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中國民生銀行股份有限公司

CHINA MINSHENG BANKING CORP., LTD.

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

(Stock Code: 01988)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The meetings (the “**Meetings**”) of the board of directors (the “**Board**”) and the supervisory board (the “**Supervisory Board**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) were held as on-site meetings in Beijing on 29 March 2022. The Meetings considered and approved, among other matters, the Proposal in respect of the Amendments to the Articles of Association of China Minsheng Banking Corp., Ltd.

In accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Commercial Bank Law of the People's Republic of China and other laws and regulations, the Corporate Governance Standards for Banking and Insurance Institutions, the Guidelines for Articles of Association of Listed Companies, the Rules of General Meeting of Listed Companies, the Rules for the Independent Directors of Listed Companies, the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation), the Interim Measures for the Equity Management of Commercial Banks, the Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions and other regulatory systems, the Company proposed to amend the Articles of Association of China Minsheng Banking Corp., Ltd. (the “**Articles**”).

For details of the proposed amendments to the Articles, please refer to Appendix I.

The proposed amendments to the Articles are subject to the consideration and approval as a special resolution at the annual general meeting of the Company. A circular containing, among others, details of the proposed amendments to the Articles together with the notice of the annual general meeting will be dispatched to the shareholders of the Company in due course. The existing Articles will remain effective until the proposed amendments to the Articles take effect.

By Order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Gao Yingxin
Chairman

Beijing, PRC
30 March 2022

As at the date of this announcement, the Executive Directors of the Company are Mr. Gao Yingxin, Mr. Zheng Wanchun and Mr. Yuan Guijun; the Non-Executive Directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu, Mr. Wu Di, Mr. Song Chunfeng, Mr. Yang Xiaoling and Mr. Zhao Peng; and the Independent Non-Executive Directors are Mr. Liu Jipeng, Mr. Li Hancheng, Mr. Xie Zhichun, Mr. Peng Xuefeng, Mr. Liu Ningyu and Mr. Qu Xinju.

APPENDIX I DETAILS OF THE PROPOSED AMENDMENTS

No.	Article Number	Original Article	New Article	Reasons for Amendment
1	Article 2	<p>.....</p> <p>The promoters of the Bank made their capital contributions in cash in 1995.</p>	<p>.....</p> <p><u>Pursuant to an approval by the State Council and the People’s Bank of China, the Bank issued 1,380,248,376 ordinary shares to 59 promoters, representing 100% of the total number of the ordinary shares of the Bank in issue, upon its establishment.</u></p> <p>The promoters of the Bank made their capital contributions in cash in 1995.</p> <p><u>After its establishment, the Bank issued 350,000,000 domestically listed domestic shares on 27 November 2000, pursuant to an approval by China Securities Regulatory Commission. Upon completion of the issue of domestic shares, the share capital of the Bank comprises of 1,380,248,376 promoter legal-person shares and 350,000,000 domestically listed domestic shares, representing 79.77% and 20.23% of the total share capital of the Bank respectively.</u></p>	<p>Contents of Article 23 of the original Articles of Association are incorporated into Article 2 with reference to the Guidelines for Articles of Association of Listed Companies (2022 Revision)</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
2	Article 3	<p>.....</p> <p>On 26 March 2012, according to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2012] No. 211), the Bank further issued 1,650,852,240 overseas listed foreign shares (H Shares) of RMB1 each which were listed on The Stock Exchange of Hong Kong Limited on 2 April 2012.</p> <p>On 14 December 2016, according to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2016] No. 2971), the Bank is authorised to issue 71,950,000 non-cumulative perpetual offshore preference shares of RMB100 each through private placing. Those shares were listed on The Stock Exchange of Hong Kong Limited on 15 December 2016.</p>	<p>.....</p> <p>On 26 March 2012, according to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2012] No. 211), the Bank further issued 1,650,852,240 overseas listed foreign shares (H Shares) of RMB1 each which were listed on The Stock Exchange of Hong Kong Limited on 2 April 2012.</p> <p><u>On 15 March 2013, according to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2012] No. 1573), the Bank is authorised to issue RMB20 billion of convertible corporate bonds of RMB100 each. The convertible corporate bonds were redeemed in advance on 24 June 2015, and the cumulative number of shares converted was 2,446,493,105.</u></p> <p>On 14 December 2016, according to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2016] No. 2971), the Bank is authorised to issue 71,950,000 non-cumulative perpetual offshore preference shares of RMB100 each through private placing. Those shares were listed on The Stock Exchange of Hong Kong Limited on 15 December 2016.</p> <p><u>On 15 October 2019, according to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2019] No. 1158), the Bank is authorised to issue 200,000,000 domestic preference shares of RMB100 each through private placing. Those shares were transferred on the integrated business platform of Shanghai Stock Exchange on 8 November 2019.</u></p>	<p>Amended in accordance with the actual changes in the Company's share capital</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
3	Article 16	<p>Subject to approvals by the regulatory authorities, such as the banking regulatory authorities under the State Council, and the registration authorities, the business scope of the Bank shall include:</p> <p>(1) taking deposits from the public;</p> <p>(2) provision of short, medium and long-term loans;</p> <p>(3) processing domestic and overseas settlements;</p> <p>(4) processing bill acceptance and discount;</p> <p>(5) issuance of financial bonds;</p> <p>(6) acting as issuance agent and payment agent, and underwriting government bonds;</p> <p>(7) dealing in government and corporate bonds;</p> <p>(8) engaging in inter-bank borrowing;</p> <p>(9) dealing in foreign exchange as principal or agency;</p>	<p>Subject to approvals by the regulatory authorities, such as the banking regulatory authorities under the State Council, and the registration authorities, the business scope of the Bank shall include:</p> <p>(1) taking deposits from the public;</p> <p>(2) provision of short, medium and long-term loans;</p> <p>(3) processing domestic and overseas settlements;</p> <p>(4) processing bill acceptance and discount;</p> <p>(5) issuance of financial bonds;</p> <p>(6) acting as issuance agent and payment agent, and underwriting government bonds;</p> <p>(7) dealing in government and corporate bonds;</p> <p>(8) engaging in inter-bank borrowing;</p> <p>(9) dealing in foreign exchange as principal or agency;</p>	<p>A m e n d e d according to the business scope in the Business License after completing the registration for change in Business License with Beijing Municipal Administration for Market Regulation on 27 January 2022</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(10) engaging in bank card business;</p> <p>(11) providing letter of credit and guarantee;</p> <p>(12) acting as receiving/payment agent and insurance agent;</p> <p>(13) providing safekeeping boxes services;</p> <p>(14) other businesses as approved by the banking regulatory authorities under the State Council.</p> <p>Subject to approval by the People's Bank of China, the Bank may engage in settlement and sale of foreign exchange businesses.</p>	<p>(10) <u>engaging in settlement and sale of foreign exchange business;</u></p> <p>(11) engaging in bank card business;</p> <p>(12) providing letter of credit and guarantee;</p> <p>(13) acting as receiving/payment agent;</p> <p>(14) providing safekeeping boxes services;</p> <p>(15) <u>insurance and insurance agency business;</u></p> <p>(16) <u>sales and custody of securities investment fund;</u></p> <p>(17) other businesses as approved by the banking regulatory authorities under the State Council.</p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
4	Article 23	<p>Pursuant to an approval by the State Council and the People's Bank of China, the Bank issued 1,380,248,376 ordinary shares to 59 promoters, representing 100% of the total number of the ordinary shares of the Bank in issue, upon its establishment.</p> <p>After its establishment, the Bank issued 350,000,000 domestically listed domestic shares on 27 November 2000, pursuant to an approval by China Securities Regulatory Commission. Upon completion of the issue of domestic shares, the share capital of the Bank comprises of 1,380,248,376 promoter legal person shares and 350,000,000 domestically listed domestic shares, representing 79.77% and 20.23% of the total share capital of the Bank respectively.</p> <p>On 27 February 2003, pursuant to an approval by the China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2003] No. 13), the Bank issued RMB4 billion convertible bonds of RMB100 each. The convertible bonds were due and repayable (including principal and interests) on 26 February 2008. The number of shares converted is 1,616,729,400 shares (including bonus shares and additional shares).</p> <p>On 22 June 2007, pursuant to an approval by the China Securities Regulatory Commission ("CSRC") (Zheng Jian Fa Xing Zi [2007] No. 7), the Bank issued 2,380,000,000 new RMB-denominated ordinary shares to eight domestic legal person investors by way of private placement.</p>	Deleted	Relevant contents are incorporated into Article 2 and Article 3 of the Articles of Association with reference to the Guidelines for Articles of Association of Listed Companies (2022 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>On 15 March 2013, pursuant to an approval by the China Securities Regulatory Commission (Zheng Jian Xu Ke [2012] No. 1573), the Bank issued RMB20 billion convertible bonds of RMB100 each. The convertible bonds were redeemed on 24 June 2015 before maturity. The number of shares converted is 2,446,493,105 shares.</p>		
5	Article 24	<p>Pursuant to an approval by the approval authorities under the State Council, the Bank issued 5,090,127,740 overseas listed foreign shares (H shares), including 3,439,275,500 overseas listed foreign shares (H shares) (including 117,569,500 over-allotted shares) initially offered and 1,650,852,240 additional overseas listed foreign shares (H shares).</p>	Deleted	<p>Relevant contents are incorporated into Article 3 of the Articles of Association with reference to the Guidelines for Articles of Association of Listed Companies (2022 Revision)</p>
6	Article 25	<p>On 14 December 2016, as approved by the approval authority of the State Council, the Bank issued 71,950,000 non-cumulative perpetual offshore preference shares through private placing.</p>	Deleted	<p>Relevant contents are incorporated into Article 3 of the Articles of Association with reference to the Guidelines for Articles of Association of Listed Companies (2022 Revision)</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
7	Article 28	<p>As at 31 March 2020, the share capital of the Bank comprised 43,782,418,502 ordinary shares in issue, including 35,462,123,213 domestically listed shares and 8,320,295,289 H shares, representing approximately 81.00% and 19.00% of the total issuable ordinary shares of the Bank, respectively, and 71,950,000 non-cumulative perpetual offshore preference shares in issue.</p> <p>The above calculation includes bonus shares distributed by the Bank, shares issued upon capitalisation of capital reserve and shares issued upon the exercise of convertible bonds by creditors up to 31 March 2020.</p>	<p>As at 31 December 2021, the share capital of the Bank comprised 43,782,418,502 ordinary shares in issue, including 35,462,123,213 domestically listed shares and 8,320,295,289 H shares, representing approximately 81.00% and 19.00% of the total issuable ordinary shares of the Bank, respectively. <u>The Bank had a total of 200,000,000 domestic preference shares in issue.</u></p> <p>The above calculation includes bonus shares distributed by the Bank, shares issued upon capitalisation of capital reserve and shares issued upon the exercise of convertible bonds by creditors up to 31 December 2021.</p>	Amended based on actual issuance and redemption of preference shares

No.	Article Number	Original Article	New Article	Reasons for Amendment
8	Artic 35	<p>Promoter shares of the Bank shall not be transferred within one year of the date of the Bank’s establishment. The shares in issue before the initial public offer of the Bank shall not be transferred within one year of the first date of trading of the Bank’s shares on the Shanghai Stock Exchange.</p> <p>.....</p>	<p>Promoter shares of the Bank shall not be transferred within one year of the date of the Bank’s establishment. The shares in issue before the initial public offer of the Bank shall not be transferred within one year of the first date of trading of the Bank’s shares on the Shanghai Stock Exchange.</p> <p><u>A major shareholder shall not transfer the equity interest held by him/her within five years from the date of acquisition, except for special circumstances such as risk disposal measures approved by the banking regulatory authorities under the State Council or its branches, transfer ordered by the banking regulatory authorities under the State Council or its branches, transfer under judicial enforcement or transfer of equity between different entities controlled by the same investor. When a major shareholder transfers the equity interest held under the conditions permitted by laws and regulations, the said shareholder shall inform the transferee that it is required to comply with the laws and regulations and the conditions stipulated by the banking regulatory authority of the State Council.</u></p> <p>.....</p>	<p>Article 17 of the Interim Measures for the Equity Management of Commercial Banks;</p> <p>Notice on Further Strengthening the Management of Shareholders’ Commitments in Banking and Insurance Institutions</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
9	Article 36	<p>If the directors, supervisors, senior management and shareholders holding more than 5% of the shares of the Bank sell any share within six months from the date of purchase or repurchase any share within six months from the date of disposal, any gains so realised shall be forfeited by the Board of Directors in favour of the Bank. However, securities firms holding more than 5% of the shares as a result of the performance of their underwriting obligation shall not be subject to the six-month restriction. Where the laws, administrative regulations or regulations of the stock exchanges provide otherwise, such provisions shall prevail.</p> <p>If the Board of the Bank does not abide by the provisions as stipulated in the preceding paragraph, the shareholders may request the Board to act within 30 days. If the Board of the Bank fails to act within such period, the shareholders may institute a proceeding before the People’s Court in his/her own name for the benefit of the Bank.</p> <p>If the Board of the Bank does not abide by the provision above, the responsible Directors shall assume related responsibilities as stipulated by the laws.</p>	<p>If the directors, supervisors, senior management and shareholders holding more than 5% of the shares of the Bank sell any share <u>or other equity securities</u> within six months from the date of purchase or repurchase the same within six months from the date of disposal, any gains so realised shall be forfeited by the Board of Directors in favour of the Bank. However, securities firms holding more than 5% of the shares as a result of the performance of their underwriting obligation shall not be subject to the six-month restriction. Where the laws, administrative regulations or regulations of the stock exchanges provide otherwise, such provisions shall prevail.</p> <p><u>The shares or other equity securities held by the directors, supervisors, senior management or an individual shareholder as mentioned in the preceding paragraph shall include the shares or other equity securities held by his or her spouse, parents and children and held under any other person’s account.</u></p> <p>If the Board of the Bank does not abide by the provisions as stipulated in the <u>first provision above</u>, the shareholders may request the Board to act within 30 days. If the Board of the Bank fails to act within such period, the shareholders may institute a proceeding before the People’s Court in his/her own name for the benefit of the Bank.</p> <p>If the Board of the Bank does not abide by the provision above, the responsible Directors shall assume related responsibilities as stipulated by the laws.</p>	Article 44 of the Securities Law (2019 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
10	Article 38	<p>.....</p> <p>The Bank shall inform its creditors within 10 days and make at least 3 public announcements on newspapers recognized by the stock exchange on which the shares of the Bank are listed within 30 days after the resolution to reduce its registered capital is passed. Creditors shall be entitled to demand the Bank to fully settle any liability or provide guarantee for debt repayment within 30 days after receiving such notification, or in case of not receiving such notification, within 90 days after the date of the first public announcement.</p>	<p>.....</p> <p>The Bank shall inform its creditors within 10 days and make a public announcement on newspapers recognized by the stock exchange on which the shares of the Bank are listed within 30 days after the resolution to reduce its registered capital is passed. Creditors shall be entitled to demand the Bank to fully settle any liability or provide guarantee for debt repayment within 30 days after receiving such notification, <u>or in case of not receiving such notification, within 45 days after the date of the public announcement.</u></p>	<p>Article 177 of the Company Law Article 177 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)</p>
11	Article 39	<p>Subject to the laws, administrative regulations, departmental rules and the Articles of Association and upon approvals of the relevant government authority, the Bank may repurchase its issued shares under one of the following circumstances:</p> <p>(1) cancellation of shares for reduction of registered capital of the Bank;</p> <p>(2) merging with other companies that hold shares in the Bank;</p> <p>(3) rewarding the employees of the Bank with shares;</p> <p>(4) repurchasing is required by shareholder who disagrees to the resolution of the shareholders' general meeting on the merger or separation of our Bank;</p> <p>(5) where the laws, administrative regulations, rules, the Articles of Association or the Issuance Plan for Preference Shares of the Bank in relation to the repurchase of preference shares by the Bank provides otherwise, such provisions shall prevail;</p>	<p>Subject to the laws, administrative regulations, departmental rules and the Articles of Association and upon approvals of the relevant government authority, the Bank may repurchase its issued shares under one of the following circumstances:</p> <p>(1) cancellation of shares for reduction of registered capital of the Bank;</p> <p>(2) merging with other companies that hold shares in the Bank;</p> <p>(3) <u>use of shares for employee stock ownership plans or equity incentives;</u></p> <p>(4) repurchasing is required by shareholder who disagrees to the resolution of the shareholders' general meeting on the merger or separation of our Bank;</p> <p>(5) where the laws, administrative regulations, rules, the Articles of Association or the Issuance Plan for Preference Shares of the Bank in relation to the repurchase of preference shares by the Bank provides otherwise, such provisions shall prevail;</p>	<p>Article 142 and Article 167 of the Company Law, Article 23 and Article 24 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(6) other circumstances permitted by the applicable laws or administrative regulations.</p> <p>Save for the above circumstances, the Bank shall be prohibited from dealing in any shares of the Bank.</p>	<p>(6) <u>use of shares for the conversion of corporate bonds issued by the Bank that are convertible into shares;</u></p> <p>(7) <u>repurchasing is necessary for the Bank to protect the corporate value and the rights and interests of its shareholders;</u></p> <p>(8) other circumstances permitted by the applicable laws or administrative regulations.</p> <p>Save for the above circumstances, the Bank shall be prohibited from <u>acquiring</u> any shares of the Bank. <u>In case of repurchase of the Bank's overseas-listed foreign shares, the provisions of the regulatory rules of the place of listing shall also be complied with.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
12	Article 40	<p>Any repurchase of shares by the Bank in items (1) to (3) above mentioned is subject to approval of the shareholders' general meeting.</p> <p>After the Bank repurchases its shares according to the provision in the preceding paragraph, the shares repurchased under the circumstances of item (1) above shall be cancelled within 10 days of the date of repurchase and the shares repurchased under the circumstances of item (2) or (4) above shall be transferred or cancelled within 6 months of the date of repurchase:</p> <p>The shares of the Bank that are repurchased under the circumstances of item (3) above shall not exceed 5% of the total issued shares of the Bank. The fund used for the repurchase shall be paid from the after-tax profit of the Bank. The shares so repurchased shall be transferred to the employees within one year.</p>	<p>Any repurchase of shares by the Bank in items (1), (2), (3), (6) or (7) of <u>paragraph 1 of Article 39 of the Articles of Association</u> is subject to approval of the shareholders' general meeting.</p> <p>After the Bank repurchases its shares according to the provision in the preceding paragraph, the shares repurchased under the circumstances of item (1) <u>of paragraph 1 of Article 39 of the Articles of Association</u> shall be cancelled within 10 days of the date of repurchase and the shares repurchased under the circumstances of item (2) or (4) above shall be transferred or cancelled within 6 months after the date of repurchase; <u>the shares repurchased under the circumstances of item (3), (6) or (7) above shall not cause the total number of shares held by the Bank to exceed ten percent of the Bank's total issued shares and shall be transferred or cancelled within three years. In case of repurchase of the Bank's overseas-listed foreign shares, the provisions of the regulatory rules of the place of listing shall also be complied with.</u></p>	Article 26 of the Guidelines for Articles of Association of Listed Companies (2022 Revision) and actual circumstances of the Bank

No.	Article Number	Original Article	New Article	Reasons for Amendment
13	Article 41	<p>Subject to approval of the relevant government authority, the Bank may repurchase its shares in one of the following ways:</p> <p>(1) making an offer to repurchase from all shareholders of the same class in the same proportion;</p> <p>(2) repurchasing of shares in open market on a stock exchange;</p> <p>(3) repurchasing by means of a contractual agreement outside a stock exchange; or</p> <p>(4) by other means as permitted by the applicable laws and administrative regulations or as approved by the securities authority of the State Council.</p>	<p>Subject to approval of the relevant government authority, the Bank may repurchase its shares in one of the following ways:</p> <p>(1) making an offer to repurchase from all shareholders of the same class in the same proportion;</p> <p>(2) repurchasing of shares in open market on a stock exchange;</p> <p>(3) repurchasing by means of a contractual agreement outside a stock exchange; or</p> <p>(4) by other means as permitted by the applicable laws and administrative regulations or as approved by the securities authority of the State Council.</p> <p><u>The acquisition of the Bank’s shares under the circumstances of item (3), (6) or (7) of Article 39 of the Articles of Association shall be made through a public centralized transaction.</u></p>	Article 25 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
14	Article 63	<p>.....</p> <p>Ordinary shareholders shall have the same rights and obligations. Holders of preference shares shall enjoy the same rights and assume the same obligations in accordance with the laws, administrative regulations, departmental rules or the Articles of Association and the issuance terms. Holders of preference shares issued in the same batch with the same terms shall have the same rights and obligations.</p> <p>.....</p>	<p>.....</p> <p>Ordinary shareholders shall have the same rights and obligations. Holders of preference shares shall enjoy the same rights and assume the same obligations in accordance with the laws, administrative regulations, departmental rules or the Articles of Association and the issuance terms. Holders of preference shares issued in the same batch with the same terms shall have the same rights and obligations.</p> <p><u>Shareholders of the Bank shall have good social reputation, good credit records, tax payment records and financial status, comply with the laws and regulations, and satisfy the regulatory requirements.</u></p> <p><u>Shareholders, especially major shareholder, shall exercise their rights as capital contributors in strict accordance with laws and regulations, regulatory provisions and the Articles of Association, comply with the provisions of the banking regulatory authority under the State Council on the shareholding percentage and fulfill the obligations of capital contributors.</u></p> <p>.....</p>	Article 5, Article 15 and Article 18 of the Interim Measures for the Equity Management of Commercial Banks

No.	Article Number	Original Article	New Article	Reasons for Amendment
15	New Article		<p><u>An investor and its affiliates and persons acting in concert, either separately or jointly, intending to initially or accumulatively hold more than 5% of total capital or total shares of the Bank, shall file an application with the banking regulatory authority under the State Council or its branches for approval in advance. The official reply for the administrative licensing of proposed holding of more than 5% of total shares of the Bank through a domestic or overseas stock market shall be valid for six months. The specific requirements and procedures for approval shall be subject to relevant provisions issued by the banking regulatory authority under the State Council.</u></p> <p><u>An investor and its affiliates and persons acting in concert that hold, either separately or jointly, not less than 1% but not more than 5% of the Bank's total capital or total shares shall, within ten working days from the date of obtaining corresponding equities, report to the banking regulatory authority under the State Council or its branches.</u></p>	Article 4 of the Interim Measures for the Equity Management of Commercial Banks

No.	Article Number	Original Article	New Article	Reasons for Amendment
16	Article 64	<p>The holders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>.....</p> <p>7. copies of the latest annual inspection report submitted to the Administration of Industry and Commerce or other competent authorities for recordation;</p> <p>.....</p> <p>The Bank shall maintain the above and any other relevant documents at the Bank's correspondence address in Hong Kong for inspection of public members and shareholders according to the Hong Kong Listing Rules. Public members are only entitled to inspect the documents stated in items 1 to 7 above.</p> <p>.....</p> <p>(8) other rights conferred by the applicable laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>The holders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>.....</p> <p>The Bank shall maintain the above and any other relevant documents at the Bank's correspondence address in Hong Kong for inspection of public members and shareholders according to the Hong Kong Listing Rules. Public members are only entitled to inspect the documents stated in items 1 to 6 above.</p> <p>.....</p> <p><u>(8) protecting their legitimate rights and interests through civil litigation or other legal means in accordance with laws and regulations, and reflecting the situation to the regulatory authorities;</u></p> <p>(9) other rights conferred by the applicable laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>A m e n d e d according to actual situation of the integration of responsibilities under state institutional reform, Article 17 of the Corporate Governance Standards for Banking and Insurance Institutions</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
17	Article 69	<p>Where any Director or senior management of the Bank violates the laws, administrative regulations or the provisions of the Articles of Association when performing his/her duty and causes losses to the Bank, shareholders, individually or jointly, holding more than 1% of the total voting shares of the Bank for 180 consecutive days or above have the right to submit a written demand to the Supervisory Board for initiating a proceeding at the People’s Court. If the Bank suffers any loss due to any violations of the laws, administrative regulations or the provisions of the Articles of Association by the Supervisory Board in performing its duties with the Bank, shareholders have the right to submit a written demand to the Board of Directors for initiating a proceeding at the People’s Court.</p> <p>.....</p>	<p>Where any Director or senior management of the Bank violates the laws, administrative regulations or the provisions of the Articles of Association when performing his/her duty and causes losses to the Bank, shareholders, individually or jointly, holding more than 1% of the total voting shares of the Bank for 180 consecutive days or above have the right to submit a written demand to the Supervisory Board for initiating a proceeding at the People’s Court. If the Bank suffers any loss due to any violations of the laws, administrative regulations or the provisions of the Articles of Association by the Supervisory Board in performing its duties with the Bank, <u>the aforesaid</u> shareholders have the right to submit a written demand to the Board of Directors for initiating a proceeding at the People’s Court. <u>An investor protection institution which holds shares of the Bank may directly file a lawsuit in the People’s Court in the institution’s name, without being bound by the aforesaid restrictions on shareholding percentage and shareholding period.</u></p> <p>.....</p>	Article 151 of the Company Law, Article 94 of the Securities Law (2019 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
18	Article 71	<p>Shareholders of the Bank shall assume the following obligations:</p> <p>(1) to abide by laws, regulations, regulatory requirements and the Articles of Association;</p> <p>(2) to pay subscription funds according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to withdraw the capital unless in circumstances as permitted by the applicable laws, administrative regulations and rules;</p> <p>(4) not to abuse their rights to damage interests of the Bank or other shareholders; not to abuse the independent legal person status of the Bank or the limited liability of shareholders to damage the interests of creditors of the Bank;</p> <p>.....</p> <p>(5) if the capital adequacy ratio of the Bank falls below the statutory standard, the shareholders shall support the measures put forward by the Board to increase the capital adequacy ratio; the substantial shareholders shall replenish the Bank's capital when necessary, which forms a part of the Bank's capital planning;</p>	<p>Shareholders of the Bank shall assume the following obligations:</p> <p>(1) to abide by laws, regulations, regulatory requirements and the Articles of Association, <u>and to fulfill the obligations of contributors in a lawful and compliant manner.</u></p> <p>(2) <u>when purchasing shares of the Bank, the substantial shareholders shall undertake in writing to comply with the laws, regulations, regulatory requirements and the Articles of Association and make a statement on the purpose of purchasing shares of the Bank.</u></p> <p>(3) not to withdraw the capital unless in circumstances as permitted by the applicable laws, administrative regulations and rules.</p> <p>(4) to pay subscription funds according to the number of shares subscribed and the method of subscription; <u>to purchase shares of the Bank with their own funds obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations or regulatory regime.</u></p> <p><u>Substantial shareholders shall not hold shares of the Bank through financial products issued, managed or otherwise controlled.</u></p> <p>(5) <u>to comply with the regulatory requirements on shareholding percentage and the number of institutional shareholders and not to authorize any other person to or accept any other person's authorization to hold equity of the Bank.</u></p>	<p>Article 6 and Article 16 of the Corporate Governance Standards for Banking and Insurance Institutions;</p> <p>Article 10, Article 11, Article 12, Article 19, Article 22, Article 25 and Article 36 of the Interim Measures and the Equity Management of Commercial Banks;</p> <p>Notice on Further Strengthening the Management of Shareholders' Commitments in Banking and Insurance Institutions</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(6) the Bank shall identify and decide on liquidity squeeze by strictly following the payment risks requirements for commercial banks, as set forth by the banking regulatory authority under the State Council. In the event that the Bank may encounter liquidity squeeze, all shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid;</p> <p>(7) shareholders shall protect the interests of the Bank such that the terms of loans provided to its shareholders shall not be more favorable than those provided to other borrowers if the loans concerned are in the same category.</p> <p>If any shareholder ill-intentionally prevents the Bank's normal operation or interests by taking advantage of its shareholder status, the Bank has the right to initiate a legal action at the competent People's Court to have such illegal activities stopped.</p> <p>The balance of the loans a single shareholder who has voting rights may take from the Bank shall not exceed 10% of the net capital of the Bank. For this purpose, the loans extended by the Bank to the affiliate(s) of the shareholder who has voting rights are counted in as part of the loans extended to such shareholder.</p> <p>The voting right of a shareholder (substantial shareholder in particular) at the shareholders' general meetings as well as the voting rights of his/her representative directors at Board meetings are limited when he/she has overdue loans payable to the Bank.</p>	<p><u>(6) to truthfully provide the Bank with information including financial information, shareholding structure, source of capital, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions etc. according to the laws, regulations and regulatory requirements, and ensure the relationship between shareholders and controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries and other parties shall be clear and transparent.</u></p> <p><u>Substantial shareholders shall also report investment in other financial institutions by their related parties and persons acting in concert.</u></p> <p><u>(7) to promptly inform the Bank in writing of the changes in their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries according to the laws, regulations and regulatory requirements.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(8) shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall have no rights to request to convene a shareholders' general meeting, vote, nominate, propose resolutions or dispose;</p> <p>(9) for shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of a commercial bank, a banking regulatory authority of the State Council or its branches may restrict or prohibit related party transactions between the commercial bank and them, limit their shareholding in the commercial bank and their proportion of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose resolutions or dispose;</p>	<p><u>(8) to promptly inform the Bank in writing of the following events they encounter according to the laws, regulations and regulatory provisions: merger and spinoff, being subject to an order for suspension of operation for rectification, designated custody, receivership or cancellation, or entry into dissolution, liquidation or bankruptcy procedure, or changes in their legal representative, company names, places of operation, scope of operation and other material events.</u></p> <p><u>(9) to promptly inform the Bank in writing according to the laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation or arbitration, subject to legal enforcement by judicial authorities, subject to pledge, or discharged from pledge.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(10) to assume other obligations imposed by the applicable laws, administrative regulations and the Articles of Association.</p> <p>Ordinary shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares at the time of subscription.</p>	<p><u>(10) shareholders who transfer, pledge their shares of the Bank or conduct related transactions with the Bank shall comply with the laws, regulations and regulatory requirements, and shall not impair the interests of other shareholders and the Bank.</u></p> <p><u>(11) shareholders and their controlling shareholders and actual controllers shall not abuse the shareholder's rights or use related party relations to jeopardize the legitimate rights and interests of the Bank, other shareholders and stakeholders; shareholders and their controlling shareholders and actual controllers shall not interfere in the decision-making power and management power entitled to the Board and senior management pursuant to the Articles of Association, nor direct interference beyond the Board and senior management in the operation and management transfer interests, or damage the legitimate rights and interests of the Bank, depositors and other shareholders in any other form;</u> shall not abuse the independent legal person status of the Bank or the limited liability of shareholders to damage the interests of creditors of the Bank.</p> <p>.....</p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p><u>(12) if the capital adequacy ratio of the Bank falls below the regulatory standards, the shareholders shall support the measures put forward by the Board to increase the capital adequacy ratio; the substantial shareholders also shall make a long-term written undertaking according to regulatory requirements to replenish the Bank’s capital when necessary, which forms a part of the Bank’s capital planning, and report their capital replenishment capacity to the banking regulatory authority of the State Council or its branches through the Bank on an annual basis; if there is no capital replenishment capacity, shareholders shall inform the Bank and explain the specific situation and reasons, and shall not prevent other investor’s investment and subscription in the Bank with reasonable scheme.</u></p> <p><u>(13) shareholders of the bank shall support the Board of Directors to supervise the management to establish comprehensive risk management mechanism, pre-assess possibility of occurrence and influence of major risks, and formulate and refine comprehensive recovery and disposal plans to effectively resist major risks.</u></p> <p><u>If major risks occur and the bank’s capital fail to cover unexpected losses, the shareholders shall support various measures put forward by the Board to replenish capital; if major risks occur and lead to the liquidity problem of the bank, substantial shareholders who have borrowed from the Bank shall not withdraw their capital, and provide liquidity support as possible, including but not limited to immediately repaying the loans that are due immediately and undue loans shall be repaid in advance.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p><u>Shareholders shall bear the legal liability of compensation for material risk damage to the Bank or other shareholders by abusing of the shareholders' rights.</u></p> <p><u>(14) If a major risk event or a major violation of law occurs in the Bank and the Bank is subject to measures such as risk disposal or takeover by the banking regulatory authority of the State Council or its branches, the shareholders shall facilitate the investigation and risk disposal conducted by the banking regulatory authority of the State Council or its branches.</u></p> <p><u>(15) shareholders shall protect the interests of the Bank such that the terms of credits granting provided to its shareholders shall not be more favorable than those provided to other customers if the loans concerned are in the same category.</u></p> <p>If any shareholder ill-intentionally prevents the Bank's normal operation or interests by taking advantage of its shareholder status, the Bank has the right to initiate a legal action at the competent People's Court to have such illegal activities stopped.</p> <p><u>If a substantial shareholder's credit granted by the Bank is overdue, he/she shall be restricted from voting rights at general meetings and from nominating or sending directors to vote on the Board of Directors. If other shareholders' credit granted by the Bank is overdue, the Bank shall restrict their relevant rights in accordance with the actual situation.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p><u>(16) shareholders who should have sought approval of or reported to but failed to seek approval of or report to the banking regulatory authorities under the State Council or its branches shall have no rights to request to convene a general meeting, vote, nominate, propose resolutions or dispose;</u></p> <p><u>(17) shareholders shall fully disclose relevant information and accept social supervision, in accordance with laws and regulations and regulatory requirements.</u></p> <p><u>(18) for shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, the regulatory authorities and a banking regulatory authority of the State Council or its branches may restrict or prohibit related party transactions between the Bank and them, limit their shareholding in the Bank and their proportion of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose resolutions or dispose, and order the controlling shareholder to transfer the shareholding;</u></p> <p><u>(19) complying with the laws and regulations and the relevant regulations of the banking regulatory authorities under the State Council in relation to related transactions. The improper related transactions with the Bank are prohibited and using influence on the Bank's operational management to obtain improper benefits is also prohibited.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p>(20) to assume other obligations imposed by the applicable laws, administrative regulations and the Articles of Association of the Bank.</p> <p>Ordinary shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares at the time of subscription.</p>	
19	New article		<p><u>Substantial shareholders shall make shareholder commitments truthfully, fulfill the promises, and actively cooperate with the banking regulatory authority of the State Council or its branches, and the Bank to conduct shareholder commitment assessment in accordance with the relevant laws and regulations, the Articles of Association of the Bank, and the requirements of the banking regulatory authority of the State Council.</u></p> <p><u>If the substantial shareholder violates the commitments, the Bank may take measures such as restricting shareholders' rights, etc. in accordance with the regulatory provisions and the requirements of the banking regulatory authority of the State Council or its branches.</u></p>	Notice on Further Strengthening the Management of Shareholders' Commitments in Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
20	New article		<p><u>Borrowing from the Bank by shareholders and their related parties shall comply with the relevant regulations of the banking regulatory authority of the State Council.</u></p> <p><u>The credit balance of the Bank to substantial shareholders or their controlling shareholders, actual controllers, related parties, persons acting in concert, ultimate beneficiaries and other individual entities shall not exceed 10% of the net capital of the Bank. The total credit balance of the Bank to a single substantial shareholder and its controlling shareholders, actual controllers, related parties, persons acting in concert, and ultimate beneficiaries shall not exceed 15% of the net capital of the Bank.</u></p> <p><u>The credit above includes loans (including trade financing), bill acceptance and discount, overdraft, bond investment, investment in special-purpose vehicles, issuance of letters of credit, factoring, guarantees, loan commitments, and other transactions in which the Bank or the wealth management product issued by the Bank bears credit risk substantially. The Bank shall confirm the ultimate debtor in accordance with the penetration principle.</u></p> <p><u>If the substantial shareholder of the Bank or its controlling shareholder, actual controller, related party, person acting in concert, or the ultimate beneficiary is a financial institution, the Bank shall follow the laws and regulations and relevant regulatory authorities' regulations on interbank business when developing interbank business with them.</u></p>	Article 33 of the Interim Measures for the Equity Management of Commercial Banks

No.	Article Number	Original Article	New Article	Reasons for Amendment
21	Article 72	<p>Shareholders who guarantee themselves or others with the shares of the Bank shall notify the Board of Directors of the Bank in advance.</p> <p>.....</p>	<p>Shareholders who guarantee themselves or others with the shares of the Bank <u>shall strictly comply with laws and regulations and the requirements of regulatory authorities, and</u> notify the Board of Directors of the Bank in advance, and <u>shall not damage interests of other shareholders or the Bank.</u></p> <p>.....</p>	Article 23 of the Interim Measures for the Equity Management of Commercial Banks
22	Article 75	<p>A “controlling shareholder” mentioned in the previous articles shall refer to a person satisfying any of the following conditions:</p> <p>.....</p> <p>The term “acting in concert” herein shall mean consensus reached between two or more persons by way of agreement, whether verbal or written, to acquire voting rights in the Bank by any one of them, for the purpose of controlling or consolidating the control over the Bank.</p>	<p>A “controlling shareholder” mentioned in the previous articles shall refer to a person satisfying any of the following conditions:</p> <p>.....</p>	Definitions included in Article 339 of the Articles of Association

No.	Article Number	Original Article	New Article	Reasons for Amendment
23	Article 76	<p>The shareholders' general meeting should be the organ of authority of the Bank and shall exercise the following duties and powers in accordance with law:</p> <p>.....</p> <p>(xii) to pass resolutions on the appointment, dismissal or discontinuation of appointment of accounting firms by the Bank;</p> <p>(xiii) to approve any material guarantee with an amount in one single instalment exceeding 1% of the Bank's total assets;</p> <p>.....</p> <p>(xvii) to examine and approve share option scheme;</p>	<p>The shareholders' general meeting should be the organ of authority of the Bank and shall exercise the following duties and powers in accordance with law:</p> <p>.....</p> <p><u>(ix) to pass resolutions regarding the listing of the Bank;</u></p> <p><u>(x) to pass resolutions regarding the repurchase of shares by the Bank pursuant to laws;</u></p> <p><u>(xi) to examine and approve the rules of procedures for the shareholders' general meeting, the Board of Directors and the Supervisory Board;</u></p> <p><u>(xii) to decide to issue preference shares and decide or authorize the Board of Directors to decide the matters related to the issued preference shares of the Bank, including but not limited to making decision on repurchase or conversion of or distribution of dividends on such preference shares;</u></p> <p>.....</p> <p><u>(xvi) to pass resolutions on the appointment or dismissal of accounting firms who conduct regular statutory auditing for financial reports of the Bank by the Bank;</u></p> <p><u>(xvii) to examine and approve any material guarantee with an amount in one single instalment exceeding 1% of the Bank's total assets;</u></p> <p>.....</p> <p><u>(xxi) to examine and approve share option scheme and employee shareholding scheme;</u></p> <p>.....</p>	<p>Article 18 of the Corporate Governance Standards for Banking and Insurance Institutions; Article 41 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
24	Article 78	<p>An extraordinary shareholders' general meeting shall be convened within two months from the occurrence of any of the following circumstances:</p> <p>(i) when the number of directors is less than the minimum number required by the Company Law or two-thirds of the number specified in the Articles of Association;</p> <p>.....</p> <p>(iv) when such meeting is requested by more than half of the independent Directors;</p> <p>.....</p> <p>(vii) in other circumstances as stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>.....</p>	<p>An extraordinary shareholders' general meeting shall be convened within two months from the occurrence of any of the following circumstances:</p> <p>(i) when the number of directors is less than the <u>statutory</u> minimum number or two-thirds of the number specified in the Articles of Association;</p> <p>.....</p> <p>(iv) when such meeting is requested by more than half of the independent Directors <u>or more than half of the external supervisors (both at least two)</u>;</p> <p>.....</p> <p><u>(viii)</u> in other circumstances as stipulated by laws, administrative regulations, departmental rules, <u>the securities regulatory authority of the jurisdiction where the shares of the Bank are listed</u> or the Articles of Association.</p> <p>.....</p> <p><u>If the annual general meeting of shareholders or extraordinary general meeting of shareholders is not held within the period stipulated by the relevant laws and regulations, the Bank shall report in writing to the regulatory authority with reasons.</u></p>	<p>Retaining the possibility of limiting the minimum number of directors by regulations other than the Company Law and optimizing the presentation; Article 20 of the Corporate Governance Standards for Banking and Insurance Institutions; Article 28 of the Guidelines on Independent Directors and External Supervisors of Joint-Stock Commercial Banks</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
25	Article 79	<p>The physical shareholders' general meeting of the Bank shall be convened in the city in which the Bank is located.</p> <p>The shareholders' meeting shall be convened in a physical venue. Facilities may be provided to allow shareholders to attend the meeting through internet or other channels subject to the relevant regulations. Shareholders participating in the shareholders' general meeting by the above means are deemed to be present at such meeting.</p>	<p>The physical shareholders' general meeting of the Bank shall be convened in the city in which the Bank is located.</p> <p>The shareholders' meeting shall be convened in a physical venue. <u>Facilities may be provided to allow shareholders to attend the meeting through online voting.</u> Shareholders participating in the shareholders' general meeting by the above means are deemed to be present at such meeting.</p>	Article 45 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)
26	Article 83	<p>If the Supervisory Board or the shareholders proposes to convene the shareholders' general meeting on its or their own, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the local agency of CSRC and the stock exchange of the jurisdiction where the Bank locates.</p> <p>The total voting shares presented by shareholders convening such meeting shall not be less than 10% prior to the announcement of the resolution of the shareholders' general meeting.</p> <p>Shareholders convening such meeting shall submit relevant supporting documents to the local agency of CSRC and the stock exchange of the jurisdiction where the Bank locates when issuing the notice of shareholders' meeting and the resolution announcement.</p>	<p>If the Supervisory Board or the shareholders proposes to convene the shareholders' general meeting on its or their own, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the stock exchange.</p> <p>The total voting shares presented by shareholders convening such meeting shall not be less than 10% prior to the announcement of the resolution of the shareholders' general meeting.</p> <p><u>The Supervisory Board or</u> shareholders convening such meeting shall submit relevant supporting documents to the stock exchange when issuing the notice of shareholders' meeting and the resolution announcement.</p>	Article 50 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
27	Article 87	When the Bank is to convene an annual general meeting, a written notice shall be sent 20 business days prior to the meeting is convened. When the Bank is to convene an extraordinary general meeting, a written notice shall be sent 10 business days or 15 days (whichever is longer) before the meeting is convened. A business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.	When the Bank is to convene an annual general meeting, a written notice shall be sent 20 days prior to the meeting is convened. When the Bank is to convene an extraordinary general meeting, a written notice shall be sent 15 days before the meeting is convened.	The requirement in E.1.3 of Appendix 14 to the Listing Rules of the Hong Kong Stock Exchange regarding the notification period was deleted on 1 January 2022
28	Article 88	The Board of Directors shall provide explanation and statement for its decision to exclude any proposal of any shareholder from the agenda at the relevant shareholders' general meeting. The content of such excluded proposal and explanations of the Board of Directors shall be disclosed together with the resolutions of the shareholders' general meeting.	Deleted	This article is deleted according to the Guidelines for Articles of Association of Listed Companies (2022 Revision)
29	Article 91	A notice of the shareholders' general meeting must be in written form and shall contain the following particulars: (v) the name and phone number of the contact person of the meeting; 	A notice of the shareholders' general meeting must be in written form and shall contain the following particulars: (v) the name and phone number of the contact person of the meeting; <u>(vi) time and procedures of voting through internet or other ways;</u> 	Article 56 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
30	Article 97	<p>Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more other persons (whether a shareholder or not) as his or her proxy to attend and vote on his or her behalf, and a proxy so appointed shall:</p> <p>(i) have the same right as the shareholder to speak at the shareholders' general meeting;</p> <p>(ii) have authority to demand a poll or join in such a demand;</p> <p>(iii) have the right to vote by hand or on a poll, except that the proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p>If the shareholder is an authorized clearing house as defined in the Securities and Futures (Clearing Houses) Ordinance of Hong Kong under Chapter 420 of Hong Kong Law or its agent, such shareholder is entitled to appoint one or more persons it considers appropriate as its proxy to exercise its rights at any general meeting or as its representative at any class meeting. If more than one person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Bank.</p>	<p>Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more other persons (whether a shareholder or not) as his or her proxy to attend and vote on his or her behalf, and a proxy so appointed shall:</p> <p>(i) have the same right as the shareholder to speak at the shareholders' general meeting;</p> <p>(ii) have authority to demand a poll or join in such a demand;</p> <p>(iii) have the right to vote by hand or on a poll, except that the proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p>If the shareholder is an authorized clearing house as defined <u>in the Hong Kong Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)</u> or its agent, such shareholder is entitled to appoint one or more persons it considers appropriate as its proxy to exercise its rights at any general meeting or as its representative at any class meeting. If more than one person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Bank.</p>	<p>The Hong Kong rules cited in the original article have been abolished and relevant contents have been incorporated into the Hong Kong Securities and Futures Ordinance</p>
31	Article 113	<p>.....</p> <p>The minutes shall be kept together with the signature book of shareholders attending the meeting, instruments of proxy as well as all valid materials of voting through internet or other ways for no less than ten years.</p>	<p>.....</p> <p>The minutes shall be kept together with the signature book of shareholders attending the meeting, instruments of proxy as well as all valid materials of voting through internet or other ways for permanent retention.</p>	<p>Article 24 of the Code of Corporate Governance of Banking and Insurance Institutions</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
32	Article 115	<p>.....</p> <p>Voting from minority investors shall be counted separately when approving material matters which may affect the interests of the minority investors. The voting result shall be disclosed to the public in time.</p> <p>The Board of Directors, independent directors and shareholders fulfilling the relevant conditions may solicit from other shareholders their rights to vote at the shareholders' general meeting. Solicitation of voting rights shall have no consideration and sufficient information of specific voting intentions shall be provided to the relevant shareholders. The Bank shall not impose any restriction relating to the minimum shareholdings for the solicitation of voting rights.</p>	<p>.....</p> <p>Voting from minority investors shall be counted separately when approving material matters which may affect the interests of the minority investors. The voting result shall be disclosed to the public in time.</p> <p><u>Where a shareholder's purchase of voting shares of the Bank violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the portion of shares which exceeds the specified limit shall not be exercised within 36 months after purchase, and such shares shall not be included in the total number of voting shares held by shareholders attending the general meeting.</u></p> <p>The Board of Directors, independent directors, <u>shareholders holding more than 1% of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the securities regulatory authority under the State Council</u> may solicit from other shareholders their rights to vote at the shareholders' general meeting. Solicitation of voting rights shall have no consideration and sufficient information of specific voting intentions shall be provided to the relevant shareholders. <u>Except for statutory conditions,</u> the Bank shall not impose any restriction relating to the minimum shareholdings for the solicitation of voting rights.</p>	Article 79 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
33	Article 117	<p>The following matters shall be decided by an ordinary resolution at a shareholders' general meeting:</p> <p>.....</p> <p>(VI) the annual plan for the distribution of profits of the Bank;</p> <p>(VII) the engagement or dismiss of the accounting firms;</p> <p>(VIII) other matters unless otherwise required to be approved by special resolutions in accordance with the laws and regulations or otherwise as stipulated by the Articles of Association.</p>	<p>The following matters shall be decided by an ordinary resolution at a shareholders' general meeting:</p> <p><u>(I) the procedural rules for shareholders' general meeting, the Board of Directors and the Supervisory Board;</u></p> <p>.....</p> <p>(VII) the engagement or dismiss of the accounting firms <u>who conduct regular statutory audit on the financial reports of the Bank;</u></p> <p><u>(VIII) other matters unless otherwise required to be approved by special resolutions in accordance with the laws and regulations or otherwise as stipulated by the Articles of Association.</u></p>	<p>According to the Article 18 of the Code of Corporate Governance of Banking and Insurance Institutions and practical situation of the Bank</p>
34	Article 118	<p>The following matters shall be approved by a special resolution at a shareholders' general meeting:</p> <p>.....</p> <p>(III) the separation, merger, dissolution or liquidation of the Bank;</p> <p>.....</p> <p>(VI) share incentive plans;</p> <p>.....</p>	<p>The following matters shall be approved by a special resolution at a shareholders' general meeting:</p> <p>.....</p> <p><u>(III) the listing of the Bank;</u></p> <p><u>(IV) the separation, spin-off, merger, dissolution or liquidation of the Bank;</u></p> <p>.....</p> <p><u>(VI) dismissal of independent directors;</u></p> <p>.....</p> <p><u>(VIII) consideration and approval of employees' share option scheme or share incentive plans proposal;</u></p> <p>.....</p>	<p>Article 22 of the Code of Corporate Governance of Banking and Insurance Institutions, Article 41 and Article 78 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
35	Article 121	<p>When related party transactions are being considered at the shareholders' general meeting, all shareholders who are interested in such transactions (including ordinary shareholders and holders of preference shares) shall abstain from voting, and the voting shares held by them shall not be counted as valid voting shares. Announcement of the resolutions of the shareholders' general meeting shall sufficiently disclose the votes casted for such related party transactions resolution.</p> <p>The connected shareholders shall abstain from voting of such matters voluntarily or on the requests by other shareholders or proxies present at the shareholders' general meeting.</p>	<p>When related party transactions are being considered at the shareholders' general meeting, all shareholders who are interested in such transactions (including ordinary shareholders and holders of preference shares) shall abstain from voting, and the voting shares held by them shall not be counted as valid voting shares. Announcement of the resolutions of the shareholders' general meeting shall sufficiently disclose the votes casted by <u>non-connected shareholders</u>.</p> <p>The connected shareholders <u>shall abstain from voting and shall not exercise voting rights on behalf of other shareholders.</u></p>	Article 6.3.9 of Listing Rules of the Shanghai Stock Exchange, Article 80 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)
36	Article 122	<p>The Bank shall, on the premise of ensuring the lawfulness and validity of the shareholders' general meeting, provide various means or channels including the provision of up-to-date information technology such as online voting platforms in preference to facilitate the shareholders' participation of the shareholders' general meeting.</p> <p>If the Bank convenes the shareholders' general meeting for the issuance of preference shares, the Bank shall provide online voting platform and other channels as approved by the CSRC for shareholders to attend the meeting in a convenient manner.</p>	Deleted	Guidelines for Articles of Association of Listed Companies (2022 Revision), deletes the relevant provisions and clarifies that the shareholders' general meeting will be held by a combination of on-site and online means, the relevant content of which is reflected in the Articles of Association
37	Article 123	<p>.....</p> <p>The election of proposed directors and supervisors may be adopted by cumulative polling or in the form of a proposal submitted to the shareholders' general meeting.</p> <p>.....</p>	<p>.....</p> <p>The election of <u>each of the</u> proposed director and supervisor <u>shall</u> be adopted by cumulative polling or in the form of a <u>single</u> proposal submitted to the shareholders' general meeting.</p> <p>.....</p>	Article 57 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
38	Article 124	<p>.....</p> <p>When considering and approving the matters regarding the issuance of preference shares, the following matters shall be considered and approved separately:</p> <p>.....</p> <p>(9) proposed amendments to the Articles of Association regarding the relevant terms of profit distribution policy for holders of preference shares and ordinary shareholders;</p> <p>.....</p>	<p>.....</p> <p>When considering and approving the matters regarding the issuance of preference shares, the following matters shall be considered and approved separately:</p> <p>.....</p> <p>(9) proposed amendments to the Articles of Association regarding the relevant terms of profit distribution policy for holders of preference shares and ordinary shareholders, <u>distribution of remaining assets, restoration of voting of preference shares, etc.;</u></p> <p>.....</p>	Article 37 of the Trial Administrative Measures on Preference Shares
39	Article 126	<p>At any shareholders' general meeting, a resolution shall be decided on a show of hands unless a poll is (before or after any vote by a show of hands) demanded:</p> <p>(i) by the chairman of the meeting;</p> <p>(ii) by at least two shareholders entitled to vote present in person or by proxy; or</p> <p>(iii) by one or more shareholders present in person or by proxy representing in aggregate 10% or more of all voting shares at the meeting.</p> <p>Unless required by the relevant rules or regulations of place(s) where the shares of the Bank are listed or a poll is demanded, the chairman, in accordance with the voting result on a show of hands, may declare the voting result and make an entry to that effect in the minutes of the meeting, which shall be conclusive evidence of the fact. There is no need adopted in the resolution of such meeting.</p> <p>The demand for a poll may be withdrawn by the person who makes such demand.</p>	Deleted	According to the regulatory guidance and drawing on the best practices of the industry, this article is deleted

No.	Article Number	Original Article	New Article	Reasons for Amendment
40	Article 130	The shareholders' general meeting shall take votes in form of disclosed ballot.	<u>Any vote of shareholders at a general meeting must be taken by ballot, except where the chairman of the meeting decides in good faith to allow a vote by show of hands on a resolution purely on a procedural or administrative matter.</u>	Listing Rules of the Hong Kong Stock Exchange 13.39 (4)
41	Article 131	<p>Before a proposal is submitted for voting at a shareholders' general meeting, two shareholders shall be nominated as representatives to participate in vote counting as well as to act as scrutineer. If a shareholder has interests in any matter to be considered, such shareholder and his or her proxy shall neither participate in vote counting nor act as scrutineer.</p> <p>During the voting on a proposal at the shareholders' general meeting, the lawyers, representatives of shareholders and supervisors shall be jointly in charge of counting the votes and scrutinizing the voting process. The voting result shall be announced at the meeting and recorded in the meeting minutes.</p> <p>.....</p>	<p>Before a proposal is submitted for voting at a shareholders' general meeting, two shareholders shall be nominated as representatives to participate in vote counting as well as to act as scrutineer. If a shareholder has any <u>related party</u> relationship in the matter to be considered, such shareholder and his or her proxy shall neither participate in vote counting nor act as scrutineer.</p> <p>During the voting on a proposal at the shareholders' general meeting, the lawyers, representatives of shareholders, supervisors <u>and designated persons appointed under the Listing Rules of the Hong Kong Stock Exchange</u> shall be jointly in charge of counting the votes and scrutinizing the voting process. The voting result shall be announced at the meeting and recorded in the meeting minutes.</p> <p>.....</p>	Listing Rules of the Hong Kong Stock Exchange, Article 87 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)
42	Article 132	Chairman of the meeting shall decide whether a resolution is passed and his or her decision shall be final and shall be announced at the meeting and recorded in the meeting minutes.	<u>Chairman shall announce the vote and the result of each resolution, and based on the result of the vote, announce whether a resolution is passed and</u> his or her decision shall be final and shall be announced at the meeting and recorded in the meeting minutes.	Article 88 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
43	Article 134	<p>Shareholders attending the shareholders' general meeting shall give their opinions to every proposal submitted at the meeting as any one of the following: "For", "Against" or "Abstain".</p> <p>Any vote that is not filled, incorrectly filled or with unrecognizable writing or not casted votes shall be deemed as having waived the voting rights and the corresponding poll shall be counted as "abstain".</p>	<p>Shareholders attending the shareholders' general meeting shall give their opinions to every proposal submitted at the meeting as any one of the following: "For", "Against" or "Abstain", <u>unless declared by securities registration and clearing institutions, acting as the nominal holders of the shares of the trading interconnection mechanism between the mainland and Hong Kong stock markets, according to the actual intention.</u></p> <p>Any vote that is not filled, incorrectly filled or with unrecognizable writing or not casted votes shall be deemed as having waived the voting rights and the corresponding poll shall be counted as "abstain".</p>	Article 89 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)
44	Article 139	<p>Public announcement of the voting results of a shareholders' general meeting, containing the number of shareholders and proxies of each class attending the meeting, the total number of voting shares held by them and its proportion to the total number of voting shares of the Bank, the form of voting, result of each resolution and the detailed content of each resolution, shall be issued in time.</p>	<p><u>The Bank shall announce the voting results of the shareholders' general meeting in a timely manner in accordance with the relevant provisions of laws and regulations and the listing rules of the stock exchange on which the Bank's shares are listed.</u></p>	Listing Rules of the Hong Kong Stock Exchange 13.39 (5)

No.	Article Number	Original Article	New Article	Reasons for Amendment
45	Article 150	<p>Directors of the Bank shall be natural persons and do not need to hold the shares of the Bank.</p> <p>Directors of the Bank shall be equipped with professional knowledge and working experiences required by the positions and shall be in line with the regulations of banking regulatory authorities under the State Council. The qualification of directors shall be approved by banking regulatory authorities under the State Council.</p>	<p>Directors of the Bank shall be natural persons and do not need to hold the shares of the Bank.</p> <p><u>The directors of the Bank include executive directors and non-executive directors (including independent directors). Executive directors refer to directors who, in addition to being directors of the Bank, also assume the responsibilities of senior management. Non-executive directors refer to directors who do not hold any position other than director in the Bank and do not assume the responsibilities of senior management. Independent directors refer to persons who meet the requirements of Article 161.</u></p> <p>Directors of the Bank shall be equipped with professional knowledge and working experiences required by the positions and shall be in line with the regulations on <u>qualifications</u> of banking regulatory authorities under the State Council. The qualification of directors shall be approved by banking regulatory authorities under the State Council.</p>	<p>Article 46 and Article 47 of the Corporate Governance Standards for Banking and Insurance Institutions</p> <p>Article 6 and Article 14 of the Management Measures on Qualifications of Directors (Council Member) and Senior Management of Banking Financial Institutions</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
46	Article 151	<p>Directors shall be elected by the shareholders' general meeting and each term of office of directors shall be three years. The term of office of directors shall be renewable by re-election and reappointment upon expiration of their terms.</p> <p>The term to deliver the written notice concerning the intention to nominate candidates for directors and the nominees' statement for acceptance of the nomination to the Bank shall not be less than seven days. Such seven-day notice period shall be no earlier than the second day after the notice of the election issued and no later than seven days prior to the shareholders' general meeting held.</p> <p>The shareholders' general meeting shall not dismiss any director without cause prior to the expiration of his/her term of office. However, the shareholders' general meeting may dismiss any director before expiration of his/her term of office by adopting an ordinary resolution in accordance with relevant laws and administrative regulations (but a director's right to raise any claim in accordance with any contract shall not be affected).</p>	<p>Directors shall be elected <u>and removed</u> by the shareholders' general meeting and <u>each</u> term of office of directors shall be <u>no more than</u> three years. The term of office of directors shall be renewable by re-election and reappointment upon expiration of their terms.</p> <p>The shareholders' general meeting shall not dismiss any director without cause prior to the expiration of his/her term of office. However, the shareholders' general meeting may dismiss any director before expiration of his/her term of office by adopting an ordinary resolution in accordance with relevant laws and administrative regulations (<u>excluding the independent directors, a director's right</u> to raise any claim in accordance with any contract shall not be affected).</p> <p>After the expiration of the terms of office of the Board of Directors, the shareholders' general meeting shall be convened not later than one month for election.</p>	<p>1. Supplements and improvements in accordance with Articles 25, 28 and 29 of the Corporate Governance Standards for Banking and Insurance Institutions and regulatory requirements;</p> <p>2. As the requirements relating to "the term to deliver the written notice concerning the intention to nominate candidates for directors and the nominees' statement for acceptance of the nomination" were removed from Appendix III to the Listing Rules of the Hong Kong Stock Exchange on 1 January 2022, a relevant deletion was made accordingly.</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>After the expiration of the terms of office of the Board of Directors, the shareholders' general meeting or extraordinary shareholders' general meeting shall be convened not later than one month for election.</p> <p>The term of office of directors shall be effective from the date of appointment and expired on the expiry date of the term of office of the Board of Directors. If reelection is not conducted in time upon expiry of the term of office of a director, such director shall continue to perform his/her duties in accordance with laws, administrative regulations, and the Articles of Association until a director is elected and assumes his/her office.</p> <p>After a director is being elected, the Bank shall enter into an employment contract with him in time, which specifies mutual rights and responsibilities between the Bank and directors, the term of office of directors, directors' responsibilities for violating laws, regulations, the Articles of Association and employment contracts and the compensation from the Bank for early termination of the employment contracts.</p> <p>Senior managements may serve as directors.</p>	<p>The term of office of directors shall be effective from the date of appointment and expired on the expiry date of the term of office of the Board of Directors. If reelection is not conducted in time upon expiry of the term of office of a director, such director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, and the Articles of Association until a new director assumes his/her office.</p> <p>After a director is being elected, the Bank shall enter into a contract with him in time, which specifies mutual rights and responsibilities between the Bank and directors, the term of office of directors, directors' responsibilities for violating laws, regulations, the Articles of Association and contracts, remuneration of directors, and the compensation from the Bank for early termination of the contracts.</p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
47	Article 152	<p>The general nomination and election procedure of directors of the Bank shall be as follows:</p> <p>(1) Subject to the number of board members stipulated in the Articles of Association and according to the number of directors to be elected, the previous session of the Nomination Committee of the Board may propose a list of director candidates after an extensive consultation of the shareholders; shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank could also propose candidates to the Board of Directors.</p> <p>(2) The Nomination Committee of the Board shall conduct a preliminary review on the qualifications and eligibility of the candidates for directors, and qualified candidates shall be considered and approved by the Board of Directors. Upon approval, the Board of Directors shall submit a written proposal for the candidates of directors to the shareholders' general meeting.</p> <p>(3) Any director candidate shall, prior to the convening of the shareholders' general meeting, make written undertakings that he agrees to accept the nomination, undertakes that the publicly disclosed information is true and complete, and warrants that he will effectively perform his duties and functions as a director after he is elected.</p>	<p>The nomination and election procedure of directors of the Bank shall be as follows:</p> <p>(1) Subject to the number of board members stipulated in the Articles of Association and according to the number of directors to be elected, the Nomination Committee of the Board may propose a list of director candidates after an extensive consultation of the shareholders; shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank also have the right to propose candidates to the Board of Directors.</p> <p>(2) The Nomination Committee of the Board shall conduct a preliminary review on the qualifications and eligibility of the candidates for directors, and qualified candidates shall be considered and approved by the Board of Directors. <u>Upon</u> approval, the Board of Directors shall submit a written proposal for the candidates of directors to the shareholders' general meeting.</p> <p>(3) Any director candidate shall, prior to the convening of the shareholders' general meeting, make written undertakings that he agrees to accept the nomination, undertakes that the publicly disclosed information is true, accurate and complete, and warrants that he will effectively perform his duties and functions as a director after he is elected.</p>	<p>1. Article 27 of the Corporate Governance Standards for Banking and Insurance Institutions;</p> <p>2. "A shareholder and its related parties who have already nominated the candidate for director shall have no right to nominate a supervisor", it has been deleted in Article 240 of Articles of Association</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(4) The Board of Directors shall disclose to shareholders, in accordance with the laws, regulations and the Articles of Association, detailed information of the director candidates before the shareholders' general meeting is convened, so that the shareholders can have sufficient knowledge about the candidates before voting.</p> <p>(5) Each director candidate shall be voted on an one-by-one basis at the shareholders' general meeting.</p> <p>(6) In case of urgent need of filling vacant position for directors, the Nomination Committee of the Board of Directors or shareholders who are eligible to make nominations shall propose candidates to the Board of Directors for consideration and approval, and the candidates shall be voted and elected or replaced at the shareholders' general meeting.</p> <p>(7) A shareholder and its associates may not propose nomination for candidates of directors and supervisors simultaneously; where the director (supervisor) candidate proposed by a shareholder and its associates has been elected as a director (supervisor), such shareholder may not propose other supervisor (director) candidates before the expiry of the term of office or replacement of such elected director (supervisor); the number of director candidates nominated by a shareholder and its associates shall not exceed one third of the total members of the Board of Directors in principle, except as otherwise prescribed by the State.</p>	<p>(4) The Board of Directors shall disclose to shareholders, in accordance with the laws, regulations and the Articles of Association, detailed information of the director candidates before the shareholders' general meeting is convened, so that the shareholders can have sufficient knowledge about the candidates before voting.</p> <p>(5) Each director candidate shall be voted on an one-by-one basis at the shareholders' general meeting.</p> <p>(6) In case of urgent need of filling vacant position for directors, the Nomination Committee of the Board of Directors or shareholders who are eligible to make nominations shall propose candidates to the Board of Directors for consideration and approval, and the candidates shall be voted and elected or replaced at the shareholders' general meeting.</p> <p>(7) The number of director candidates nominated by a shareholder and its related parties shall not exceed one third of the total members of the Board of Directors in principle, except as otherwise prescribed by the State.</p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
48	New Article		<p><u>The directors are entitled by law to require Senior Management to provide relevant information reflecting the Company's operation and management in a comprehensive, timely and accurate manner or give explanations on relevant issues, and supervise the implementation of resolutions of the shareholders' general meeting and the Board by senior management.</u></p> <p><u>The Bank shall take measures to safeguard the directors' right to information, and ensure the truthfulness and completeness of the information provided; take measures to safeguard the directors' right to attend Board meetings and provide the working conditions necessary for the directors to perform their duties. When a director exercises his/her power, the relevant personnel of the Bank shall actively cooperate with him/her and shall not refuse, hinder or conceal him or her or interfere unduly with the exercise of his/her power.</u></p>	Article 31 of the Corporate Governance Standards for Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
49	Article 154	<p>Directors of the Bank shall exercise the rights vested by the Bank prudentially, carefully and diligently to ensure that:</p> <p>(1) the commercial operations of the Bank conform to the laws, administrative regulations and various requirements of economic policies of the State and its commercial activities shall not go beyond the business scope specified in the Business License;</p> <p>(2) all of the shareholders shall be treated equally;</p> <p>(3) the Bank's business operation and management status are well informed;</p> <p>(4) periodic reports have been signed with a written confirmation and shall ensure verity, accuracy and integrity of information disclosed by the Bank;</p> <p>(5) related information and materials have been provided faithfully to the Supervisory Board according to the facts and shall not hinder the Supervisory Board from exercising their duties and powers; and</p> <p>(6) other obligation of duties of diligence stipulated in laws, administrative regulations, rules and provisions of the Articles of Association.</p>	<p><u>Directors of the Bank shall have the following duties and obligations of diligence to the Bank in strict accordance with the laws and regulations, regulatory provisions and the Articles of Association:</u></p> <p>(1) <u>directors shall exercise the rights vested by the Bank prudentially, carefully and diligently to ensure that</u> the commercial operations of the Bank conform to the laws, administrative regulations and various requirements of economic policies of the State and its commercial activities shall not go beyond the business scope specified in the Business License;</p> <p>(2) <u>directors shall be accountable to the Bank and all shareholders in performing their duties and treat all of the shareholders equally, especially when making decisions on matters that may have diverse impacts on different shareholders;</u></p> <p>(3) <u>directors shall stay focused on the Bank's business operation and management status and keep abreast of the Bank's corporate governance, strategic management, operation and investment, risk management, internal control and compliance, financial accounting, etc.;</u></p>	<p>Article 31 of the Corporate Governance Standards for Banking and Insurance Institutions and Article 8 and Article 13 of the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation)</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p><u>(4) directors shall attend Board meetings on time, fully review the matters considered by the Board of Directors, express their opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</u></p> <p><u>(5) directors shall be responsible for the resolutions of the Board of Directors and to supervise the implementation of the resolutions of the shareholders' general meeting and the Board of Directors by the senior management;</u></p> <p>(6) directors shall sign periodic reports with a written confirmation and shall ensure verity, accuracy and integrity of information disclosed by the Bank;</p> <p><u>(7) directors shall actively participate in training organized by the Bank and regulatory bodies, understand the rights and obligations of directors, be familiar with relevant laws and regulations and regulatory requirements, and have the necessary expertise and ability to perform their duties;</u></p> <p>(8) directors shall provide related information and materials faithfully to the Supervisory Board according to the facts and shall not hinder the Supervisory Board from exercising their duties and powers;</p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p><u>(9) directors shall stick to a high standard of professional ethics and take into account the legitimate rights and interests of stakeholders;</u></p> <p><u>(10) directors shall perform their duties with due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties;</u></p> <p><u>(11) directors shall proactively pay attention to the evaluation of the Bank by regulatory authorities, market intermediaries, the media and the public, and follow up on the rectification and accountability of the problems identified by regulatory authorities;</u></p> <p>(12) other obligation of duties of diligence stipulated in laws, administrative regulations, rules and provisions of the Articles of Association.</p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
50	New Article		<p><u>The directors of the Bank shall perform the following obligations of faithfulness towards the Bank in strict accordance with the laws and regulations, regulatory requirements and the Articles of Association:</u></p> <p><u>(1) not to take advantage of their positions to accept bribes or other illegal income, or misappropriate the property of the Bank;</u></p> <p><u>(2) not to misappropriate the fund of the Bank;</u></p> <p><u>(3) not to deposit the assets or fund of the Bank in the account opened in their personal names or in any other individual's name;</u></p> <p><u>(4) without approval of the general meeting of shareholders and the Board, not to lend the fund of the Bank to other persons or utilize the property of the Bank to provide guarantee for other persons;</u></p> <p><u>(5) not to sign contracts or conduct transactions with the Bank in violation of provisions of the Articles of Association or without approval of the general meeting of shareholders;</u></p> <p><u>(6) without approval of the general meeting of shareholders, not to take advantage of the position to seek business opportunities that should belong to the Bank for themselves or others, or operate the same kind of business as the Bank for themselves or others;</u></p> <p><u>(7) not to accept commissions for transactions with the Bank as their own;</u></p>	<p>Article 97 of the Guidelines for Articles of Association of Listed Companies (2022 Revision) and Article 8, Article 9, Article 10, Article 11 and Article 12 of the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation)</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p><u>(8) not to disclose the Bank’s secrets without authorization;</u></p> <p><u>(9) to report the related party relations, concerted action relations and changes to the Board in time according to relevant regulations, and strictly abide by the relevant regulations on related party transactions and avoidance of duty performance, and not to jeopardize the interests of the Bank by taking advantage of their related party relations;</u></p> <p><u>(10) to truthfully inform the Bank of their full-time and part-time jobs to ensure that their employment meets regulatory requirements and that there is no conflict of interest with the Bank;</u></p> <p><u>(11) to report to the Board or the regulatory authorities on their own initiative when shareholders, other entities or individuals are found to improperly interfere with or restrict the Bank;</u></p> <p><u>(12) not to accept improper benefits in the course of performing their duties, not to take advantage of their position and status to seek personal interests or misappropriate the property of the Bank, and not to harm the interests of the Bank for the interests of shareholders;</u></p> <p><u>(13) Other obligations of faithfulness under the laws, administrative regulations, rules and the Articles of Association.</u></p> <p><u>The income obtained by the directors in violation of the provisions of this article shall belong to the Bank. The directors shall assume responsibility of compensation for losses caused to the Bank.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
51	Article 156	<p>No director or any of its associates (as defined in Hong Kong Listing Rules) shall vote in respect of the resolution(s) regarding the contracts, transactions, arrangements or other matters in which he/she has material <u>interest(s)</u>, and such director shall not be counted into the quorum of the meeting, except for the situations listed below:</p> <p>(1) (a) directors or any of their associates are provided with any collaterals or indemnity guarantees for providing loans to the Bank or any of its subsidiaries or for incurring or undertaking any obligation under the requests of the Bank or any of its subsidiaries or in their interests; or</p> <p>(b) the Bank or any of its subsidiaries provides any collaterals or indemnity guarantees to a third party in respect of any debts or obligations, pursuant to which directors or their associates shall undertake all or any part of the obligations (regardless individually or jointly) under a particular guarantee or indemnity or by providing a collateral;</p> <p>(2) any offer made by any related parties or the Bank for subscription or purchase of shares, debentures and other securities of issuers or other companies (established by the Bank or in which the issuers have interests), in which the directors or their associates have or will have interests due to their participation in the underwriting or sub-underwriting of such offer;</p>	<p><u>Subject to the relevant provisions of the laws, administrative regulations and the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed,</u> no director or any of its associates (as defined in Hong Kong Listing Rules) shall vote in respect of the resolution(s) regarding the contracts, transactions, arrangements or other matters in which he/she has material <u>interest(s)</u>, and such director shall not be counted into the quorum of the meeting.</p>	<p>According to the actual situation that the Listing Rules of the Hong Kong Stock Exchange amended the exceptions mentioned in the provision on 1 January 2022, the expression of the provision was optimized and adjusted</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(3) any proposal made by any other related company in which directors or their associates have interests directly or indirectly (regardless act as senior managements or executives or shareholders); or any proposal made by any other related company in which directors or their associates are beneficial owners of its shares but do not beneficially own 5% or above of any class of issued share or voting rights of such company (or any third company through which the directors or any of their associates acquire relevant interests) in aggregate;</p> <p>(4) any proposal or arrangement involving benefits of employees of the Bank or its subsidiaries, including:</p> <p>(a) adopting, amending or implementing any employee share scheme or share reward or share option scheme from which directors or their associates shall benefit; or</p> <p>(b) adopting, amending or implementing any pension plan, retirement plan, death or disability benefit plan related to directors, their associates and employees of any subsidiaries of the Bank, and in which directors (or their associates) are not given any privileges or benefits that have not been granted to other persons related to such plan or fund generally; and</p> <p>(5) contracts or arrangements in which any directors or their associates have interests, and in such contracts or arrangements, directors or their associates have interests in the same way as other holders of the Bank's shares, debentures and other securities only by virtue of their interests in the Bank's shares, debentures and other securities.</p>		

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>When directors or other entities in which he/she is employed directly or indirectly relate to any existing or proposed contracts, transactions or arrangements of the Bank (except employment contract(s)), regardless whether such matter shall be approved by the Board of Directors under general circumstance, the nature and extent of such relationship shall be disclosed to the Board of Directors promptly.</p> <p>Unless the related directors have made disclosures to the Board of Directors in accordance with the requirements of this clause and such directors have not been counted into the quorum of the Board of Directors nor participate in the voting on the resolution of such matter in the meeting, the Bank shall have the right to rescind such contract, transaction or arrangement, except when the other party is a third person acting in good faith.</p>		
52	Article 158	<p>Directors shall devote sufficient time to perform their duties. Directors shall attend at least two-thirds of the meeting of the Board of Directors in person.</p> <p>Directors failing to attend the meeting of the Board of Directors twice consecutively or failing to attend the meeting without assigning other directors to attend for them shall be deemed as unable to perform their duties and the Board of Directors shall suggest the shareholders' general meeting to remove them. An independent Director shall not work in the Bank for less than 15 working days per year.</p> <p>The directors who serve as the head the Audit Committee, the Related Party Transactions Supervision Committee and the Risk Management Committee shall spend no less than 25 working days per year with the Bank.</p>	<p>Directors shall devote sufficient time to perform their duties. Directors shall attend at least two-thirds of the on-site meeting of the Board of Directors in person.</p> <p>Directors failing to attend the meeting of the Board of Directors twice consecutively or failing to attend the meeting without assigning other directors to attend for them shall be deemed as unable to perform their duties and the Board of Directors shall suggest the shareholders' general meeting to remove them.</p> <p>An independent Director shall not work in the Bank for less than 15 working days per year.</p>	Article 32 of The Corporate Governance Standards for Banking and Insurance Institutions and Article 14 and Article 15 of Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation)

No.	Article Number	Original Article	New Article	Reasons for Amendment
			The directors who serve as the chairman of Audit Committee, the Related Party Transactions Supervision Committee and the Risk Management Committee shall spend no less than 20 working days per year with the Bank.	
53	Article 159	<p>.....</p> <p>If the number of directors is less than the statutory minimum number of directors as a result of resignation of directors, the original directors shall perform the duties of directors in accordance with laws, administrative regulations, departmental rules and provisions of the Articles of Association before the newly elected director takes office.</p> <p>.....</p>	<p>.....</p> <p>If the number of directors is less than the statutory minimum number of directors or two-thirds of the number stipulated in the Articles of Association as a result of resignation of directors, <u>the directors who resigned shall perform the duties of directors before the new director takes office. When the Bank is in the process of substantial risk disposal, the directors shall not resign without the approval of the banking regulatory authority of the State Council.</u></p> <p>.....</p> <p><u>If the number of directors is less than the statutory minimum number of directors or the minimum number required for voting by the Board of Directors as a result of any other circumstances in which the directors are unable to perform the duties of Directors, the authority of the Board of Directors shall be exercised by the General Meeting of Shareholders until the number of directors meets the requirements.</u></p>	Article 29 of the Corporate Governance Standards for Banking and Insurance Institutions
54	Article 162	The Bank shall have Independent Directors. Independent Directors are referred to as directors who do not serve in other positions of the Bank and do not have relations with the Bank or its substantial shareholders that may interfere their independent and objective judgments.	The Bank shall have Independent Directors. Independent Directors are referred to as directors who do not serve in other positions of the Bank and do not have relations with the Bank or its shareholders, <u>actual controllers</u> that may interfere their independent and objective judgments <u>of the Bank's affairs.</u>	Article 33 of the Corporate Governance Standards for Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
55	Article 163	<p>An Independent Director shall fulfill the following general qualifications:</p> <p>(1) obtains qualifications to serve as a director of a listed commercial bank in accordance with the laws, administrative regulations and other relevant provisions;</p> <p>(2) obtains university education or above, or obtains relevant middle professional qualifications or above;</p> <p>(3) fulfills the independence requirement specified in the Articles of Association;</p> <p>(4) is equipped with a basic knowledge of the operation of listed commercial banks, and is familiar with relevant laws, administrative regulations, rules and regulations;</p> <p>(5) is able to read, understand and analyze commercial bank's credit statistics and financial statements;</p> <p>(6) has more than five years of legal, economic, commercial banking or other working experience required for fulfilling responsibilities of independent directors;</p> <p>(7) Meet the requirements of the local and overseas regulatory authorities and applicable listing rules regarding the qualification of independent directors and other conditions for serving as a director as stipulated in these Articles of Association.</p>	<p>An Independent Director shall fulfill the following general qualifications:</p> <p>(1) obtains qualifications to serve as a director of a listed commercial bank in accordance with the laws, administrative regulations and other relevant provisions;</p> <p>(2) obtains university education or above, or obtains relevant middle professional qualifications or above;</p> <p>(3) fulfills the independence requirement specified in the Articles of Association;</p> <p>(4) is equipped with a basic knowledge of the operation of listed commercial banks, and is familiar with relevant laws, administrative regulations, rules and regulations;</p> <p>(5) is able to read, understand and analyze commercial bank's credit statistics and financial statements;</p> <p>(6) has more than five years of legal, economic, accounting, financial, management, commercial banking or other working experience required for fulfilling responsibilities of independent directors;</p> <p><u>(7) ensures sufficient time and energy to perform duties effectively and commits to the duty of good faith and diligence;</u></p> <p>(8) Meet the requirements of the local and overseas regulatory authorities and applicable listing rules regarding the qualification of independent directors and other conditions for serving as a director as stipulated in these Articles of Association.</p>	<p>In accordance with Article 37 of the Corporate Governance Standards for Banking and Insurance Institutions and the Guidelines No. 1 for Self-regulatory Rules of Companies Listed on the Shanghai Stock Exchange – the Standard Operation 3.5.3, and in light of the best practices of the industry for supplementing and optimizing.</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
56	Article 164	<p>In addition to the persons prohibited from serving as directors of the Bank, independent Directors shall be independent persons, and the following persons shall not serve as independent directors:</p> <p>.....</p> <p>In this article, close relatives are referred to as spouse, parents, children, siblings, grandparents, maternal grandparents, grandchildren and maternal grandchildren; main social relationship are referred to as brothers and sisters, parents-in-law, daughter-in-law, son-in-law, spouse of brothers and sisters, and brothers and sisters of spouses, etc.</p>	<p>In addition to the persons prohibited from serving as directors of the Bank, independent Directors shall be independent persons, and the following persons shall not serve as independent directors:</p> <p>.....</p> <p>In this article, close relatives are referred to as spouse, parents, children, siblings, grandparents, maternal grandparents, grandchildren and maternal grandchildren; main social relationship are referred to as brothers and sisters, <u>spouse's parents, children's spouse</u>, spouse of brothers and sisters, and brothers and sisters of spouses, etc.</p>	Article 7 of the Rules for the Independent Directors of Listed Companies

No.	Article Number	Original Article	New Article	Reasons for Amendment
57	Article 165	<p>Independent Directors shall be nominated, elected and replaced in accordance with the following requirements:</p> <p>(1) Candidates of independent Directors may be nominated by any shareholder(s) holding 1% or more of the total voting shares of the Bank individually or collectively, the Board of Directors or the Supervisory Board of the Bank and shall be elected by the shareholders' general meeting, shareholders who have already nominated directors shall not re-nominate independent directors.</p> <p>(2) Nominators shall seek the consent of the nominees prior to the nomination; possess full acquaintance of the occupation, education level, professional qualification, detailed working experiences and all part-time jobs of the nominees; and provide opinions regarding the nominees' qualification and independence to serve as independent Directors. Nominees shall make a public statement that he/she has no relation with the Bank which may interfere his/her independent and objective judgment.</p>	<p>Independent Directors shall be nominated and elected in accordance with the following requirements:</p> <p>(1) Candidates of independent Directors may be nominated by any shareholder(s) holding 1% or more of the total voting shares of the Bank individually or collectively, <u>the nomination committee</u> of the Board of Directors or the Supervisory Board of the Bank and shall be elected by the shareholders' general meeting, Shareholders <u>and their related parties</u> who have already nominated <u>non-independent</u> directors shall not re-nominate an independent director.</p> <p>(2) Nominators shall seek the consent of the nominees prior to the nomination; possess full acquaintance of the occupation, education level, professional qualification, detailed working experiences and all part-time jobs of the nominees; and provide opinions regarding the nominees' qualification and independence to serve as independent Directors. Nominees shall make a public statement that he/she has no relation with the Bank which may interfere his/her independent and objective judgment.</p>	<p>1. Article 35 of the Corporate Governance Standards for Banking and Insurance Institutions, and Article 12, 13 and 14 of the Rules for the Independent Directors of Listed Companies;</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>The appointment thereof shall mainly follow the market principle. The eligibility of the candidates for independent directors shall be reviewed by the nomination committee of the Board of Directors with a focus on the independence, expertise, professional knowledge, experience and capability.</p> <p>Before convening the shareholders' general meeting for the election of independent Directors, the Board of Directors of the Bank shall announce the above information as required.</p> <p>(3) Before convening the shareholders' general meeting for election of independent directors, the Bank shall submit all information of the nominees to the banking regulatory authority of the State Council, the securities regulatory authority of the State Council, local offices of the securities regulatory authority of the State Council in the locations of the Bank and stock exchanges on which the shares of the Bank are listed. If the Board of Directors of the Bank has any disagreement on the relevant circumstances in which the person is nominated, written opinions of the Board of Directors shall be submitted at the same time.</p> <p>Nominees disagreed by regulatory authorities may be selected as candidates of directors of the Bank but not candidates of independent Directors. The Board of Directors shall illustrate whether candidates of independent Directors are disagreed by regulatory authorities in the shareholders' general meeting for election of independent Directors.</p>	<p>(3) Before convening the shareholders' general meeting for the election of independent Directors, <u>the Board of Directors of the Bank shall announce the above information as required, and</u> submit all information of the nominees to the banking regulatory authority of the State Council, and stock exchanges on which the shares of the Bank are listed. If the Board of Directors of the Bank has any disagreement on the relevant circumstances in which the person is nominated, written opinions of the Board of Directors shall be submitted at the same time.</p>	<p>2. As the CBIRC has repealed the Guidelines on the Corporate Governance of Commercial Banks and accordingly deleted the requirement to follow market practice in the appointment of independent directors, this article has been updated in accordance with the requirements of the Corporate Governance Standards for Banking and Insurance Institutions for the nomination process of independent directors;</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
				3. As the CSRC has repealed the Guidelines on the Establishment of Independent Directorship of Listed Companies, the expression “Nominees disagreed by regulatory authorities” has been deleted accordingly, in line with the Rules for the Independent Directors of Listed Companies.
58	Article 166	<p>The office term of independent directors shall be the same with other directors of the Bank. The office term of independent directors of the Bank shall be renewable upon re-election and reappointment upon its expiration, but shall not exceed six years in the aggregate.</p> <p>Independent directors shall not serve in more than two commercial banks at the same time.</p>	<p>The office term of independent directors shall be the same with other directors of the Bank. The office term of independent directors of the Bank shall be renewable upon re-election and reappointment upon its expiration, but shall not exceed six years in the aggregate.</p> <p>Independent directors <u>may serve as independent directors in a maximum of five domestic and overseas enterprises at the same time</u>, and shall not serve as <u>independent directors</u> in more than two commercial banks at the same time. <u>For those who also serve as independent directors in banking and insurance institutions, the relevant institutions should have no associated relationship and conflict of interest with the Bank.</u></p>	Article 36 and 37 of the Corporate Governance Standards for Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
59	Article 167	<p>Independent directors who fail to attend the meeting of the Board of Directors twice consecutively or fail to attend one-third of the total number of the meeting of the Board of Directors in person in a year, the Board of Directors shall suggest the shareholders' general meeting to remove them. Except the above situations and circumstances stipulated in the Company Law, the Commercial Bank Law and the Articles of Association that the persons may not serve as directors, prior to the expiration of the term of office, the independent directors shall not be removed from office without cause. Removal in advance shall be disclosed as a matter for special disclosure. The independent directors being removed may make public statements if they think the removal reasons are inappropriate.</p>	<p><u>Independent directors who fail to attend three times consecutively the meetings of the Board of Directors shall be deemed as unable to perform his or her duties, the Bank shall convene a shareholders' general meeting within three months to dismiss the director from his or her position and elect a new independent director. Before the expiration of the term of office of an independent director, the Bank may dismiss the director from his or her position by legal procedures. In the event of early dismissal, the Bank shall disclose it as a matter for special disclosure.</u></p>	<p>Article 42 of the Corporate Governance Standards for Banking and Insurance Institutions, and Article 16 and Article 17 of the Rules for the Independent Directors of Listed Companies</p>
60	Article 168	<p>The independent directors may resign before the expiration of their term of office. For resignation, the independent directors shall submit a written resignation to the Board of Directors, to disclose any matters that are related to his or her resignation or that he or she considers necessary to bring to the attention of the shareholders and creditors.</p>	<p>The independent directors may resign before the expiration of their term of office. For resignation, the independent directors shall submit a written resignation to the Board of Directors, to disclose any matters that are related to his or her resignation or that he or she considers necessary to bring to the attention of the shareholders and creditors.</p> <p><u>If the number of independent directors is less than one-third of total membership of the Board as a result of resignation of any independent director, the independent director shall continue to perform his or her duties before the new independent director takes office, except for resignations and dismissals due to loss of independence.</u></p>	<p>Article 38 of the Corporate Governance Standards for Banking and Insurance Institutions</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
61	Article 169	<p>In addition to the powers conferred to directors by the Company Law and other relevant laws, administrative regulations and departmental rules, independent directors shall be also conferred with the following particular powers by the Bank:</p> <p>(1) approve any material related party transactions prior to discussion by the Board of Directors; and prior to making any judgment, appoint intermediary agencies to issue independent financial advisor report as the basis for their judgment;</p> <p>(2) propose to the Board of Directors to appoint or remove an accounting firm;</p> <p>(3) propose to the Board of Directors to convene an extraordinary shareholders' general meeting;</p> <p>(4) propose to convene a meeting of the Board of Directors;</p> <p>(5) appoint independent external audit and advisory bodies;</p> <p>(6) determine the effect of the issuance of preference shares on the equity interest of shareholders of all classes; and</p>	<p>In addition to the powers conferred to directors by the Company Law and other relevant laws, administrative regulations and departmental rules, independent Directors shall be also conferred with the following particular powers by the Bank:</p> <p>(1) approve any material related party transactions prior to discussion by the Board of Directors; and prior to making any judgment, appoint intermediary agencies to issue independent financial advisor report as the basis for their judgment;</p> <p>(2) propose to the Board of Directors to appoint or dismiss the accounting firm <u>that performs the regular statutory audit of the Bank's financial reports;</u></p> <p>(3) propose to the Board of Directors to convene an extraordinary shareholders' general meeting;</p> <p>(4) propose to convene a meeting of the Board of Directors;</p> <p>(5) collect the voting rights of shareholders publicly before the shareholders' general meeting;</p> <p>(6) determine the effect of the issuance of preference shares on the equity interest of shareholders of all classes; and</p>	<p>Article 49 of the Corporate Governance Standards for Banking and Insurance Institutions and Article 22 of the Rules for the Independent Directors of Listed Companies</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(7) collect the voting rights of shareholders publicly before the shareholders' general meeting.</p> <p>Independent directors' exercising of these powers shall be agreed by 50% or more of the independent directors. If any of the above suggestions is not accepted or any of the above powers is unable to be exercised, the Bank shall make appropriate disclosures.</p>	<p>(7) appoint independent external audit and advisory bodies.</p> <p>Independent directors' exercising of these powers shall be agreed by 50% or more of the independent directors, <u>except for the proposal to convene the meeting of the Board of Directors, which requires the consent of more than two independent directors, and the proposal to appoint independent external audit and advisory bodies which requires the consent of all independent directors.</u></p> <p>If any of the above suggestions is not accepted or any of the above powers is unable to be exercised, the Bank shall make appropriate disclosures</p> <p><u>Where the laws, administrative regulations or regulatory authorities provide otherwise, such provisions shall prevail.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
62	Article 170	<p>In addition to the above duties, independent Directors shall provide their independent opinions on the following matters at the shareholders' general meeting or the meeting of the Board of Directors:</p> <p>(1) Nomination, appointment and removal of any director;</p> <p>(2) Appointment and dismissal of any senior management;</p> <p>(3) Profit distribution plans;</p> <p>(4) Remuneration of directors and senior managements;</p> <p>(5) The legality and fairness of major related party transactions between shareholders, beneficial owners and their associates as a party and the Bank as another party, and the effectiveness of the measures taken by the Bank to collect receivables;</p> <p>(6) Engagement of external auditors;</p> <p>(7) Matters that may cause substantial losses to the Bank;</p> <p>(8) Matters deemed by independent Directors that may harm the legal interests of depositor, minority shareholders and other stakeholders;</p> <p>(9) Laws, regulations, regulatory documents and other matters stipulated in the provisions of the Articles of Association.</p>	<p>In addition to the above duties, independent Directors shall provide their independent opinions on the following matters at the shareholders' general meeting or the meeting of the Board of Directors:</p> <p>(1) Nomination, appointment and removal of any director;</p> <p>(2) Appointment and dismissal of any senior management;</p> <p>(3) Remuneration of directors and senior managements;</p> <p>(4) Profit distribution plans;</p> <p>(5) The fairness and compliance of major related party transactions and fulfilment of internal approval procedures, and the effectiveness of the measures taken by the Bank to collect receivables;</p> <p>(6) <u>The engagement or dismissal of the accounting firm that performs the regular statutory audit of the Bank's financial statements;</u></p> <p>(7) <u>Other matters that may have a material impact on the Bank, minority shareholders and the legal rights and interests of financial consumers;</u></p> <p>(8) Laws, regulations, regulatory documents and other matters stipulated in the provisions of the Articles of Association.</p>	<p>Article 39 of the Corporate Governance Standards for Banking and Insurance Institutions, Article 23 of the Rules for the Independent Directors of Listed Companies and Article 49 of the Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
63	Article 172	<p>To ensure effective performance of functions by independent Directors, the Bank shall provide the necessary conditions for the independent Directors as follows:</p> <p>(1) To ensure that independent Directors have the right to know as other directors may have. In respect of matters which are subject to the Board’s approval, a notice shall be served on the independent Directors in advance within the stipulated timeframe and sufficient information shall be provided. Independent Directors may require supplementary if they think the information is insufficient. When two or above independent Directors believe that the information is insufficient or the evidences are not definite, they may collectively propose the Board of Directors in written form to postpone the meeting of the Board of Directors or discussion of the matters, and the Board of Directors shall accept the proposal.</p> <p>.....</p>	<p>To ensure effective performance of functions by independent Directors, the Bank shall provide the necessary conditions for the independent Directors as follows:</p> <p>(1) To ensure that independent Directors have the right to know as other directors may have. In respect of matters which are subject to the Board’s approval, a notice shall be served on the independent Directors in advance within the stipulated timeframe and sufficient information shall be provided. Independent Directors may require supplementary if they think the information is insufficient. When more than two independent Directors believe that the information is insufficient or the evidences are not definite, they may collectively propose the Board of Directors in written form to postpone the meeting of the Board of Directors or <u>to defer a vote</u> of the matters, and the Board of Directors shall accept the proposal.</p> <p>.....</p>	<p>Revised in accordance with the requirements related to the operation of the Board of Directors by the regulatory authorities</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
64	Article 173	Independent Directors shall faithfully carry out their duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association, to safeguard interests of the Bank as a whole, and particularly pay attention to legal rights and interests of minority shareholders from being undermined.	<p>Independent Directors shall faithfully carry out their duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association, to safeguard interests of the Bank as a whole, and particularly <u>safeguard the legal rights and interests of minority shareholders and financial consumers from the influenced of shareholders, de facto controllers, senior management or other entities or individuals who have a material interest in the Bank.</u></p> <p><u>In the event of any significant deficiencies or failures in the corporate governance mechanism of the Bank, the independent Directors shall promptly report the relevant information to the regulatory authorities. Except for reporting the relevant information to the regulatory authorities in accordance with the requirements, the independent directors shall keep the secrets of the Bank.</u></p>	Article 37 and Article 41 of the Corporate Governance Standards for Banking and Insurance Institutions
65	Article 176	The Board of Directors shall consist of 18 directors, of which at least one-third shall be independent directors. The Board of Directors shall have one chairman and a certain number of vice chairman.	<p>The Board of Directors shall consist of 18 directors, <u>of whom 15 are non-executive directors (including six independent directors) and 3 are executive directors.</u></p> <p><u>The Board of Directors of the Bank shall have a chairman and a certain number of vice chairmen, who shall be elected by more than half of all directors.</u></p>	Article 47 and Article 48 of the Corporate Governance Standards for Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
66	Article 177	<p>The Board of Directors shall exercise the following functions and powers:</p> <p>(1) convening shareholders' general meetings and reporting on its performance to shareholders at the shareholders' general meetings;</p> <p>(2) implementing resolutions of the shareholders' general meetings;</p> <p>(3) deciding on operational plans and investment plans of the Bank;</p> <p>(4) formulating annual financial budgets and audited accounts of the Bank;</p> <p>(5) formulating profit distribution plans and plans for recovery of losses of the Bank;</p> <p>(6) formulating proposals for increases in or reductions of registered share capital, issuance of bonds or other securities and listing plans of the Bank;</p> <p>(7) formulating proposals for material acquisitions, purchase of the shares, merger, separation, dissolution or change of the nature of the Bank;</p> <p>(8) within the scope authorized by the shareholders' general meetings, deciding on external investments, purchases and sales of assets, pledges of assets, material guarantees, and connected transactions of the Bank;</p>	<p>The Board of Directors shall exercise the following functions and powers:</p> <p>(1) convening shareholders' general meetings and reporting on its performance to shareholders at the shareholders' general meetings;</p> <p>(2) implementing resolutions of the shareholders' general meetings;</p> <p>(3) deciding on operational plans and investment plans of the Bank;</p> <p>(4) formulating annual financial budgets and audited accounts of the Bank;</p> <p>(5) formulating profit distribution plans and plans for recovery of losses of the Bank;</p> <p>(6) formulating proposals for increases in or reductions of registered share capital, issuance of bonds or other securities and listing plans of the Bank;</p> <p>(7) formulating proposals for material acquisitions, purchase of the shares, merger, separation, dissolution or change of the nature of <u>company</u>;</p> <p>(8) within the scope authorized by the shareholders' general meetings, deciding on external investments, <u>asset acquisitions, asset sales, asset disposals and write-offs</u>, pledges of assets, <u>external</u> guarantees, connected transactions, <u>entrusted wealth management, external donations, etc.</u> of the Bank;</p>	<p>1. Article 12, Article 44, Article 45, Article 52, Article 98, Article 108 in the Corporate Governance Standards for Banking and Insurance Institutions, Article 10 in The Guidelines on Compliance Risk Management in Commercial Banks, Article 39, Article 55 and etc. in Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions;</p> <p>2. Due to CBIRC have abolished The Guidelines on Directors diligence of Joint-Stock Commercial Banks, the original Article 17 and Article 18 were deleted;</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(9) deciding on the establishment of the internal management structure of the Bank;</p> <p>(10) appointing or removing the president, the secretary of the Board of Directors, chief finance officer and chief audit officer of the Bank based on the recommendations of the chairman of the Board of Directors; appointing or removing senior management, including vice presidents, assistant to president, chief risk officer and chief information officer, of the Bank based on the recommendations of the president and deciding on matters relating to their emoluments and awards or punishment;</p> <p>(11) conferring powers to the Nomination Committee of the Board of Directors to approve the appointment or removal of chief advisors of the Bank, branch presidents, president of strategic business unit and finance officers, and approve the candidates of chairman of the board of directors, chairman of the supervisory board and general manager of subsidiaries;</p> <p>(12) establishing the basic management system of the Bank;</p> <p>(13) formulating proposals for any amendment to these Articles of Association;</p> <p>(14) managing the disclosure of information of the Bank;</p>	<p><u>(9) regularly assessing and improving the Bank’s corporate governance;</u></p> <p><u>(10) formulating the Bank’s development strategy and supervising its implementation;</u></p> <p><u>(11) formulating the Bank’s capital planning and assuming ultimate responsibility for capital or solvency management;</u></p> <p><u>(12) formulating the Bank’s risk appetite and tolerance, material risk management and internal control policies, conducting regular studies and evaluation on the soundness, reasonableness and effectiveness of internal control and assuming ultimate responsibility for overall risk management;</u></p> <p>(13) deciding on the establishment of the internal management structure of the Bank;</p> <p>(14) appointing or removing the president, the secretary of the Board of Directors, chief finance officer and chief audit officer of the Bank based on the recommendations of the chairman of the Board of Directors; appointing or removing senior management, including vice presidents, assistant to president, chief risk officer and chief information officer, of the Bank based on the recommendations of the president and deciding on matters relating to their emoluments and awards or punishment, <u>and supervising senior management in the performance of duties;</u></p>	<p>3. Guidelines for Articles of Association of Listed Companies (2022 Revision) Article 107, CSRC’s Preparation Rules for Information Disclosure by Companies Offering Securities to the Public No. 26 – Special Provisions on Information Disclosure by Commercial Banks Article 17;</p> <p>4. To comply with and implement the relevant requirements of performance for Board of Directors by regulatory Authorities, and use for reference on inter-bank good practice</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(15) proposing the appointment or replacement of accounting firms to the shareholders' general meetings for the auditing of the Bank;</p> <p>(16) reviewing working reports of the president of the Bank and examining the performance of the president;</p> <p>(17) the Board of Directors shall establish a supervisory system to ensure that the management will formulate a code of conduct and working principles for the management staff and the business personnel at all levels and that the regulatory documents will specifically require employees at all levels to promptly report any possible conflict of interests, provide detailed rules and establish corresponding mechanism.</p> <p>(18) the Board of Directors shall establish a reporting system and require the senior management to report operational issues of the Bank to the Board of Directors and directors regularly. The following items shall be regulated under this system:</p> <p>(i) the contents and the basic standard of the information reported to the Board of Directors and directors;</p> <p>(ii) the frequency of the report;</p> <p>(iii) the form of the report;</p>	<p>(15) formulating proposals for any amendment to these Articles of Association;</p> <p><u>(16) formulating the rules of procedure for shareholders' general meetings and the Board of Directors, and considering and approving the work rules of special committees under the Board of Directors;</u></p> <p><u>(17) studying and determining the chairmen and members of the special committees under the Board of Directors;</u></p> <p>(18) establishing the basic management system of the Bank;</p> <p><u>(19) assuming responsibility for the management of the Bank's shareholder affairs;</u></p> <p><u>(20) auditing related party transaction that shall be considered and approved by the shareholders' general meeting in accordance with laws and regulations; considering and approving related party transactions that shall be considered and approved by the Board of Directors in accordance with laws and regulations, making special reports to the shareholders' general meeting on the implementation of the related party transaction management system, the operation of the Related Party Transaction Supervision Committee, and the overall situation of related party transactions, and reporting to the banking regulatory authority , assuming ultimate responsibility for the related party transaction management;</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(iv) the responsible bodies of the report and the responsibilities for delay or incompleteness of the report; and</p> <p>(v) the confidentiality of the report.</p> <p>(19) deciding on matters related to the issued preference shares of the Bank within the scope of authorization of shareholders' general meeting, including but not limited to making decisions on repurchase, conversion and payment of dividends;</p> <p>(20) exercising any other power prescribed by the applicable laws, administrative regulations and departmental rules, as well as these Articles of Association.</p> <p>The resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of (6), (7), (13) and (19), the resolutions shall be approved by more than two-thirds of all directors.</p> <p>Matters beyond the scope of authorization of shareholders' general meetings of the Bank shall be proposed in shareholders' general meetings for consideration and approval.</p>	<p><u>(21) approving for internal audit charter of the Bank, medium and long-term audit plans and annual work plan, and assuming ultimate responsibility for the establishment, operation and maintain of internal audit system, as well as the independence and effectiveness of internal audit;</u></p> <p><u>(22) considering and approving the Bank's compliance policy, supervising its implementation, and assuming ultimate responsibility for the compliance of the Bank's business activities;</u></p> <p><u>(23) establishing and practicing a high standard of professional ethics;</u></p> <p><u>(24) being responsible for Bank's information disclosure, and assuming ultimate responsibility for truthfulness, accuracy, integrity and timeliness of the accounting and financial reporting;</u></p> <p><u>(25) proposing to the shareholders' general meeting the appointment or dismissal of the accounting firm that conduct the regular statutory audit of the Bank's financial reports;</u></p> <p>(26) reviewing working reports of the president of the Bank and examining <u>and guiding the</u> performance of the president;</p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p><u>(27) informing the supervisory opinion of the supervisory authorities on the Bank and the Bank’s rectification;</u></p> <p><u>(28) determining the Bank’s green finance development strategy, approving the green finance targets set by senior management and the green finance reports submitted, and supervising and evaluating the implementation of the Bank’s green finance development strategy;</u></p> <p><u>(29) formulating strategies, policies and objectives for the protection of consumer rights and interests of the Bank, providing overall planning and guidance for the protection of consumer rights and interests, performing duties related to the protection of consumer rights and interests, and assuming ultimate responsibility for the protection of consumer rights and interests;</u></p> <p><u>(30) safeguarding the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(31) performing duties related to anti-money laundering and anti-terrorism financing, and assuming the ultimate responsibility;</u></p> <p><u>(32) formulating the consolidated management policy for the group, reviewing and approving major issues related to consolidated management, establishing periodic review and evaluation mechanism for consolidated management, and assuming the ultimate responsibility for consolidated management of the group;</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p><u>(33) considering and approving of major issues related to data governance, and assuming the ultimate responsibility for data governance;</u></p> <p><u>(34) establishing and completing the performance files of directors;</u></p> <p>(35) deciding on matters related to the issued preference shares of the Bank within the scope of authorization of shareholders' general meeting, including but not limited to making decisions on repurchase, conversion and payment of dividends;</p> <p>(36) exercising any other power prescribed by the applicable laws, administrative regulations and departmental rules, as well as these Articles of Association.</p> <p>The resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of <u>(4), (5), (6), (7), (8), (14), (15), (25), (35)</u>, the resolutions shall be approved by more than two thirds of all directors; <u>Other matters that shall be approved by a vote of at least two-thirds of the directors as stipulated by laws, administrative regulations, rules and regulations and the Articles of Association shall be governed by their provisions.</u></p> <p>Matters beyond the scope of authorization of shareholders' general meetings of the Bank shall be proposed in shareholders' general meetings for consideration and approval.</p> <p><u>The Board of Directors shall listen to the opinions of the Party Committee in advance when making decisions on major issues of the Bank.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
67	New Article		<p><u>The Board of Directors has the ultimate responsibility for the management of the Bank’s equity affairs. The Chairman of the Bank shall be the first person responsible for the handling of the Bank’s equity affairs. The secretary to the Board of Directors assists the Chairman and is the person directly responsible for the handling of equity affairs.</u></p> <p><u>The Board of Directors is responsible for establishing a mechanism to identify, review and manage conflicts of interest between the Bank and its shareholders, in particular substantial shareholders, and to assess the qualifications of substantial shareholders, the fulfilment of commitments, the implementation of the terms of the Bank’s Articles of Association or agreements, and compliance with laws, regulations and supervision, and to submit the assessment report to the banking regulatory authority of the State Council in a timely manner at least once a year.</u></p> <p><u>The Board of Directors shall assume responsibility for the management of the Bank’s substantial shareholders’ commitments, including organizing the formulation of a system for the management of shareholders’ commitments, the management of the file of substantial shareholders’ commitments and the assessment of substantial shareholders’ commitments. The Board of Directors shall make a proposal to take measures against the shareholder who has breached the commitment, which shall be implemented after consideration and approval by the Bank’s general meeting, and the relevant shareholder or their representatives shall recuse themselves from voting.</u></p>	<p>1. Article 44 of the Corporate Governance Standards for Banking and Insurance Institutions</p> <p>2. Article 26 and Article 30 of the Interim Measures for the Equity Management of Commercial Banks</p> <p>3. Notice on Further Strengthening the Management of Shareholders’ Commitments in Banking and Insurance Institutions</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
68	Article 179	<p>The Board of Directors shall formulate the rules of procedures for the Board of Directors, to ensure the execution of the resolutions of the shareholders' general meeting and the efficiency and scientific decision-making of the Board of Directors.</p>	<p>The Board of Directors shall formulate the rules of procedures for the Board of Directors and submit to the shareholders' general meeting for approval and implement to ensure the execution of the resolutions of the shareholders' general meeting and the efficiency and scientific decision-making of the Board of Directors.</p>	<p>Article 49 of the Corporate Governance Standards for Banking and Insurance Institutions, drawing on best practices from the industry</p>
69	Article 180	<p>The Board of Directors shall ensure the limits for its power on making venture investments with and disposal of the Bank's assets and establish strict procedures for reviewing and decision-making. Material investments and assets disposals shall be reviewed by relevant specialists and professionals and proposed in the shareholders' general meeting for approval.</p> <p>Acquisition and disposition of fixed assets during the usual business of the Bank shall be implemented by the president according to the project and the caps approved by the annual budget. For projects of which the investment is in excess of the approved budget amount or caps are specified in the annual budget without detailed breakdown, it shall be implemented upon the following approvals:</p> <p>(1) a particular investment with an amount of RMB20 million or below shall be approved by the president and shall be reported to the Board of Directors for filing;</p> <p>(2) a particular investment with an amount of more than RMB20 million and up to and including RMB50 million shall be approved by the audit committee authorized by the Board of Directors before the approval by the chairman of the Board of Directors and reporting to the Board of Directors for filing;</p>	<p>The Board of Directors shall ensure <u>the limits for its power on matters such as foreign investments, asset acquisitions, asset sales, asset pledges, external guarantees, entrusted wealth management, related transactions and external donations of the Bank</u>, and establish strict procedures for reviewing and decision-making. Material investments and assets disposals shall be reviewed by relevant specialists and professionals and proposed to <u>the Board of Directors or in</u> the shareholders' general meeting for approval <u>in accordance with relevant provisions of laws, regulations and regulatory documents</u>.</p>	<ol style="list-style-type: none"> 1. Additional refinements as required by Article 110 of the Guidelines for Articles of Association of Listed Companies (2022 Revision); 2. Drawing on the best practices of the industry, the scope of power and authority for items relating to the acquisition and disposal of fixed assets in the ordinary course of business is deleted and clarified in the relevant systems of the Bank.

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(3) a particular investment with an amount of more than RMB50 million and up to and including 10% of the latest audited net asset value of the Bank shall be approved by a resolution of the Board of Directors; and</p> <p>(4) a particular investment with an amount of exceeding 10% of the latest audited net asset value of the Bank shall be approved by the shareholders' general meeting.</p>		
70	Article 182	<p>The Bank shall manage its related party transactions strictly according to regulations of the regulatory authorities.</p> <p>Related party transactions are referred to as following activities involving transfer of resources or responsibilities between the Bank and related parties:</p> <p>(1) granting credits;</p> <p>(2) transfer of assets;</p> <p>(3) providing services; and</p> <p>(4) other related party transactions specified by the banking regulatory authority of the State Council, listing rules of the Shanghai Stock Exchange, Listing Rules of the Hong Kong Stock Exchange and other laws, regulations and regulatory authorities.</p>	<p>The Bank shall manage its related party transactions strictly according to regulations of the regulatory authorities.</p> <p>Related party transactions are referred to as following activities involving transfer of the interests between the Bank and related parties:</p> <p>(1) granting credits;</p> <p>(2) transfer of assets;</p> <p>(3) providing services; and</p> <p>(4) deposits and other related party transactions specified by the banking regulatory authority of the State Council, listing rules of the Shanghai Stock Exchange, Listing Rules of the Hong Kong Stock Exchange and other laws, regulations and regulatory authorities.</p>	Article 10 and Article 13 of the Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
71	Article 183	<p>According to the net capital and operating circumstances of the Bank, related party transactions of the Bank shall be classified into general related party transactions and material related party transactions.</p> <p>A general related party transaction shall refer to a transaction between the Bank and a single related party with an amount of 1% or below of the net capital of the Bank and the balance of the transactions between the Bank and the related party after such transaction constituting no more than 5% of the net capital of the Bank.</p> <p>General related party transactions shall be approved by the Bank in accordance with internal authorization procedures and reported to Related Party Transactions Supervision Committee for filing. General related party transactions may also follow the authorization procedure of material related party transactions.</p> <p>A material related party transaction shall refer to a transaction between the Bank and <u>a single related party</u> with an amount of no less more than 1% of the net capital of the Bank or the balance of the transactions between the Bank and the related party after such transaction constituting no less more than 5% of the net capital of the Bank. Material related party transactions shall be reviewed by Related Party Transactions Supervision Committee of the Bank and approved by the Board of Directors.</p> <p>For related party transactions subject to the approval of shareholders' general meeting, the procedures in accordance with the requirements of the regulatory authorities and relevant provisions of the Articles of Association shall be performed.</p>	<p>According to the net capital and operating circumstances of the Bank, related party transactions of the Bank shall be classified into material related party transactions and general related party transactions.</p> <p>A material related party transaction shall refer to a transaction between the Bank and <u>a single related party</u> with an amount of <u>no less than 1% of the net capital of the Bank at the end of last quarter, or no less than 5% of the net capital of the Bank at the end of last quarter on an aggregated basis.</u> <u>When the accumulated transaction amount between the Bank and a single related party reaches the standards in the preceding paragraph, the subsequent related party transactions shall be re-recognized as material related party transactions every time they reach more than 1% of the net capital at the end of last quarter.</u></p> <p>Material related party transactions shall be reviewed by Related Party Transactions Supervision Committee of the Bank and approved by the Board of Directors. <u>Resolutions made at the meeting of the Board of Directors shall be approved by more than two-thirds of the non-affiliated directors. If the number of non-affiliated directors attending the Board meeting is less than three, it shall be submitted to the general meeting of shareholders for approval.</u></p> <p>For related party transactions subject to the approval of shareholders' general meeting, the procedures in accordance with the requirements of the regulatory authorities and relevant provisions of the Articles of Association shall be performed.</p>	Article 14 and Article 45 of the Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p><u>General related party transactions shall refer to other related party transactions other than material related party transactions.</u></p> <p>General related party transactions shall be reviewed <u>in accordance with the Bank’s internal management system and</u> authorization procedures, and reported to Related Party Transactions Supervision Committee of the <u>Board</u> for filing.</p>	
	New Article	Section 4 Special Committees of the Board of Directors		<p>Referring to the chapter structure of the Corporate Governance Standards for Banking and Insurance Institutions, and drawing on the best industry practices, the duties and composition of the special Committees are set out in different sections, the Section 4 – Special Committees of the Board of Directors is supplemented, and Articles 184 to 191 of the original Articles are transferred to this section</p>
72	New Article		<p><u>The special committees of the Board of Directors are accountable to the Board of Directors, and provide professional suggestions to the Board of Directors in making decisions or are authorized by the Board of Directors to make decisions on professional matters.</u></p>	<p>Referring to Article 107 of the Guidelines for Articles of Association of Listed Companies (2022 Revision), and drawing on the best industry practices based on actual operations of the Bank for supplementing</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
73	Article 184	<p>The Board of Directors of the Bank shall establish special committees, including Strategic Development and Investment Management Committee, Risk Management Committee, Audit Committee, Related Party Transactions Supervision Committee, Nomination Committee, and Remuneration and Assessment Committee. Each special committee shall be composed of no less than three members. The convener of Audit Committee, Related Party Transactions Supervision Committee; Nomination Committee and Remuneration and Assessment Committee shall be acted by independent directors. Audit Committee and Related Party Transaction Supervision Committee shall include at least one independent director who is an accounting professional.</p>	<p>The Board of Directors of the Bank shall establish special committees, including Strategic Development and <u>Consumer Rights Protection</u> Committee, Risk Management Committee, Audit Committee, Related Party Transactions Supervision Committee, Nomination Committee, and Remuneration and Assessment Committee. Each special committee <u>shall be composed of directors with expertise or work experience appropriate to the duties of the special committee and shall consist of</u> no less than three members.</p> <p>The Audit Committee, Nomination Committee and Remuneration and Assessment Committee <u>shall consist of a majority of independent directors, who shall serve as chairman; the chairman of the Audit Committee shall be an accounting professional and its members shall have expertise and work experience in finance, auditing, accounting or law, etc; the Risk Management Committee and Related Party Transactions Supervision Committee shall consist of not less than one-third of independent directors in principle, who shall serve as chairman of the Related Party Transactions Supervision Committee.</u></p>	<p>M a k i n g amendments and improvements in accordance with Article 56 of the Corporate Governance Standards for Banking and Insurance Institutions, Article 107 of the Guidelines for Articles of Association of Listed Companies (2022 Revision) and Rules 3.21, 3.25 and 3.27A of the Listing Rules of the Hong Kong Stock Exchange</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
74	Article 185	<p>The main functions and duties of Strategic Development and Investment Management Committee shall be as follows:</p> <p>(1) studying and formulating long-term development strategies and long – and medium-term development outlines of the Bank, and making recommendations to the Board of Directors, including but not limited to:</p> <ol style="list-style-type: none"> 1. studying and formulating long – and medium-term strategic objectives of the Bank; 2. studying on the business model of operation and development of the Bank and formulating development direction and operational structure of the Bank; 3. studying and formulating plans and channels for capital replenishment, including profit distribution policy and annual profit distribution plan based on the development objectives; 4. studying and formulating proposals of internal corporate structure of the Bank based on the strategic plans of the Bank and suggestions of the President; 5. studying and formulating development plans of branches of the Bank, including overseas development plans, based on the strategic plans of the Bank and suggestions of the President; 	<p>The main functions and duties of Strategic Development and <u>Consumer Rights Protection</u> Committee <u>shall be as follows</u>:</p> <p>(1) studying <u>and considering</u> long-term development strategies and long – and medium-term development outlines <u>of the Group and the Bank</u>, and making recommendations to the Board of Directors, including but not limited to:</p> <ol style="list-style-type: none"> 1. studying <u>and considering</u> long – and medium-term strategic objectives <u>of the Bank</u>; 2. studying on the business model of operation and development <u>of the Bank</u> and <u>considering</u> development direction and operational structure <u>of the Bank</u>; 3. studying <u>and considering</u> plans and channels for capital replenishment, including profit distribution policy and profit distribution plan, <u>considering the strategic capital allocation (capital structure, capital adequacy ratio, etc.) and asset and liability management objectives of the Bank and regularly evaluating the capital management of the Bank</u> based on the development objectives; 	<p>The duties of the Strategic Development and Consumer Rights Protection Committee of the Board of Directors are sorted out and improved in accordance with the Corporate Governance Standards for Banking and Insurance Institutions, Article 1(2) and Article 6(1) of the Guiding Opinions of the China Banking and Insurance Regulatory Commission on Banking and Insurance Institutions Strengthening the Building of Working Systems and Mechanisms for Consumer Rights Protection</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>6. studying and formulating the objectives and measures of information technology based on the strategic plans of the Bank and suggestions of the President;</p> <p>(2) supervising and evaluating the implementation of the strategies and providing proposals;</p> <p>(3) providing proposals for adjusting the strategies based on the changes of operating environment;</p> <p>(4) studying and formulating relevant systems for outward investments; proposing suggestions and plans for material investment decisions of the Company (including investments in fixed assets and equities);</p> <p>(5) taking change of the consolidation management of the Bank and its subsidiaries, including but not limited to the following duties:</p> <p>1. formulating the general framework of the consolidation management of the Group;</p> <p>2. considering and approving the basic system of consolidation management, considering and approving important matters of consolidation management and supervising the implementation;</p>	<p><u>4. considering the annual financial budgets and final account of the Bank based on the development objectives of the Bank;</u></p> <p>5. studying and considering proposals of internal corporate structure <u>of the Bank</u> based on the strategic plans <u>of the Bank</u> and suggestions of the President;</p> <p>6. studying and considering development plans of branches <u>of the Bank</u>, including overseas development plans, based on the strategic plans <u>of the Bank</u> and suggestions of the President;</p> <p><u>7. considering other special strategic development plans such as the information technology development strategy and green credit strategy of the Bank</u> based on the strategic planning <u>needs of the Bank.</u></p> <p>(2) supervising and evaluating the implementation of the strategies and providing proposals and supervising the implementation of annual operating plans and investment proposals.</p> <p>(3) providing proposals for adjusting the strategies based on the changes of operating environment.</p>	<p>(《中國銀保監會關於銀行保險機構加強消費者權益保護工作體制機制建設的指導意見》), and Article 17 of Chapter 3 of the Guidance on Consumer Rights Protections for Banking Industry (《銀行業消費者權益保護工作指引》) and in light of internal governance structure of the Bank</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>3. establishing a regular examination and evaluation mechanism for consolidation management in accordance with the scale, nature and business of the Group;</p> <p>4. other duties related to consolidation management as stipulated by laws, regulations, rules and the Articles of Association of the Bank.</p> <p>(6) studying and formulating relevant systems for merger and acquisition; studying strategies for merger and acquisition and suggesting implementation proposals, including merging targets, acquisition methods and reorganization;</p> <p>(7) studying and formulating diversified operation and development model; studying and formulating the establishment and management model of a financial (group) company;</p> <p>(8) studying and implementing other major issues relevant to the development strategies of the Bank.</p>	<p><u>(4) studying and considering the development strategy plans and basic management system of the inclusive finance business of the Bank, reviewing the annual business plan, assessment and evaluation methods of inclusive finance and supervising the implementation of the strategies, policies and systems of inclusive finance.</u></p> <p><u>(5) studying and considering consumer rights protection strategies, policies and goals of the Bank, submitting the same to the Board for consideration and performing the following consumer rights protection duties:</u></p> <p><u>1. regularly listening to and considering the consumer rights protection work report, annual report and work plan and submitting the same to the Board of Directors, studying the major issues and important policies on the consumer rights protection;</u></p> <p><u>2. guiding and supervising the establishment and improvement of the management system for the consumer rights protection work, and promoting the alignment of relevant system requirements with corporate governance, corporate culture construction and business development strategies;</u></p> <p><u>3. monitoring the comprehensiveness, timeliness and effectiveness of the work of the senior management and the consumer rights protection department, as well as the disclosure of material information on consumer rights protection, in accordance with regulatory requirements and the execution of consumer rights protection strategies, policies and objectives and the relevant work;</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p><u>4. holding meetings, listening to and studying annual audit reports, regulatory circulars and internal assessment results related to consumer rights protection work, and urging the senior management and relevant departments to implement timely rectification of all issues identified.</u></p> <p><u>(6) considering and proposing suggestions to the Board on the fulfilment of social responsibility in respect of the economic, environmental and social welfare undertakings.</u></p> <p><u>(7) studying and considering major matters related to data strategy and data governance, and urging the senior management to improve the effectiveness of data governance.</u></p> <p>(8) studying and formulating relevant systems for outward investments; proposing suggestions and plans for material investment decisions of the Bank such as investments in fixed assets and equities, <u>supervising the implementation;</u></p> <p>(9) taking change of the consolidation management of the Bank and its subsidiaries, including but not limited to the following duties:</p> <ol style="list-style-type: none"> 1. <u>formulating</u> the general framework of the consolidation management of the Group; 2. considering and approving the basic system of consolidation management, considering and approving important matters of consolidation management and supervising the implementation; 	

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p>3. establishing a regular examination and evaluation mechanism for consolidation management in accordance with the scale, nature and business of the Group;</p> <p>4. other duties related to consolidation management as stipulated by laws, regulations, rules and the Articles of Association.</p> <p>(10) studying and <u>formulating</u> relevant systems for merger and acquisition; studying strategies for merger and acquisition and suggesting implementation proposals, including merging targets, acquisition methods and reorganization;</p> <p>(11) studying and formulating grouping management and development model; studying and <u>formulating</u> the establishment and management model of a financial (group) company;</p> <p><u>(12) other matters prescribed by laws, administrative regulations, rules, the securities regulatory authorities in the place where the Bank's shares are listed, and authorized by the Board of Directors.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
75	Article 186	<p>The main functions and duties of Risk Management Committee:</p> <p>(1) studying macro-economic financial policy of the State, analyzing the market changes, formulating proposals on management of industrial risks and proposing risk control standard system of the Bank;</p> <p>(2) studying laws and regulations, policies and regulatory standards promulgated by the regulatory authorities and proposing effective implementation measures;</p> <p>(3) studying development strategies and risk management system of the Bank, and making suggestions on the improvement of organizational structure, control procedures and risk managements etc.;</p> <p>(4) studying the implementation and management of strategies of the Bank; evaluating the effectiveness of risk management policies and providing recommendations on dynamic risk control;</p> <p>(5) studying the Bank's operating activities and their risks, and proposing core risks issues in risk management according to 5-grade categorization and the requirements of discount method;</p> <p>(6) reviewing the risk control standard system and the relevant analyzing reports; supervising the management team of the Bank taking necessary measures such as identification, measurement, supervision and control to the operating risks of the Bank;</p> <p>(7) supervising and evaluating the implementation of strategies; procuring the Bank's management to improve the risk management capacity continuously;</p>	<p>The main functions and duties of Risk Management Committee shall be as follows:</p> <p><u>(1) studying macro-economic situation, laws and regulations, policies and provisions, etc. promulgated by the regulatory authorities, formulating risk appetite and risk management strategies, reviewing various material risk management policies, ensuring the establishment of risk limits;</u></p> <p><u>(2) examining important risk management provisions and procedures, key issues and plans, improving the risk management structure and process continuously, and supervising senior management in effectively identifying, measuring, supervising, controlling and handling various risks timely;</u></p> <p><u>(3) mastering the management of various types of risks, including but not limited to credit risk, market risk, liquidity risk, operating risk, country risk, reputation risk, compliance risk, anti-money laundering and anti-terrorist financing, etc., listening to and examining comprehensive risk management reports, various special risk reports, risk assessment reports and other risk management-related information reports, giving guidance on comprehensive risk management;</u></p>	<p>In accordance with the Law of the People's Republic of China on Commercial Banks, the Corporate Governance Standards for Banking and Insurance Institutions, the Guidelines for Comprehensive Risk Management of Banking Financial Institutions and other laws and administrative regulations, as well as the Bank's internal governance structure and rules and regulations, and with reference to the Articles of Association of Interbank Companies, sort out and improve the responsibilities of the Risk Management Committee of the Board of Directors.</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(8) reviewing risk identification, management skills, risk control and indemnifying mechanisms during the operation and management of the Bank; examining proposed establishment of risk management system;</p> <p>(9) reviewing early warning, prevention and contingency measures of material risk events during the Bank's operation and management;</p> <p>(10) organizing risk evaluation for material operating activities; studying and formulating risk prevention proposals;</p> <p>(11) examining information disclosure issues in the Banks' risk management;</p> <p>(12) other functions and powers conferred by the Board of Directors to special committees.</p>	<p><u>(4) developing risk management survey, assessing the situation of various risks, the effectiveness of risk management work, the construction and implementation of a comprehensive risk management system, etc., reflecting the situation and trend of risk exposure, proposing specific rectification requirements and suggestions, and supervising senior management in conducting comprehensive risk management;</u></p> <p><u>(5) supervising and reviewing the handling of material risk events in operation and management, reviewing the disposal plans of material risk events, write-off of large doubtful debts, etc.;</u></p> <p>(6) examining information disclosure issues in risk management;</p> <p><u>(7) the relevant provisions of the laws, administrative regulations, rules and the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, and other events authorized by the Board of Directors.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
76	Article 187	<p>The main functions and duties of Audit Committee shall be:</p> <p>(1) providing suggestions on the engagement or replacement of external auditors, approving remuneration and terms of engagement of the external auditors, and dealing with issues regarding the appointment and dismissal of the external auditors.</p> <p>(2) reviewing and monitoring the independence and objectiveness of the external auditors and the effectiveness of the audit process; the Audit Committee shall, prior to the commencement of an audit, discuss with the external auditors the nature and scope of the audit as well as the reporting duties first.</p> <p>(3) formulating and implementing policies for the provision of non-audit services by the external auditors.</p> <p>(4) reviewing the financial and accounting policies and practices of the Bank.</p> <p>(5) approving the annual budget and final accounts of the Company.</p> <p>(6) reviewing the quarterly, interim and annual financial reports of the Company to be disclosed, giving advice on the truthfulness, completeness and accuracy of the information in the financial reports, and paying specific attention to the followings:</p> <p>(i) any changes in accounting policies and practices;</p> <p>(ii) matters involving significant judgments;</p> <p>(iii) material accounting adjustments resulting from auditing;</p>	<p>The main functions and duties of Audit Committee shall be as follows:</p> <p>(1) providing suggestions on the engagement or replacement of external auditors, approving remuneration and terms of engagement of the external auditors, and submitting them to the Board of Directors for consideration.</p> <p>(2) monitoring the independence and objectiveness of the external auditors, the effectiveness of the audit process; prior to the commencement of an audit, discussing with the external auditors the nature and scope of the audit as well as the reporting duties first; monitoring the Bank's formulation and implementation of policies for the provision of non-audit services by the external auditors.</p> <p>(3) examining the financial and accounting policies and practices of the Company; reviewing the quarterly, interim and annual financial reports of the Company; giving advice on the truthfulness, completeness and accuracy of the information in the financial reports, and submitting them to the Board of Directors for consideration.</p> <p>Paying specific attention to the followings: any changes in accounting policies and practices; matters involving significant judgments; material accounting adjustments resulting from auditing; the assumption of continuity management and other reserved opinions; whether or not complying with the accounting standards; whether or not complying with rules on financial reporting places where the Bank is listed and other laws and regulations of the place of listing.</p>	<p>Sort out and improve the functions and duties of the Audit Committee of the Board of Directors in accordance with the Corporate Governance Standards for Banking and Insurance Institutions, the Guidelines on Internal Audit for Banking Financial Institutions, and the Bank's internal governance structure and rules and regulations</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(iv) the assumption of continuity management and other reserved opinions;</p> <p>(v) whether or not complying with the accounting standards; and</p> <p>(vi) whether or not complying with rules on financial reporting places where the Bank is listed and other laws and regulations of the place of listing.</p> <p>(7) With regard to item (6) above:</p> <p>(i) members of the Audit Committee shall communicate with the Board of Directors and the senior management and have meeting with the external auditors at least twice per year; and (ii) the Audit Committee shall consider any material or unusual matters reflected or may need to be reflected in relevant reports, and shall consider carefully any matters brought up by the personnel responsible for accounting and financial reporting or by the auditors.</p> <p>(8) facilitating the communications between internal auditors and external auditors of the Bank.</p> <p>(9) reviewing the annual report on the amount of bad debts written off.</p> <p>(10) reviewing the internal auditing rules, mid – and long term auditing plan and annual working plan of internal audit.</p> <p>(11) guiding the internal audit and supervising the implementation of internal audit system, and ensuring that sufficient internal resources are assigned and appropriate attention is paid to the internal audit function of the Company.</p>	<p>The Audit Committee shall consider any material or unusual matters reflected or may need to be reflected in relevant reports, and shall consider carefully any matters brought up by the personnel responsible for accounting and financial reporting or by the auditors.</p> <p><u>(4) As authorised by the Board of Directors, reviewing the internal auditing rules and other important systems and reports, approving mid – and long term audit plan and annual audit plan, guiding, assessing and evaluating the internal audit and supervising the implementation of internal audit system, and ensuring that sufficient internal resources are assigned and appropriate attention is paid to the internal audit function of the Company.</u></p> <p>(5) monitoring the construction of internal control system of the Company and organizing self-evaluation of the internal control of the Bank. discussing with the management on the internal control system and ensuring that the management has fulfilled its responsibility to establish an effective internal control system, including sufficiency of necessary resources, qualification and experience of accounting and financial reporting personnel, and the plans and budget for training of relevant employees.</p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(12) evaluating the performance of internal audit department and its principal person(s) in charge.</p> <p>(13) monitoring the operation management to make rectify problems identified by the internal audit, reviewing management suggestions by the external auditing firm to the operation management in respect of accounting records, financial accounts or internal control system and coordinating the operation management to respond to such suggestions, and ensuring the Board of Directors to respond to the suggestions to the management by the external auditing firm in a timely manner.</p> <p>(14) monitoring the construction of internal control system of the Company and organizing self-evaluation of the internal control of the Bank.</p> <p>(15) discussing with the management on the internal control system and ensuring that the management has fulfilled its responsibility to establish an effective internal control system, including sufficiency of necessary resources, qualification and experience of accounting and financial reporting personnel, and the plans and budget for training of relevant employees.</p> <p>(16) reviewing arrangements on raising concerns about possible irregularities of financial reporting, internal control and other matters by staff of the Bank in confidentiality. The Committee shall ensure that proper arrangements are made by the Company for impartial and independent investigation over the relevant issues and necessary follow-ups.</p>	<p>(6) <u>coordinating communication between the management, internal audit and external audit</u>; monitoring the operation management to make rectify problems identified by the internal audit, reviewing management suggestions by the external auditing firm to the operation management in respect of accounting records, financial accounts or internal control system and coordinating the operation management to respond to such suggestions, and ensuring the Board of Directors to respond to the suggestions to the management by the external auditing firm in a timely manner.</p> <p>(7) <u>reviewing and supervising financial reporting, internal controls or other irregularities</u> by staff of the Bank, <u>to ensure that the Bank handles reporting matters fairly and independently and takes appropriate actions.</u></p> <p>(8) <u>handling other matters as prescribed by laws, administrative regulations, rules and regulations, the securities regulatory authorities where the Bank’s shares are listed, and as authorized by the Board of Directors.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(17) monitoring the relationship between the Bank and external auditors as the principal representative.</p> <p>(18) performing responsibilities specified by the laws, regulations and the listing rules of the places where the Bank is listed.</p> <p>(19) handling other matters relating to the functions and duties of the Committee authorized by the Board of Directors.</p>		
77	Article 188	<p>The main functions and duties of Related Party Transaction Committee shall be as follows:</p> <p>(1) managing the Bank's related party transactions according to laws, administrative regulations, regulatory requirements of the competent regulatory authorities and stock exchanges, national unified accounting system, the International Accounting Standards and the Articles of Association and formulating relevant management systems for related party transactions, which shall be implemented upon approval by the shareholders' general meeting or the meeting of the Board of Directors.</p> <p>(2) reviewing and identifying the Bank's related parties according to laws, administrative regulations; regulatory requirements of the competent regulatory authorities and the stock exchanges, national unified accounting system, the International Accounting Standards and the Articles of Association and reporting to the Board of Directors and the Supervisory Board, and also revealing to the management of the Bank in a timely manner.</p>	<p>The main functions and duties of Related Party Transaction Committee shall be as follows:</p> <p>(1) managing the Bank's related party transactions and controlling risks according to laws, regulations and formulating basic management systems for related party transactions;</p> <p>(2) identifying the Bank's related parties according to laws, regulations, and reporting to the Board of Directors and the Supervisory Board;</p> <p>(3) identifying related party transactions of the Bank according to laws, regulations and the Articles of Association;</p> <p>(4) reviewing and filing the Bank's related party transactions in accordance with the laws and regulations and fair and just commercial principles and focusing on compliance, fairness and necessity of the related party transactions;</p>	<p>Supplementing the functions and duties of the Related Party Transaction Committee of the Board of Directors in accordance with Articles 39, 45 and 49 of the Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(3) identifying the types of related party transactions of the Bank according to laws, administrative regulations, regulatory requirements of the competent regulatory authorities and stock exchanges, national unified accounting system, the International Accounting Standards and the Articles of Association, and confirming approval procedures and standards.</p> <p>(4) reviewing related party transactions subject to approval of the Committee according to the approval procedures and standards.</p> <p>(5) reviewing related party transactions subject to approval of the meeting of Board of Directors or shareholders' general meeting according to the approval procedures and standards.</p> <p>(6) reviewing the information disclosures of related party transactions.</p> <p>(7) performing other functions and duties authorized by Board of Directors according to laws of the places where the Bank is listed, administrative regulations, regulatory requirements of the competent regulatory authorities and stock exchanges, national unified accounting system, the International Accounting Standards and the Articles of Association.</p>	<p>(5) <u>After the Bank's main related party transactions are reviewed and approved by the Related Party Transaction Committee, they shall be submitted to the Board of Directors for approval, and if they should be submitted to the shareholders' general meeting for consideration in accordance with the laws, administrative regulations, rules and regulations, and the relevant regulations of the securities regulatory authorities where the Bank's shares are listed, they shall also be approved by the shareholders' general meeting;</u></p> <p>(6) reviewing <u>the Bank's material</u> information disclosures of related party transactions;</p> <p>(7) <u>other matters prescribed by laws, administrative regulations, rules and regulations, provisions of the securities regulatory authorities where the Bank's shares are listed, and as authorized by the Board of Directors.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
78	Article 189	<p>The main functions and duties of Nomination Committee shall be as follows:</p> <p>(1) analyzing and assessing the structure, composition and diversity of members of the Board of Directors (including but not limited to the gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) and making suggestions to the Board of Directors for execution of the corporate strategy of the Bank annually;</p> <p>.....</p> <p>(4) identifying and selecting outstanding candidates for operation management widely and making suggestions to senior management of the head office of the Bank on candidates for senior staff management of departments of the head office and branches and senior technical experts;</p> <p>.....</p> <p>(13) performing responsibilities specified by the laws, regulations and the listing rules of the places where the Bank is listed;</p> <p>(14) handling other matters relating to the functions and duties of the Committee authorised by the Board of Directors.</p>	<p>The main functions and duties of Nomination Committee shall be as follows:</p> <p>(1) analyzing and assessing the structure, composition and diversity of members of the Board of Directors (including but not limited to the gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) and making suggestions to the Board of Directors for execution of the corporate strategy of the Bank annually;</p> <p>.....</p> <p>(4) identifying and selecting outstanding candidates for operation management widely and making suggestions to senior management of the head office of the Bank on candidates for departments of the head office and senior staff of branches;</p> <p>.....</p> <p>(13) <u>other matters prescribed by laws, administrative regulations, rules and regulations, securities regulatory authorities where the Bank’s shares are listed, and that authorized by the Board of Directors.</u></p> <p><u>The Nomination Committee of the Board of Directors shall avoid being influenced by shareholders and exercises its right to nominate directors independently and prudently.</u></p>	<p>1. Supplementing “The Nomination Committee shall avoid being influenced by shareholders and exercises its right to nominate directors independently and prudently” in accordance with Article 27 of the Corporate Governance Standards for Banking and Insurance Institutions;</p> <p>2. Considering the actual situation of the Bank and its internal system, those who are “senior management and senior technical experts of the departments of the head office and branches” are collectively referred to as “senior staff of the departments of the head office and branches”.</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
79	New Article		<p><u>The work rules of each special committee of the Board of Directors shall be separately formulated by the Board of Directors.</u></p> <p><u>Each special committee shall formulate an annual work plan and hold regular meetings.</u></p>	In accordance with the requirements of Article 57 of the Corporate Governance Standards for Banking and Insurance Institutions
80	New Article		<p><u>The meetings of the Board of Directors are divided into regular meetings and extraordinary meetings.</u></p>	Article 49 of the Corporate Governance Standards for Banking and Insurance Institutions
81	Article 192	Meetings of the Board of Directors shall be held at least four times every year and be convened by the chairman of the Board. Notice of the meeting shall be served on all of the directors and supervisors 14 days before the date of the meeting.	<p><u>Regular</u> Meetings of the Board of Directors shall be held at least four times every year and be convened by the chairman of the Board. Notice of the meeting shall be served on all of the directors and supervisors in writing 14 days before the date of the meeting and the relevant meeting documents <u>shall be served at least 10 days before the meeting.</u></p>	Article 49 of the Corporate Governance Standards for Banking and Insurance Institutions
82	Article 193	Extraordinary meetings of the Board of Directors may be proposed to convene by shareholders representing more than one tenth of voting rights, the chairman, the president, and more than one third of directors, or the Supervisory Board, more than half of independent directors or supervisory departments. The chairman shall convene and preside over the extraordinary meeting of the Board of Directors within 10 days after receiving such proposal.	Extraordinary meetings of the Board of Directors may be proposed to convene by shareholders representing more than one tenth of voting rights, the chairman, the president, and more than one third of directors, or the Supervisory Board, more than two independent directors or supervisory departments. The chairman shall convene and preside over the extraordinary meeting of the Board of Directors within 10 days after receiving such proposal.	

No.	Article Number	Original Article	New Article	Reasons for Amendment
83	Article 194	<p>The notice of an extraordinary meeting of the Board of Directors convened by the Board of Directors of the Bank shall be sent in written form, including email, registered post, telegram, telex and facsimile with confirmation. The notice shall be served on attendees five working days prior to the meeting.</p>	<p>An extraordinary meeting convened by the Board of Directors of the Bank <u>shall be notified to all Directors and Supervisors in writing</u> five working days prior to the meeting.</p>	<p>Supplementing and optimizing the scope of notification of meetings and optimizing and adjusting the expression in accordance with Article 116 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)</p>
84	Article 195	<p>The notice of a meeting of the Board of Directors shall include:</p> <ol style="list-style-type: none"> (1) date and venue of the meeting; (2) time limit of the meeting; (3) matters to be discussed and agenda of the meeting; (4) issuance date of the notice. 	<p>The notice of a meeting of the Board of Directors shall include:</p> <ol style="list-style-type: none"> (1) <u>time</u>, venue, <u>manner and duration</u> of the meeting. (2) <u>convener of the meeting;</u> (3) <u>proposals for the meeting;</u> (4) <u>associates and their contact information;</u> (5) issuance date of the notice; (6) <u>The requirement that a director should attend the meeting in person or proxy another director to attend the meeting on his or her behalf.</u> 	<p>Supplementing the notice of the meeting in accordance with Article 117 of the Guidelines for Articles of Association of Listed Companies (2022 Revision) and drawing on the best practices of the industry</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
85	New Article		<p><u>Meetings of the Board of Directors may be convened in both on-site meetings and by written summons.</u></p> <p><u>On-site meetings refer to meetings where participants can be guaranteed to communicate and discuss instantly through on-site, video, and telephone. The Bank shall record the on-site meetings of the Board of Directors by means of audio, video recording and etc.</u></p> <p><u>Subject to the laws and regulations and the relevant provisions of the Articles of Association, meetings of the Board of Directors of the Bank may be convened by written summons, and resolutions on proposals may be made by separate delivery of deliberations or by circulation of deliberations.</u></p>	Supplementing in accordance with Article 50 and Article 51 of the Corporate Governance Standards for Banking and Insurance Institutions, and drawing on the outstanding practices of the industry
86	Article 196	<p>Meetings of the Board of Directors shall be held only if one-half or more of the directors are present. Resolutions of the Board of Directors shall be approved and adopted by more than half of all directors. Each director shall have one vote.</p> <p>Resolutions regarding material events including profit distribution, material investments and disposal of major assets, engagement or dismissal of senior management, capital replenishment, major shareholding changes and financial restructuring shall not be voted by communication and shall be approved and adopted by more than two thirds of all directors of the Board of Directors.</p>	<p>Meetings of the Board of Directors shall be held only if one-half or more of the directors are present. Resolutions of the Board of Directors shall be approved and adopted by more than half of all directors. Each director shall have one vote.</p> <p>Resolutions regarding material events including profit distribution, remuneration, material investments and disposal of major assets, engagement or dismissal of senior management, and capital replenishment <u>underline</u> not <u>be voted</u> by <u>written circular</u> and shall be <u>approved</u> and adopted by more than two thirds of all directors.</p>	Article 50 of the Corporate Governance Standards for Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
87	Article 197	<p>If any director is connected with any enterprise involved in the matter to be resolved in the meeting of the Board of Directors, such director should neither exercise his/her voting right on such matter, nor exercise voting right on behalf of other directors. The meeting of the Board of Directors shall be held only if one-half or more of the directors without connected relations are present and resolutions shall be adopted only by more than half of the directors without connected relations in the matter to be resolved. When directors with no connected relations in the matter present at the meeting of the Board of Directors are less than three, the Board of Directors shall submit such proposals to the shareholders' general meeting.</p> <p>If any director has significant interest in the matter to be resolved in the meeting of the Board of Directors, such director shall not exercise his/her voting right on such matter and the meeting shall be held only if one-half or more of the directors without significant interest are present.</p>	<p>If any director is connected with any enterprise involved in the matter to be resolved in the meeting of the Board of Directors, such director should neither exercise his/her voting right on such matter, nor exercise voting right on behalf of other directors. The meeting of the Board of Directors <u>may</u> be held only if one-half or more of the directors without connected relations are present and resolutions shall be adopted only by more than half of the directors without connected relations in the matter to be resolved. When directors with no connected relations in the matter present at the meeting of the Board of Directors are less than three, the Board of Directors shall submit such proposals to the shareholders' general meeting.</p>	Article 119 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)
88	Article 198	<p>The resolution of the Board of Directors shall be voted in form of disclosed ballot. The meetings of the Board of Directors may be held and the resolution may be voted by communication on the basis that directors' opinions can be expressed adequately. Directors attending the meeting of the Board of Directors shall sign their name on such resolution.</p>	<p>The resolution of the Board of Director <u>may be voted on by both on-site meeting and written circular.</u></p>	Article 50 of the Corporate Governance Standards for Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
89	Article 199	<p>Directors shall attend the meeting of the Board of Directors in person. If a director cannot attend the meeting in person due to some reason, he/she may entrust another director of the same class in writing to attend the meeting on his/her behalf.</p> <p>The proxy letter shall specify the proxy's name, authority domain (including entrusted matters, the scope of the authority and the valid term), and shall be affixed with the signature or seal of the consignor.</p> <p>The director who attends the meeting of the Board of Directors on behalf of another director shall exercise the right of the consignor within the scope of authorization. If any director fails to attend the meeting of the Board of Directors or entrust a proxy to be present on his/her behalf, he/she shall be deemed to have waived his/her voting rights at that meeting.</p>	<p>Directors shall attend the meeting of the Board of Directors in person. If a director cannot attend the meeting <u>in person</u> due to some reason, he/she may entrust another director in writing to attend the meeting on his/her behalf, <u>but an independent director may not entrust a non-independent director to attend the meeting on his/her behalf. In principle, a director shall be entrusted by a maximum of two directors who fail to attend the meeting in person. At the time of considering related party transactions, a non-related director shall not entrust related directors to attend the meeting on his/her behalf.</u></p> <p>The proxy letter shall specify the proxy's name, entrusted matters, authority domain and the valid term, and shall be affixed with the signature or seal of the consignor.</p> <p>The director who attends the meeting of the Board of Directors on behalf of another director shall exercise the right of the consignor within the scope of authorization. If any director fails to attend the meeting of the Board of Directors or entrust a proxy to be present on his/her behalf, he/she shall be deemed to have waived his/her voting rights at that meeting.</p>	Article 32 of the Corporate Governance Standards for Banking and Insurance Institutions and Article 121 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
90	Article 200	<p>Minutes of the meetings of the Board of Directors shall be taken in the meetings. Directors present at the meeting, the secretary of the board and the recorder of the minutes shall sign their names on the minutes. Directors present at the meeting shall have the right to record his/her explanations for their statements made in the meeting.</p> <p>Directors shall sign and be responsible for the resolutions of the meetings of the Board of Directors. If any resolution violates any laws, rules or these Articles of Association and causes the Bank to suffer losses, the directors who were involved in the resolution shall be liable for compensation to the Bank while the directors who are certified by the minutes of the meeting as having voted against the resolution are not liable for the losses.</p> <p>Minutes of the meetings of the Board of Directors shall be filed by the secretary of the Board of Directors for the Bank's record for not less than ten years.</p>	<p>The Board of Directors <u>shall make a meeting record of the decisions on the matters discussed at the on-site meeting</u>. Directors present at the meeting, the secretary of the board of the minutes shall sign their names on the minutes. Directors present at the meeting shall have the right to record his/her explanations for their statements made in the meeting. <u>If any director has different opinions on the minutes of the meeting, he/she may attach a note upon signature.</u></p> <p>Minutes of the meetings of the Board of Directors shall be filed by the secretary of the Board of Directors for the Bank's record <u>for ever</u>.</p> <p>Directors shall be responsible for the resolutions of the meetings of the Board of Directors. If any resolution violates any laws, rules, these Articles of Association or <u>the resolution of the shareholders' general meeting</u> and causes the Bank to suffer losses, the directors who were involved in the resolution shall be liable for compensation to the Bank while the directors who are certified by the minutes of the meeting as having voted against the resolution are not liable for the losses.</p>	<ol style="list-style-type: none"> 1. Article 112 of the Company Law 2. Articles 31 and 51 of the Corporate Governance Standards for Banking and Insurance Institutions 3. Article 23 of the Code of Corporate Governance for Listed Companies (2018 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
91	Article 201	<p>Minutes of the meetings of the Board of Directors shall include the following contents:</p> <p>(1) date, venue and name of the convener of the meetings;</p> <p>(2) name of the directors present or directors authorized (proxies) to present the meetings;</p> <p>(3) agenda of the meetings;</p> <p>(4) summaries of directors' statements;</p> <p>(5) voting form and result of each resolution (including the number of votes of agreeing, objecting or abstaining).</p>	<p>Minutes of the meetings of the Board of Directors shall include the following contents:</p> <p>(1) <u>session</u>, date, venue, <u>manner</u> and <u>presider</u> of the meetings;</p> <p>(2) agenda of the meetings;</p> <p>(3) <u>attendance, attendance by proxy, and absence of directors, and persons present at the meetings;</u></p> <p>(4) <u>notification of meetings;</u></p> <p>(5) summaries of directors' statements;</p> <p>(6) <u>opinions of supervisors present at the meetings;</u></p> <p>(7) voting form and result of each resolution (including the number of votes of <u>agreeing</u>, objecting or abstaining, <u>and the names of the directors casting opposing votes or abstain from voting;</u></p> <p>(8) <u>other matters that should be recorded as deemed by the attending directors;</u></p> <p>(9) <u>other content required to be recorded by laws, regulations, rules and normative documents.</u></p>	<p>M a k i n g amendments and supplements in accordance with Article 123 of the Guidelines for Articles of Association of Listed Companies (2022 Revision) and taking into account the actual needs of the Bank</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
92	Article 202	<p>The Board of Directors shall have one chairman and a certain number of vice chairman. The chairman and vice chairman shall be elected by more than one-half of all directors. The chairman shall exercise the following functions and duties:</p> <p>(1) presiding over the shareholders' general meeting and convening and presiding over the meetings of the Board of Directors;</p> <p>(2) supervising and inspecting the implementation of resolutions of the Board of Directors;</p> <p>(3) nominating candidates for president, the Board secretary, chief financial officer and chief audit officer of the Bank;</p> <p>(4) signing significant documents of the Board of Directors and other documents that shall be signed by legal representatives of the Bank;</p> <p>(5) executing disposal powers in accordance with laws and the interests of the Bank in the case of force majeure events such as exceptionally natural disasters, and reporting to the Board of Directors and shareholders' general meeting thereafter;</p> <p>(6) executing functions and powers of legal representatives of the Bank;</p> <p>(7) other functions and powers conferred by the Board of Directors.</p>	<p>The chairman shall exercise the following functions and duties:</p> <p>(1) presiding over the shareholders' general meeting and convening and presiding over the meetings of the Board of Directors;</p> <p><u>(2) proposing the convening of an extraordinary meeting of the Board of Directors;</u></p> <p>(3) supervising and inspecting the implementation of resolutions of the Board of Directors;</p> <p><u>(4) nominating the composition of the special committees of the Board of Directors and submitting it to the Board of Directors for consideration and decision;</u></p> <p><u>(5) supervising and inspecting the work of the special committees of the Board of Directors;</u></p> <p>(6) nominating candidates for president, the Board secretary, chief financial officer and chief audit officer of the Bank;</p> <p>(7) signing significant documents of the Board of Directors and other documents that shall be signed by legal representatives of the Bank;</p> <p>(8) executing disposal powers in accordance with laws and the interests of the Bank in the case of force majeure events such as exceptionally natural disasters, and reporting to the Board of Directors and shareholders' general meeting thereafter;</p> <p>(9) executing functions and powers of legal representatives of the Bank;</p> <p>(10) other functions and powers conferred by the Board of Directors.</p>	<p>1. According to Articles 48 and 49 of the Corporate Governance Standards for Banking and Insurance Institutions, and drawing on industry practices, "shall have one chairman and a certain number of vice chairman, the chairman and vice chairman shall be elected by more than one-half of all directors" has been reflected in the Article 175 of the Articles of Association, so it is deleted here to avoid repetition;</p> <p>2. Making supplements to the relevant duties of the chairman to nominate the composition of the special committees of the Board of Directors according to the working rules of the special committees of the Board of Directors</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
93	Article 204	<p>The Bank shall have one president who shall be proposed by the chairman of the Board to the Board of Directors according to the nomination by the Nomination Committee. The president may propose to the Board for the appointment of certain vice presidents based on the needs of work. The above nominees shall be appointed upon review by the Board.</p> <p>The appointments of the president and vice president(s) of the Bank are subject to the approval by the banking regulatory authorities of the State Council.</p>	<p>The Bank shall have one president who shall be proposed by the chairman of the Board to the Board of Directors according to the nomination by the Nomination Committee; <u>the chairman of the Board shall not serve as the president of the Bank concurrently.</u> The president may propose to the Board for the appointment of certain vice presidents <u>of the Bank</u> based on the needs of work. The above nominees shall be appointed upon review by the Board. <u>The senior management is accountable to the Board of Directors and subject to the supervision of the Supervisory Board. The senior management shall actively implement the resolutions of the shareholders' general meeting and the Board of Directors, report the operation and management of the Bank and provide relevant information in a timely, accurate and complete manner as required by the Board of Directors and the Supervisory Board, and conduct operation and management activities in accordance with the Articles of Association and the authorization of the Board of Directors.</u></p>	<p>Article 72, Article 73 and Article 76 of the Corporate Governance Standards for Banking and Insurance Institutions state that “The chairman of the board of directors of banking and insurance institutions shall not serve as the president concurrently”</p>
94	Article 205	<p>The president and the vice president(s) of the Bank shall possess the necessary expertise and experience for performing their duties and have the qualifications as required by CSRC and the banking regulatory authorities of the State Council. Their appointments shall be approved by the banking regulatory authorities of the State Council. Anyone being prohibited from entering the securities market by CSRC shall not be appointed as the president or vice president of the Bank as long as such prohibition is still outstanding.</p>	<p>The president and the vice president(s) of the Bank shall possess the necessary expertise and experience for performing their duties and have the qualifications as required by the banking regulatory authorities of the State Council <u>and the securities regulatory authorities of the State Council.</u> Their appointments shall be approved by the banking regulatory authorities of the State Council.</p>	<p>Combining the requirement of market ban with Article 267</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
95	Article 208	Persons assuming posts other than directors in the controlling shareholders or actual controllers of the Bank shall not serve as senior management of the Bank.	Persons assuming administrative posts other than directors and supervisors in the controlling shareholders or actual controllers of the Bank shall not serve as senior management of the Bank. <u>The remuneration of senior management of the Bank shall only be paid by the Bank, and not be paid by controlling shareholders on behalf of the Bank.</u>	Article 126 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)
96	Article 211	The president shall provide reports on the execution and performance of major contracts entered into by the Bank, the use of capital, profit and loss and any material litigations and guarantees to the Board of Directors or the Supervisory Board upon their request. The president shall ensure the truthfulness of such reports.	The president shall provide reports on the operating result, financial position, risk exposure , execution and performance of major contracts entered into by the Bank, the use of capital, profit and loss and any material litigations and guarantees, etc. to the Board of Directors or the Supervisory Board upon their request. The president shall ensure the truthfulness of such reports.	Supplements and improvements with reference to the best practices of peers
97	New Article		<u>The senior management shall be free from improper interference by shareholders and the Board of Directors in its operation and management activities within the scope of its authority in accordance with the laws.</u>	Article 73 of the Corporate Governance Standards for Banking and Insurance Institutions
98	Article 220	Main duties of the secretary to the Board of Directors include the followings: (7) maintaining the registers of shareholders, seals of the Board of Directors and relevant information and dealing with the management and registration of the Bank's equity interests; (8) to perform other duties conferred by the Board of Directors.	Main duties of the secretary to the Board of Directors include the followings: (7) maintaining the registers of shareholders, seals of the Board of Directors and relevant information, and assuming direct responsibility for the management of equity affairs; (8) <u>other duties and powers stipulated in laws, administrative regulations, rules and provisions of the Articles of Association.</u>	According to Article 26 of the the Interim Measures for the Equity Management of Commercial Banks and the actual situations of the Bank

No.	Article Number	Original Article	New Article	Reasons for Amendment
99	Article 221	<p>The secretary to the Board of Directors shall be nominated by the chairman and be appointed or removed by the Board of Directors. Directors or other senior management of the Bank can concurrently serve as the secretary to the Board of Directors. A director serving as the secretary to the Board of Directors shall not conduct a deed with a dual status as concurrent director and the board secretary if a certain deed requires respective conduction of both the secretary to the Board of Directors and a director. The accountants of the accounting firm and the lawyers of the law firm engaged by the Bank, the president and officials responsible for financial functions of the Bank shall not serve concurrently as the secretary to the Board of Directors. Term of office of the secretary to the Board of Directors shall be the same as that of a director. Normally, the renewal term of the secretary to the Board of Directors shall not exceed two terms. However, the renewal term of the secretary to the Board of Directors may be permitted to extend to three terms as the Board of Directors may think necessary.</p>	<p>The secretary to the Board of Directors shall be nominated by the chairman and be appointed or removed by the Board of Directors. Directors or other senior management of the Bank can concurrently serve as the secretary to the Board of Directors. A director serving as the secretary to the Board of Directors shall not conduct a deed with a dual status as concurrent director and the board secretary if a certain deed requires respective conduction of both the secretary to the Board of Directors and a director. The accountants of the accounting firm and the lawyers of the law firm engaged by the Bank, the president and officials responsible for financial functions of the Bank shall not serve concurrently as the secretary to the Board of Directors. Term of office of the secretary to the Board of Directors shall be the same as that of a director. Normally, the renewal term of the secretary to the Board of Directors shall not exceed two terms. However, the renewal term of the secretary to the Board of Directors may be permitted to extend to three terms as the Board of Directors may think necessary.</p> <p><u>The Board of Directors and other senior management shall support the secretary to the Board of Directors to perform his/her work. Any internal organization or individual of the Bank shall not interfere in the secretary's normal performance of his/her duties.</u></p>	Article 28 of the Code of Corporate Governance of Listed Companies (2018 Revision)

No.	Article Number	Original Article	New Article	Reasons for Amendment
100	Article 225	<p>Main duties of the chief financial officer include the followings:</p> <p>(1) preparing the operation plan of the Bank (including the annual budget and audited accounts, plans for the use and allocation of funds, expenditure proposals, profit distribution plans, plans for make-up of losses and remuneration and benefits adjustment proposals) and researching, making enquires and providing advises on these plans and proposals;</p> <p>(2) reviewing the financial statements and reports of the Bank to ensure their truthfulness and legality before submitting to the Board of Directors;</p> <p>(3) providing regular report on the management of assets and financial position of the Bank to the Board of Directors and Supervisory Board and answer enquires thereon;</p> <p>(4) investments, asset disposals and material contracts entered into by the Bank shall be endorsed by the chief financial officer.</p>	<p>Main duties of the chief financial officer include the followings:</p> <p><u>(1) supervising the financial and accounting activities of the Bank;</u></p> <p><u>(2) reviewing the financial statements and reports of the Bank to ensure their truthfulness, accuracy and legality;</u></p> <p><u>(3) supervising the implementation of major operation plans approved by the Board of Directors and resolutions on proposals;</u></p> <p><u>(4) attending the Board meeting and reporting his/her work to the Board of Directors when necessary;</u></p> <p><u>(5) exercising other power prescribed by the Board of Directors.</u></p>	<p>According to the actual situation of the Bank</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
101	Article 226	<p>Each supervisor of the Bank is a natural person. Supervisors shall be those who represent shareholders, external supervisor(s) and the supervisors appointed by representatives of employees of the Bank. The supervisors shall be elected at the shareholders' general meeting.</p> <p>The supervisors of the Bank shall have the necessary expertise and experience for discharging their duties and shall comply with the qualification requirements of the CBRC. The appointment qualification of the supervisors shall be reviewed by the CBRC.</p> <p>The Directors, president, vice president, chief financial officer and secretary to the Board shall not act concurrently as supervisors.</p> <p>The qualification, nomination, election and change of independent directors stipulated herein shall be applicable to the external supervisor.</p> <p>The circumstances stated herein where the persons shall not be appointed as the director shall also be applicable to the supervisors.</p>	<p>Each supervisor of the Bank is a natural person, including those who represent shareholders, external supervisor(s) and those who represent employees of the Bank. The supervisors shall be elected at the shareholders' general meeting.</p> <p>The supervisors of the Bank shall have the necessary expertise and experience for discharging their duties and shall comply with the qualification requirements of the CBRC.</p> <p>The Directors and senior management shall not act concurrently as supervisors.</p> <p>The qualification, nomination, election and change of independent directors stipulated herein shall be applicable to the external supervisor.</p> <p>The circumstances stated herein where the persons shall not be appointed as the director shall also be applicable to the supervisors.</p>	<p>According to Article 58 of the Corporate Governance Standards for Banking and Insurance Institutions: "The directors and senior management shall not act concurrently as supervisors."</p>
102	Article 229	<p>Supervisors shall ensure the truthfulness, accuracy and completeness of the disclosed information of the Company.</p>	<p>Supervisors shall ensure the truthfulness, accuracy and completeness of the disclosed information of the Company, <u>and signed written confirmation opinions for the periodic reports.</u></p>	<p>Article 140 of the Guidelines for Articles of Association of Listed (2022 Revision)</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
103	Article 231	<p>The term of office of the supervisors is valid from the beginning to the expiration of term of office of the Supervisory Board. In case of delay in the re-election of a supervisor upon the expiration of his/her term of office, the former supervisor shall discharge his/her duties as stipulated in the laws, administrative regulations and the Articles of Association prior to the assumption of office of the re-elected supervisor.</p> <p>Each term of office of a supervisor shall be 3 years. Supervisors shall not be dismissed by shareholders' general meeting and the meeting of representatives of employees without a cause before the expiration of the term. Supervisors and external supervisors who are the shareholders shall be elected or removed in the shareholders' general meeting. Supervisors who are the employees of the Bank shall be elected or removed in the meeting of representatives of employees. The term of office of supervisors shall be renewable upon re-election and reappointment. The reappointment of external supervisors shall not exceed 6 years.</p>	<p>The term of office of the supervisors is valid from the beginning to the expiration of term of office of the Supervisory Board. In case of delay in the re-election of a supervisor upon the expiration of his/her term of office, the former supervisor shall discharge his/her duties as stipulated in the laws, administrative regulations and the Articles of Association prior to the assumption of office of the re-elected supervisor.</p> <p>Each term of office of a supervisor shall be 3 years. Supervisors shall not be dismissed by shareholders' general meeting and the meeting of representatives of employees without a cause before the expiration of the term. Supervisors and external supervisors who are the shareholder representatives shall be elected or removed in the shareholders' general meeting. Supervisors who are the employees of the Bank shall be elected or removed in the meeting of representatives of employees. The term of office of supervisors shall be renewable upon re-election and reappointment. The <u>cumulative term of service</u> of external supervisors shall not exceed 6 years.</p>	Article 59 of the Corporate Governance Standards for Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
104	Article 234	<p>A supervisor who is unable to attend two consecutive meetings of the Supervisory Board in person and unable to appoint a proxy to attend the meeting on his/her behalf shall be deemed as unable to perform his/her duties. The Supervisory Board shall propose to the shareholders' general meeting or the meeting of the representatives of employees on the removal of such supervisor.</p> <p>In the case of an external supervisor attending less than two-thirds of the total number of meetings of the Supervisory Board in person within one year, the Supervisory Board shall propose to the shareholders' general meeting on their removal.</p>	<p>A supervisor who is unable to attend two consecutive meetings of the Supervisory Board in person and unable to appoint a proxy to attend the meeting on his/her behalf shall be deemed as unable to perform his/her duties. The Supervisory Board shall propose to the shareholders' general meeting or the meeting of the representatives of employees on the removal of such supervisor.</p> <p>In the case of an external supervisor attending less than two-thirds of the total number of meetings of the Supervisory Board in person within one year, the Supervisory Board shall propose to the shareholders' general meeting on their removal. <u>External supervisors shall devote at least 15 working days a year for the Bank.</u></p>	Article 14 of the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation)

No.	Article Number	Original Article	New Article	Reasons for Amendment
105	Article 235	<p>The candidate list of supervisors representing shareholders and external supervisors shall be proposed to the shareholders' general meeting in the form of resolution.</p> <p>The candidates of supervisors representing shareholders shall be nominated by the Supervisory Board and the shareholders who are solely or jointly holding more than 3% of voting shares in aggregate and shall be elected in the shareholders' general meeting of the Bank.</p> <p>The candidates of external supervisors shall be nominated by the Supervisory Board and the shareholders who are solely or jointly holding more than 1% of voting shares in aggregate. The external supervisors shall be elected in the shareholders' general meeting of the Bank.</p>	<p>The candidate list of supervisors representing shareholders and external supervisors shall be proposed to the shareholders' general meeting in the form of resolution.</p> <p>The candidates of supervisors representing shareholders shall be nominated by the Supervisory Board and the shareholders who are solely or jointly holding more than 3% of voting shares in aggregate and shall be elected in the shareholders' general meeting of the Bank.</p> <p>The candidates of external supervisors shall be nominated by the Supervisory Board and the shareholders who are solely or jointly holding more than 1% of voting shares in aggregate. The external supervisors shall be elected in the shareholders' general meeting of the Bank.</p> <p><u>A shareholder and related party thereof who have already nominated the director shall have no right to nominate a supervisor, except as otherwise prescribed by the State.</u></p>	Article 61 of the Corporate Governance Standards for Banking and Insurance Institutions
106	Article 237	<p>The supervisors representing employees shall be nominated by the employees of the union and shall be elected in the meeting of the employees' representatives. Inclusion of a new candidate shall be allowed when over 10 employees raise objections to the candidate list.</p>	<p><u>The supervisors representing employees</u> shall be nominated by the <u>Supervisory Board and</u> employees of the union and shall be elected in the meeting of the employees' representatives. Inclusion of a new candidate shall be allowed when over 10 employees raise objections to the candidate list.</p>	Article 61 of the Corporate Governance Standards for Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
107	Article 241	<p>The Bank comprises the Supervisory Board, which is accountable to the general meeting.</p> <p>The Supervisory Board shall consist of 9 supervisors, not less than one third of which shall be the external supervisors. The number of employees' representatives of the Bank shall not be less than one-third of the supervisors.</p> <p>The Supervisory Board shall have one chairman and several vice chairmen. The appointment and removal of the chairman and vice chairman of the Supervisory Board shall be approved by more than two-thirds of all supervisors by poll.</p> <p>The meeting of the Supervisory Board shall be convened and chaired by the chairman of the Supervisory Board. If the chairman of the Supervisory Board is unable to or does not perform his duties, the meeting of Supervisory Board shall be convened or chaired by the vice chairman of the Supervisory Board. If the vice chairman of the Supervisory Board is unable to or does not perform his duties, the meeting of Supervisory Board shall be convened and chaired by the supervisor recommended by more than 50% of the supervisors.</p>	<p>The Bank comprises the Supervisory Board, which is accountable to the general meeting.</p> <p>The Supervisory Board shall consist of 9 supervisors, of which the proportion of the external supervisors shall not be less than one-third, and <u>the proportion of the employees' representatives shall not be less than one-third.</u></p> <p>The Supervisory Board shall have one chairman and several vice chairmen. The appointment and removal of the chairman and vice chairman of the Supervisory Board shall be approved by more than two-thirds of all supervisors by poll.</p> <p>The meeting of the Supervisory Board shall be convened and chaired by the chairman of the Supervisory Board. If the chairman of the Supervisory Board is unable to or does not perform his duties, the meeting of Supervisory Board shall be convened or chaired by the vice chairman of the Supervisory Board. If the vice chairman of the Supervisory Board is unable to or does not perform his duties, the meeting of Supervisory Board shall be convened and chaired by the supervisor recommended by more than 50% of the supervisors.</p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
108	Article 244	<p>The following authorities of the Supervisory Board shall be exercised according to the laws:</p> <p>(1) to review the regular reports of the Bank prepared by the Board and deliver advice on the reports in writing;</p> <p>(2) to examine and supervise the financial activities of the Bank, and may, when necessary, engage another accounting firm on behalf of the Bank for the purpose of conducting independent auditing on financial status;</p> <p>(3) to oversee whether the conducts of our directors, president, vice president, chief financial officer and secretary to the Board of Directors in carrying out their duties of the Bank comply with the laws and regulations or not;</p> <p>(4) to demand that a director, president, vice president, chief financial officer and secretary to the Board rectify his or her conduct when such conduct is prejudicial to the interests of the Bank, and report such conduct to shareholders' general meetings or relevant national regulatory authorities if necessary; and make proposals to remove directors and senior management if they breach any applicable laws, administrative regulations, the Articles of Association or the resolution of the shareholders' general meeting;</p> <p>(5) to conduct auditing over the issues in connection with the operation and decision making, risk management and internal control of the Bank as and when necessary;</p>	<p>The following authorities of the Supervisory Board shall be exercised according to the laws:</p> <p>(1) to review the regular reports of the Bank prepared by the Board and deliver advice on the reports in writing;</p> <p>(2) to examine and supervise the financial activities of the Bank, and may, when necessary, engage another accounting firm on behalf of the Bank for the purpose of conducting independent auditing on financial status;</p> <p>(3) to oversee whether the conducts of our directors and senior management in carrying out their duties of the Bank comply with the laws and regulations or not;</p> <p>(4) to demand that a director and senior management rectify their conduct when such conduct is prejudicial to the interests of the Bank, and report such conduct to shareholders' general meetings or relevant national regulatory authorities if necessary; and make proposals to remove directors and senior management if they breach any applicable laws, administrative regulations, the Articles of Association or the resolution of the shareholders' general meeting;</p>	<p>Articles 65 and 108 of the Corporate Governance Standards for Banking and Insurance Institutions; Article 14 of the Guidelines on the Work of the Supervisory Board of Commercial Banks</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(6) to carry out an audit, if required, of any resigning director or senior management;</p> <p>(7) to advise on the engagement of an accounting firm by the Bank;</p> <p>(8) to propose the convening of extraordinary general meetings, and, if the Board fails to convene and preside over a general meeting as required under the Company Law, to convene a general meeting;</p> <p>(9) to propose to convene an extraordinary board meeting and submit proposals to the shareholders' general meeting;</p> <p>(10) to bring actions against directors and senior management according to Article 151 of the Company Law;</p> <p>(11) to investigate any irregularities in the operations of the Bank, and if necessary, may engage accounting firms, law firms or other professional firms to assist its work at the costs of the Bank;</p> <p>(12) to exercise other power prescribed by the Articles of Association, or power conferred by the shareholders' general meeting.</p> <p>Members of the Supervisory Board may be present at meetings of the Board and shall be entitled to express their opinions at the meetings.</p>	<p><u>(5) to supervise if the Board has established robust business philosophy and value standards and formulated development strategies in line with the conditions of the Bank; to assess if the Company's development strategies are scientific, reasonable and sound; and to supervise and inspect the Bank's operations and decision-making, risk management and internal control, and urge related rectification; to conduct auditing over the issues in connection with the operation and decision making, risk management and internal control of the Bank as and when necessary;</u></p> <p><u>(6) to supervise the process of election and appointment of directors; to supervise the implementation of the remuneration management system and if the remuneration packages of senior management are scientific and reasonable; to supervise the performance of duties by the directors and the senior management and its members; to conduct comprehensive assessment on the performance of duties by the Bank's directors, supervisors and senior management, and report to the shareholders' general meeting and the banking regulatory authority of the State Council;</u> to carry out an audit, if required, of any resigning director or senior management;</p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p>(7) to advise on the engagement of an accounting firm by the Bank; <u>to provide guidance and supervision on the internal audit work.</u></p> <p>(8) to propose the convening of extraordinary general meetings, and, if the Board fails to convene and preside over a general meeting as required under the Company Law, to convene a general meeting;</p> <p>(9) to propose to convene <u>an extraordinary board meeting</u> and submit proposals to the shareholders' general meeting;</p> <p>(10) to bring actions against directors and senior management according to <u>Article 151</u> of the Company Law;</p> <p>(11) to investigate any irregularities in the operations of the Bank, and if necessary, may engage accounting firms, law firms or other professional firms to assist its work at the costs of the Bank;</p> <p>(12) to exercise other power prescribed by <u>laws and regulations, regulatory rules and</u> the Articles of Association, or power conferred by the shareholders' general meeting.</p> <p>Members of the Supervisory Board may be present at meetings of the Board, <u>meetings of special committees of the Board, and senior management meetings, and have the right to query or advise on matters to be resolved at the meetings.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
109	Article 245	The Supervisory Board shall require the directors president, vice president, chief financial officer, secretary to the Board ; internal and external auditors to attend the meeting in order to answer the enquires of the Supervisory Board.	The Supervisory Board shall require the directors, senior management , internal and external auditors to attend the meeting in order to answer the enquires of the Supervisory Board.	According to the actual situations of the Bank
110	Article 248	The supervisory record and the result of financial and specific supervision made by the Supervisory Board shall be the major reference for the performance evaluation of the director, president, vice president, chief financial officer and the secretary to the Board .	The supervisory record and the result of financial and specific supervision made by the Supervisory Board shall be the major reference for the integrated evaluation of the director and senior management .	According to the actual situations of the Bank
111	Article 250	<p>The main duties of the supervisory committee under the Supervisory Board are:</p> <p>(1) to prepare proposals on the examination and supervision of the financial activities of the Bank;</p> <p>(2) to prepare proposals on the examination and supervision of the operation decision making, risk management and internal control of the Bank;</p> <p>(3) to organize the audit of the compliance and implementation of major decisions of the Bank, to organize the review and survey on the operating entities of the Bank, and to supervise relevant rectification measures;</p> <p>(4) upon the request of regulatory authorities, to conduct special examination of specific projects and promptly submit the examination report;</p> <p>(5) other matters authorized by the Supervisory Board.</p>	<p>The main duties of the supervisory committee under the Supervisory Board are:</p> <p>(1) to prepare proposals on the examination and supervision of the financial activities of the Bank;</p> <p>(2) to prepare proposals on the examination and supervision of the development strategies, operation decision making, risk management and internal control of the Bank;</p> <p>(3) to organize the audit of the compliance and implementation of major decisions of the Bank, to organize the review and survey on the operating entities of the Bank, and to supervise relevant rectification measures;</p> <p>(4) upon the request of regulatory authorities, to conduct special examination of specific projects and promptly submit the examination report;</p> <p>(5) other duties authorized by the Supervisory Board.</p>	Articles 65 and 108 of the Code of Corporate Governance of Banking and Insurance Institutions; Article 14 of the Guidelines on the Work of the Supervisory Board of Commercial Banks

No.	Article Number	Original Article	New Article	Reasons for Amendment
112	Article 251	<p>The main duties of the nomination and examination committee of the Supervisory Board are:</p> <p>(1) to advise the Supervisory Board on its scale and composition;</p> <p>(2) to review the qualification requirements and procedures on the appointment of the supervisors and to make recommendation to the Supervisory Board;</p> <p>(3) to carry out large-scale recruitment for eligible candidates of supervisors;</p> <p>(4) to carry out initial review and advise on the appointment and requirement of the candidates for the supervisors nominated by the shareholders;</p> <p>(5) to review and decide on the remuneration policy of the supervisors and the budget, which shall be approved at the meeting of shareholders upon review by the Supervisory Board;</p> <p>(6) organizing the implementation of assessment and examination of the annual performance review of directors, supervisors and senior management personnel;</p> <p>(7) to organize the departure audit of directors and senior management personnel, if needed;</p> <p>(8) other matters authorized by the Supervisory Board.</p>	<p>The main duties of the nomination and examination committee of the Supervisory Board are:</p> <p>(1) to advise the Supervisory Board on its scale and composition;</p> <p>(2) to review the qualification requirements and procedures on the appointment of the supervisors and to make recommendation to the Supervisory Board;</p> <p>(3) to carry out large-scale recruitment for eligible candidates of supervisors;</p> <p>(4) to carry out initial review and advise on the appointment and requirement of the candidates for the supervisors nominated by the shareholders;</p> <p>(5) to review and decide on the remuneration policy of the supervisors and the budget, which shall be approved at the meeting of shareholders upon review by the Supervisory Board;</p> <p><u>(6) to organize the implementation of supervision of the selection and appointment process of the directors;</u></p> <p><u>(7) to organize the implementation of assessment and examination of the annual performance review of directors, supervisors and senior management personnel;</u></p> <p><u>(8) to organize the implementation of supervision of the implementation of the remuneration management system and the scientific and rational nature of the remuneration packages of senior management;</u></p> <p>(9) to organize the departure audit of directors and senior management personnel, if needed;</p> <p>(810) other <u>duties</u> authorized by the Supervisory Board.</p>	<p>Article 65 and 108 of the Corporate Governance Standards for Banking and Insurance Institutions, Article 14 of the Guidelines on the Work of the Supervisory Board of Commercial Banks</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
113	Article 254	The Supervisory Board shall convene at least one meeting every six months . The supervisors shall propose to convene interim supervisory meeting of the Supervisory Board.	The Supervisory Board shall convene at least one meeting quarterly . The supervisors shall propose to convene interim supervisory meeting of the Supervisory Board.	Article 70 of the Code of Corporate Governance of Banking and Insurance Institutions
114	Article 261	To ensure that the supervisors can fully express their opinions, the meeting of the Supervisory Board shall allow resolutions to be passed by voting through telecommunications, and the resolutions shall be signed by the supervisors attending the meeting.	To ensure that the supervisors can fully express their opinions, resolutions of the Supervisory Board may be made by both on-site meeting voting and written summons voting.	Article 70 of the Code of Corporate Governance of Banking and Insurance Institutions
115	Article 262	The approval of the annual report and important and confidential resolution of the Bank shall not be made at the meeting of the Supervisory Board by voting through telecommunications. At meetings of the Supervisory Board, votes shall be cast through a show of hands, by open ballot or through telecommunications. The Supervisory Board shall announce the resolutions and the reports passed based on the voting results, which shall be recorded in the minutes of the meeting.	The approval of the annual report and important and confidential resolution of the Bank shall not be made at the meeting of the Supervisory Board by written summons voting, but shall on-site meeting voting. The Supervisory Board shall announce the resolutions and the reports passed based on the voting results, which shall be recorded in the minutes of the meeting.	Article 70 of the Code of Corporate Governance of Banking and Insurance Institutions
116	Article 265	Records of the meeting of the Supervisory Board shall be kept. The supervisors and the recorder shall sign on the minutes of the meeting. The supervisors shall be entitled to amend the record which is inconsistent to their remarks in the meeting or to record their remarks in the meeting in such specific explanatory manner. As the file of the Bank, the minutes of the meeting of the Supervisory Board shall be kept for at least 10 years.	Records of the meeting of the Supervisory Board shall be kept. The supervisors and the recorder shall sign on the minutes of the meeting. The supervisors shall be entitled to amend the record which is inconsistent to their remarks in the meeting or to record their remarks in the meeting in such specific explanatory manner. As the file of the Bank, the minutes of the meeting of the Supervisory Board shall be kept permanently.	Article 71 of the Code of Corporate Governance of Banking and Insurance Institutions

No.	Article Number	Original Article	New Article	Reasons for Amendment
117	Article 267	<p>A director, supervisor, president or other senior executive officer of our Bank may not be in one of the following circumstances:</p> <p>(1) a person without or with restricted capacity for civil conduct;</p> <p>(2) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or sabotaging of the social economic order and has been punished because he/she committed such an offense, where less than five years have elapsed since the date of completion of the sentence; or who has been deprived of his/her political rights for committing criminal offense, where less than five years have elapsed since the date of completion of this deprivation;</p> <p>(3) a person who has been a director, factory manager or manager of a company or enterprise which has entered into an insolvency liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;</p> <p>(4) a person who is a legal representative of a company or enterprise which had its business license revoked due to a violation of the law and which was ordered to close down, and incurred personal liability, where less than three years have elapsed since the date of revocation of the business license;</p>	<p>A director, supervisor, president or other senior executive officer of our Bank may not be in one of the following circumstances:</p> <p>(1) a person without or with restricted capacity for civil conduct;</p> <p>(2) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or sabotaging of the social economic order and has been punished because he/she committed such an offense, where less than five years have elapsed since the date of completion of the sentence; or who has been deprived of his/her political rights for committing criminal offense, where less than five years have elapsed since the date of completion of this deprivation;</p> <p>(3) a person who has been a director, factory manager or manager of a company or enterprise which has entered into an insolvency liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;</p> <p>(4) a person who is a legal representative of a company or enterprise which had its business license revoked due to a violation of the law and which was ordered to close down, and incurred personal liability, where less than three years have elapsed since the date of revocation of the business license;</p>	<p>The circumstances under which a person is not allowed to serve as a director or supervisor shall be amended in accordance to article 95 of the Guidelines for Articles of Association of Listed Companies (2022 Revision), and the provisions on market entry prohibition in article 268 of the original Articles shall be consolidated</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
		<p>(5) a person who has a relatively large amount of debts and who is in default of such debts;</p> <p>(6) a person who is under criminal investigation by a judicial organization for violation of the criminal law for which investigation is not yet concluded;</p> <p>(7) a person who is not eligible for enterprise leadership according to laws and administrative regulations;</p> <p>(8) a non-natural person;</p> <p>(9) a person convicted of contravening provisions of relevant securities regulations by a relevant supervising authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of conviction.</p>	<p>(5) a person who has a relatively large amount of debts and who is in default of such debts;</p> <p>(6) a person who is under criminal investigation by a judicial organization for violation of the criminal law for which investigation is not yet concluded;</p> <p>(7) a non-natural person;</p> <p>(8) a person convicted of contravening provisions of relevant securities regulations by a relevant supervising authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of conviction;</p> <p><u>(9) a person who has been banned from entering the securities market by the securities regulatory authorities under the State Council for a period of time and such period has not yet expired;</u></p> <p><u>(10) other circumstances stipulated by laws, administrative regulations and department rules,</u></p> <p><u>If a director, supervisor or senior management officer is elected, appointed or employed in violation of the provisions of the Articles, such election, appointment or employment shall be invalid. A director, supervisor or senior management officer who has the circumstances under this article during his or her term of office shall be dismissed from his or her post by the Bank.</u></p>	

No.	Article Number	Original Article	New Article	Reasons for Amendment
118	Article 268	<p>Article 268 Directors and supervisors of the Bank shall have the requisite expertise and experiences for discharging their respective duties and shall fulfill the requirements of the banking regulatory authorities under the State Council. The qualification of directors and supervisors shall be reviewed by the banking regulatory authorities under the State Council. The following persons, in addition to those specified in the Law of the People's Republic of China on Commercial Banks and the Company Law of the People's Republic of China, shall not assume the office of director or supervisor:</p> <p>(1) persons who are identified as those prohibited from entering the securities market by the securities regulatory authority of the State Council and whose prohibition has not been released;</p> <p>(2) persons who are dismissed by other commercial banks or organizations due to failure to discharge duties in good faith;</p> <p>(3) persons whose borrowings (excluding bank statement or treasury-guaranteed borrowings) from the Bank exceed the audited net equity of the shareholders or shareholder corporations, where the persons are employed, in the Bank of the previous year; or</p> <p>(4) persons who are the employees of the individuals or enterprises which have overdue borrowings from commercial banks.</p>	Deleted	<p>1. According to the relevant requirements of the Management Measures on Qualifications of Directors (Council Member) and Senior Management of Banking Financial Institutions, the requirements for the qualifications of directors have been reflected in the articles on directors</p> <p>2. According to the existing regulatory system, the requirements for prohibition from serving as directors and supervisors are integrated into Article 267 of the original Articles</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
119	New Article		<p><u>The senior management of the Bank shall faithfully perform duties to safeguard the best interests of the Bank and all shareholders. If any senior management of the Bank fails to faithfully perform duties or violates the duty of good faith, causing damage to the interests of the Bank and the public shareholders, he/she shall bear the legal liability of compensation.</u></p>	Article 135 of the Guidelines for Articles of Association of Listed Companies (2022 Revision)
120	Article 279	<p>The Bank shall not provide credit facilities to connected persons. The terms for the provision of loans or loan guarantee from the Bank to the connected persons shall be on normal commercial terms and the terms of the guaranteed loans provided to the connected persons shall be on terms no more favorable to the terms available to other borrowers of similar loans. The “connected persons” above shall refer to:</p> <p>(1) directors, supervisors, management, staff of credit business of a commercial bank or their close relatives; or</p> <p>(2) companies, enterprise and other economic organizations in which the persons of the previous clause have investments or assume the office of the senior management.</p>	<p>The Bank shall not provide credit facilities to connected persons. The terms of the guaranteed loans provided to the connected persons shall be on terms no more favorable to the terms available to other borrowers of similar loans.</p> <p>The “connected persons” above are <u>specifically the connected persons as defined in the Law of the People’s Republic of China on Commercial Banks.</u></p>	Article 40 of the Law of the People’s Republic of China on Commercial Banks

No.	Article Number	Original Article	New Article	Reasons for Amendment
121	Article 287	<p>The Bank shall prepare its financial report according to the relevant laws, administrative regulations and the requirement of competent authorities.</p> <p>The Bank shall prepare its annual financial report within 120 days after the end of each fiscal year, which should be reviewed and verified in accordance with laws, prepare interim financial report within 60 days after the end of the first 6 months of each fiscal year and prepare quarterly financial reports within 1 month after the end of the first 3 and 9 months of each fiscal year, respectively.</p> <p>The Bank shall submit its annual financial report within 4 months after the end of each fiscal year, submit its interim financial report within 2 months after the end of the first 6 months of each fiscal year, and submit its quarterly financial reports within 1 month after the end of the first 3 and 9 months of each fiscal year, respectively, to CSRC's branch and stock exchanges.</p> <p>The Bank shall publish its financial reports four times in each fiscal year, which means to publish its first quarterly financial report within 30 days after the end of the first 3 months of each fiscal year, to publish its interim financial report within 60 days after the end of the first 6 months of each fiscal year, to publish its third quarterly financial report within 30 days after the end of the first 9 months of each fiscal year, and to publish its annual financial report within 120 days after the end of each fiscal year.</p>	<p>The Bank shall prepare its financial report according to the relevant laws, administrative regulations and the requirements of competent authorities.</p> <p>The Bank shall prepare its annual financial report within four months <u>after</u> the end of each fiscal year, which should be audited by the accounting firms in compliance with laws, regulations and requirements of the stock exchange; prepare interim financial report within two months <u>after</u> the end of the first half of each fiscal year and prepare quarterly financial reports within 1 month after the end of the first 3 and 9 months of each fiscal year, respectively.</p> <p>The Bank shall submit its annual financial report within 4 months after the end of each fiscal year, submit its interim financial report within 2 months after the end of the first half of each fiscal year, and submit its quarterly financial reports within 1 month after the end of the first 3 and 9 months of each fiscal year, respectively, to CSRC's branch and stock exchanges.</p> <p>The Bank shall publish its financial reports four times in each fiscal year, which means to publish its first quarterly financial report within a month after the end of the first 3 months of each fiscal year, to publish its interim financial report within two months after the end of the first 6 months of each fiscal year, to publish its third quarterly financial report within a month after the end of the first 9 months of each fiscal year, and to publish its annual financial report within four months after the end of each fiscal year.</p>	<p>1. Standards for the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public No. 2 – Contents and Formats of Annual Reports (2021 Revision)</p> <p>2. Standards for the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public No. 3 – Contents and Formats of Semi-Annual Reports (2021 Revision)</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
122	Article 290	<p>...</p> <p>The Bank shall send the following documents: (1) the report of directors together with the balance sheet (including all documents required to be attached to the balance sheet according to the relevant regulations) and the income statement or profit or loss statement, or (2) the financial results in compliance with relevant laws to each shareholder of overseas listed shares by hand or by pre-paid post at least 21 days prior to the convening of the annual general meeting of shareholders to the address appearing on the register of shareholders.</p>	<p>...</p> <p>The Bank shall send the following documents: (1) the report of directors together with the balance sheet (including all documents required to be attached to the balance sheet according to the relevant regulations) and the profit or loss statement, or (2) the financial results in compliance with relevant laws to each shareholder of overseas listed shares by hand or by pre-paid post at least 21 days prior to the convening of the annual general meeting of shareholders to the address appearing on the register of shareholders.</p>	<p>1. Standards for the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public No. 2 – Contents and Formats of Annual Reports (2021 Revision)</p> <p>2. Standards for the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public No. 3 – Contents and Formats of Semi-Annual Reports (2021 Revision)</p>
123	Article 292	<p>The Bank shall prepare its financial statements in accordance with the Chinese accounting standards and regulations as well as the international accounting standards or the overseas accounting standards of the place where the Bank’s shares are listed. In case there are major discrepancies between the financial statements prepared in accordance with the two different accounting standards, it should be explained in the notes to the financial statements. When distributing the after-tax profit for the fiscal year, the Bank shall base on the lower of the after-tax profit as determined in the financial statements prepared according to (1) Chinese accounting standards and regulations, and (2) international accounting standards or overseas accounting standards of the place where the Bank’s shares are listed.</p>	<p>The Bank shall prepare its annual and interim financial statements in accordance with the Chinese accounting standards and regulations as well as the international accounting standards or the overseas accounting standards of the place where the Bank’s shares are listed. In case there are major discrepancies between the financial statements prepared in accordance with the two different accounting standards, it should be explained in the notes to the financial statements. When distributing the after-tax profit for the fiscal year, the Bank shall base on the lower of the after-tax profit as determined in the financial statements prepared according to (1) Chinese accounting standards and regulations, and (2) international accounting standards or overseas accounting standards of the place where the Bank’s shares are listed.</p>	<p>1. Standards for the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public No. 2 – Contents and Formats of Annual Reports (2021 Revision),</p> <p>2. Standards for the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public No. 3 – Contents and Formats of Semi-Annual Reports (2021 Revision)</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
124	Article 293	<p>The annual financial report and interim financial report for interim profit distribution shall contain the followings:</p> <p>(1) a balance sheet;</p> <p>(2) a profit and loss statement;</p> <p>(3) a statement of profit distribution;</p> <p>(4) a statement of changes in financial position (or statement of cash flow);</p> <p>(5) notes to financial statements.</p> <p>If no interim dividends are to be distributed, the interim financial report of the Bank shall include the financial statements and notes except for item (3) above.</p>	<p>The annual financial report and interim financial report shall contain the followings:</p> <p>(1) a balance sheet;</p> <p>(2) a profit and loss statement;</p> <p>(3) <u>a statement of cash flow;</u></p> <p>(4) <u>a statement of changes in equity;</u></p> <p>(5) notes to financial statements.</p>	<p>1. Standards for the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public No. 2 – Contents and Formats of Annual Reports (2021 Revision)</p> <p>2. Standards for the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public No. 3 – Contents and Formats of Semi-Annual Reports (2021 Revision)</p>
125	Article 297	<p>Employees' bonus shall be proposed by the Board of Directors based on the results of operation each year and upon approval of the general meeting of shareholders.</p>	Deleted	Amended according to the actual situations of the Bank

No.	Article Number	Original Article	New Article	Reasons for Amendment
126	Article 300	<p>After the resolution on profit distribution has been passed at the shareholders' general meeting of the Bank, the Board of the Bank shall complete the distribution of dividends of ordinary shares (or shares) within 2 months after the shareholders' general meeting.</p> <p>All capital paid up before calls on any shares shall be entitled to interests. However, shares paid up before calls shall not be entitled to dividends subsequently declared.</p>	<p><u>When formulating a prudent profit distribution plan, the Bank shall take into account its operating conditions, risk profile, capital planning, market environment and other factors, and balance the relationship between cash dividends and capital replenishment.</u></p> <p>After the resolution on profit distribution has been passed at the shareholders' general meeting of the Bank, the Board of the Bank shall complete the distribution of dividends of ordinary shares (or shares) within 2 months after the shareholders' general meeting.</p> <p>All capital paid up before calls on any shares shall be entitled to interests. However, shares paid up before calls shall not be entitled to dividends subsequently declared.</p>	Article 6 of the Corporate Governance Standards for Banking and Insurance Institutions
127	Article 303	<p>Internal audit system of the Bank and duties of audit personnel shall be approved by the Board of Directors. Person-in-charge of the audit department shall be accountable and report his or her work to the chief financial officer.</p>	<p><u>Internal audit system of the Bank and duties of audit personnel shall be approved by the Board of Directors. Chief Audit Officer shall be accountable to the Board and report his or her work to the Board and the audit committee thereunder on a regular basis.</u></p>	Article 109 of the Corporate Governance Standards for Banking and Insurance Institutions
128	Article 329	<p>If any amendment to the Articles of Association approved by general meeting of shareholders involves any matters that need to be approved by relevant competent authorities, such amendment shall be submitted to such authorities for approval. Where there is any amendment involves company registration, the Bank shall attend to an amendment registration in accordance with laws.</p>	<p>If any amendment to the Articles of Association approved by general meeting of shareholders involves any matters that need to be approved by <u>the banking regulatory authorities of the State Council</u>, such amendment shall be submitted to <u>the banking regulatory authorities of the State Council</u> for approval. Where there is any amendment involves company registration, the Bank shall attend to an amendment registration in accordance with laws.</p>	The competent authorities shall be clarified in accordance with the administrative approval system

No.	Article Number	Original Article	New Article	Reasons for Amendment
129	Article 333	<p>The Bank’s notice given by announcement shall be deemed as received by all the relevant parties once publicly announced.</p> <p>Unless the context otherwise requires, “announcement” referred to herein means an announcement made to holders of domestic shares or as to the announcement required to be published in the PRC according to the relevant provisions and the Articles of Association, means an announcement published in <u>newspapers</u> in the PRC.</p> <p>Such <u>newspapers</u> shall be designated by the laws and regulations of the PRC or security regulatory organizations under State Council. Announcements made to H shares holders or required to be published in Hong Kong according to the relevant provisions and these Articles of Association shall be made in compliance with Hong Kong Listing Rules. Unless otherwise stipulated in the Articles of Association, on the same date when the notice is given to shareholders by the Bank in form of announcement, an electronic version of such notice shall be provided to Hong Kong Stock Exchange through Electronic Publication System for posting on the website of Hong Kong Stock Exchange according to the requirements of Hong Kong Listing Rules. The announcement shall be also posted on the website of the Bank.</p>	<p>The Bank’s notice given by announcement shall be deemed as received by all the relevant parties once publicly announced.</p> <p>Unless the context otherwise requires, “announcement” referred to herein means an announcement made to holders of domestic shares or as to the announcement required to be published in the PRC according to the relevant provisions and the Articles of Association, means an announcement published in <u>media</u> in the PRC.</p> <p>Such <u>media</u> shall be designated by the laws and regulations of the PRC or security regulatory organizations under State Council. Announcements made to H shares holders or required to be published in Hong Kong according to the relevant provisions and these Articles of Association shall be made in compliance with Hong Kong Listing Rules. Unless otherwise stipulated in the Articles of Association, on the same date when the notice is given to shareholders by the Bank in form of announcement, an electronic version of such notice shall be provided to Hong Kong Stock Exchange through Electronic Publication System for posting on the website of Hong Kong Stock Exchange according to the requirements of Hong Kong Listing Rules. The announcement shall be also posted on the website of the Bank.</p>	Article 8 of the Administrative Measures for Information Disclosure of Listed Companies
130	Article 337	The Bank designates Chinese Securities Journal, Shanghai Securities News, Securities Time and the website of Shanghai Stock Exchange as <u>newspapers</u> for publishing notices and other disclosure of the Bank.	The Bank designates Chinese Securities Journal, Shanghai Securities News, Securities Time; the website of Shanghai Stock Exchange <u>and the website of the Hong Kong Stock Exchange as media</u> for publishing notices and other disclosure of the Bank.	Adjusting the expression according to the actual situations of the Bank

No.	Article Number	Original Article	New Article	Reasons for Amendment
131	Article 339	<p>Definitions:</p> <p>.....</p>	<p>Definitions:</p> <p>.....</p> <p>(2) Substantial shareholders mean the shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or hold less than 5% of total capital or total shares but have a significant impact upon the operation and management of the Bank. <u>The shareholding ratio of shareholders and its related parties and persons acting in concert shall be calculated together.</u></p> <p>.....</p> <p><u>(4) Acting in concert refers to act or a fact that an investor enlarges in conjunction with other investors by way of agreements or other arrangements the number of the shares with voting rights of a company that are exercisable by them. The investors who agree to act in concert shall be the persons acting in concert.</u></p> <p><u>(5) Ultimate beneficiaries refer to those persons who are actually entitled to the return on equity interest of a company.</u></p> <p><u>(6) Physical meeting refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants.</u></p>	<p>1. Article 56 of the Interim Measures for the Equity Management of Commercial Banks</p> <p>2. Article 114 of the Corporate Governance Standards for Banking and Insurance Institutions</p> <p>3. Notice on Further Strengthening the Management of Shareholders' Commitments in Banking and Insurance Institutions</p> <p>4. Article 65 of the Measures for the Administration of Affiliated Transactions of Banking and Insurance Institutions and other relevant regulations</p>

No.	Article Number	Original Article	New Article	Reasons for Amendment
			<p><u>(7) Circulating written resolution refers to a meeting at which resolutions are made by means of separate delivery of deliberations or circulation of deliberations.</u></p> <p><u>(8) The circumstances in which the “corporate governance mechanism fails” include, but are not limited to: the failure of the Board to be constituted for more than one consecutive year; the failure of the Board to make effective resolutions due to prolonged conflicts among the Directors of the Company and the failure of the Board to resolve the matter through a general meeting; the failure of the Company to convene a general meeting for more than one consecutive year; the failure of the reaching of the statutory proportion or the proportion stipulated in the Articles of Association when voting at the shareholders’ general meeting and cannot make an effective resolution at a shareholders’ meeting for more than one year in a row; a proposal for a capital increase due to insufficient capital adequacy or solvency cannot be passed; the existing governance mechanism of the Company cannot function properly resulting in serious difficulties in the operation and management of the Company; and other circumstances as determined by the regulatory authorities.</u></p> <p><u>(9) Related party relationship, affiliated directors and connected shareholders referred in Articles of Association are as same as the definition regulated by the banking regulatory authorities under the State Council and the securities regulatory authorities of the jurisdiction where the Bank’s shares are listed.</u></p>	