obtained.</p> <p>Where <del>the Board of Supervisors</del> <u>the Audit Committee under the Board of Directors</u> fails to issue the notice of extraordinary general meeting within a prescribed period, <del>the Board of Supervisors</del> <u>the Audit Committee under the Board of Directors</u> shall be deemed as refusing to convene and preside over such meeting. Shareholders who individually or jointly hold more than 10% of the total shares with voting rights in the Bank for more than ninety successive days (the “Convening Shareholders”) may convene and preside over such meeting on their own initiative.</p> <p>Where the Board fails to respond to the request of the shareholder to hold a meeting, any reasonable expenses incurred by the shareholder to convene and preside over such meeting shall be borne by the Bank and deducted from any sums owing by the Bank to the Directors who have defaulted on their duties.</p>



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25	<p><b>Article 81</b> If either the Board of Supervisors or shareholders propose to convene a general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the local banking regulatory authorities under the State Council in the place where the Bank is situated. A notice for convening an extraordinary general meeting shall be issued and its content shall comply with the following requirements:</p> <p>(1) no new contents shall be added to the proposal, or the Proposal Shareholders shall make request to the Board of Directors for convention of such a meeting in accordance with the above procedures; and</p> <p>(2) the venue for the meeting shall be the domicile of the Bank.</p> <p>For the general meeting convened and presided over by shareholders on their own initiatives, the shareholding proportion of the Convening Shareholders before the announcement of the resolutions passed at the general meeting shall not be less than 10% of the total shares with voting rights.</p> <p>The Board of Supervisors or Convening Shareholders shall submit the relevant evidentiary materials to the local banking regulatory authorities under the State Council in the jurisdiction in which the Bank is situated upon the issuance of the notice of a general meeting or the announcement of the resolution of a general meeting.</p>	<p><b>Article 79</b> If either <del>the Board of Supervisors</del> <u>the Audit Committee under the Board of Directors</u> or shareholders propose to convene a general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the local banking regulatory authorities under the State Council in the place where the Bank is situated. A notice for convening an extraordinary general meeting shall be issued and its content shall comply with the following requirements:</p> <p>(1) no new contents shall be added to the proposal, or the Proposal Shareholders shall make request to the Board of Directors for convention of such a meeting in accordance with the above procedures; and</p> <p>(2) the venue for the meeting shall be the domicile of the Bank.</p> <p>For the general meeting convened and presided over by shareholders on their own initiatives, the shareholding proportion of the Convening Shareholders before the announcement of the resolutions passed at the general meeting shall not be less than 10% of the total shares with voting rights.</p> <p><del>The Board of Supervisors</del> <u>The Audit Committee under the Board of Directors</u> or Convening Shareholders shall submit the relevant evidentiary materials to the local banking regulatory authorities under the State Council in the jurisdiction in which the Bank is situated upon the issuance of the notice of a general meeting or the announcement of the resolution of a general meeting.</p>

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26	<p><b>Article 82</b> With respect to a shareholders' general meeting convened by the Board of Supervisors or the shareholders on their own initiative, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.</p>	<p><b>Article 80</b> With respect to a shareholders' general meeting convened by <del>the Board of Supervisors</del> <u>the Audit Committee under the Board of Directors</u> or the shareholders on their own initiative, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.</p>
27	<p><b>Article 83</b> Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the shareholders on their own initiative shall be borne by the Bank.</p>	<p><b>Article 81</b> Necessary costs arising out of a shareholders' general meeting convened by <del>the Board of Supervisors</del> <u>the Audit Committee under the Board of Directors</u> or the shareholders on their own initiative shall be borne by the Bank.</p>
28	<p><b>Article 85</b> When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and the shareholders who individually or jointly hold a total of more than 3% of the shares with voting rights of the Bank shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposals which are within the scope of responsibilities of the shareholders' general meeting into the agenda.</p> <p>Shareholders who individually or jointly hold a total of more than 3% of the shares with voting rights of the Bank may submit provisional proposals to the conveners in writing ten days prior to the date of the shareholders' general meeting or the deadline for the issuance of the supplementary notice and/or supplementary circular of the shareholders' general meeting as required by the Hong Kong Listing Rules, whichever is earlier. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two days of receiving the proposals.</p>	<p><b>Article 83</b> When the Bank convenes shareholders' general meetings, the Board of Directors, <del>the Board of Supervisors</del> <u>the Audit Committee under the Board of Directors</u> and the shareholders who individually or jointly hold a total of more than <del>3%</del> <u>1%</u> of the shares with voting rights of the Bank shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposals which are within the scope of responsibilities of the shareholders' general meeting into the agenda.</p> <p>Shareholders who individually or jointly hold a total of more than <del>3%</del> <u>1%</u> of the shares with voting rights of the Bank may submit provisional proposals to the conveners in writing ten days prior to the date of the shareholders' general meeting or the deadline for the issuance of the supplementary notice and/or supplementary circular of the shareholders' general meeting as required by the Hong Kong Listing Rules, whichever is earlier. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two days of receiving the proposals.</p>

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	<p>Except for the circumstances provided in the paragraph above, the conveners shall not amend the proposals set out in the notice of general meetings or add any new proposals to the notice after the announcement of the notice has been issued.</p> <p>The Board of the Bank shall consider the proposals submitted to a shareholders' general meeting in the best interests of the Bank and shareholders in accordance with the provisions of Article 84 of the Articles of Association. The Board shall give an explanation at the shareholders' general meeting in respect of the proposals submitted to the shareholders' general meeting that it has decided not to include in the meeting agenda.</p> <p>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with Article 84 of the Articles of Association shall not be voted on and resolved at a shareholders' general meeting.</p>	<p>Except for the circumstances provided in the paragraph above, the conveners shall not amend the proposals set out in the notice of general meetings or add any new proposals to the notice after the announcement of the notice has been issued.</p> <p>The Board of the Bank shall consider the proposals submitted to a shareholders' general meeting in the best interests of the Bank and shareholders in accordance with the provisions of Article 84<del>2</del> of the Articles of Association. The Board shall give an explanation at the shareholders' general meeting in respect of the proposals submitted to the shareholders' general meeting that it has decided not to include in the meeting agenda.</p> <p>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with Article 84<del>2</del> of the Articles of Association shall not be voted on and resolved at a shareholders' general meeting.</p>
29	<p><b>Article 87</b> The notice of a general meeting shall:</p> <p>(1) be made in writing;</p> <p>(2) contain the date, time, venue and duration of the meeting;</p> <p>(3) describe the matters and proposals to be considered at the meeting;</p> <p>(4) specify the shareholders entitled to attend the general meeting and their shareholding registration date;</p>	<p><b>Article 85</b> The notice of a general meeting shall:</p> <p>(1) be made in writing;</p> <p>(2) contain the date, time, venue and duration of the meeting;</p> <p>(3) describe the matters and proposals to be considered at the meeting;</p> <p>(4) specify the shareholders entitled to attend the general meeting and their shareholding registration date;</p>

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	<p>(5) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but is not limited to): when any merger, share repurchase, share capital restructuring or any other restructuring proposal raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and explanations as to the cause and effect of such contemplated transactions shall be provided;</p> <p>(6) if any of the Directors, Supervisors, the President and other senior management officers have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such Directors, Supervisors, the President and other senior management officers as the shareholders different from the effect on the shareholders of the same class, an explanation shall be made in respect of such difference;</p> <p>(7) contain the full text of any of the special resolutions intended to be adopted at the meeting;</p> <p>(8) specify the time and venue for delivering the power of attorney for the voting proxy for the meeting;</p> <p>(9) contain a template of the power of attorney for the voting proxy for the meeting;</p> <p>(10) contain a clear statement that a shareholder entitled to attend and vote at such a meeting is entitled to appoint one or more proxies to attend and vote at such a meeting on his/her behalf and that such a proxy needs not to be a shareholder of the Bank;</p>	<p>(5) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but is not limited to): when any merger, share repurchase, share capital restructuring or any other restructuring proposal raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and explanations as to the cause and effect of such contemplated transactions shall be provided;</p> <p>(6) if any of the Directors, <del>Supervisors,</del> the President and other senior management officers have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such Directors, <del>Supervisors,</del> the President and other senior management officers as the shareholders different from the effect on the shareholders of the same class, an explanation shall be made in respect of such difference;</p> <p>(7) contain the full text of any of the special resolutions intended to be adopted at the meeting;</p> <p>(8) specify the time and venue for delivering the power of attorney for the voting proxy for the meeting;</p> <p>(9) contain a template of the power of attorney for the voting proxy for the meeting;</p> <p>(10) contain a clear statement that a shareholder entitled to attend and vote at such a meeting is entitled to appoint one or more proxies to attend and vote at such a meeting on his/her behalf and that such a proxy needs not to be a shareholder of the Bank;</p>

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	<p>(11) contain the name and telephone number of the contact person for the meeting;</p> <p>(12) set out the date of issuing the notice of the meeting; and</p> <p>(13) meet other requirements of the laws, administrative regulations, relevant regulatory authorities and the Articles of Association.</p>	<p>(11) contain the name and telephone number of the contact person for the meeting;</p> <p>(12) set out the date of issuing the notice of the meeting; and</p> <p>(13) meet other requirements of the laws, administrative regulations, relevant regulatory authorities and the Articles of Association.</p> <p><u>Where a general meeting is to be convened via the internet or in any other manner, the notice of the general meeting shall clearly state the time and procedure of voting via the internet or any other manner.</u></p>
30	<p><b>Article 88</b> The list of candidates for Directors and Supervisors of the Bank shall be submitted to a shareholders' general meeting for consideration in a form of proposal. The ways and procedures for nomination of Directors and Supervisors shall be as follows:</p> <p>(1) in the re-election of the members of the Board of Directors as well as the Board of Supervisors, the list of candidates for Directors and Supervisors shall be proposed by the Nomination and Remuneration Committee under the Board of Directors and the Nomination Committee under the Board of Supervisors according to the number of Directors to be elected, and the number shall be within the scope of the number as provided for in the Articles of Association. The list of candidates for Directors and Supervisors may also be proposed to the Board of Directors as well as the Board of Supervisors by shareholders who individually or jointly hold more than 3% of the Bank's total shares with voting rights;</p>	<p><b>Article 86</b> The list of candidates for Directors <del>and Supervisors</del> of the Bank shall be submitted to a shareholders' general meeting for consideration in a form of proposal. The ways and procedures for nomination of Directors <del>and Supervisors</del> shall be as follows:</p> <p>(1) in the re-election of the members of the Board of Directors <del>as well as the Board of Supervisors</del>, the list of candidates for Directors <del>and Supervisors</del> shall be proposed by the Nomination and Remuneration Committee under the Board of Directors <del>and the Nomination Committee under the Board of Supervisors</del> according to the number of Directors to be elected, and the number shall be within the scope of the number as provided for in the Articles of Association. The list of candidates for Directors <del>and Supervisors</del> may also be proposed to the Board of Directors <del>as well as the Board of Supervisors</del> by shareholders who individually or jointly hold more than <del>31%</del> of the Bank's total shares with voting rights;</p>

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	<p>(2) the Nomination and Remuneration Committee under the Board of Directors and the Nomination Committee under the Board of Supervisors conduct a preliminary examination on the qualifications and conditions of the candidates for Directors and Supervisors and submit the list of qualified candidates to the Board of Directors and the Board of Supervisors for consideration; after consideration and approval by the Board of Directors and the Board of Supervisors, the list of candidates for Directors and Supervisors shall be submitted as a written proposal to the general meeting;</p> <p>(3) before the general meeting is held, the candidates for Directors and Supervisors shall undertake in writing to accept the nomination and guarantee that the information disclosed publicly about them is true and complete and they shall duly perform their duties as Directors or Supervisors after they have been elected;</p> <p>(4) before the general meeting is held, the Board of Directors and the Board of Supervisors shall disclose to shareholders the detailed information about the candidates for Directors and Supervisors in accordance with the laws and regulations and the Articles of Association so as to ensure that the shareholders have a complete knowledge of the candidates at the time of voting;</p> <p>(5) each candidate for Directors or Supervisors shall be voted on separately at the general meeting; and</p>	<p>(2) the Nomination and Remuneration Committee under the Board of Directors <del>and the Nomination Committee under the Board of Supervisors</del> conducts a preliminary examination on the qualifications and conditions of the candidates for Directors <del>and Supervisors</del> and submit the list of qualified candidates to the Board of Directors <del>and the Board of Supervisors</del> for consideration; after consideration and approval by the Board of Directors <del>and the Board of Supervisors</del>, the list of candidates for Directors <del>and Supervisors</del> shall be submitted as a written proposal to the general meeting;</p> <p>(3) before the general meeting is held, the candidates for Directors <del>and Supervisors</del> shall undertake in writing to accept the nomination and guarantee that the information disclosed publicly about them is true and complete and they shall duly perform their duties as Directors <del>or Supervisors</del> after they have been elected;</p> <p>(4) before the general meeting is held, the Board of Directors <del>and the Board of Supervisors</del> shall disclose to shareholders the detailed information about the candidates for Directors <del>and Supervisors</del> in accordance with the laws and regulations and the Articles of Association so as to ensure that the shareholders have a complete knowledge of the candidates at the time of voting;</p> <p>(5) each candidate for Directors <del>or Supervisors</del> shall be voted on separately at the general meeting; and</p>



No.	Contents before Amendments	Contents after Amendments
	<p>(6) in the event of temporary addition or replacement of Directors and Supervisors, the Nomination and Remuneration Committee under the Board of Directors, the Nomination Committee under the Board of Supervisors or shareholders qualified for nomination shall propose a list of candidates and submit it to the Board of Directors and the Board of Supervisors for consideration, and to the general meeting for election or replacement.</p>	<p>(6) in the event of temporary addition or replacement of Directors <del>and Supervisors</del>, the Nomination and Remuneration Committee under the Board of Directors, the Nomination Committee under the Board of Supervisors or shareholders qualified for nomination shall propose a list of candidates and submit it to the Board of Directors <del>and the Board of Supervisors</del> for consideration, and to the general meeting for election or replacement.</p>
31	<p><b>Article 89</b> If the election of Directors or Supervisors is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for Directors or Supervisors, in which the information shall at least include:</p> <p>(1) personal particulars, including educational background, work experience, and concurrent positions;</p> <p>(2) whether they have any related party relationship with the Bank, its controlling shareholders and de facto controllers;</p> <p>(3) the number of shares in the Bank held by them; and</p> <p>(4) whether they have been punished by the banking regulatory authorities under the State Council or securities regulators under the State Council.</p> <p>Unless a Director or Supervisor is elected via the cumulative voting system, each candidate for Director or Supervisor shall be proposed via a single proposal.</p>	<p><b>Article 87</b> If the election of Directors <del>or Supervisors</del> is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for Directors <del>or Supervisors</del>, in which the information shall at least include:</p> <p>(1) personal particulars, including educational background, work experience, and concurrent positions;</p> <p>(2) whether they have any related party relationship with the Bank, its controlling shareholders and de facto controllers;</p> <p>(3) the number of shares in the Bank held by them; and</p> <p>(4) whether they have been punished by the banking regulatory authorities under the State Council or securities regulators under the State Council.</p> <p>Unless a Director <del>or Supervisor</del> is elected via the cumulative voting system, each candidate for Director <del>or Supervisor</del> shall be proposed via a single proposal.</p>
32	<p><b>Article 100</b> The Bank's Directors, Supervisors and secretary to the Board of Directors shall attend general meetings, and the President and other senior management officers shall be present at the meetings without voting rights.</p>	<p><b>Article 98</b> The Bank's Directors; <del>Supervisors</del> and secretary to the Board of Directors shall attend general meetings, and the President and other senior management officers shall be present at the meetings without voting rights.</p>

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33	<p><b>Article 101</b> A shareholders' general meeting convened by the Board of Directors in accordance with the laws shall be chaired and presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable or fails to perform his/her duties, a Director nominated by more than half of the Directors shall preside over such meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be chaired and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a Supervisor nominated by more than half of the Supervisors shall preside over such meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the rules of procedure such that the meeting cannot be continued, the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue, which is subject to the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p><b>Article 99</b> A shareholders' general meeting convened by the Board of Directors in accordance with the laws shall be chaired and presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable or fails to perform his/her duties, a Director nominated by more than half of the Directors shall preside over such meeting.</p> <p>A shareholders' general meeting convened by the <del>Board of Supervisors</del> <u>Audit Committee under the Board of Directors</u> shall be chaired and presided over by the <del>chairman</del> <u>convener</u> of the <del>Board of Supervisors</del> <u>Audit Committee under the Board of Directors</u>. If the <del>chairman</del> <u>convener</u> of the <del>Board of Supervisors</del> <u>Audit Committee under the Board of Directors</u> is unable or fails to perform his/her duties, a <u>member of Audit Committee under the Board of Directors</u> <del>Supervisor</del> nominated by more than half of the <del>Supervisors</del> <u>members</u> shall preside over such meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the rules of procedure such that the meeting cannot be continued, the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue, which is subject to the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>
34	<p><b>Article 103</b> The Board of Directors and the Board of Supervisors shall both report to the shareholders' general meeting on the work they have undertaken over the past year at the annual shareholders' general meeting. Each independent Director shall also present a work report.</p>	<p><b>Article 101</b> The Board of Directors <del>and the Board of Supervisors</del> shall both report to the shareholders' general meeting on the work they have undertaken over the past year at the annual shareholders' general meeting. Each independent Director shall also present a work report.</p>

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35	<p><b>Article 104</b> Unless it is related to the business secrets of the Bank which cannot be disclosed at the shareholders' general meeting, the Directors, Supervisors and senior management officers shall answer and explain the inquiries or suggestions from the shareholders at such meeting. The time for shareholders' inquiries is determined by the chairman of the meeting.</p>	<p><b>Article 102</b> Unless it is related to the business secrets of the Bank which cannot be disclosed at the shareholders' general meeting, the Directors, <del>Supervisors</del> and senior management officers shall answer and explain the inquiries or suggestions from the shareholders at such meeting. The time for shareholders' inquiries is determined by the chairman of the meeting.</p>
36	<p><b>Article 107</b> The minutes of a general meeting shall record the following information:</p> <p>(1) the number of shareholders and proxies attending the meeting, the total number of their voting shares and the proportion of these shares to the total number of shares of the Bank;</p> <p>(2) the date, time, venue, convener and chairman of the meeting;</p> <p>(3) the agenda of the meeting;</p> <p>(4) the consideration process, key points of speeches made and voting results for each resolution;</p> <p>(5) the inquiries or suggestions from the shareholders, and the corresponding responses or explanations;</p> <p>(6) names of the lawyer, vote counter and scrutineer;</p> <p>(7) names of the chairman of the meeting, and the Directors, Supervisors, the President of the Bank and other senior management officers attending or present at the meeting;</p> <p>(8) other contents that shall be recorded in the minutes in accordance with opinions of the general meeting and provisions of the Articles of Association.</p>	<p><b>Article 105</b> The minutes of a general meeting shall record the following information:</p> <p>(1) the number of shareholders and proxies attending the meeting, the total number of their voting shares and the proportion of these shares to the total number of shares of the Bank;</p> <p>(2) the date, time, venue, convener and chairman of the meeting;</p> <p>(3) the agenda of the meeting;</p> <p>(4) the consideration process, key points of speeches made and voting results for each resolution;</p> <p>(5) the inquiries or suggestions from the shareholders, and the corresponding responses or explanations;</p> <p>(6) names of the lawyer, vote counter and scrutineer;</p> <p>(7) names of the chairman of the meeting, and the Directors, <del>Supervisors</del>, the President of the Bank and other senior management officers attending or present at the meeting;</p> <p>(8) other contents that shall be recorded in the minutes in accordance with opinions of the general meeting and provisions of the Articles of Association.</p>

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37	<p><b>Article 108</b> The attending Directors, Supervisors, secretary to the Board, convener or representative thereof, and the chairman of the meeting shall sign on the meeting minutes, and warrant that the meeting minutes are true, accurate and complete. The meeting minutes, the signed attendance book of those shareholders on the spot and the powers of attorney for attendance by proxy, and the valid information relating to the voting shall be kept by the secretary to the Board at the domicile of the Bank permanently.</p>	<p><b>Article 106</b> The attending Directors, <del>Supervisors</del>, secretary to the Board, convener or representative thereof, and the chairman of the meeting shall sign on the meeting minutes, and warrant that the meeting minutes are true, accurate and complete. The meeting minutes, the signed attendance book of those shareholders on the spot and the powers of attorney for attendance by proxy, and the valid information relating to the <u>online voting or voting in any other form</u> shall be kept by the secretary to the Board at the domicile of the Bank permanently.</p>
38	<p><b>Article 115</b> The following shall be approved by ordinary resolutions at a general meeting:</p> <p>(1) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the Board of Directors;</p> <p>(3) appointment and removal of the members of the Board of Directors and the Board of Supervisors, their remunerations and the payment thereof;</p> <p>(4) annual financial budgets and final accounts of the Bank;</p> <p>(5) appointment or dismissal of an accounting firm;</p> <p>(6) the annual report of the Bank; and</p> <p>(7) matters other than those required by the laws, administrative regulations and the Articles of Association to be passed by special resolutions.</p>	<p><b>Article 113</b> The following shall be approved by ordinary resolutions at a general meeting:</p> <p>(1) work reports of the Board of Directors <del>and the Board of Supervisors</del>;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the Board of Directors;</p> <p>(3) appointment and removal of the members of the Board of Directors <del>and the Board of Supervisors</del>, their remunerations and the payment thereof;</p> <p>(4) annual financial budgets and final accounts of the Bank;</p> <p>(5) appointment or dismissal of an accounting firm;</p> <p>(6) the annual report of the Bank; and</p> <p>(7) matters other than those required by the laws, administrative regulations and the Articles of Association to be passed by special resolutions.</p>

No.	Contents before Amendments	Contents after Amendments
39	<p><b>Article 118</b> The Bank may provide convenience for shareholders to attend general meetings by whatever means, provided that the general meeting is held legally and validly.</p>	<p><b>Article 116</b> The Bank may provide convenience for shareholders to attend, <u>speak and vote at</u> general meetings by whatever means, <u>including via internet or any other modern information technology means</u>, provided that the general meeting is held legally and validly.</p>
40	<p><b>Article 120</b> The list of candidates for Directors or Supervisors shall be submitted by way of proposal to the general meetings for voting.</p> <p>When voting on election of Directors and Supervisors at a general meeting, each candidate for Directors or Supervisors shall be voted on separately, and the cumulative voting system may be adopted pursuant to the Articles of Association or the resolution of the general meeting.</p> <p>The cumulative voting system as referred to in the preceding paragraph shall mean that when Directors or Supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for Directors or Supervisors, and the shareholders' voting rights may be used in a concentrated manner. The Board shall provide shareholders with the brief biographies and background information of the candidates for Directors or Supervisors.</p>	<p><b>Article 118</b> The list of candidates for Directors <del>or Supervisors</del> shall be submitted by way of proposal to the general meetings for voting.</p> <p>When voting on election of Directors <del>and Supervisors</del> at a general meeting, each candidate for Directors <del>or Supervisors</del> shall be voted on separately, and the cumulative voting system may be adopted pursuant to the Articles of Association or the resolution of the general meeting.</p> <p>The cumulative voting system as referred to in the preceding paragraph shall mean that when Directors <del>or Supervisors</del> are being elected at a general meeting, each share has as many voting rights as the number of candidates for Directors <del>or Supervisors</del>, and the shareholders' voting rights may be used in a concentrated manner. The Board shall provide shareholders with the brief biographies and background information of the candidates for Directors <del>or Supervisors</del>.</p>
41	<p><b>Article 123</b> The same voting right can only be exercised in one form. Where the vote cast is repeated in respect of the same voting right, the result of the first vote shall prevail.</p>	<p><b>Article 121</b> The same voting right can only be exercised <u>through one of the following methods: in-person, online, or other voting methods</u> <del>in one form</del>. Where the vote cast is repeated in respect of the same voting right, the result of the first vote shall prevail.</p>

No.	Contents before Amendments	Contents after Amendments
42	<p><b>Article 124</b> When proposals are voted on at the general meeting, two shareholder representatives shall be appointed to carry out vote counting and scrutiny. Where any shareholder has interests in the matters to be considered, the said shareholder or proxy thereof shall not participate in vote counting and scrutiny.</p> <p>When proposals are voted on at the general meeting, vote counting and scrutiny shall be carried out jointly by lawyer, shareholder representatives, Supervisor representatives and other relevant persons designated according to the Hong Kong Listing Rules in accordance with the relevant provisions of the Hong Kong Listing Rules and the voting results shall be announced on the spot and recorded in the meeting minutes.</p>	<p><b>Article 122</b> When proposals are voted on at the general meeting, two shareholder representatives shall be appointed to carry out vote counting and scrutiny. Where any shareholder has interests in the matters to be considered, the said shareholder or proxy thereof shall not participate in vote counting and scrutiny.</p> <p>When proposals are voted on at the general meeting, vote counting and scrutiny shall be carried out jointly by lawyer, shareholder representatives, <del>Supervisor</del> <del>representatives</del> and other relevant persons designated according to the Hong Kong Listing Rules in accordance with the relevant provisions of the Hong Kong Listing Rules and the voting results shall be announced on the spot and recorded in the meeting minutes.</p>
43	<p><b>Article 131</b> Where a proposal on election of Directors or Supervisors has been passed at a general meeting, the new Directors or Supervisors shall take office on the date when they are elected at the general meeting. Where the qualifications of the new Directors or Supervisors shall be submitted to the regulatory authorities for review, they shall take office on the date of approval by the regulatory authorities.</p>	<p><b>Article 129</b> Where a proposal on election of Directors <del>or Supervisors</del> has been passed at a general meeting, the new Directors <del>or Supervisors</del> shall take office on the date when they are elected at the general meeting. Where the qualifications of the new Directors or Supervisors shall be submitted to the regulatory authorities for review, they shall take office on the date of approval by the regulatory authorities.</p>



No.	Contents before Amendments	Contents after Amendments
44	<p><b>Article 136</b> Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings originally, shall nevertheless be entitled to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) to (12) of Article 135, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of “interested shareholder(s)” as mentioned in the preceding paragraph is as follows:</p> <p>(1) in the case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to Article 32 of the Articles of Association, a controlling shareholder within the meaning of Article 356 of the Articles of Association;</p> <p>(2) in the case of repurchasing shares through an off-market agreement outside of the stock exchange by the Bank under Article 32 of the Articles of Association, a shareholder to whom the agreement relates;</p> <p>(3) in the case of a restructuring proposal of the Bank, a shareholder of a class who bears less than a proportionate burden imposed on that class or who has an interest different from the interest of other shareholders of that class.</p>	<p><b>Article 134</b> Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings originally, shall nevertheless be entitled to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) to (12) of Article 135<del>3</del>, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of “interested shareholder(s)” as mentioned in the preceding paragraph is as follows:</p> <p>(1) in the case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to Article 32 of the Articles of Association, a controlling shareholder within the meaning of <del>Article 356</del> <u>Article 313</u> of the Articles of Association;</p> <p>(2) in the case of repurchasing shares through an off-market agreement outside of the stock exchange by the Bank under Article 32 of the Articles of Association, a shareholder to whom the agreement relates;</p> <p>(3) in the case of a restructuring proposal of the Bank, a shareholder of a class who bears less than a proportionate burden imposed on that class or who has an interest different from the interest of other shareholders of that class.</p>
45	<p><b>Article 138</b> When convening a class meeting, the Bank shall give written notice to all shareholders whose names appear in the register of shareholders of such class and who are entitled to attending the meeting in accordance with the requirements of Article 86 of the Articles of Association, to inform them of the matters proposed to be considered and the date and venue of the meeting.</p>	<p><b>Article 136</b> When convening a class meeting, the Bank shall give written notice to all shareholders whose names appear in the register of shareholders of such class and who are entitled to attending the meeting in accordance with the requirements of Article 86<del>4</del> of the Articles of Association, to inform them of the matters proposed to be considered and the date and venue of the meeting.</p>

No.	Contents before Amendments	Contents after Amendments
46	<p><b>Article 141</b> Directors of the Bank are natural persons and elected at the general meeting. Directors of the Bank shall comply with the Company Law, Commercial Banking Law and relevant provisions of the banking regulatory authorities of the State Council. Qualifications to act as Directors shall be approved by the China Banking Regulatory Commission and its local offices. Directors of the Bank shall have professional knowledge, work experience and good professional ethics necessary for duty performance and meet the following requirements:</p> <p>(1) shall have full civil capacity;</p> <p>(2) shall comply with laws and disciplines, be honest, perform duties with diligence, and have good personal character;</p> <p>(3) shall have no less than 5 years' work experience in law, economics, finance, accounting or other work experience conducive to performing duties as Directors and shall have good track records in economic and financial practice;</p> <p>(4) shall be familiar with laws on commercial banks and other relevant rules and regulations, and have good awareness of operation compliance;</p> <p>(5) shall be able to read, understand and analyse the business reports and financial statements of commercial banks; and</p> <p>(6) shall understand the Bank's corporate governance structure and Articles of Association and duties of the Board.</p>	<p><b>Article 139</b> Directors of the Bank are natural persons and elected at the general meeting. Directors of the Bank shall comply with the Company Law, Commercial Banking Law and relevant provisions of the banking regulatory authorities of the State Council. Qualifications to act as Directors shall be approved by the <del>China Banking Regulatory Commission</del> <u>banking regulatory authorities of the State Council</u> and its local offices. Directors of the Bank shall have professional knowledge, work experience and good professional ethics necessary for duty performance and meet the following requirements:</p> <p>(1) shall have full civil capacity;</p> <p>(2) shall comply with laws and disciplines, be honest, perform duties with diligence, and have good personal character;</p> <p>(3) shall have no less than 5 years' work experience in law, economics, finance, accounting or other work experience conducive to performing duties as Directors and shall have good track records in economic and financial practice;</p> <p>(4) shall be familiar with laws on commercial banks and other relevant rules and regulations, and have good awareness of operation compliance;</p> <p>(5) shall be able to read, understand and analyse the business reports and financial statements of commercial banks; and</p> <p>(6) shall understand the Bank's corporate governance structure and Articles of Association and duties of the Board.</p>

No.	Contents before Amendments	Contents after Amendments
47	<p><b>Article 153</b> Election, appointment and dismissal of independent Directors shall be in compliance with laws, regulations and the Articles of Association of the Bank:</p> <p>(1) the Nomination and Remuneration Committee under the Board, Board of Supervisors and shareholders individually or jointly holding more than 1% of the total voting shares issued by the Bank may nominate candidates for independent Director; a shareholder can only nominate one candidate for independent Director and any shareholder who has nominated a candidate for Director shall not nominate any candidate for independent Director;</p> <p>(2) the Nomination and Remuneration Committee under the Board shall review the qualifications of the nominated candidates for independent Director in respect of independence, expertise, experience and competency, etc.;</p> <p>(3) nominators of independent Director shall obtain the consent of the nominee before nomination. Nominators shall be fully aware of the occupation, education background, title, detailed work experiences, all part-time jobs of the nominee, and shall express opinions on the qualification and independence of the said nominee as independent Director;</p> <p>(4) written opinions of the Board shall be submitted in case the Board has any dispute as to the particulars of the nominee;</p> <p>(5) the term of office of independent Directors shall be three years, and an independent Director shall be eligible for re-election and reappointment upon expiry of the current term of office. However, the cumulative term of office of an independent Director in the Bank shall not exceed six years;</p>	<p><b>Article 151</b> Election, appointment and dismissal of independent Directors shall be in compliance with laws, regulations and the Articles of Association of the Bank:</p> <p>(1) the Nomination and Remuneration Committee under the Board, <del>Board of Supervisors</del> and shareholders individually or jointly holding more than 1% of the total voting shares issued by the Bank may nominate candidates for independent Director; a shareholder can only nominate one candidate for independent Director and any shareholder who has nominated a candidate for Director shall not nominate any candidate for independent Director;</p> <p>(2) the Nomination and Remuneration Committee under the Board shall review the qualifications of the nominated candidates for independent Director in respect of independence, expertise, experience and competency, etc.;</p> <p>(3) nominators of independent Director shall obtain the consent of the nominee before nomination. Nominators shall be fully aware of the occupation, education background, title, detailed work experiences, all part-time jobs of the nominee, and shall express opinions on the qualification and independence of the said nominee as independent Director;</p> <p>(4) written opinions of the Board shall be submitted in case the Board has any dispute as to the particulars of the nominee;</p> <p>(5) the term of office of independent Directors shall be three years, and an independent Director shall be eligible for re-election and reappointment upon expiry of the current term of office. However, the cumulative term of office of an independent Director in the Bank shall not exceed six years;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(6) where any independent Director fails to attend Board meetings in person for three consecutive times, the Board shall propose to the general meeting to dismiss and replace the said independent Director;</p> <p>(7) an independent Director may serve as an independent director concurrently in no more than five domestic or foreign enterprises;</p> <p>(8) an independent Director shall not serve concurrently in more than two commercial banks (including the Bank), and shall not have related party relationship and conflicts of interest with the Bank.</p>	<p>(6) where any independent Director fails to attend Board meetings in person for three consecutive times, the Board shall propose to the general meeting to dismiss and replace the said independent Director;</p> <p>(7) an independent Director may serve as an independent director concurrently in no more than five domestic or foreign enterprises;</p> <p>(8) an independent Director shall not serve concurrently in more than two commercial banks (including the Bank), and shall not have related party relationship and conflicts of interest with the Bank.</p>
48	<p><b>Article 157</b> The Board has the right to propose to the general meeting to replace or dismiss an independent Director if he/she:</p> <p>(1) is disqualified as an independent Director due to position change and does not voluntarily submit resignation;</p> <p>(2) attends less than two thirds of the total number of Board meetings in person in a year or fails to attend Board meetings in person for three consecutive times;</p> <p>(3) fails to fulfil his/her duties, violates laws and regulations or breaches fiduciary duties during his/her term;</p> <p>(4) has gross neglect of his/her duties as described in Article 152 of the Articles of Association;</p> <p>(5) or is otherwise disqualified by laws, administrative regulations or the Articles of Association as independent Director.</p> <p>Unless in the above circumstances and in circumstances as specified in Company Law where a person is prohibited from acting as a Director, no independent Director may be removed before his/her term of office expires without any cause.</p>	<p><b>Article 155</b> The Board has the right to propose to the general meeting to replace or dismiss an independent Director if he/she:</p> <p>(1) is disqualified as an independent Director due to position change and does not voluntarily submit resignation;</p> <p>(2) attends less than two thirds of the total number of Board meetings in person in a year or fails to attend Board meetings in person for three consecutive times;</p> <p>(3) fails to fulfil his/her duties, violates laws and regulations or breaches fiduciary duties during his/her term;</p> <p>(4) has gross neglect of his/her duties as described in Article 150<del>2</del> of the Articles of Association;</p> <p>(5) or is otherwise disqualified by laws, administrative regulations or the Articles of Association as independent Director.</p> <p>Unless in the above circumstances and in circumstances as specified in Company Law where a person is prohibited from acting as a Director, no independent Director may be removed before his/her term of office expires without any cause.</p>

No.	Contents before Amendments	Contents after Amendments
49	<p><b>Article 164</b> The Board of the Bank shall consist of 14 Directors, including 2 executive Directors, 12 non-executive Directors (including independent Directors and employee Directors), and one chairman.</p>	<p><b>Article 162</b> The Board of the Bank shall consist of <del>14</del><sup>13</sup> Directors, including <del>2</del><sup>1</sup> executive Directors, <del>12</del><sup>11</sup> non-executive Directors (including independent Directors and employee Directors), and one chairman.</p>
50	<p><b>Article 165</b> The Board shall exercise the following duties and powers according to law:</p> <p>(1) to determine the Bank's business development strategies and supervise the implementation of such strategies, to determine the Bank's business plans and investment plans;</p> <p>(2) to convene shareholders' general meetings and report its work to the shareholders' general meetings;</p> <p>(3) to implement the resolutions of the shareholders' general meeting;</p> <p>(4) to prepare the Bank's annual financial budgets, final accounts;</p> <p>(5) to prepare profit distribution plan and plan for making up the losses;</p> <p>(6) to assess and evaluate the performance of the duties of the Directors and senior management officers and the Board of Supervisors shall ultimately be responsible for reporting the evaluation results to the Shareholders' general meeting;</p> <p>(7) to formulate plans for increase or reduction of the registered capital, issuance of bonds or other securities and listing plan of the Bank;</p>	<p><b>Article 163</b> The Board shall exercise the following duties and powers according to law:</p> <p>(1) to determine the Bank's business development strategies and supervise the implementation of such strategies, to determine the Bank's business plans and investment plans;</p> <p>(2) to convene shareholders' general meetings and report its work to the shareholders' general meetings;</p> <p>(3) to implement the resolutions of the shareholders' general meeting;</p> <p>(4) to prepare the Bank's annual financial budgets, final accounts;</p> <p>(5) to prepare profit distribution plan and plan for making up the losses;</p> <p>(6) to assess and evaluate the performance of the duties of the Directors and senior management officers <del>and the Board of Supervisors shall ultimately be responsible for reporting the evaluation results to the Shareholders' general meeting;</del></p> <p>(7) to formulate plans for increase or reduction of the registered capital, issuance of bonds or other securities and listing plan of the Bank;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(8) to consider and approve the Bank's plans for external investments, acquisitions and sales of assets, asset collateral, external guarantees, entrusted wealth management and related party transactions and data governance in accordance with the authorization of the shareholders' general meeting;</p> <p>(9) to formulate plans for material acquisitions or repurchases of shares of the Bank or merger, division, dissolution and alternation of corporate form of the Bank and submit it to the shareholders' general meeting for approval;</p> <p>(10) to decide on the establishment, merger and revocation of internal management departments and branch offices of the Bank;</p> <p>(11) to consider and approve material related party transactions and make special reports to the shareholders' general meetings on overall situation of the related party transactions;</p> <p>(12) to appoint or dismiss the President of the Bank and the secretary to the Board based on the nomination by the Chairman of the Board; to appoint or dismiss other senior management officers such as the Vice President of the Bank and the persons in charge of finance based on the nomination by the President of the Bank;</p> <p>(13) to approve and monitor the implementation of the capital plan and to bear the ultimate responsibility for management of capital;</p>	<p>(8) to consider and approve the Bank's plans for external investments, acquisitions and sales of assets, asset collateral, external guarantees, entrusted wealth management and related party transactions and data governance in accordance with the authorization of the shareholders' general meeting;</p> <p>(9) to formulate plans for material acquisitions or repurchases of shares of the Bank or merger, division, dissolution and alternation of corporate form of the Bank and submit it to the shareholders' general meeting for approval;</p> <p>(10) to decide on the establishment, merger and revocation of internal management departments and branch offices of the Bank;</p> <p>(11) to consider and approve material related party transactions and make special reports to the shareholders' general meetings on overall situation of the related party transactions;</p> <p>(12) to appoint or dismiss the President of the Bank and the secretary to the Board based on the nomination by the Chairman of the Board; to appoint or dismiss other senior management officers such as the Vice President of the Bank and the persons in charge of finance based on the nomination by the President of the Bank;</p> <p>(13) to approve and monitor the implementation of the capital plan and to bear the ultimate responsibility for management of capital;</p>



No.	Contents before Amendments	Contents after Amendments
	<p>(14) to formulate the Bank's risk tolerance, risk management and internal control policies and to bear the ultimate responsibility for comprehensive risk management;</p> <p>(15) to regularly assess and improve the Bank's corporate governance;</p> <p>(16) to formulate the basic management system of the Bank;</p> <p>(17) to formulate amendment proposals to the Articles of Association, the rules of procedure for shareholders' general meetings and the rules of procedure for Board meetings, and to consider and approve the working procedures of the special committees under the Board;</p> <p>(18) to consider the periodic reports of the Bank, and to be responsible for the Bank's information disclosure and take the ultimate responsibilities for the truthfulness, completeness, accuracy and promptness of the Bank's accounting and financial reporting;</p> <p>(19) to listen to the work report and examine the work of the President of the Bank;</p> <p>(20) to approve the Bank's annual internal audit plans and audit budgets;</p> <p>(21) to determine the chairman and members of each special committee under the Board of Directors based on the nomination by the Nomination and Remuneration Committee;</p> <p>(22) to consider and approve the proposals put forward by each special committee under the Board of Directors;</p>	<p>(14) to formulate the Bank's risk tolerance, risk management and internal control policies and to bear the ultimate responsibility for comprehensive risk management;</p> <p>(15) to regularly assess and improve the Bank's corporate governance;</p> <p>(16) to formulate the basic management system of the Bank;</p> <p>(17) to formulate amendment proposals to the Articles of Association, the rules of procedure for shareholders' general meetings and the rules of procedure for Board meetings, and to consider and approve the working procedures of the special committees under the Board;</p> <p>(18) to consider the periodic reports of the Bank, and to be responsible for the Bank's information disclosure and take the ultimate responsibilities for the truthfulness, completeness, accuracy and promptness of the Bank's accounting and financial reporting;</p> <p>(19) to listen to the work report and examine the work of the President of the Bank;</p> <p>(20) to approve the Bank's annual internal audit plans and audit budgets;</p> <p>(21) to determine the chairman and members of each special committee under the Board of Directors based on the nomination by the Nomination and Remuneration Committee;</p> <p>(22) to consider and approve the proposals put forward by each special committee under the Board of Directors;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(23) to determine the Bank's long-term incentive schemes, remuneration plans and salary plans;</p> <p>(24) to propose to the shareholders' general meeting to engage, renew or replace the accounting firm which conducts audit for the Bank;</p> <p>(25) to have the right to stop the decisions made by the President and other senior management officers of the Bank that may cause significant business risks or losses to the Bank;</p> <p>(26) to carry out performance appraisals for the President and other senior management officers of the Bank and determine their remuneration, rewards and penalties and payment methods and decide on the remuneration and payment methods of independent Directors;</p> <p>(27) to formulate the Bank's strategy, policy and objectives on the protection of consumer rights and interests, and regularly listen to and consider the senior management's report on the protection of consumer rights and interests, and safeguard the legitimate rights and interests of financial consumers and other interested parties;</p> <p>(28) to consider and approve the money laundering risk management report, develop money laundering risk management strategies and supervise the implementation of the strategies and assume the ultimate responsibility for money laundering risk management;</p>	<p>(23) to determine the Bank's long-term incentive schemes, remuneration plans and salary plans;</p> <p>(24) to propose to the shareholders' general meeting to engage, renew or replace the accounting firm which conducts audit for the Bank;</p> <p>(25) to have the right to stop the decisions made by the President and other senior management officers of the Bank that may cause significant business risks or losses to the Bank;</p> <p>(26) to carry out performance appraisals for the President and other senior management officers of the Bank and determine their remuneration, rewards and penalties and payment methods and decide on the remuneration and payment methods of independent Directors;</p> <p>(27) to formulate the Bank's strategy, policy and objectives on the protection of consumer rights and interests, and regularly listen to and consider the senior management's report on the protection of consumer rights and interests, and safeguard the legitimate rights and interests of financial consumers and other interested parties;</p> <p>(28) to consider and approve the money laundering risk management report, develop money laundering risk management strategies and supervise the implementation of the strategies and assume the ultimate responsibility for money laundering risk management;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(29) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Bank and its shareholders, especially substantial shareholders;</p> <p>(30) to assume responsibility for management of shareholders' matters;</p> <p>(31) other duties and powers conferred by the laws, administrative regulations, department rules and regulations, the Articles of Association and the shareholders' general meeting or required by supervisory authorities for the Board to exercise.</p> <p>The Board may resolve on such matters by approval of more than half of all Directors save for major matters described in items (5), (7), (9), (11), (12), (13), (17), (23) and (26) or otherwise stipulated under laws, administrative regulations, department rules and the Articles of Association, for which approval of more than two-thirds of all Directors is required.</p> <p>The Board shall seek advice from the Bank's Party Committee before making decisions on the Bank's major matters.</p>	<p>(29) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Bank and its shareholders, especially substantial shareholders;</p> <p>(30) to assume responsibility for management of shareholders' matters;</p> <p>(31) other duties and powers conferred by the laws, administrative regulations, department rules and regulations, the Articles of Association and the shareholders' general meeting or required by supervisory authorities for the Board to exercise.</p> <p>The Board may resolve on such matters by approval of more than half of all Directors save for major matters described in items (5), (7), (9), (11), (12), (13), (17), (23) and (26) or otherwise stipulated under laws, administrative regulations, department rules and the Articles of Association, for which approval of more than two-thirds of all Directors is required.</p> <p>The Board shall seek advice from the Bank's Party Committee before making decisions on the Bank's major matters.</p>

No.	Contents before Amendments	Contents after Amendments
51	<p><b>Article 166</b> The Board shall not dispose of or agree to dispose of any fixed assets without approval by the shareholders' general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within 4 months before such proposal to dispose of the fixed assets exceeds 33% of the value of the fixed assets as shown on the latest balance sheet considered and approved by the shareholders' general meeting.</p>	<p><b>Article 164</b> The Board shall not dispose of or agree to dispose of any fixed assets without approval by the shareholders' general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within 4 months before such proposal to dispose of the fixed assets exceeds <u>30</u>3% of the value of the fixed assets as shown on the latest balance sheet considered and approved by the shareholders' general meeting.</p>
52	<p><b>Article 173</b> The Board shall be subject to the supervision by the Board of Supervisors, and shall not obstruct or hinder the Board of Supervisors from conducting inspection, supervision, audit and other activities according to its powers.</p>	<p><b>Article 171</b> The Board <del>shall be subject to the supervision by the Board of Supervisors, and</del> shall not obstruct or hinder the <del>Board of Supervisors</del> <u>Audit Committee under the Board of Directors</u> from conducting inspection, supervision, audit and other activities according to its powers.</p>
53	<p><b>Article 174</b> The meetings of the Board of Directors include regular meetings and extraordinary meetings.</p> <p>Regular Board meetings shall be held at least once a quarter and at least four times every year, and shall be convened and presided over by the chairman, with the written notice to be given to all Directors at least fourteen days before such meetings. Board meetings are generally convened and presided over by the chairman. If the chairman is unable to perform his or her duties or fails to perform his or her duties, more than half of directors shall jointly elect one Director to convene and preside over the meeting.</p> <p>The agenda and relevant meeting documents of a regular Board meeting shall be sent to all Directors in full and in a timely manner, and shall be sent out at least three days prior to the scheduled date of convening the Board meeting or the meeting of committees thereunder (or such other period as agreed). The aforesaid arrangements shall also apply to all other meetings of the Board where practicable.</p>	<p><b>Article 172</b> The meetings of the Board of Directors include regular meetings and extraordinary meetings.</p> <p>Regular Board meetings shall be held at least once a quarter and at least four times every year, and shall be convened and presided over by the chairman, with the written notice to be given to all Directors at least fourteen days before such meetings. Board meetings are generally convened and presided over by the chairman. If the chairman is unable to perform his or her duties or fails to perform his or her duties, more than half of directors shall jointly elect one Director to convene and preside over the meeting.</p> <p>The agenda and relevant meeting documents of a regular Board meeting shall be sent to all Directors in full and in a timely manner, and shall be sent out at least three days prior to the scheduled date of convening the Board meeting or the meeting of committees thereunder (or such other period as agreed). The aforesaid arrangements shall also apply to all other meetings of the Board where practicable.</p>

No.	Contents before Amendments	Contents after Amendments
	<p>Interim Board meetings may be convened upon proposal by shareholders representing at least one tenth of the total voting rights, by at least one third of the Directors, by at least two independent Directors, or by the Board of Supervisors, or by the Chairman when deemed necessary, or by the President of the Bank under exceptional circumstances. The Chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.</p> <p>The Board shall send a written notice of meeting by hand, fax, email or other means five days before an interim Board meeting is convened. Where an interim Board meeting needs to be convened in emergency, the notice of meeting may be not subject to the limitation on notice periods specified in the preceding paragraphs, and be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.</p>	<p>Interim Board meetings may be convened upon proposal by shareholders representing at least one tenth of the total voting rights, by at least one third of the Directors, by at least two independent Directors, or by the <del>the Board of Supervisors</del> <u>Audit Committee under the Board</u>, or by the Chairman when deemed necessary, or by the President of the Bank under exceptional circumstances. The Chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.</p> <p>The Board shall send a written notice of meeting by hand, fax, email or other means five days before an interim Board meeting is convened. Where an interim Board meeting needs to be convened in emergency, the notice of meeting may be not subject to the limitation on notice periods specified in the preceding paragraphs, and be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.</p>
54	<p><b>Article 177</b> The Board shall pass resolutions by means of meetings. Resolutions of Board meetings shall be voted as per “one person, one vote” system.</p> <p>Resolutions made by the Board shall be approved by more than half of all the Directors. The significantly important matters as specified in Paragraph 2 of Article 165 of the Articles of Association shall be approved by more than two thirds of all the Directors.</p>	<p><b>Article 175</b> The Board shall pass resolutions by means of meetings. Resolutions of Board meetings shall be voted as per “one person, one vote” system.</p> <p>Resolutions made by the Board shall be approved by more than half of all the Directors. The significantly important matters as specified in <del>Paragraph 2 of</del> Article 1653 of the Articles of Association shall be approved by more than two thirds of all the Directors.</p>
55	<p><b>Article 181</b> If the Board is to dismiss the President within his/her term of office, it shall notify the Board of Supervisors in a timely manner and make a written explanation to the Board of Supervisors.</p>	<p><b>Article 179</b> If the Board is to dismiss the President within his/her term of office, it shall notify the <del>Board of Supervisors</del> <u>Audit Committee under the Board</u> in a timely manner and make a written explanation to the <del>Board of Supervisors</del> <u>Audit Committee under the Board</u>.</p>

No.	Contents before Amendments	Contents after Amendments
	<p>The Board appoints or dismisses the vice President and other senior management officers according to the nomination of the President. Without the nomination of the President, the Board shall not directly appoint or dismiss the vice President and other senior management officers.</p>	<p>The Board appoints or dismisses the vice President and other senior management officers according to the nomination of the President. Without the nomination of the President, the Board shall not directly appoint or dismiss the vice President and other senior management officers.</p>
56	<p><b>Article 188</b> Each special committee shall be accountable to the Board, and all the members of the committees shall be Directors, and the number of each committee shall not be less than three. All the members of the Audit Committee shall be non-executive Directors, and shall possess professional knowledge and working experience in at least one professional area, e.g. finance, audit, accounting or law, etc.</p> <p>Each special committee shall have a chairman to be responsible for convening activities of each special committee. The Audit Committee, the Nomination and Remuneration Committee and the Related Party Transaction and Risk Management Committee shall each comprise a majority of independent Directors who shall also be chairmen.</p> <p>Directors nominated by controlling shareholders shall not be members of the Nomination and Remuneration Committee or the Related Party Transaction and Risk Management Committee.</p>	<p><b>Article 186</b> Each special committee shall be accountable to the Board, and all the members of the committees shall be Directors, and the number of each committee shall not be less than three. All the members of the Audit Committee shall be non-executive Directors, and shall possess professional knowledge and working experience in at least one professional area, e.g. finance, audit, accounting or law, etc.</p> <p>Each special committee shall have a chairman to be responsible for convening activities of each special committee. The Audit Committee, the Nomination and Remuneration Committee and the Related Party Transaction and Risk Management Committee shall each comprise a majority of independent Directors who shall also be chairmen. <u>The chairman of the Audit Committee shall be an accounting professional among the independent Directors.</u></p> <p>Directors nominated by controlling shareholders shall not be members of the Nomination and Remuneration Committee or the Related Party Transaction and Risk Management Committee.</p>
57	<p><b>Newly added</b></p>	<p><u>Article 188 The Bank does not establish a Board of Supervisors or appoint supervisors. The Audit Committee under the Board shall exercise the functions and powers of the Board of Supervisors as stipulated by the Company Law.</u></p>



No.	Contents before Amendments	Contents after Amendments
58	<p><b>Article 190</b> Main duties of the Audit Committee:</p> <p>(1) reviewing the accounting policies, financial position, financial reporting procedure, and risks and compliance conditions of the Bank;</p> <p>(2) proposing the appointment or changing of external auditing firms;</p> <p>(3) supervising the internal audit system of the Bank and its implementation;</p> <p>(4) coordinating communication between internal auditors and external auditors;</p> <p>(5) auditing the financial information of the Bank and disclosure thereof, and producing judgment report on the truthfulness, accuracy, completeness and promptness of the audited financial information, and submitting the report to the Board for consideration; and</p> <p>(6) other duties specified by relevant laws, administrative regulations and the securities regulatory authorities in the places where the Bank's shares are listed and conferred by the Board.</p>	<p><b>Article 189</b> Main duties of the Audit Committee:</p> <p><u>(1) reviewing the periodic reports of the Bank prepared by the Board of Directors and make written review comments;</u></p> <p><u>(2) reviewing the accounting policies, financial position, financial reporting procedure, and risks and compliance conditions of the Bank;</u></p> <p><u>(3) proposing the appointment or changing of external auditing firms;</u></p> <p><u>(4) supervising the internal audit system of the Bank and its implementation;</u></p> <p><u>(5) coordinating communication between internal auditors and external auditors;</u></p> <p><u>(6) auditing the financial information of the Bank and disclosure thereof, and producing judgment report on the truthfulness, accuracy, completeness and promptness of the audited financial information, and submitting the report to the Board for consideration;</u></p> <p><u>(7) supervising the performance of duties by Directors and senior management officers of the Bank, and propose the dismissal of any Directors or senior management officers who violate laws, administrative regulations, the Articles of Association, or resolutions of the general meetings;</u></p> <p><u>(8) requiring Directors and senior management officers to rectify their actions when such actions harm the interests of the Bank;</u></p> <p><u>(9) proposing the convening of an extraordinary general meeting and, when the Board of Directors fails to convene or preside over general meetings as required by the Company Law, convening and presiding over such meetings;</u></p>

No.	Contents before Amendments	Contents after Amendments
		<p><u>(10) submitting proposals to the general meetings;</u></p> <p><u>(11) initiating legal proceedings against Directors or senior management officers in accordance with Article 189 of the Company Law;</u></p> <p><u>(12) investigating any irregularities detected in the Bank's operations and, when necessary, engaging professional institutions such as accounting firms or law firms to assist in such investigations, with related costs borne by the Bank;</u></p> <p><u>(13) other duties specified granted by relevant laws, administrative regulations, departmental regulations, the Articles of Association and the securities regulatory authorities in the places where the Bank's shares are listed and conferred by the Board.</u></p>
59	<p><b>Article 202</b> Main duties of the secretary to the Board:</p> <p>(1) to ensure that the Bank has complete organization documents and records;</p> <p>(2) to ensure that the Bank prepares and submits reports and documents as required by the competent authorities according to law;</p> <p>(3) to ensure that the register of shareholders of the Bank is properly established and that persons entitled to obtain relevant records and documents of the Bank obtain such records and documents in time;</p> <p>(4) to prepare for shareholders' general meetings and Board meetings in accordance with statutory procedures, and to prepare and submit relevant documents and materials of the meetings;</p>	<p><b>Article 201</b> Main duties of the secretary to the Board:</p> <p>(1) to ensure that the Bank has complete organization documents and records;</p> <p>(2) to ensure that the Bank prepares and submits reports and documents as required by the competent authorities according to law;</p> <p>(3) to ensure that the register of shareholders of the Bank is properly established and that persons entitled to obtain relevant records and documents of the Bank obtain such records and documents in time;</p> <p>(4) to prepare for shareholders' general meetings and Board meetings in accordance with statutory procedures, and to prepare and submit relevant documents and materials of the meetings;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(5) to attend shareholders' general meetings and Board meetings, and prepare meeting minutes and sign on it;</p> <p>(6) to be responsible for the safekeeping of the register of shareholders, the register of Directors, Supervisors and senior management officers of the Bank, the information regarding the shareholding in the Bank of controlling shareholders, Directors, Supervisors and senior management officers, as well as the documents and minutes of shareholders' general meetings and Board meetings;</p> <p>(7) to be responsible for handling the information disclosure of the Bank and urge the Bank to establish and implement information disclosure management system and internal reporting system for material information, so as to enable the Bank and relevant parties to fulfill their obligations of information disclosure according to law;</p> <p>(8) to coordinate the relationship between the Bank and investors, receive visits from investors, respond to investors' inquiries, and provide investors with information disclosed by the Bank;</p> <p>(9) to act as the contact person between the Bank and the securities regulatory authorities in the places where the Bank's shares are listed, to be responsible for organizing the preparation and timely submission of the documents required by the securities regulatory authorities in the places where the Bank's shares are listed and responsible for receiving and organizing to complete the relevant assignments by the securities regulatory authorities in the places where the Bank's shares are listed;</p>	<p>(5) to attend shareholders' general meetings and Board meetings, and prepare meeting minutes and sign on it;</p> <p>(6) to be responsible for the safekeeping of the register of shareholders, the register of Directors, <del>Supervisors</del> and senior management officers of the Bank, the information regarding the shareholding in the Bank of controlling shareholders, Directors, <del>Supervisors</del> and senior management officers, as well as the documents and minutes of shareholders' general meetings and Board meetings;</p> <p>(7) to be responsible for handling the information disclosure of the Bank and urge the Bank to establish and implement information disclosure management system and internal reporting system for material information, so as to enable the Bank and relevant parties to fulfill their obligations of information disclosure according to law;</p> <p>(8) to coordinate the relationship between the Bank and investors, receive visits from investors, respond to investors' inquiries, and provide investors with information disclosed by the Bank;</p> <p>(9) to act as the contact person between the Bank and the securities regulatory authorities in the places where the Bank's shares are listed, to be responsible for organizing the preparation and timely submission of the documents required by the securities regulatory authorities in the places where the Bank's shares are listed and responsible for receiving and organizing to complete the relevant assignments by the securities regulatory authorities in the places where the Bank's shares are listed;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(10) to be responsible for the confidentiality in relation to the Bank's information disclosure, to formulate confidentiality measures to procure the Directors, Supervisors and other senior management officers and relevant insiders to keep confidential any information prior to disclosure, and take remedial measures in a timely manner in case of any leakage of inside information;</p> <p>(11) to assist the Directors, Supervisors and other senior management officers to understand the relevant laws, administrative regulations, departmental rules and the Articles of Association in relation to information disclosure; and</p> <p>(12) Other duties specified by the laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles of Association and conferred by the Board.</p>	<p>(10) to be responsible for the confidentiality in relation to the Bank's information disclosure, to formulate confidentiality measures to procure the Directors, <del>Supervisors</del> and other senior management officers and relevant insiders to keep confidential any information prior to disclosure, and take remedial measures in a timely manner in case of any leakage of inside information;</p> <p>(11) to assist the Directors, <del>Supervisors</del> and other senior management officers to understand the relevant laws, administrative regulations, departmental rules and the Articles of Association in relation to information disclosure; and</p> <p>(12) Other duties specified by the laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles of Association and conferred by the Board.</p>
60	<p><b>Article 203</b> Directors or other senior management officers may concurrently serve as secretary to the Board. The President, Supervisors, the person in charge of finance of the Bank and accountants of accounting firms engaged by the Bank shall not concurrently serve as secretary to the Board of the Bank.</p> <p>In the event a Director or senior management officer concurrently serves as secretary to the Board, where any act requires to be made by the Director, senior management officer and the secretary to the Board separately, such Director or senior management officer shall not make such actions in both capacities.</p>	<p><b>Article 202</b> Directors or other senior management officers may concurrently serve as secretary to the Board. The President, <del>Supervisors</del>, the person in charge of finance of the Bank and accountants of accounting firms engaged by the Bank shall not concurrently serve as secretary to the Board of the Bank.</p> <p>In the event a Director or senior management officer concurrently serves as secretary to the Board, where any act requires to be made by the Director, senior management officer and the secretary to the Board separately, such Director or senior management officer shall not make such actions in both capacities.</p>
61	<p><b>Article 204</b> The Directors, Supervisors, other senior management officers and relevant staff shall provide active support and coordination for the work of the secretary to the Board.</p>	<p><b>Article 203</b> The Directors, <del>Supervisors</del>, other senior management officers and relevant staff shall provide active support and coordination for the work of the secretary to the Board.</p>

No.	Contents before Amendments	Contents after Amendments
62	<p><b>Article 211</b> The President has the following powers and duties:</p> <p>(1) to take charge of the operation and management of the Bank and report work to the Board;</p> <p>(2) to implement the resolutions of the Board;</p> <p>(3) to prepare plans for the establishment of internal management structure of the Bank;</p> <p>(4) to establish the basic management system of the Bank and to formulate the Bank's specific rules and regulations;</p> <p>(5) to appoint or remove the persons in charge of the functional departments and branches other than those required to be appointed or removed by the Board;</p> <p>(6) to propose to the Board for the appointment or removal of the Vice Presidents and other senior management officers of the Bank;</p> <p>(7) to authorize Vice Presidents and other senior management officers and the persons in charge of internal functional departments and branches to engage in operation and management activities;</p> <p>(8) to submit annual business plans and investment plans, annual financial budgets, final accounting plans and profit distribution plans of the Bank to the Board on behalf of the senior management, and organize the implementation upon approval;</p> <p>(9) to draw up the salary, welfare, reward and punishment and other incentive and restraint plans for the employees of the Bank and implement them upon approval by the Board;</p>	<p><b>Article 210</b> The President has the following powers and duties:</p> <p>(1) to take charge of the operation and management of the Bank and report work to the Board;</p> <p>(2) to implement the resolutions of the Board;</p> <p>(3) to prepare plans for the establishment of internal management structure of the Bank;</p> <p>(4) to establish the basic management system of the Bank and to formulate the Bank's specific rules and regulations;</p> <p>(5) to appoint or remove the persons in charge of the functional departments and branches other than those required to be appointed or removed by the Board;</p> <p>(6) to propose to the Board for the appointment or removal of the Vice Presidents and other senior management officers of the Bank;</p> <p>(7) to authorize Vice Presidents and other senior management officers and the persons in charge of internal functional departments and branches to engage in operation and management activities;</p> <p>(8) to submit annual business plans and investment plans, annual financial budgets, final accounting plans and profit distribution plans of the Bank to the Board on behalf of the senior management, and organize the implementation upon approval;</p> <p>(9) to draw up the salary, welfare, reward and punishment and other incentive and restraint plans for the employees of the Bank and implement them upon approval by the Board;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(10) to decide on the appointment and dismissal of employees of the Bank other than senior management officers;</p> <p>(11) to take urgent measures in the event of a major incident in the Bank and to report immediately to the Board, the Board of Supervisors, the banking regulatory authorities under the State Council and the local branches of the People's Bank of China;</p> <p>(12) in exceptional circumstances, to propose an interim Board meeting; and</p> <p>(13) other powers and duties which are to be exercised by the president in accordance with the laws, regulations and the provisions of the Articles of Association or as authorized by the Board.</p>	<p>(10) to decide on the appointment and dismissal of employees of the Bank other than senior management officers;</p> <p>(11) to take urgent measures in the event of a major incident in the Bank and to report immediately to the Board, <del>the Board of Supervisors</del>, the banking regulatory authorities under the State Council and the local branches of the People's Bank of China;</p> <p>(12) in exceptional circumstances, to propose an interim Board meeting; and</p> <p>(13) other powers and duties which are to be exercised by the President in accordance with the laws, regulations and the provisions of the Articles of Association or as authorized by the Board.</p>
63	<p><b>Article 214</b> The President shall report to the Board of Directors and the Board of Supervisors regularly or as required by the same regarding the operating results, financial position, risk profile, material contracts, major events and business prospects of the Bank.</p>	<p><b>Article 213</b> The President shall report to the Board of Directors <del>and the Board of Supervisors</del> regularly or as required by the same regarding the operating results, financial position, risk profile, material contracts, major events and business prospects of the Bank.</p>
64	<p><b>Article 219</b> The rules of procedures for the operational management shall include the following:</p> <p>(1) conditions and procedures for holding meetings of the President, and attendants;</p> <p>(2) specific duties and division of work of the President and other senior management officers;</p> <p>(3) use of funds and assets of the Bank, authority for entering into material contracts and the system of reporting to the Board and the Board of Supervisors; and</p> <p>(4) other matters which are deemed necessary by the Board.</p>	<p><b>Article 218</b> The rules of procedures for the operational management shall include the following:</p> <p>(1) conditions and procedures for holding meetings of the President, and attendants;</p> <p>(2) specific duties and division of work of the President and other senior management officers;</p> <p>(3) use of funds and assets of the Bank, authority for entering into material contracts and the system of reporting to the Board <del>and the Board of Supervisors</del>; and</p> <p>(4) other matters which are deemed necessary by the Board.</p>



No.	Contents before Amendments	Contents after Amendments
65	<p><b>Article 221</b> The President and other senior management officers shall accept the supervision of the Board of Supervisors and actively accept the examination and audit carried out by the Board of Supervisors in accordance with its powers and duties.</p>	<p><b>Article 220</b> The President and other senior management officers shall accept the supervision of the <del>Board of Supervisors</del> <u>Audit Committee under the Board</u> and actively accept the examination and audit carried out by the <del>Board of Supervisors</del> <u>Audit Committee under the Board</u> in accordance with its powers and duties.</p>
66	<p><b>Chapter VII Supervisors and Board of Supervisors</b> .....</p>	<p><b>Delete whole chapter</b></p>
67	<p><b>Chapter VIII Qualifications and Obligations of Directors, Supervisors and Senior Management Officers</b></p> <p><b>Article 266</b> The following persons shall not serve as Director, Supervisor, President or other senior management officer of the Bank:</p> <p>(1) persons without capacity or with limited capacity of civil conduct;</p> <p>(2) persons who were sentenced to criminal punishment for the crime of corruption, bribery, misappropriation of property or diversion of property or for disrupting the order of the socialist market economy, where less than five years have elapsed since the expiration of the sentence, or who have been deprived of the political rights due to a criminal offense, where less than five years have elapsed since the expiration of the period of deprivation;</p> <p>(3) persons who were former directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for insolvency of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy liquidation of the company or enterprise;</p>	<p><b>Chapter <del>VIII</del><sup>VII</sup> Qualifications and Obligations of Directors, <del>Supervisors</del> and Senior Management Officers</b></p> <p><b>Article 223</b> The following persons shall not serve as Director, <del>Supervisor</del>, President or other senior management officer of the Bank:</p> <p>(1) persons without capacity or with limited capacity of civil conduct;</p> <p>(2) persons who were sentenced to criminal punishment for the crime of corruption, bribery, misappropriation of property or diversion of property or for disrupting the order of the socialist market economy, where less than five years have elapsed since the expiration of the sentence, or who have been deprived of the political rights due to a criminal offense, where less than five years have elapsed since the expiration of the period of deprivation, <u>or who have been sentenced to probation, where less than two years have elapsed since the expiration of the probation period;</u></p> <p>(3) persons who were former directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for insolvency of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy liquidation of the company or enterprise;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(4) persons who were legal representatives of a company or enterprise which had its business license revoked or was ordered to close down due to violation of the law and who were personally liable, where less than three years have elapsed since the date of the revocation;</p> <p>(5) persons who have a substantial amount of debts due and outstanding;</p> <p>(6) persons who are under investigation by the judiciary authority for violation of the criminal law and the case is not concluded;</p> <p>(7) persons who have been removed from office by commercial banks, other financial institutions or organizations for failure to fulfill obligation of good faith;</p> <p>(8) an individual or a company employee who have outstanding loans payable to financial institutions;</p> <p>(9) a shareholder or a person holding positions in shareholders' entities whose balances of borrowings (excluding borrowings guaranteed by the pledge of bank deposit certificate or government bonds) from the Bank exceed his/her audited net equity value of the previous year of the Bank;</p> <p>(10) persons who are not eligible for enterprise leadership according to the laws and administrative regulations;</p> <p>(11) persons other than a natural person;</p> <p>(12) persons who have been convicted by the relevant competent authority for violation of securities regulations by acting fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction;</p>	<p>(4) persons who were legal representatives of a company or enterprise which had its business license revoked or was ordered to close down due to violation of the law and who were personally liable, where less than three years have elapsed since the date of the revocation <u>or being ordered to close down</u>;</p> <p>(5) persons who have a substantial amount of debts due and outstanding <u>and have been listed by the people's court as the person subject to enforcement for breach of trust</u>;</p> <p>(6) persons who are under investigation by the judiciary authority for violation of the criminal law and the case is not concluded;</p> <p>(7) persons who have been removed from office by commercial banks, other financial institutions or organizations for failure to fulfill obligation of good faith;</p> <p>(8) an individual or a company employee who have outstanding loans payable to financial institutions;</p> <p>(9) a shareholder or a person holding positions in shareholders' entities whose balances of borrowings (excluding borrowings guaranteed by the pledge of bank deposit certificate or government bonds) from the Bank exceed his/her audited net equity value of the previous year of the Bank;</p> <p>(10) persons who are not eligible for enterprise leadership according to the laws and administrative regulations;</p> <p>(11) persons other than a natural person;</p> <p>(12) persons who have been convicted by the relevant competent authority for violation of securities regulations by acting fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(13) other persons disqualified by the laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>Any election, designation or appointment of Directors, Supervisors or engagement of senior management officers in violation of this provision shall be invalid. The Bank shall dismiss the Director, Supervisor and senior management officer who are involved in the said circumstances during their respective term of office.</p>	<p>(13) other persons disqualified by the laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>Any election, designation or appointment of Directors, <del>Supervisors</del> or engagement of senior management officers in violation of this provision shall be invalid. The Bank shall dismiss the Director, <del>Supervisor</del> and senior management officer who are involved in the said circumstances during their respective term of office.</p>
68	<p><b>Article 268</b> In addition to the obligations stipulated by laws, administrative regulations, relevant regulatory authorities and the Articles of Association, each of the Bank's Directors, Supervisors, President and other senior management officers shall have the following obligations to each shareholder in the exercise of the functions and powers conferred by the Bank:</p> <p>(1) not to cause the Bank to exceed the scope of business stipulated in its business license;</p> <p>(2) to act honestly in the best interests of the Bank;</p> <p>(3) not to expropriate the Bank's property in any form, including (but not limited to) any opportunities advantageous to the Bank;</p> <p>(4) not to deprive of the individual rights and interests of the shareholders, including (but not limited to) the distribution rights and voting rights, but excluding a restructuring of the Bank submitted to the general meeting for approval in accordance with the Articles of Association.</p>	<p><b>Article 225</b> In addition to the obligations stipulated by laws, administrative regulations, relevant regulatory authorities and the Articles of Association, each of the Bank's Directors, <del>Supervisors</del>, President and other senior management officers shall have the following obligations to each shareholder in the exercise of the functions and powers conferred by the Bank:</p> <p>(1) not to cause the Bank to exceed the scope of business stipulated in its business license;</p> <p>(2) to act honestly in the best interests of the Bank;</p> <p>(3) not to expropriate the Bank's property in any form, including (but not limited to) any opportunities advantageous to the Bank;</p> <p>(4) not to deprive of the individual rights and interests of the shareholders, including (but not limited to) the distribution rights and voting rights, but excluding a restructuring of the Bank submitted to the general meeting for approval in accordance with the Articles of Association.</p>

No.	Contents before Amendments	Contents after Amendments
69	<p><b>Article 270</b> Each of the Bank's Directors, Supervisors, President and other senior management officers owes a duty, in the exercise of his/her rights and discharge of his/her obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p><b>Article 227</b> Each of the Bank's Directors, <del>Supervisors</del>, President and other senior management officers owes a duty, in the exercise of his/her rights and discharge of his/her obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>
70	<p><b>Article 271</b> In fulfilling their duties, the Bank's Directors, Supervisors, President and other senior management officers must observe the principle of honesty and shall not set themselves in a position where their own interests conflict with their obligations. The said principle includes (but not limited to) discharging the following obligations:</p> <p>(1) to sincerely act in the best interests of the Bank;</p> <p>(2) to exercise their rights within the scope of his/her authorities and not to act beyond those authorities;</p> <p>(3) to exercise the discretion vested in them personally and shall not be controlled by others and, save as permitted by laws or administrative regulations or with the informed consent of shareholders given at a general meeting, not to assign the exercise of their discretion to others;</p> <p>(4) to be equal towards shareholders of the same class and fair towards shareholders of different classes;</p> <p>(5) not to enter into any contract, transaction or arrangement with the Bank, save as otherwise specified in the Articles of Association or with the informed consent of shareholders given at a general meeting;</p> <p>(6) not to seek personal gains by using the property of the Bank in any form without the informed consent of shareholders given at a general meeting;</p>	<p><b>Article 228</b> In fulfilling their duties, the Bank's Directors, <del>Supervisors</del>, President and other senior management officers must observe the principle of honesty and shall not set themselves in a position where their own interests conflict with their obligations. The said principle includes (but not limited to) discharging the following obligations:</p> <p>(1) to sincerely act in the best interests of the Bank;</p> <p>(2) to exercise their rights within the scope of his/her authorities and not to act beyond those authorities;</p> <p>(3) to exercise the discretion vested in them personally and shall not be controlled by others and, save as permitted by laws or administrative regulations or with the informed consent of shareholders given at a general meeting, not to assign the exercise of their discretion to others;</p> <p>(4) to be equal towards shareholders of the same class and fair towards shareholders of different classes;</p> <p>(5) not to enter into any contract, transaction or arrangement with the Bank, save as otherwise specified in the Articles of Association or with the informed consent of shareholders given at a general meeting;</p> <p>(6) not to seek personal gains by using the property of the Bank in any form without the informed consent of shareholders given at a general meeting;</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(7) not to abuse official powers to accept bribes or other unlawful income, and not to expropriate the Bank's property in any form, including (but not limited to) opportunities favorable to the Bank;</p> <p>(8) not to accept commissions in connection with the Bank's transactions without the informed consent of shareholders given at a general meeting;</p> <p>(9) to observe the Articles of Association, fulfill duties honestly, protect the interests of the Bank, and not to seek personal gains by using their positions and powers in the Bank;</p> <p>(10) not to compete with the Bank in any form without the informed consent of shareholders given at the general meeting;</p> <p>(11) not to misappropriate the Bank's funds or lend the same to others, not to open accounts in his/her own name or others' names for the deposit of the Bank's assets, and not to use the Bank's assets as security for the personal debts of the shareholders of the Bank or others;</p> <p>(12) not to disclose any confidential information related to the Bank acquired by them during the term of their office without the informed consent of the shareholders given at the general meeting; not to use the said information save for the interests of the Bank; however, they may disclose such information to a court or other governmental regulatory authorities in the following circumstances:</p> <ol style="list-style-type: none"> <li>1. as required by law;</li> <li>2. as required for the interests of the public;</li> <li>3. as required for the interests of the said Directors, Supervisors, President and other senior management officers.</li> </ol>	<p>(7) not to abuse official powers to accept bribes or other unlawful income, and not to expropriate the Bank's property in any form, including (but not limited to) opportunities favorable to the Bank;</p> <p>(8) not to accept commissions in connection with the Bank's transactions without the informed consent of shareholders given at a general meeting;</p> <p>(9) to observe the Articles of Association, fulfill duties honestly, protect the interests of the Bank, and not to seek personal gains by using their positions and powers in the Bank;</p> <p>(10) not to compete with the Bank in any form without the informed consent of shareholders given at the general meeting;</p> <p>(11) not to misappropriate the Bank's funds or lend the same to others, not to open accounts in his/her own name or others' names for the deposit of the Bank's assets, and not to use the Bank's assets as security for the personal debts of the shareholders of the Bank or others;</p> <p>(12) not to disclose any confidential information related to the Bank acquired by them during the term of their office without the informed consent of the shareholders given at the general meeting; not to use the said information save for the interests of the Bank; however, they may disclose such information to a court or other governmental regulatory authorities in the following circumstances:</p> <ol style="list-style-type: none"> <li>1. as required by law;</li> <li>2. as required for the interests of the public;</li> <li>3. as required for the interests of the said Directors, <del>Supervisors</del>, President and other senior management officers.</li> </ol>



No.	Contents before Amendments	Contents after Amendments
71	<p><b>Article 272</b> Directors, Supervisors, President and any other senior management officers of the Bank shall not cause the following persons or institutions (“associates”) to do what they are prohibited from doing:</p> <p>(1) the spouse or minor child of such Directors, Supervisors, President and other senior management officers;</p> <p>(2) trustees of such Directors, Supervisors, President or other senior management officers or any person specified in item (1) hereinabove;</p> <p>(3) partners of such Directors, Supervisors, President or other senior management officers or any person specified in items (1) and (2) hereinabove;</p> <p>(4) a company in which that a Director, Supervisor, President or other senior management officers, alone or jointly with persons specified in items (1), (2) and (3) hereinabove or other Directors, Supervisors, President and other senior management officers, have a de facto controlling interest;</p> <p>(5) the Directors, Supervisors and other senior management officers of the controlled company referred to in item (4) of this Article.</p>	<p><b>Article 229</b> Directors, <del>Supervisors</del>, President and any other senior management officers of the Bank shall not cause the following persons or institutions (“associates”) to do what they are prohibited from doing:</p> <p>(1) the spouse or minor child of such Directors, <del>Supervisors</del>, President and other senior management officers;</p> <p>(2) trustees of such Directors, <del>Supervisors</del>, President or other senior management officers or any person specified in item (1) hereinabove;</p> <p>(3) partners of such Directors, <del>Supervisors</del>, President or other senior management officers or any person specified in items (1) and (2) hereinabove;</p> <p>(4) a company in which that a Director, <del>Supervisor</del>, President or other senior management officers, alone or jointly with persons specified in items (1), (2) and (3) hereinabove or other Directors, <del>Supervisors</del>, President and other senior management officers, have a de facto controlling interest;</p> <p>(5) the Directors, <del>Supervisors</del> and other senior management officers of the controlled company referred to in item (4) of this Article.</p>
72	<p><b>Article 273</b> The fiduciary duties of Directors, Supervisors, President and other senior management officers may not always end with the expiry of their terms of office, and their confidentiality obligation in respect of any commercial secrets of the Bank shall continue after expiry of their terms of office. Other duties may continue for such period as the principle of fairness may require, depending on the time lapse between the termination and the occurrence of the matter and the specific circumstances and conditions under which the relationship between them and the Bank was terminated.</p>	<p><b>Article 230</b> The fiduciary duties of Directors, <del>Supervisors</del>, President and other senior management officers may not always end with the expiry of their terms of office, and their confidentiality obligation in respect of any commercial secrets of the Bank shall continue after expiry of their terms of office. Other duties may continue for such period as the principle of fairness may require, depending on the time lapse between the termination and the occurrence of the matter and the specific circumstances and conditions under which the relationship between them and the Bank was terminated.</p>



No.	Contents before Amendments	Contents after Amendments
73	<p><b>Article 274</b> Except as provided in the Article 69 of the Articles of Association, a Director, Supervisor, President and any other senior management officer of the Bank may be relieved of liability for specific breaches of his/her duty by the informed consent of shareholders given at the general meeting.</p>	<p><b>Article 231</b> Except as provided in the Article <del>69</del><sup>67</sup> of the Articles of Association, a Director, <del>Supervisor</del>, President and any other senior management officer of the Bank may be relieved of liability for specific breaches of his/her duty by the informed consent of shareholders given at the general meeting.</p>
74	<p><b>Article 275</b> If the Directors, Supervisors, President and other senior management officers of the Bank have any direct or indirect material interests in any contract, transaction or arrangement already entered into or proposed with the Bank (excluding any employment contracts signed by the Bank with such Directors, Supervisors, President and other senior management officers), they shall disclose the nature and extent of the said interests to the Board as soon as possible regardless whether the relevant matters are subject to approval by the Board in normal circumstances.</p> <p>Unless the Directors, Supervisors, President and other senior management officers of the Bank having interests have disclosed the said interests to the Board as per the preceding paragraph hereof, and the Board has approved the said matter at a meeting where such persons have neither been counted in the quorum nor participated in the voting, the Bank shall have the right to cancel the said contracts, transactions or arrangements, save for the circumstance in which the counter parties are bona fide parties uninformed of the breach of obligations of the said Directors, Supervisors, President and other senior management officers concerned.</p> <p>If the associates of the Directors, Supervisors, President and other senior management officers of the Bank have any interests in a given contract, transaction or arrangement, the said Directors, Supervisors, President and other senior management officers shall be deemed as having interests.</p>	<p><b>Article 232</b> If the Directors, <del>Supervisors</del>, President and other senior management officers of the Bank have any direct or indirect material interests in any contract, transaction or arrangement already entered into or proposed with the Bank (excluding any employment contracts signed by the Bank with such Directors, <del>Supervisors</del>, President and other senior management officers), they shall disclose the nature and extent of the said interests to the Board as soon as possible regardless whether the relevant matters are subject to approval by the Board in normal circumstances.</p> <p>Unless the Directors, <del>Supervisors</del>, President and other senior management officers of the Bank having interests have disclosed the said interests to the Board as per the preceding paragraph hereof, and the Board has approved the said matter at a meeting where such persons have neither been counted in the quorum nor participated in the voting, the Bank shall have the right to cancel the said contracts, transactions or arrangements, save for the circumstance in which the counter parties are bona fide parties uninformed of the breach of obligations of the said Directors, <del>Supervisors</del>, President and other senior management officers concerned.</p> <p>If the associates of the Directors, <del>Supervisors</del>, President and other senior management officers of the Bank have any interests in a given contract, transaction or arrangement, the said Directors, <del>Supervisors</del>, President and other senior management officers shall be deemed as having interests.</p>

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75	<p><b>Article 276</b> Where a Director, Supervisor, President and other senior management officer of the Bank gives to the Board a written notice before the entry into of the contract, transaction or arrangement is first considered by the Bank, stating that, by reason of the facts specified in the notice, he/she is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Bank, such Director, Supervisor, President or other senior management officer of the Bank shall be deemed for the purposes of the preceding Article to have declared his/her interests, to the extent stated in the notice. Where conditions are ripe, the Bank may establish a Professional Liability Insurance System for its Directors, Supervisors, President and other senior management officers upon the approval by the general meeting.</p>	<p><b>Article 233</b> Where a Director, <del>Supervisor</del>, President and other senior management officer of the Bank gives to the Board a written notice before the entry into of the contract, transaction or arrangement is first considered by the Bank, stating that, by reason of the facts specified in the notice, he/she is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Bank, such Director, <del>Supervisor</del>, President or other senior management officer of the Bank shall be deemed for the purposes of the preceding Article to have declared his/her interests, to the extent stated in the notice. Where conditions are ripe, the Bank may establish a Professional Liability Insurance System for its Directors, <del>Supervisors</del>, President and other senior management officers upon the approval by the general meeting.</p>
76	<p><b>Article 277</b> The Bank shall not, by any means, pay taxes for its Directors, Supervisors, President and any other senior management officers.</p>	<p><b>Article 234</b> The Bank shall not, by any means, pay taxes for its Directors, <del>Supervisors</del>, President and any other senior management officers.</p>
77	<p><b>Article 278</b> The Bank shall not, directly or indirectly, provide loans or loan guarantees to the Directors, Supervisors and senior management officers of the Bank or its parent company, or to the associates of the aforesaid persons.</p> <p>However, the preceding paragraph shall not apply if:</p> <p>(1) the provision by the Bank of loans or loan guarantees for subsidiary banks (subsidiary companies) of the Bank;</p>	<p><b>Article 235</b> The Bank shall not, directly or indirectly, provide loans or loan guarantees to the Directors, <del>Supervisors</del> and senior management officers of the Bank or its parent company, or to the associates of the aforesaid persons.</p> <p>However, the preceding paragraph shall not apply if:</p> <p>(1) the provision by the Bank of loans or loan guarantees for subsidiary banks (subsidiary companies) of the Bank;</p>

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	<p>(2) the provision by the Bank of loans, loan guarantees or other funds to any of its Directors, Supervisors, President and other senior management officers to meet expenditure incurred by him/her for the purposes of the Bank or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the terms of a service contract approved by the shareholders in the general meeting;</p> <p>(3) the provision by the Bank of loans or loan guarantees to relevant Directors, Supervisors, President or other senior management officers of the Bank or to an associate thereof based on normal commercial terms.</p>	<p>(2) the provision by the Bank of loans, loan guarantees or other funds to any of its Directors, <del>Supervisors</del>, President and other senior management officers to meet expenditure incurred by him/her for the purposes of the Bank or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the terms of a service contract approved by the shareholders in the general meeting;</p> <p>(3) the provision by the Bank of loans or loan guarantees to relevant Directors, <del>Supervisors</del>, President or other senior management officers of the Bank or to an associate thereof based on normal commercial terms.</p>
78	<p><b>Article 279</b> If the Bank provides loans in violation of the preceding Article, the recipient of the loans shall return the same immediately regardless of the loan conditions.</p> <p>The Bank shall not be forced to execute loan guarantee provided in violation of Paragraph 1 of the preceding Article, except in the following circumstances:</p> <p>(1) the loan was provided to an associate of any of the Directors, Supervisors and senior management officers of the Bank or of the Bank's parent company and the lender did not know the relevant circumstances at the time the loan was advanced;</p> <p>(2) the collateral provided by the Bank has been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p><b>Article 236</b> If the Bank provides loans in violation of the preceding Article, the recipient of the loans shall return the same immediately regardless of the loan conditions.</p> <p>The Bank shall not be forced to execute loan guarantee provided in violation of Paragraph 1 of the preceding Article, except in the following circumstances:</p> <p>(1) the loan was provided to an associate of any of the Directors; <del>Supervisors</del> and senior management officers of the Bank or of the Bank's parent company and the lender did not know the relevant circumstances at the time the loan was advanced;</p> <p>(2) the collateral provided by the Bank has been lawfully disposed of by the lender to a bona fide purchaser.</p>

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79	<p><b>Article 281</b> If the Directors, Supervisors, President and other senior management officers of the Bank violate the obligations to the Bank, the Bank shall, in addition to the rights and remedies provided for under the relevant laws and administrative regulations, be entitled to take the following actions:</p> <p>(1) requiring the Directors, Supervisors, President or other senior management officers to compensate the Bank for the losses arising from their dereliction of duties;</p> <p>(2) rescinding the contracts or transactions entered into between the Bank and the relevant Directors, Supervisors, President and other senior management officers of the Bank, or between the Bank and a third person (if the third person knows or should have known that the Directors, Supervisors, President and other senior management officers representing the Bank have breached their obligations to the Bank);</p> <p>(3) requiring the relevant Directors, Supervisors, President and other senior management officers to surrender their gains arising from their breach of obligations;</p> <p>(4) recovering monies, including (but not limited to) commissions, received by the relevant Directors, Supervisors, the President and other senior management officers that should have been received by the Bank;</p> <p>(5) requiring the relevant Directors, Supervisors, President and other senior management officers to surrender interests earned or likely to be earned from monies that should have been paid to the Bank.</p>	<p><b>Article 238</b> If the Directors, <del>Supervisors</del>, President and other senior management officers of the Bank violate the obligations to the Bank, the Bank shall, in addition to the rights and remedies provided for under the relevant laws and administrative regulations, be entitled to take the following actions:</p> <p>(1) requiring the Directors, <del>Supervisors</del>, President or other senior management officers to compensate the Bank for the losses arising from their dereliction of duties;</p> <p>(2) rescinding the contracts or transactions entered into between the Bank and the relevant Directors, <del>Supervisors</del>, President and other senior management officers of the Bank, or between the Bank and a third person (if the third person knows or should have known that the Directors, <del>Supervisors</del>, President and other senior management officers representing the Bank have breached their obligations to the Bank);</p> <p>(3) requiring the relevant Directors, <del>Supervisors</del>, President and other senior management officers to surrender their gains arising from their breach of obligations;</p> <p>(4) recovering monies, including (but not limited to) commissions, received by the relevant Directors, <del>Supervisors</del>, the President and other senior management officers that should have been received by the Bank;</p> <p>(5) requiring the relevant Directors, <del>Supervisors</del>, President and other senior management officers to surrender interests earned or likely to be earned from monies that should have been paid to the Bank.</p>

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80	<p><b>Article 282</b> The Bank shall enter into written contracts with its Directors and Supervisors in relation to their remunerations, subject to prior approval at a general meeting. The aforesaid remunerations shall include:</p> <p>(1) the remunerations in respect of his/her service as a Director, Supervisor or senior management officer of the Bank;</p> <p>(2) the remunerations in respect of his/her service as a Director, Supervisor or senior management officer of any subsidiary banks (subsidiary companies) of the Bank;</p> <p>(3) the remunerations in respect of the provision of other services in connection with the management of the affairs of the Bank and any of its subsidiary banks (subsidiary companies);</p> <p>(4) the compensations for the said Directors or Supervisors for losing their positions or for retirement.</p> <p>Save as specified in the aforesaid contracts, the Directors or Supervisors shall not pursue legal actions against the Bank for the interests that they should have obtained by virtue of the said matters.</p>	<p><b>Article 239</b> The Bank shall enter into written contracts with its Directors <del>and Supervisors</del> in relation to their remunerations, subject to prior approval at a general meeting. The aforesaid remunerations shall include:</p> <p>(1) the remunerations in respect of his/her service as a Director, <del>Supervisor</del> or senior management officer of the Bank;</p> <p>(2) the remunerations in respect of his/her service as a Director, <del>Supervisor</del> or senior management officer of any subsidiary banks (subsidiary companies) of the Bank;</p> <p>(3) the remunerations in respect of the provision of other services in connection with the management of the affairs of the Bank and any of its subsidiary banks (subsidiary companies);</p> <p>(4) the compensations for the said Directors <del>or Supervisors</del> for losing their positions or for retirement.</p> <p>Save as specified in the aforesaid contracts, the Directors <del>or Supervisors</del> shall not pursue legal actions against the Bank for the interests that they should have obtained by virtue of the said matters.</p>

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81	<p><b>Article 283</b> The Bank shall specify in the contracts entered into with the Directors or Supervisors of the Bank in relation to remunerations that if the Bank is acquired, the Directors or Supervisors of the Bank have right to seek compensations or other monies for losing their positions or for retirement under the conditions approved at the general meeting. The acquisition in the preceding paragraph refers to any of the following circumstances:</p> <p>(1) A take-over offer made by any person to all the shareholders;</p> <p>(2) a take-over offer made by any person to become a “controlling shareholder”. The definition of a controlling shareholder is the same as that in Article 357 of the Articles of Association.</p> <p>Any monies received by the relevant Directors or Supervisors in violation of the provisions herein shall belong to those who sell their shares in response to the aforesaid take-over offer, and the said Directors or Supervisors shall bear the expenses for distributing the said monies in proportion, and the said expenses shall not be deducted from the said monies.</p>	<p><b>Article 240</b> The Bank shall specify in the contracts entered into with the Directors <del>or Supervisors</del> of the Bank in relation to remunerations that if the Bank is acquired, the Directors<del>or Supervisors</del> of the Bank have right to seek compensations or other monies for losing their positions or for retirement under the conditions approved at the general meeting. The acquisition in the preceding paragraph refers to any of the following circumstances:</p> <p>(1) A take-over offer made by any person to all the shareholders;</p> <p>(2) a take-over offer made by any person to become a “controlling shareholder”. The definition of a controlling shareholder is the same as that in Article <del>357</del><u>313</u> of the Articles of Association.</p> <p>Any monies received by the relevant Directors <del>or Supervisors</del> in violation of the provisions herein shall belong to those who sell their shares in response to the aforesaid take-over offer, and the said Directors<del>or Supervisors</del> shall bear the expenses for distributing the said monies in proportion, and the said expenses shall not be deducted from the said monies.</p>



No.	Contents before Amendments	Contents after Amendments
82	<p><b>Article 288</b> The Board shall place the legally audited financial reports in the Office of the Board for inspection by the shareholders at least 20 days before convening of the annual general meeting. Every Shareholder of the Bank shall have the right to access the aforesaid financial reports.</p> <p>Unless otherwise specified in the Articles of Association, the Bank shall, at least 21 days before convening of the annual general meeting, make a notice or announcement of the aforesaid reports or Directors' reports together with the balance sheet and profit &amp; loss statement, in accordance with the relevant requirements in Chapter XIII of the Articles of Association.</p>	<p><b>Article 245</b> The Board shall place the legally audited financial reports in the Office of the Board for inspection by the shareholders at least 20 days before convening of the annual general meeting. Every Shareholder of the Bank shall have the right to access the aforesaid financial reports.</p> <p>Unless otherwise specified in the Articles of Association, the Bank shall, at least 21 days before convening of the annual general meeting, make a notice or announcement of the aforesaid reports or Directors' reports together with the balance sheet and profit &amp; loss statement, in accordance with the relevant requirements in Chapter <del>XXXII</del> of the Articles of Association.</p>
83	<p><b>Article 295</b> The Bank shall distribute profits after income tax in the following order:</p> <ul style="list-style-type: none"> <li>(1) to recover losses;</li> <li>(2) to withdraw statutory reserve fund. The percentage of withdrawal is 10% of after-tax profit;</li> <li>(3) to withdraw general provision;</li> <li>(4) to withdraw discretionary reserve fund;</li> <li>(5) to pay dividends to shareholders.</li> </ul> <p>Such withdrawal may be stopped when the statutory reserve fund of the Bank has accumulated to at least 50% of the registered capital of the Bank. If the aggregate balance of the Bank's statutory reserve fund is not enough to recover the losses of the Bank of the previous year, the current year's profits shall first be used for making up the losses before the statutory reserve fund is drawn.</p>	<p><b>Article 252</b> The Bank shall distribute profits after income tax in the following order:</p> <ul style="list-style-type: none"> <li>(1) to recover losses;</li> <li>(2) to withdraw statutory reserve fund. The percentage of withdrawal is 10% of after-tax profit;</li> <li>(3) to withdraw general provision;</li> <li>(4) to withdraw discretionary reserve fund;</li> <li>(5) to pay dividends to shareholders.</li> </ul> <p>Such withdrawal may be stopped when the statutory reserve fund of the Bank has accumulated to at least 50% of the registered capital of the Bank. If the aggregate balance of the Bank's statutory reserve fund is not enough to recover the losses of the Bank of the previous year, the current year's profits shall first be used for making up the losses before the statutory reserve fund is drawn.</p>

No.	Contents before Amendments	Contents after Amendments
	<p>After the Bank has withdrawn statutory reserve fund and general provision, the Bank, subject to the approval of the shareholders' general meeting, may make allocation to the discretionary reserve fund from the after-tax profits. The balance of the after-tax profits of the Bank, after making up for losses and withdrawing statutory reserve fund, general provision and discretionary reserve fund, may be distributed to the shareholders in pro rata to their shareholding.</p> <p>In general, no dividend shall be paid to shareholders for any year in which the Bank's capital adequacy ratio is lower than the minimum standard required by the regulatory authorities of the PRC. On the premises of ensuring that the capital adequacy ratio meets the regulatory requirements, the Bank may distribute profits if its profits realized in each year, after making up for losses and withdrawing statutory reserve fund and general provision according to law, remain positive and distributable.</p> <p>Where a general meeting decides to distribute profits to shareholders in violation of the provisions of the preceding paragraph before the Bank has made up for its losses and set aside its statutory reserve fund, shareholders shall return to the Bank the profits distributed in violation of such provisions.</p> <p>The shares of the Bank held by the Bank shall not be entitled to any profit distribution.</p> <p>The specific percentage of withdrawal of general provision and discretionary reserves fund shall be proposed by the Board and decided by the general meeting according to the annual operations of the Bank.</p>	<p>After the Bank has withdrawn statutory reserve fund and general provision, the Bank, subject to the approval of the shareholders' general meeting, may make allocation to the discretionary reserve fund from the after-tax profits. The balance of the after-tax profits of the Bank, after making up for losses and withdrawing statutory reserve fund, general provision and discretionary reserve fund, may be distributed to the shareholders in pro rata to their shareholding.</p> <p>In general, no dividend shall be paid to shareholders for any year in which the Bank's capital adequacy ratio is lower than the minimum standard required by the regulatory authorities of the PRC. On the premises of ensuring that the capital adequacy ratio meets the regulatory requirements, the Bank may distribute profits if its profits realized in each year, after making up for losses and withdrawing statutory reserve fund and general provision according to law, remain positive and distributable.</p> <p>Where a general meeting decides to distribute profits to shareholders in violation of the provisions of the preceding paragraph before the Bank has made up for its losses and set aside its statutory reserve fund, shareholders shall return to the Bank the profits distributed in violation of such provisions. <u>Shareholders and the liable Directors and senior executives shall be liable for compensation if their actions cause losses to the Bank.</u></p> <p>The shares of the Bank held by the Bank shall not be entitled to any profit distribution.</p> <p>The specific percentage of withdrawal of general provision and discretionary reserves fund shall be proposed by the Board and decided by the general meeting according to the annual operations of the Bank.</p>

No.	Contents before Amendments	Contents after Amendments
84	<p><b>Article 297</b> The capital reserve fund shall include the following amounts:</p> <p>(1) the premium received from issuance of shares at a price above par value;</p> <p>(2) other income included into the capital reserve fund as stipulated by the financial authorities under the State Council.</p>	<p><b>Article 254</b> The capital reserve fund shall include the following amounts:</p> <p>(1) the premium received from issuance of shares at a price above par value;</p> <p>(2) <u>the amount of proceeds from the issuance of non-denomination shares that not included in the registered capital;</u></p> <p>(3) other income included into the capital reserve fund as stipulated by the financial authorities under the State Council.</p>
85	<p><b>Article 313</b> The Bank shall establish fair and open standards and procedures for evaluating performance of Directors, Supervisors and senior management officers.</p>	<p><b>Article 270</b> The Bank shall establish fair and open standards and procedures for evaluating performance of Directors, <del>Supervisors</del> and senior management officers.</p>
86	<p><b>Article 314</b> The Board of Supervisors conducts comprehensive evaluation on the performance of Directors, Supervisors and senior management officers of their duties, and reports the evaluation results to the general meeting. No Director, Supervisor, President and other senior management officers shall participate in the decision-making process of their remuneration and performance evaluation. Upon approval of the Board, the Bank shall establish a remuneration and benefit system compatible with its development, and may withdraw a certain percentage of incentive funds from the cost based on its operating results.</p>	<p><b>Article 271</b> <del>The Board of Supervisors conducts comprehensive evaluation on the performance of Directors, Supervisors and senior management officers of their duties, and reports the evaluation results to the general meeting. No Director, Supervisor, President and other senior management officers shall participate in the decision-making process of their remuneration and performance evaluation.</del> Upon approval of the Board, the Bank shall establish a remuneration and benefit system compatible with its development, and may withdraw a certain percentage of incentive funds from the cost based on its operating results.</p>

No.	Contents before Amendments	Contents after Amendments
87	<p><b>Article 324</b> The Bank has established the Party Committee in accordance with the provisions of the Constitution of the Communist Party of China and the Working Regulations of the Communist Party of China on the Grassroots Organization of State-owned Enterprises (Trial). The Bank has set positions of the secretary of the Party Committee, deputy secretary and members thereof in the number as approved by higher-level Party organizations, and such positions shall be elected or appointed in accordance with relevant provisions. In the principle of high quality, efficiency and coordination, Party Committee of the Bank establishes Party affairs departments such as the Office, the Organization Department and the Publicity Department. Relevant organizations may work together with the management departments of the Bank with similar functions.</p> <p>Members of the Party Committee and members of the Board of Directors are applicable to “two-way entry and cross-appointment”. Eligible members of the Party Committee may join the Board of Directors, the Board of Supervisors and the senior management through legal procedures. Eligible members of the Board of Directors, the Board of Supervisors and the senior management may join the Party Committee in accordance with relevant provisions and procedures.</p>	<p><b>Article 280</b> The Bank has established the Party Committee in accordance with the provisions of the Constitution of the Communist Party of China and the Working Regulations of the Communist Party of China on the Grassroots Organization of State-owned Enterprises (Trial). The Bank has set positions of the secretary of the Party Committee, deputy secretary and members thereof in the number as approved by higher-level Party organizations, and such positions shall be elected or appointed in accordance with relevant provisions. In the principle of high quality, efficiency and coordination, Party Committee of the Bank establishes Party affairs departments such as the Office, the Organization Department and the Publicity Department. Relevant organizations may work together with the management departments of the Bank with similar functions.</p> <p>Members of the Party Committee and members of the Board of Directors are applicable to “two-way entry and cross-appointment”. Eligible members of the Party Committee may join the Board of Directors, <del>the Board of Supervisors</del> and the senior management through legal procedures. Eligible members of the Board of Directors, <del>the Board of Supervisors</del> and the senior management may join the Party Committee in accordance with relevant provisions and procedures.</p>

No.	Contents before Amendments	Contents after Amendments
88	<p><b>Article 326</b> The Party Committee shall play a leading role in guiding the direction, managing the overall situation and ensuring the implementation, and discuss and decide on major issues of the Bank in accordance with regulations. Its main duties include:</p> <p>(1) to strengthen the political construction of the Party of the Bank, adhere to and implement the fundamental systems, basic systems and important systems of socialism with Chinese characteristics, and educate and guide all Party members to always maintain a high degree of consistency in political stance, political direction, political principle and political path with the Central Committee of the CPC with Xi Jinping as the core;</p> <p>(2) thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics in the New Era, study and promote theories of the Party, implement the Party's route, guidelines and policies, supervise and ensure the implementation of major decisions and arrangements of the Central Committee of the CPC and resolutions of higher Party organizations in the Bank;</p> <p>(3) to study and discuss major operational and management issues of the Bank, and support the shareholders' (general) meeting, the Board, Board of Supervisors and the senior management to exercise their powers according to law;</p> <p>(4) to strengthen the Party Committee's gatekeeper role in the Bank's selection and utilization of talents; and to focus on the construction of leadership team, cadre team and talent team of the Bank;</p>	<p><b>Article 282</b> The Party Committee shall play a leading role in guiding the direction, managing the overall situation and ensuring the implementation, and discuss and decide on major issues of the Bank in accordance with regulations. Its main duties include:</p> <p>(1) to strengthen the political construction of the Party of the Bank, adhere to and implement the fundamental systems, basic systems and important systems of socialism with Chinese characteristics, and educate and guide all Party members to always maintain a high degree of consistency in political stance, political direction, political principle and political path with the Central Committee of the CPC with Xi Jinping as the core;</p> <p>(2) thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics in the New Era, study and promote theories of the Party, implement the Party's route, guidelines and policies, supervise and ensure the implementation of major decisions and arrangements of the Central Committee of the CPC and resolutions of higher Party organizations in the Bank;</p> <p>(3) to study and discuss major operational and management issues of the Bank, and support the shareholders' (general) meeting, the Board, <del>Board of Supervisors</del> and the senior management to exercise their powers according to law;</p> <p>(4) to strengthen the Party Committee's gatekeeper role in the Bank's selection and utilization of talents; and to focus on the construction of leadership team, cadre team and talent team of the Bank;</p>

No.	Contents before Amendments	Contents after Amendments
88	<p>(5) to perform the main responsibility in the building of party style and honest administration, lead and support the internal discipline inspection committee to perform the duties of supervision, discipline and accountability, strictly specify political discipline and political rules, and promote the comprehensive extension of strict Party governance to the grassroots level;</p> <p>(6) to strengthen the construction of grassroots Party organizations and the team building of Party members, and to unite and lead the mass employees to actively participate in the reform and development of the Bank;</p> <p>(7) to lead the Bank's ideological and political work, the construction of spiritual civilization, the unified frontline work, and lead the trade union, the Communist Youth League, the women's organizations and other mass organizations of the Bank.</p>	<p>(5) to perform the main responsibility in the building of party style and honest administration, lead and support the internal discipline inspection committee to perform the duties of supervision, discipline and accountability, strictly specify political discipline and political rules, and promote the comprehensive extension of strict Party governance to the grassroots level;</p> <p>(6) to strengthen the construction of grassroots Party organizations and the team building of Party members, and to unite and lead the mass employees to actively participate in the reform and development of the Bank;</p> <p>(7) to lead the Bank's ideological and political work, the construction of spiritual civilization, the unified frontline work, and lead the trade union, the Communist Youth League, the women's organizations and other mass organizations of the Bank.</p>
89	<b>Newly added</b>	<p><b>Article 293</b> <u>Where the Bank merges with a company in which it holds more than 90% of the shares, the company to be merged is not required to obtain a resolution of its general meeting. However, the Bank shall notify other shareholders of such merger, and such shareholders shall have the right to demand that the Bank purchase their equity interests or shares at a reasonable price.</u></p> <p><u>No resolution of the general meeting shall be required if the total consideration paid by the Bank for the merger does not exceed 10% of the Bank's net assets.</u></p> <p><u>A merger under the preceding two paragraphs that does not require a resolution of the general meeting shall be subject to a resolution of the Board of Directors.</u></p>



No.	Contents before Amendments	Contents after Amendments
90	<p><b>Article 337</b> In the event of a merger of the Bank, the parties concerned shall enter into a merger agreement and prepare a balance sheet and an inventory of properties. The Bank shall notify its creditors within ten days from the date of the merger resolution and shall make at least three announcements on the information disclosure media designated by the Bank within thirty days.</p> <p>A creditor may, within thirty days from the date of receipt of the notice, or for those who do not receive the notice, within forty-five days from the date of the announcement, be entitled to require the Bank to settle its debts with him/her in full or provide commensurate security.</p> <p>After the Bank is merged, the claims and debts of each party to the merger shall be succeeded by the surviving company or the newly established company subsequent to the merger.</p>	<p><b>Article 294</b> In the event of a merger of the Bank, the parties concerned shall enter into a merger agreement and prepare a balance sheet and an inventory of properties. The Bank shall notify its creditors within ten days from the date of the merger resolution and shall make at least three announcements on the information disclosure media designated by the Bank <u>or the National Enterprise Credit Information Publicity System</u> within thirty days.</p> <p>A creditor may, within thirty days from the date of receipt of the notice, or for those who do not receive the notice, within forty-five days from the date of the announcement, be entitled to require the Bank to settle its debts with him/her in full or provide commensurate security.</p> <p>After the Bank is merged, the claims and debts of each party to the merger shall be succeeded by the surviving company or the newly established company subsequent to the merger.</p>
91	<p><b>Article 341</b> With regard to the occurrence of the situation described in item (1) of Article 341 in the Articles of Association, the Bank may continue to exist by amending the Articles of Association.</p> <p>Amendments to the Articles of Association pursuant to the preceding Article shall be approved by votes representing two-thirds or more of the voting rights held by shareholders present at the general meetings.</p>	<p><b>Article 298</b> With regard to the occurrence of the situation described in item (1) of Article <del>341</del><u>297</u> in the Articles of Association, the Bank may continue to exist by amending the Articles of Association.</p> <p>Amendments to the Articles of Association pursuant to the preceding Article shall be approved by votes representing two-thirds or more of the voting rights held by shareholders present at the general meetings.</p>

No.	Contents before Amendments	Contents after Amendments
92	<p><b>Article 342</b> Where the Bank is dissolved pursuant to items (1) and (2) of Article 341 hereof, a liquidation group shall be established within fifteen days upon occurrence of causes of such dissolution, and relevant members shall be determined by an ordinary resolution passed at a general meeting.</p> <p>Where the Bank is dissolved pursuant to item (4) of Article 341 hereof, a people's court shall organize shareholders, relevant authorities and professionals to set up a liquidation group in accordance with relevant laws for liquidation.</p> <p>Where the Bank is dissolved pursuant to item (5) of Article 341 hereof, the relevant competent authorities shall organize shareholders, relevant authorities and professionals to set up a liquidation group for liquidation.</p> <p>If a liquidation group is not duly set up, the creditors may plead the people's court to designate related persons to form a liquidation committee to carry out the liquidation.</p>	<p><b>Article 299</b> Where the Bank is dissolved pursuant to items (1) and (2) of Article <del>341</del><u>297</u> hereof, a liquidation group shall be established within fifteen days upon occurrence of causes of such dissolution, and relevant members shall be determined by an ordinary resolution passed at a general meeting.</p> <p>Where the Bank is dissolved pursuant to item (4) of Article <del>341</del><u>297</u> hereof, a people's court shall organize shareholders, relevant authorities and professionals to set up a liquidation group in accordance with relevant laws for liquidation.</p> <p>Where the Bank is dissolved pursuant to item (5) of Article <del>341</del><u>297</u> hereof, the relevant competent authorities shall organize shareholders, relevant authorities and professionals to set up a liquidation group for liquidation.</p> <p>If a liquidation group is not duly set up, the creditors may plead the people's court to designate related persons to form a liquidation committee to carry out the liquidation.</p>
93	<p><b>Article 355</b> Save as otherwise provided by the Articles of Association, the Bank shall follow the following rules for settlement of disputes:</p> <p>(1) all disputes and claims between holders of overseas listed foreign shares and the Bank, between holders of overseas listed foreign shares and the Bank's Directors, Supervisors, President or other senior management officers, or between holders of overseas listed foreign shares and holders of domestic shares arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law or any other applicable laws and administrative regulations concerning the affairs of the Bank shall be submitted by the relevant parties for arbitration.</p>	<p><b>Article 312</b> Save as otherwise provided by the Articles of Association, the Bank shall follow the following rules for settlement of disputes:</p> <p>(1) all disputes and claims between holders of overseas listed foreign shares and the Bank, between holders of overseas listed foreign shares and the Bank's Directors, <del>Supervisors</del>, President or other senior management officers, or between holders of overseas listed foreign shares and holders of domestic shares arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law or any other applicable laws and administrative regulations concerning the affairs of the Bank shall be submitted by the relevant parties for arbitration.</p>

No.	Contents before Amendments	Contents after Amendments
	<p>The aforesaid dispute or claim shall be submitted for arbitration in their entirety. All parties which have the cause of action due to the same events, or are required to participate in the settlement of the dispute or claim, such parties shall abide by the arbitration result if such parties are the Bank or the shareholders, Directors, Supervisors, President or other senior management officers of the Bank.</p> <p>Disputes in relation to the identification of the shareholders and register of shareholders may be settled by means other than arbitration.</p> <p>(2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its Arbitration Rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must carry out arbitration in the arbitral body elected by the claimant.</p> <p>If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may request arbitration to be conducted in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims of rights are settled by way of arbitration in accordance with item (1) of this article, the laws of the People's Republic of China shall apply, except as otherwise provided in the laws and administrative regulations.</p> <p>(4) The award of an arbitration body shall be final and conclusive and binding on all parties.</p>	<p>The aforesaid dispute or claim shall be submitted for arbitration in their entirety. All parties which have the cause of action due to the same events, or are required to participate in the settlement of the dispute or claim, such parties shall abide by the arbitration result if such parties are the Bank or the shareholders, Directors, <del>Supervisors</del>, President or other senior management officers of the Bank.</p> <p>Disputes in relation to the identification of the shareholders and register of shareholders may be settled by means other than arbitration.</p> <p>(2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its Arbitration Rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must carry out arbitration in the arbitral body elected by the claimant.</p> <p>If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may request arbitration to be conducted in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims of rights are settled by way of arbitration in accordance with item (1) of this article, the laws of the People's Republic of China shall apply, except as otherwise provided in the laws and administrative regulations.</p> <p>(4) The award of an arbitration body shall be final and conclusive and binding on all parties.</p>

No.	Contents before Amendments	Contents after Amendments
94	<p><b>Article 356</b> Definitions:</p> <p>(1) The controlling shareholders shall refer to persons who possess one of the following conditions:</p> <p>1. when acting alone or acting in concert with other persons, such a person can select more than half of the Bank's Directors;</p> <p>2. when acting alone or acting in concert with other parties, such a person can exercise more than 30% (inclusive) of the voting rights of the Bank or control the exercise of more than 30% (inclusive) of the voting rights of the Bank;</p> <p>3. when acting alone or acting in concert with other persons, such a person holds more than 30% (inclusive) of the outstanding shares with voting rights of the Bank;</p> <p>4. when acting alone or acting in concert with other persons, such a person has de facto control of the Bank through other methods.</p> <p>The term acting in concert mentioned above means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions (joint proposal of motions, joint nomination of Directors and entrustment of the exercise of voting rights which do not state voting intention, excluding public proxy solicitations) will be made.</p> <p>(2) De facto controller means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p>	<p><b>Article 313</b> Definitions:</p> <p>(1) The controlling shareholders shall refer to persons who possess one of the following conditions:</p> <p>1. when acting alone or acting in concert with other persons, such a person can select more than half of the Bank's Directors;</p> <p>2. when acting alone or acting in concert with other parties, such a person can exercise more than 30% (inclusive) of the voting rights of the Bank or control the exercise of more than 30% (inclusive) of the voting rights of the Bank;</p> <p>3. when acting alone or acting in concert with other persons, such a person holds more than 30% (inclusive) of the outstanding shares with voting rights of the Bank;</p> <p>4. when acting alone or acting in concert with other persons, such a person has de facto control of the Bank through other methods.</p> <p>The term acting in concert mentioned above means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions (joint proposal of motions, joint nomination of Directors and entrustment of the exercise of voting rights which do not state voting intention, excluding public proxy solicitations) will be made.</p> <p>(2) De facto controller means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p>

No.	Contents before Amendments	Contents after Amendments
	<p>(3) Related party relationship means the relation between the controlling shareholder, de facto controller, Directors, Supervisors, members of the senior management of the Bank and the enterprises under their direct or indirect control, and any other relationships that may lead to the transfer of interest of the Bank, provided however that there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.</p> <p>(4) Substantial shareholders herein refer to the shareholders who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank and have a significant impact upon the decision-making of the Bank.</p> <p>(5) The “major” standards mentioned in the major acquisitions, major external investment and major asset disposals herein shall be determined according to the specific authorization plan of the general meeting to the Board of the Bank.</p>	<p>(3) Related party relationship means the relation between the controlling shareholder, de facto controller, Directors, <del>Supervisors</del>, members of the senior management of the Bank and the enterprises under their direct or indirect control, and any other relationships that may lead to the transfer of interest of the Bank, provided however that there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.</p> <p>(4) Substantial shareholders herein refer to the shareholders who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank and have a significant impact upon the decision-making of the Bank.</p> <p>(5) The “major” standards mentioned in the major acquisitions, major external investment and major asset disposals herein shall be determined according to the specific authorization plan of the general meeting to the Board of the Bank.</p>
95	<p><b>Article 362</b> The Board and Board of Supervisors shall, according to the principles specified by the Articles of Association, formulate rules of procedure for the general meetings and the Board (including special committees thereof) and Board of Supervisors (including special committees thereof). The rules of procedure for the general meeting, the Board and Board of Supervisors shall be subject to the approval of the general meeting of the Bank.</p>	<p><b>Article 319</b> The Board<del> and Board of Supervisors</del> shall, according to the principles specified by the Articles of Association, formulate rules of procedure for the general meetings and the Board (including special committees thereof)<del> and Board of Supervisors (including special committees thereof)</del>. The rules of procedure for the general meeting<del>; and the Board and Board of Supervisors</del> shall be subject to the approval of the general meeting of the Bank.</p>

*Note:* In addition to the above amendments, all reference to general meeting(s) (“股東大會”) shall be amended to general meeting(s) (“股東會”) in the Chinese version of the amended edition of the Articles of Association, including those amendments not being shown in detail on a clause-by-clause basis as there is no substantial alteration involved.