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錦州銀行股份有限公司

Bank of Jinzhou Co., Ltd.*

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

(Stock Code: 0416)

(Stock Code of Preference Shares: 4615)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with provisions of the Company Law of the PRC, the Corporate Governance Guidelines for Banking and Insurance Institutions (銀行保險機構公司治理準則), the Performance Appraisal Measures of Directors and Supervisors for Banking and Insurance Institutions (Trial) (銀行保險機構董事監事履職評價辦法(試行)) and other relevant laws, rules and regulations and the actual situation of Bank of Jinzhou Co., Ltd. (the “**Bank**”), the Bank has proposed certain amendments to its current articles of association (the “**Articles of Association**”). The resolution on the proposed amendments to the Articles of Association has been approved at the meeting of the board of directors (the “**Board**”) of the Bank held on 20 August 2021.

The proposed amendments to the Articles of Association are subject to the approval of the Bank’s shareholders (the “**Shareholders**”) at a general meeting to be held by the Bank by way of special resolution, and shall be approved by the China banking regulatory authorities with effect from the date on which the Bank obtains all necessary approvals. A circular containing, among other things, details of the proposed amendments and a notice convening the general meeting will be despatched to the Shareholders in due course. Details of the proposed amendments are set out in the appendix to this announcement.

By order of the Board
Bank of Jinzhou Co., Ltd.*
Wei Xuekun
Chairman

Jinzhou, Liaoning Province, the People’s Republic of China
20 August 2021

As at the date of this announcement, the Board comprises Mr. Wei Xuekun, Mr. Guo Wenfeng, Mr. Kang Jun, Mr. Yang Weihua and Mr. Yu Jun, as executive directors; Mr. Zhao Chuanxin, Ms. Ning Jie, Ms. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan, as non-executive directors; Mr. Wu Jun, Mr. Xie Taifeng, Mr. Xiao Geng, Mr. Wang Xiongyuan and Mr. Su Mingzheng as independent non-executive directors.

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

APPENDIX

Details of the proposed amendments are set out as below:

No.	Before Amendment	After Amendment
1.	<p>Article 2 For the purposes of maintaining the legitimate rights and interests of the Bank, its shareholders and creditors, and of standardizing the organization and behaviour of the Bank, the Articles of Association is hereby formulated in combination with the actual circumstance of the Bank and according to the Company Law, the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Law of the People’s Republic of China on Commercial Banks (hereinafter referred to as the “Commercial Banking Law”), the Prerequisite Clauses for Articles of Association of Companies to Be Listed Overseas, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies (the “Special Provisions”), the Guidance Opinion on the Launch of Preference Shares Pilot Scheme issued by the State Council (國務院關於開展優先股試點的指導意見), the Trial Administrative Measures on Preference Shares (優先股試點管理辦法), the Guidance Opinion on Issuance of Preference Shares by Commercial Banks for Replenishing Tier-1 Capital jointly issued by the China Banking Regulatory Commission and the China Securities Regulatory Commission (中國銀監會、中國證監會關於商業銀行發行優先股補充一級資本的指導意見) and other relevant laws, administrative regulations, departmental rules and relevant regulations by securities regulatory authorities of the jurisdiction where the Bank’s shares are listed.</p>	<p>Article 2 For the purposes of maintaining the legitimate rights and interests of the Bank, its shareholders and creditors, and of standardizing the organization and behaviour of the Bank, the Articles of Association is hereby formulated in combination with the actual circumstance of the Bank and according to the Company Law, the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Law of the People’s Republic of China on Commercial Banks (hereinafter referred to as the “Commercial Banking Law”), the Corporate Governance Guidelines for Banking and Insurance Institutions, the Prerequisite Clauses for Articles of Association of Companies to Be Listed Overseas, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies (the “Special Provisions”), the Guidance Opinion on the Launch of Preference Shares Pilot Scheme issued by the State Council (國務院關於開展優先股試點的指導意見), the Trial Administrative Measures on Preference Shares (優先股試點管理辦法), the Guidance Opinion on Issuance of Preference Shares by Commercial Banks for Replenishing Tier-1 Capital jointly issued by the China Banking Regulatory Commission and the China Securities Regulatory Commission (中國銀監會、中國證監會關於商業銀行發行優先股補充一級資本的指導意見) and other relevant laws, administrative regulations, departmental rules and relevant regulations by securities regulatory authorities of the jurisdiction where the Bank’s shares are listed.</p>
2.	<p>Article 7 Pursuant to the requirements of the Constitution of the Communist Party of China, the Bank established an organization for the Communist Party. The Party Committee acts as the leadership core and the political core, steering the direction, controlling the overall situation and ensuring the implementation. The Bank has established working organizations for the Party with sufficient people for Party duties, securing work expenditure for the Party.</p>	<p>Article 7 Pursuant to the relevant requirements of the Constitution of the Communist Party of China and the Company Law, the Bank established an organization for the Communist Party. The Party Committee acts as the leadership core and the political core, plays a leading role in steering the direction, controlling the overall situation and ensuring the implementation. The Bank has established working organizations for the Party with sufficient people for Party duties, securing work expenditure for the Party.</p>

3.	<p>Article 14 Based on the need of business development and subject to approval by the banking regulatory authority of the State Council, the Bank may set up branches in domestic and overseas in conformity to the stipulations of laws and regulations of China or other relevant countries.</p>	<p>Article 14 Based on the need of business development and subject to approval by the banking regulatory authority of the State Council, the Bank may set up branches in domestic and overseas in conformity to the stipulations of laws and regulations of the People’s Republic of China (hereafter referred to as “China”) or other relevant countries.</p>
4.	<p>Article 17 The purpose of the Bank is: to operate in accordance with laws and to be guided by the market; to operate with focus on customers and with a purpose to realize economic benefits; and to provide high quality financial services for the society; and to create the maximum value for shareholders and other relevant parties on the premise of achieving the prudential operation and sustainable development of the Bank and therefore promote and provide support for the economic and social development.</p> <p>.....</p>	<p>Article 17 The purpose of the Bank is: to operate be in accordance with laws and regulations, achieve the prudent operation and to be guided by the market; to operate with focus on customers and with a purpose to realize economic benefits; and to provide high quality financial services for real economies, local economies, private enterprises, small and micro enterprises, urban and rural residents and the society; to promote the growth of inclusive finance; and to create the maximum value for shareholders and other relevant parties on the premise of achieving the prudential operation and sustainable development of the Bank and therefore promote and provide support for the economic and social development.</p> <p>.....</p>
5.	<p>Article 22</p> <p>For the purposes of the preceding paragraph, the term “foreign investors” shall refer to investors from foreign countries or from Hong Kong Special Administrative Region, Macau Special Administrative Region or Taiwan that subscribe for shares issued by the Bank; and the term “domestic investors” shall refer to investors within the People’s Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Bank.</p>	<p>Article 22</p> <p>For the purposes of the preceding paragraph, the term “foreign investors” shall refer to investors from foreign countries or from Hong Kong Special Administrative Region of China (hereafter referred to as “Hong Kong”), Macau Special Administrative Region of China or the Taiwan region of China that subscribe for shares issued by the Bank; and the term “domestic investors” shall refer to investors within the People’s Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Bank.</p>
6.	<p>Article 23 Shares issued by the Bank to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Bank to overseas investors for subscription in foreign currency or shares acquired by overseas investors from domestic shareholders shall be referred to as foreign shares. Foreign shares which are listed outside the PRC shall be referred to as foreign shares listed overseas.</p> <p>.....</p>	<p>Article 23 Shares issued by the Bank to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Bank to overseas investors for subscription in foreign currency or shares acquired by overseas investors from domestic shareholders of the Bank shall be referred to as foreign shares. Foreign shares which are listed outside the PRC shall be referred to as foreign shares listed overseas.</p> <p>.....</p>

<p>7.</p>	<p>Article 33 The Bank may, in accordance with stipulations of laws, administrative regulations, departmental rules and the Articles of Association, repurchase its outstanding shares under the following circumstances:</p> <p>(1) reducing its registered capital;</p> <p>(2) merging with another company that holds shares of the Bank;</p> <p>(3) granting shares to the Bank’s employees as a reward;</p> <p>(4) acquiring shares held by shareholders who vote against any resolution proposed in any general meeting on the merger or division of the Bank upon their request;</p> <p>(5) other circumstances as permitted by laws and administrative regulations.</p> <p>The Bank shall not engage in the trading of its shares save for the circumstances specified above.</p>	<p>Article 33 The Bank may, in accordance with stipulations of laws, administrative regulations, departmental rules and the Articles of Association, repurchase its outstanding shares under the following circumstances:</p> <p>(1) reducing its registered capital;</p> <p>(2) merging with another company that holds shares of the Bank;</p> <p>(3) granting shares to the Bank’s employees as a reward using such shares in connection with employee shareholding plans or share incentives;</p> <p>(4) acquiring shares held by shareholders who vote against any resolution proposed in any general meeting on the merger or division of the Bank upon their request;</p> <p>(5) other circumstances as permitted by laws and administrative regulations. using such shares for conversion of convertible bonds issued by the Bank;</p> <p>(6) those deemed necessary by the Bank for protecting the Bank’s value and interests of the shareholders.</p> <p>The Bank shall not engage in the trading of its shares save for the circumstances specified above.</p>
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<p>8.</p>	<p>Article 34 The repurchase of shares made due to the reason mentioned in previous paragraphs (1) to (3) shall be resolved by the general meeting of shareholders of the Bank. The shares of the repurchase made by the Bank under the above mentioned circumstance in paragraph (1) shall be cancelled within 10 days; the shares of the repurchase made by the Bank under the above mentioned circumstance in paragraphs (2) and (4) shall be transferred or cancelled within 6 months.</p> <p>The amount of repurchased shares made by the Bank under the above mentioned circumstance in paragraph (3) shall not exceed 5% of the total issued shares of the Bank. The consideration for such repurchase shall be deducted from the after tax profit of the Bank and such shares shall be transferred to its employees within 1 year.</p>	<p>Article 34 The repurchase of shares made due to the reasoncircumstances mentioned as set out in previous paragraphs (1) to and (2) shall be resolved by the general meeting of shareholders of the Bank. Where the Bank purchases its shares under the circumstances set out in paragraphs (3), (5) and (6) of the preceding article hereof, it may be resolved by more than two-thirds of Directors present at the Board meeting in accordance with the Articles of Association or the authorization of the general meeting. The shares of the repurchase made by the Bank under the above mentioned circumstance in paragraph (1) shall be cancelled within 10 days; the shares of the repurchase made by the Bank under the above mentioned circumstance in paragraphs (2) and (4) shall be transferred or cancelled within 6 months.</p> <p>The amountaggregate number of repurchased shares maderepurchased by the Bank under the above mentioned circumstances in paragraph (3), (5) and (6) shall not exceed 510% of the total issued shares of the Bank and shall be transferred or deregistered within three years. The consideration for such repurchase shall be deducted from the after tax profit of the Bank and such shares shall be transferred to its employees within 1 year.</p> <p>In the event of share cancellation, the Bank shall apply to the relevant authority for registration of the change in its registered capital. The aggregate nominal value of the cancelled shares shall be deducted from the Bank's registered capital.</p>
<p>9.</p>	<p>Article 37 Shares repurchased in accordance with the laws by the Bank shall be cancelled within the period prescribed by laws and administrative regulations, and the Bank shall apply to the original company registration authority for registration of the change of its registered capital.</p> <p>The amount of the Bank's registered share capital shall be reduced by the aggregate par value of those cancelled shares.</p>	<p>Deleted</p>

10.	<p>Article 40 Foreign shares listed overseas (H shares) listed on the Hong Kong Stock Exchange which was fully paid can be transferred freely pursuant to the Articles of Association. However, unless the transfer complies with the following conditions, the Board may refuse to recognise any transfer documents without stating any reasons therefor:</p> <p>(1) any transfer documents and other documents relating to or affecting the title to any shares shall be registered and the fee levied pursuant to the Listing Rules shall be paid to the Bank;</p> <p>.....</p>	<p>Article 4039 Foreign shares listed overseas (H shares) listed on the Hong Kong Stock Exchange which was fully paid can be transferred freely pursuant to the Articles of Association. However, unless the transfer complies with the following conditions, the Board may refuse to recognise any transfer documents without stating any reasons therefor:</p> <p>(1) any transfer documents and other documents relating to or affecting the title to any shares shall be registered and the fee levied pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereafter referred to as the “Listing Rules”) shall be paid to the Bank;</p> <p>.....</p>
11.	<p>Article 41 Shareholders of foreign shares listed overseas (H shares) listed in Hong Kong shall transfer all or part of the shares by an instrument in writing in any usual or common form or any other form which the Board may approve or standard transfer form specified by the stock exchange in the place where the Bank’s shares are listed.</p> <p>.....</p>	<p>Article 4140 Shareholders of the Bank’s foreign shares listed overseas (H shares) listed in Hong Kong shall transfer all or part of the shares by an instrument in writing in any usual or common form or any other form which the Board may approve or standard transfer form specified by the stock exchange in the place where the Bank’s shares are listed.</p> <p>.....</p>
12.	<p>Article 47 The Bank’s Party Committee acts as the leadership core and the political core, steering the direction, controlling the overall situation and ensuring the implementation. The number of positions of the Bank’s secretary, deputy secretary and members of the Party Committee and the Disciplinary Committee is set according to the approval from senior Party organizations.</p>	<p>Article 4746 The Bank’s Party Committee plays a leading role in acts as the leadership core and the political core; steering the direction, controlling the overall situation and ensuring the implementation. It is mainly responsible for political direction, leadership team, basic system, major decisions and building of the Party. Material matters relating to operation and management shall first be considered and discussed by the Party Committee before they are submitted to the board of directors or the management of the Bank for determination. The Bank ensures that the Party Committee shall be equipped with sufficient staff to deal with the Party affairs and provided with sufficient funds to operate the Party’s organization. Meanwhile, the Disciplinary Committee (hereinafter referred to as the “Discipline Committee”) shall be set in accordance with the regulations. The number of positions of the Bank’s secretary, deputy secretary and members of the Party Committee and the Disciplinary Committee is set according to the approval from senior Party organizations.</p>

<p>13.</p>	<p>Article 49 Party Committee of the Bank performs the following duties and responsibilities pursuant to the rules of the Party such as the Constitution of the Communist Party of China:</p> <p>(I) guarantee supervision of the consistent implementation of the Party’s direction and policies at the Bank and implementation of the major strategic policies of the Party Central Committee and the State Council and any major deployment in relation to the superior Party organizations;</p> <p>(II) give advices or recommendations on appointment and removal of major personnel;</p> <p>.....</p> <p>(IV) take the main responsibility for the comprehensive strengthening of Party discipline, directing ideological and political work, united front work, cultivation of spiritual civilization, cultivation of corporate culture, as well as work of groups such as labour unions and communist youth league;</p> <p>.....</p>	<p>Article 4948 Party Committee of the Bank performs the following duties and responsibilities pursuant to the rules of the Party such as the Constitution of the Communist Party of China:</p> <p>(I) guarantee supervision of the consistent implementation of the Party’s Party’s direction and policies of the Party and the State at the Bank and implementation of the major strategic policies of the Party Central Committee and the State Council and any major deployment in relation to the superior Party organizations;</p> <p>(II) give advices or recommendations on appointment and removal of major personnelstrengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focus on standards, procedure, evaluation, recommendation and supervision, and uphold the integration of the principle that the Party controlling the personnel, the function of the Board of Directors in the lawful selection of the senior management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the senior management;</p> <p>.....</p> <p>(IV) take the main responsibility for the comprehensive strengthening of Party discipline, directing ideological and political work, united front work, cultivation of spiritual civilization, cultivation of corporate culture, as well as work of groups such as labour unions and communist youth league, and play a leading role in improving the Party’s style of work and upholding integrity, and provide support to the Disciplinary Committee in fully performing the supervisory duties;</p> <p>.....</p>
<p>14.</p>	<p>Article 55 Each part of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders.</p> <p>Changes or corrections of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.</p> <p>Transfer and shift of shares shall be registered in the stock registration institute appointed by the Bank.</p> <p>.....</p>	<p>Article 5554 Each part of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders.</p> <p>Changes or corrections of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.</p> <p>Transfer and shift of shares shall be registered in the stock registration institute appointed by the Bank.</p> <p>.....</p>

15.	<p>Article 56 Registration of change in the H share register of shareholders due to shares transfer shall not be allowed within thirty (30) days prior to the date of a general meeting or within five (5) days before the base date set by the Bank for the purpose of distribution of dividends.</p>	<p>Article 56 5655 Registration of change in the H share register of shareholders due to shares transfer shall not be allowed within thirty (30) days prior to the date of a general meeting or within five (5) days before the base date set by the Bank for the purpose of distribution of dividends. If the relevant laws and regulations and the requirements of the securities regulatory authorities of the place where the shares of the Bank are listed stipulate that no share transfer may be entered in the register of shareholders prior to the date of a shareholders' general meeting or the record date set by the Bank for the purpose of distribution of dividends, such provisions shall prevail.</p>
16.	<p>Article 62 A shareholder of the Bank is a person who lawfully holds the shares of the Bank and whose name is registered in the register of shareholders.</p> <p>A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.</p> <p>When two or more persons are registered as the joint shareholders of any shares, they shall be regarded as the common owners of such shares and subject to the following terms:</p> <p>(1) the Bank shall not register more than four (4) persons as the joint shareholders for any shares;</p> <p>(2) the joint shareholders of any shares shall assume the joint and several liabilities for all the amounts payable for the relevant shares;</p> <p>(3) in case one of the joint holders has deceased, only other living persons of the joint shareholders shall be deemed by the Bank to be such persons as having the ownership of the relevant shares. But the Board shall have the right to demand a death certificate of such shareholder which it deems appropriate for the purpose of amending the register of shareholders;</p> <p>(4) for joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receive the certificate for the relevant shares, to receive the Bank's notices, and to attend and exercise all the voting rights concerning the relevant shares in the general meetings of the Bank. Any notice delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares.</p>	<p>Article 62 6261 A shareholder of the Bank is a person who lawfully holds the shares of the Bank and whose name is registered in the register of shareholders.</p> <p>A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.</p> <p>When two or more persons are registered as the joint shareholders of any shares, they shall be regarded as the common owners of such shares and subject to the following terms:</p> <p>(1) the Bank shall not register more than four (4) persons as the joint shareholders for any shares;</p> <p>(2) the joint shareholders of any shares shall assume the joint and several liabilities for all the amounts payable for the relevant shares;</p> <p>(3) in case one of the joint holders has deceased, only other living persons of the joint shareholders shall be deemed by the Bank to be such persons as having the ownership of the relevant shares. But the Board shall have the right to demand a death certificate of such shareholder which it deems appropriate for the purpose of amending the register of shareholders;</p> <p>(4) for joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receive the certificate for the relevant shares, to receive the Bank's notices, and to attend and exercise all the voting rights concerning the relevant shares in the general meetings of the Bank. Any notice delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares.</p>

<p>17.</p>	<p>Article 63 The shareholders of the Bank shall be entitled to the following rights (if the Articles of Association have other regulations on the rights of preference shareholders, those other regulations shall apply):</p> <p>.....</p> <p>(5) The right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>1. to obtain a copy of the Articles of Association, subject to payment of relevant costs;</p> <p>2. to inspect free of charge and copy, subject to payment of a reasonable charge:</p> <p>.....</p> <p>(viii) minutes of shareholders' general meeting (for inspection only);</p> <p>Documents set out in Items (i) to (viii) excluding Item (ii) above and any other applicable documents shall be made available by the Bank, according to the requirements of the Listing Rules, at the Company's address in Hong Kong, for the public and shareholders to inspect free of charge.</p> <p>.....</p>	<p>Article 6362 The shareholders of the Bank shall be entitled to the following rights (if the Articles of Association have other regulations on the rights of preference shareholders, those other regulations shall apply):</p> <p>.....</p> <p>(5) The right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>1. to obtain a copy of the Articles of Association, subject to payment of relevant costs;</p> <p>2. to inspect free of charge and copy, subject to payment of a reasonable charge:</p> <p>.....</p> <p>(viii) minutes of shareholders' general meeting (for inspection only);</p> <p>Documents set out in Items (i) to (viii) excluding Item (ii) above and any other applicable documents shall be made available by the Bank, according to the requirements of the Listing Rules, at the CompanyBank's address in Hong Kong, for the public and shareholders to inspect free of charge.</p> <p>.....</p>
<p>18.</p>	<p>Article 65 Substantial shareholders shall truthfully, accurately and completely disclose the particulars of any connected parties to the Board of Directors, and undertake to promptly report to the Board of Directors if there is any change in the connected relationship. Shareholders, particularly substantial shareholders, shall support the Board of Directors in formulating reasonable capital plans, in order to meet the capital regulatory requirements on a continuous basis. When the capital adequacy ratio of the Bank fails to meet the regulatory requirements, shareholders shall formulate a capital restoration plan where the capital adequacy ratio will meet the regulatory requirements within a limited time frame and restore capital by increasing core capital and other means. Substantial shareholders shall not prevent other shareholders from injecting capital or eligible shareholders from investing in the Bank. As part of the Bank's capital plans, the substantial shareholders shall also inject additional capital to the Bank for capital restoration when necessary, and make long-term undertakings in writing to restore the capital of the Bank.</p>	<p>Article 6564 Substantial shareholders shall truthfully, accurately and completely disclose the particulars of any connectedrelated parties to the Board of Directors; and undertake to promptly report to the Board of Directors if there is any change in the connected relationship. Shareholders, particularly substantial shareholders, shall support the Board of Directors in formulating reasonable capital plans, in order to meet the capital regulatory requirements on a continuous basis. When the capital adequacy ratio of the Bank fails to meet the regulatory requirements, shareholders shall formulate a capital restoration plan where the capital adequacy ratio will meet the regulatory requirements within a limited time frame and restore capital by increasing core capital and other means. Substantial shareholders shall not prevent other shareholders from injecting capital or eligible shareholders from investing in the Bank. As part of the Bank's capital plans, the substantial shareholders shall also inject additional capital to the Bank for capital restoration when necessary, and make long-term undertakings in writing to inject additional capital to the Bank when necessary for restorereplenishing the capital of the Bank.</p>

<p>19.</p>	<p>Article 70 Shareholders of the Bank shall perform the following obligations (if the Articles of Association have other regulations on the rights of preference shareholders, those other regulations shall apply):</p> <p>(1) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) to pay share capital according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to withdraw the shares unless required by the laws and administrative regulations;</p> <p>(4) shareholders shall report to the Board of Directors timely, truly and completely the situations of connected enterprises, the connected relationship with other shareholders, situations of other commercial banks which they hold shares and situations of its related transaction with the Bank and other information;</p> <p>(5) not to obtain inappropriate interests, and not to interfere with the decision-making and management power and rights of the board of directors and senior management of the Bank conferred by this Articles of Association and shall not interfere with the operation and management of the Bank without relying on the board of directors and senior management;</p> <p>(6) not to abuse their shareholders' rights to harm the interests of the Bank or other shareholders; and not to abuse the independent legal person status of the Bank and the limited liability of shareholders to harm the interests of any creditor of the Bank; shareholders of the Bank who abuse their shareholder's rights and thereby cause loss on the Bank or other shareholders shall be liable for indemnity according to the law; where shareholders of the Bank abuse the Bank's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Bank, such shareholders shall be jointly liable for the debts owed by the Bank;</p>	<p>Article 7069 Shareholders of the Bank shall perform the following obligations (if the Articles of Association have other regulations on the rights of preference shareholders, those other regulations shall apply):</p> <p>(1) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) to fulfill their obligations of integrity and ensure that the shareholders' qualification and information submitted by them is true, complete and effective, and shall bear the consequences of providing false information or false statements under the laws;</p> <p>(23) to pay share capital according to the number of shares subscribed and the method of subscription;</p> <p>(4) to purchase shares of the Bank with their own funds and ensure the fund are obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations as well as the regulatory requirements;</p> <p>(5) the shareholding percentage and the number of equity holders shall comply with the regulatory requirements, and shall not appoint others to hold shares of the Bank or hold on behalf of others the shares of the Bank;</p> <p>(36) not to withdraw the shares unless required by the laws and administrative regulations;</p> <p>(47) shareholders shall report to the Board of Directors timely, truly and completely the situations of connected enterprises, the connected relationship with other shareholders, situations of other commercial banks which they hold shares and situations of its related transaction with the Bank and other informationaccording to laws and regulations as well as regulatory requirements, report to the Bank truthfully, among others, the financial information, shareholding structure, source of capital, controlling shareholder, de facto controller, related parties, parties acting in concert, ultimate beneficial owners, and investments in other financial institutions;</p>
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<p>(7) to safeguard interests and reputation of the Bank and to provide support for the Bank’s legal operation;</p> <p>(8) other obligations imposed by laws, administrative regulations, relevant supervisory authorities and the Articles of Association.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	<p>(8) according to laws and regulations as well as regulatory requirements, timely report to the Bank in writing any changes in the controlling shareholder, de facto controller, related parties, parties acting in concert and ultimate beneficial owners of the relevant shareholder;</p> <p>(9) according to laws and regulations as well as regulatory requirements, timely report to the Bank in writing the merger, division, imposition of regulatory measures on the relevant shareholder such as suspension of business, designation of trustee, takeover or revocation on it, or its process of dissolution, bankruptcy or liquidation, or any changes in its legal representative, company name, operating place, operating scope and other major matters;</p> <p>(10) according to laws and regulations as well as regulatory requirements, timely report to the Bank in writing any occurrence where the shares of the Bank held by the shareholder are involved in litigation, arbitration, imposition of legal enforcement by judicial bodies, pledges or release of pledges;</p> <p>(11) the shareholder’s transfer of or pledge over the shares in the Bank, or entering into of any related-party transactions with the Bank, shall abide by laws and regulations as well as regulatory requirements without prejudicing the interests of other shareholders and the Bank;</p> <p>(512) not to obtain inappropriate interests, and not to interfere with the decision-making and management power and rights of the board of directors and senior management of the Bank conferred by this Articles of Association and shall not interfere with the operation and management of the Bank without relying on the board of directors and senior management;</p>
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		<p>(613) the shareholder and its controlling shareholder or de facto controller shall not to abuse their shareholders' rights or related relations to harm the legal interests of the Bank, other shareholders and interested parties; and not to abuse the independent legal person status of the Bank and the limited liability of shareholders to harm the interests of any creditor of the Bank; shareholders of the Bank who abuse their shareholder's rights and thereby cause loss on the Bank or other shareholders shall be liable for indemnity according to the law; where shareholders of the Bank abuse the Bank's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Bank, such shareholders shall be jointly liable for the debts owed by the Bank;</p> <p>(714) to safeguard interests and reputation of the Bank and to provide support for the Bank's legal operation;</p> <p>(15) to cooperate with the regulators in carrying out any investigation and risk handling in the event of occurrence of any risk event involving the Bank or any major violation of regulations by the Bank;</p> <p>(816) other obligations imposed by laws, administrative regulations, relevant supervisory authorities and the Articles of Association.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p> <p>Shareholders shall assume relevant responsibilities and obligations according to the corresponding system for loss absorption and risk mitigation in the event of occurrence of any major risk of the Bank.</p>
20.	<p>Article 73 Shareholders of the Bank who create pledge on the shares of the Bank for itself or for others, shall strictly comply with the requirements of laws and regulations and supervisory authorities, and shall give prior notice to the Board of Directors.</p> <p>The office of the Board of Directors or other department designated by the Board of Directors shall be responsible for the daily work of the collection, filing and reporting of the information in relation to the pledge of the Bank's shares.</p> <p>.....</p>	<p>Article 7372 Shareholders of the Bank who create pledge on the shares of the Bank for itself or for others, shall strictly comply with the requirements of laws and regulations and supervisory authorities, and shall give prior notice to the Board of Directors. Shareholders, especially substantial shareholders, shall inform the Board of Directors of the Bank in advance before transferring their domestic shares.</p> <p>The office of the Board of Directors or other department designated by the Board of Directors shall be responsible for the daily work of the collection, filing and reporting of the information in relation to the pledge of the Bank's shares and information on equity transfer.</p> <p>.....</p>

<p>21.</p>	<p>Article 77 The shareholders' general meeting is the organ of power of the Bank which exercises the following functions and powers according to law:</p> <p>.....</p> <p>(9) adopting resolutions on issuing bonds of the Bank;</p> <p>(10) make resolution on merger, division, dissolution and liquidation or form change of the Bank;</p> <p>(11) modifying the Articles of Association;</p> <p>(12) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm;</p> <p>(13) examining fixed assets investments, external guarantees, external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental regulations, provisions of the securities regulators where the Bank's stocks are listed for trading as well as the Bank's Articles of Association and other internal system rules;</p> <p>(14) examining temporary proposals put forward by the shareholders who hold than 3% of the total voting shares of the Bank individually or jointly;</p> <p>(15) examining and approving changes in use of the raised capital;</p> <p>(16) examining and approving equity incentive plans;</p> <p>(17) determining the issuance of preference shares; determining or authorising the Board to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;</p> <p>(18) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Bank's stocks are listed for trading, the Articles of Association, and the Bank's other internal rules.</p>	<p>Article 776 The shareholders' general meeting is the organ of power of the Bank which exercises the following functions and powers according to law:</p> <p>.....</p> <p>(9) adopting resolutions on the listing of the Bank;</p> <p>(910) adopting resolutions on issuing bonds of the Bank;</p> <p>(11) adopting resolutions on the acquisition of the Bank's shares in accordance with the provisions of laws;</p> <p>(1012) make resolution on merger, division, dissolution and liquidation or form change of the Bank;</p> <p>(1013) modifying the Articles of Association;</p> <p>(14) consider and approve the rules of procedures for shareholders' meeting, the board of directors and the board of supervisors of the Bank;</p> <p>(1015) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(1016) examining fixed assets investments, external guarantees, external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental regulations, provisions of the securities regulators where the Bank's stocks are listed for trading as well as the Bank's Articles of Association and other internal system rules;</p> <p>(1017) examining temporary proposals put forward by the shareholders who hold than 3% of the total voting shares of the Bank individually or jointly;</p> <p>(1018) examining and approving changes in use of the raised capital;</p> <p>(1019) examining and approving the proposal on equity incentive plans;</p> <p>(1020) determining the issuance of preference shares; determining or authorising the Board to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;</p> <p>(1021) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Bank's stocks are listed for trading, the Articles of Association, and the Bank's other internal rules.</p>
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22.	<p>Article 80 The Bank shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:</p> <p>(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;</p> <p>(2) The Bank's loss not made up reaches one third (1/3) of the total paid-in equity;</p> <p>(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Bank individually or jointly held;</p> <p>(4) The Board of directors deems it as necessary;</p> <p>(5) The Board of supervisors proposes to convene;</p> <p>(6) Other circumstances stipulated by laws, administrative regulations, departmental regulations or the Articles of Association.</p> <p>The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.</p>	<p>Article 8079 The Bank shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:</p> <p>(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;</p> <p>(2) The Bank's loss not made up reaches one third (1/3) of the total paid-in equity;</p> <p>(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Bank individually or jointly held;</p> <p>(4) The Board of directors deems it as necessary;</p> <p>(5) The convening of the meeting at the requisition of more than half of and no less than two (2) independent directors;</p> <p>(6) The Board of supervisors proposes to convene;</p> <p>(6) Other circumstances stipulated by laws, administrative regulations, departmental regulations or the Articles of Association.</p> <p>The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.</p>
23.	New	<p>Article 80 Where the annual general meeting or the extraordinary general meeting of the Bank fail to be convened within the time of period prescribed by laws, it shall report to the regulatory authorities in writing with reasons.</p>
24.	<p>Article 81 The location for the Bank to convene a shareholders' general meeting shall be the Bank's domicile or other places specified in the notice of the shareholders' general meeting.</p> <p>The shareholders' general meeting will set up an assembly room and be held in the form of live meeting. The Bank may also provide network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.</p>	<p>Article 81 The location for the Bank to convene a shareholders' general meeting shall be the Bank's domicile or other places specified in the notice of the shareholders' general meeting.</p> <p>The shareholders' general meeting will set up an assembly room and be held in the form of live meeting. The Bank may also provide safe, economical and convenient network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.</p>

25.	<p>Article 83 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders.</p> <p>The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene a shareholders' general meeting, it shall explain the reasons and make a public notice.</p>	<p>Article 83 The Board of Directors shall have the right to call general meetings. More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders.</p> <p>The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene a shareholders' general meeting, it shall explain the reasons and make a public notice.</p>
26.	<p>Article 90 Where the Bank convenes a shareholders' general meeting, the board of directors, the board of supervisors and the shareholders that solely or collectively hold three percent (3%) or more of the voting shares of the Bank may put forward a proposal to the Bank.</p> <p>The shareholders that solely or collectively hold three percent (3%) or more of the voting shares of the Bank may put forward an interim proposal and submit it to the convener in written form within ten (10) days before the meeting is held. The convener shall issue a supplementary notice on the meeting and announce the contents of the interim proposal within two (2) days upon receipt of the aforesaid proposal.</p> <p>If the listing rules state otherwise where the Bank's stocks are listed, the contents shall meet the rules as well.</p> <p>.....</p>	<p>Article 90 Where the Bank convenes a shareholders' general meeting, the board of directors, the board of supervisors and the shareholders that solely or collectively hold three percent (3%) or more of the voting shares of the Bank may put forward a proposal to the Bank.</p> <p>The shareholders that solely or collectively hold three percent (3%) or more of the voting shares of the Bank may put forward an interim proposal and submit it to the convener in written form within ten (10) days before the meeting is held. The convener shall issue a supplementary notice on the meeting and announce the contents of the interim proposal within two (2) days upon receipt of the aforesaid proposal.</p> <p>If the listing rules state otherwise where the Bank's stocks are listed, the contents shall meet the rules as well.</p> <p>.....</p>
27.	<p>Article 91 Where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five (45) days before the meeting. Shareholders intend to attend the meeting shall submit their written replies to the Bank twenty (20) days before the meeting.</p>	<p>Article 91 Where the Bank shall convene a shareholders' general meeting, notice stating the date and place of and matters to be considered at the meeting shall be given to all shareholders twenty (20) days before the meeting. Notice of extraordinary general meetings shall be given to all shareholders fifteen (15) days prior to the meetingthe Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five (45) days before the meeting. Shareholders intend to attend the meeting shall submit their written replies to the Bank twenty (20) days before the meeting.</p>

28.	<p>Article 92 The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the meeting according to the received written replies twenty</p> <p>(20) days before the shareholders' general meeting. Where the number of voting shares represented by the shareholders intending to attend the meeting reaches more than half (1/2) of the total number of voting shares, the Bank can convene a shareholders' general meeting; where it fails, the Bank shall inform the shareholders on the matters to be examined, assembly date and location again within five (5) days in the form of public notice, after the notification, the Bank can convene a shareholders' general meeting.</p> <p>An extraordinary general meeting of shareholders may not decide any matters not stated in the notice.</p>	Deleted
29.	<p>Article 93 A notice of the shareholders' general meeting shall comply with the following requirements:</p> <p>(1) be in writing;</p> <p>(2) state the time, venue, duration and form of the meeting;</p> <p>(3) state the matters to be considered at the meeting and the proposals;</p> <p>(4) provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Bank proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Bank in any other way;</p> <p>.....</p>	<p>Article 9392 A notice of the shareholders' general meeting shall comply with the following requirements:</p> <p>(1) be in writing;</p> <p>(2) state the time, venue, duration and form of the meeting;</p> <p>(3) state the matters to be considered at the meeting and the proposals;</p> <p>(4) provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Bank proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Bank in any other way;</p> <p>.....</p>

30.	<p>Article 95 Unless otherwise required by relevant laws, regulations, listing rules of place(s) where the Bank's shares are listed or the Articles of Association, the notice, information or written statement for the shareholders' general meeting shall be served on the shareholders entitled to attend (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail, or publication on our website or other methods stipulated in the Articles of Association. The recipient address in the register of shareholders shall prevail. For the holders of domestic shares, the notice of the shareholders' general meeting may be issued in the form of public notice.</p> <p>The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council between forty-five (45) to fifty (50) days before the date of the general meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p>Article 9594 Unless otherwise required by relevant laws, regulations, listing rules of place(s) where the Bank's shares are listed or the Articles of Association, the notice, information or written statement for the shareholders' general meeting shall be served on the shareholders entitled to attend (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail, or publication on our website or other methods stipulated in the Articles of Association. The recipient address in the register of shareholders shall prevail. For the holders of domestic shares, the notice of the shareholders' general meeting may be issued in the form of public notice.</p> <p>The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council between forty-fivetwenty (4520) to fiftytwenty five (5025) days before the date of the annual general meeting or fifteen (15) to twenty (20) days before the date of the extraordinary general meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>
31.	<p>Article 103</p> <p>Where the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong Securities and Futures Ordinance, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at any shareholders' general meeting or any category shareholders meeting; However, if more than one person obtain authorisation, the power of attorney shall contain the involved number and category of shares for which such persons are authorised, the authorised persons can represent the recognised clearing house (or its proxy) to exercise its right, as if the persons are the Bank's individual shareholders.</p>	<p>Article 103102</p> <p>Where the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong Securities and Futures Ordinance, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at any shareholders' general meeting or any category shareholders meeting; However, if more than one person obtain authorisation, the power of attorney shall contain the involved number and category of shares for which such persons are authorised, the authorised persons can represent the recognised clearing house (or its proxy) to exercise its right, as if the persons are the Bank's individual shareholders.</p>
32.	<p>Article 110 Resolutions of the shareholders' general meeting include ordinary and special resolutions.</p> <p>Ordinary resolutions of the shareholders' general meeting shall be passed by more than half (1/2) of the voting rights held by shareholders (including proxies) present at the meeting.</p> <p>Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders (including proxies) present at the meeting.</p>	<p>Article 110109 Resolutions of the shareholders' general meeting include ordinary and special resolutions.</p> <p>Ordinary resolutions of the shareholders' general meeting shall be passed by more than half (1/2) of the voting rights held by shareholders (including proxies) present at the meeting.</p> <p>Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders (including proxies) present at the meeting.</p>

33.	<p>Article 111 The following matters shall be passed by ordinary resolution by the shareholders' general meeting:</p> <p>(1) The work report of the Board of Directors and the Board of Supervisors;</p> <p>(2) The profit distribution plan and loss make-up plan proposed by the Board of Directors;</p> <p>(3) Appointment and removal and remuneration and payment methods of the members of the Board of Directors and the Board of Supervisors;</p> <p>(4) The Bank's annual budget and final accounts report, balance sheet, profits statement and other financial statements;</p> <p>(5) The Bank's annual report;</p> <p>(6) Examination of changes in the way of using raised capital;</p> <p>(7) Other matters other than those stated to be passed by special resolutions by the laws, administrative regulations or the Articles of Association.</p>	<p>Article 111110 The following matters shall be passed by ordinary resolution by the shareholders' general meeting:</p> <p>(1) The work report of the Board of Directors and the Board of Supervisors;</p> <p>(2) The profit distribution plan and loss make-up plan proposed by the Board of Directors;</p> <p>(3) Appointment and removal (except for removal of independent directors) and remuneration and payment methods of the members of the Board of Directors and the Board of Supervisors;</p> <p>(4) The Bank's annual budget and final accounts report, balance sheet, profits statement and other financial statements;</p> <p>(5) The Bank's annual report;</p> <p>(6) Examination of changes in the way of using raised capital;</p> <p>(7) Other matters other than those stated to be passed by special resolutions by the laws, administrative regulations, provisions of the securities regulatory authorities of the place where the Bank's shares are listed or the Articles of Association.</p>
34.	<p>Article 112 The following matters shall be resolved by way of special resolutions of the shareholders' general meeting:</p> <p>(1) Increase or reduction of the Bank's share capital and issuance of any category of shares, warrants or other similar securities;</p> <p>(2) Issuance of the Bank's bonds or listing;</p> <p>(3) Division, merger, dissolution and liquidation or form change of the Bank;</p> <p>(4) Amendment of the Articles of Association;</p> <p>(5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the Bank's stocks are listed as well as the provisions of the Articles of Association and other internal system;</p> <p>(6) Equity incentive plan;</p> <p>(7) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Bank shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Bank and require adoption by way of a special resolution.</p>	<p>Article 112111 The following matters shall be resolved by way of special resolutions of the shareholders' general meeting:</p> <p>(1) Increase or reduction of the Bank's share capital and issuance of any category of shares, warrants or other similar securities;</p> <p>(2) Issuance of the Bank's bonds or listing;</p> <p>(3) Division, merger, dissolution and liquidation or form change of the Bank;</p> <p>(4) Amendment of the Articles of Association;</p> <p>(5) Removal of independent directors;</p> <p>(56) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the localityplace where the Bank's stocks are listed as well as the provisions of the Articles of Association and other internal system;</p> <p>(67) Consideration and approval of the proposal on equity incentive plan;</p> <p>(78) Other matters prescribedinto be passed by special resolutions by the laws, and administrative regulations, departmental regulations, provisions of securities regulatory authority of the localityplace where the Bank's shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Bank and require adoption by way of a special resolution.</p>

<p>35.</p>	<p>Article 114 In case the shareholders’ general meeting examines matters relating to connected transactions, the associated shareholder shall withdraw from the voting, its voting shares shall not be included in the total amount of valid voting shares. The resolution announcement of the shareholders’ general meeting shall be given full disclosure of non-related shareholders’ vote.</p> <p>While the shareholders’ general meeting examines connected transactions matters, the related shareholders shall withdraw from the voting; where the meeting need the connected shareholders to give explanations, the connected shareholders bear the duty and obligation to make truthful explanation in the meeting.</p> <p>The meeting presider shall announce at the beginning of the meeting where there are matters that connected shareholders shall withdraw from voting.</p> <p>Connected shareholder can withdraw by himself/herself, or any other shareholder attending the shareholders’ general meeting can put forward withdrawing requests.</p>	<p>Article 114113 In case the shareholders’ general meeting examines matters relating to related/connected transactions, the related/connected shareholder (hereafter referred to as the “associatedrelated shareholder”) shall withdraw from the voting, its voting shares shall not be included in the total amount of valid voting shares. The resolution announcement of the shareholders’ general meeting shall be given full disclosure of non-related shareholders’ vote.</p> <p>While the shareholders’ general meeting examines connected transactions matters, the related shareholders shall withdraw from the voting; where the meeting need the connectedrelated shareholders to give explanations, the connectedrelated shareholders bear the duty and obligation to make truthful explanation in the meeting.</p> <p>The meeting presider shall announce at the beginning of the meeting where there are matters that connectedrelated shareholders shall withdraw from voting.</p> <p>ConnectedRelated shareholder can withdraw by himself/herself, or any other shareholder attending the shareholders’ general meeting can put forward withdrawing requests.</p>
<p>36.</p>	<p>Article 128 Where counting of votes is held at a shareholders’ general meeting, the result of the counting shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance records signed by the attending shareholders and proxies’ power of attorneys shall be kept at the Bank’s domicile.</p>	<p>Article 128127 Where counting of votes is held at a shareholders’ general meeting, the result of the counting shall be recorded in the minutes of the meeting.</p> <p>The minutes shall be signed by the person who presides the meeting and the Directors present at the meeting. The minutes of the meeting together with the attendance records signed by the attending shareholders and proxies’ power of attorneys shall be kept as permanent records at the Bank’s domicile.</p>

37.	<p>Article 132 Where the shareholders' general meeting adopts the proposal on the election of relevant directors or supervisors, the post-taking time of the newly appointed directors or supervisors shall be calculated from the date when the resolution of the shareholders' general meeting is adopted.</p>	<p>Article 132131 Where the shareholders' general meeting adopts the proposal on the election of relevant directors or supervisors, the post-taking time of the newly appointed directors or supervisors shall be calculated from the date when the resolution of the shareholders' general meeting is adopted and the qualification approval for appointment is legally obtained from the regulatory authorities.</p>
38.	<p>Article 139 If the Bank intends to convene a meeting of classified shareholders, it should issue a written notice forty-five (45) days in advance to inform all registered shareholders under this category about the issues to be reviewed at the meeting, meeting date and meeting place. The shareholders who intend to attend the meeting shall send their written replies of attendance to the Bank twenty (20) days before the meeting is held.</p> <p>If the number of shares with voting right on the meeting held by shareholders who intend to attend meeting reaches more than half of the total number of the shares of such category with voting right at the meeting, the Bank may convene a meeting of classified shareholders; if not, the Bank should, within five (5) days, notify shareholders, through public notice, the issues to be reviewed at the meeting, meeting date and place, and then the Bank may convene a meeting of classified shareholders.</p>	<p>Article 139138 If the Bank intends to convene a meeting of classified shareholders shareholders' class meeting, it should issue a written notice forty-five (45) days in advance twenty (20) days before the annual general meeting or fifteen (15) days before the extraordinary general meeting to inform all registered shareholders under this category about the issues to be reviewed at the meeting, meeting date and meeting place. The shareholders who intend to attend the meeting shall send their written replies of attendance to the Bank twenty (20) days before the meeting is held.</p> <p>If the number of shares with voting right on the meeting held by shareholders who intend to attend meeting reaches more than half of the total number of the shares of such category with voting right at the meeting, the Bank may convene a meeting of classified shareholders; if not, the Bank should, within five (5) days, notify shareholders, through public notice, the issues to be reviewed at the meeting, meeting date and place, and then the Bank may convene a meeting of classified shareholders.</p>
39.	<p>Article 142 The directors of the Bank are natural persons. The directors of the Bank must have the service qualifications serving as directors required by China Banking Regulatory Commission, and only serve as directors of the Bank after their service qualifications are examined and approved by the banking regulatory authority of the State Council.</p>	<p>Article 142141 The directors of the Bank are natural persons. The directors of the Bank must have the service qualifications serving as directors required by China Banking Regulatory Commission the banking regulatory and administrative authorities under the State Council, and only serve as directors of the Bank after their service qualifications are examined and approved by the banking regulatory authority of the State Council.</p>

<p>40.</p>	<p>Article 143 The directors are elected or replaced by the shareholders' general meeting for a term of three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting cannot remove a director from his/her post without cause. The directors of the Bank need not hold shares of the Bank.</p> <p>The term of office of directors is from the date of the resolution passed by the shareholders' general meeting, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>.....</p> <p>Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders' general meeting may remove any director (including the general manager director and other executive directors) before the expiration of his/her term of office by way of an ordinary resolution (but claims made by the director pursuant to any contract are not affected).</p>	<p>Article 143142 The directors are elected or replaced by the shareholders' general meeting for a term of three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting cannot remove a director from his/her post without cause. The directors of the Bank need not hold shares of the Bank.</p> <p>The term of office of directors is from the date of when the resolution is passed by the shareholders' general meeting and the qualification approval for appointment is obtained from the regulatory authorities, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>.....</p> <p>Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders' general meeting may remove any director (except independent directors) (including the general manager director and other executive directors) before the expiration of his/her term of office by way of an ordinary resolution (but claims made by the director pursuant to any contract are not affected).</p>
<p>41.</p>	<p>Article 144 The general procedures for nomination and election of directors are as follows:</p> <p>(1) For the directors to be elected and appointed by the general meeting of the Bank, according to the number of persons to be elected and in accordance with the Articles, a list of nominated candidates for directors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors. Shareholders individually or jointly holding three percent (3%) or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors. Such nomination shall comply with the requirements of the Articles of Association and the number of candidates nominated shall not exceed the numbers of directors to be appointed.</p> <p>Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors (or supervisors) nominated by such shareholder and their associates shall not, on principle, exceed the one-third (1/3) of the total number of directors on the Board of Directors;</p> <p>.....</p>	<p>Article 144143 The general procedures for nomination and election of directors are as follows:</p> <p>(1) For the directors to be elected and appointed by the general meeting of the Bank, according to the number of persons to be elected and in accordance with the Articles, a list of nominated candidates for directors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors. Shareholders individually or jointly holding three percent (3%) or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors. Such nomination shall comply with the requirements of the Articles of Association and the number of candidates nominated shall not exceed the numbers of directors to be appointed.</p> <p>Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors (or supervisors) nominated by such shareholder and their associatesrelated parties shall not, on principle, exceed the one-third (1/3) of the total number of directors on the Board of Directors;</p> <p>.....</p>

<p>42.</p>	<p>Article 146 The directors shall comply with the laws, administrative regulations and the Articles of Association, and bear the following diligence obligations to the Bank:</p> <p>(1) shall cautiously, carefully and diligently exercise the rights conferred by laws and the Articles of Association, in order to ensure the Bank’s business practices comply with national laws, administrative regulations and the requirements of the national economic policies, and commercial activities shall not exceed the business range stipulated on the business license;</p> <p>(2) shall be fair to all shareholders;</p> <p>(3) shall carefully read the business, financial reports of the Bank, timely understand the business operations and management of the Bank;</p> <p>(4) shall sign a written confirmation to the Bank’s periodic reports, to ensure that the information disclosed by the Bank is true, accurate and complete;</p> <p>(5) personally exercise the legally conferred disposal right of the Bank, shall not be manipulated by others; without the permit of laws, regulations or without the approval of shareholders’ general meeting upon informed circumstances, shall not grant the disposal right to others for exercise;</p> <p>(6) shall truthfully provide relevant information and data to the Board of Supervisors, and shall not prevent the exercise of functions and powers of the Board of Supervisors or the supervisors;</p> <p>(7) actively participate in relevant trainings, understand the rights, obligations and responsibilities of directors, be familiar with relevant laws and regulations, and grasp relevant knowledge that shall be possessed as a director;</p> <p>(8) be diligent and fulfil duties, and maintain the financial security of the Bank;</p> <p>(9) other diligence obligations stipulated by laws, administrative regulations, and departmental rules and the Articles of Association.</p>	<p>Article 146145 The directors shall comply with the laws, administrative regulations and the Articles of Association, and bear the following diligence obligations to the Bank:</p> <p>(1) shall cautiously, carefully and diligently exercise the rights conferred by laws and the Articles of Association; and guarantee sufficient time and efforts to perform his duties in order to ensure the Bank’s business practices comply with national laws, administrative regulations and the requirements of the national economic policies, and commercial activities shall not exceed the business range stipulated on the business license;</p> <p>(2) shall be accountable to all shareholders and the Bank and be fair to all shareholders when performing their duties;</p> <p>(3) shall carefully read the business, financial reports of the Bank, timely understand the business operations and management of the Bank and have the power to require the senior management to provide the relevant information that gives full, timely and accurate view on the operation and management of the Bank or explain the relevant matters thereof;</p> <p>(4) attend the meetings of the Board of Directors in a timely manner, fully review the matters to be resolved by the Board of Directors, give independent, professional and objective opinions, cast votes independently at his/her prudent discretion and take responsibilities for the resolutions of the board;</p> <p>(45) shall sign a written confirmation to the Bank’s periodic reports, to ensure that the information disclosed by the Bank is true, accurate and complete;</p> <p>(56) personally exercise the legally conferred disposal right of the Bank, shall not be manipulated by others; without the permit of laws, regulations or without the approval of shareholders’ general meeting upon informed circumstances, shall not grant the disposal right to others for exercise;</p> <p>(67) shall truthfully provide relevant information and data to the Board of Supervisors, and shall not prevent the exercise of functions and powers of the Board of Supervisors or the supervisors;</p>
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43.	<p>Article 147 The directors shall attend Board meetings earnestly and responsibly, and shall propose motions or address their opinions in an independent, professional and objective manner.</p> <p>A director shall spend sufficient time to carry out their duties. A director shall work in the Bank for no less than fifteen (15) working days each year. A director who is a member of the audit committee, or the principal of the related-party transactions control committee and the risk management committee shall work in the Bank for no less than twenty-five (25) working days each year.</p> <p>Directors shall attend at least two-thirds (2/3) of the Board meetings in person each year. A director may appoint, in writing, another director to vote on their behalf if unable to attend a Board meeting in person. Such an appointing director shall independently assume legal liability.</p> <p>.....</p>	<p>Article 147146 The directors shall attend Board meetings earnestly and responsibly, and shall propose motions or address their opinions in an independent, professional and objective manner.</p> <p>A director shall spend sufficient time to carry out their duties. An independent director shall work in the Bank for no less than fifteen (15) working days each year. A director who is a member of the audit committee, or the principal of the related-party transactions control committee and the risk management committee shall work in the Bank for no less than twenty-five (25) working days each year.</p> <p>Directors shall attend at least two-thirds (2/3) of the on-site Board meetings in person each year. A director may appoint, in writing, another director to vote on their his or her behalf if unable to attend a Board meeting in person. However, an independent director may not appoint a non-independent director to vote on his or her behalf. Such an appointing director shall independently assume legal liability. One director may, on principle, act on their behalf for not more than 2 directors who are not present at the board meeting in person. When considering any related transactions, a non-related director may not appoint the related director(s) to attend the meeting on his or her behalf.</p> <p>.....</p>

<p>44.</p>	<p>Article 149 Where the number of the directors in the Board of Directors of the Bank is less than the statutory number due to the resignation of a director within his term of office, such director shall, until a new director is elected, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>Except as provided in the preceding clauses, the resignation of directors shall come into force upon the delivery of the resignation report to the Board of Directors.</p> <p>When the number of vacancy of directors does not exceed the minimum quorum, the Board of Directors have the power to appoint any director to fill in such temporary vacancy and the term of such temporary director shall be terminated until the convening of the next general meeting and he/she is eligible for re-election.</p>	<p>Article 149148 Where the number of the directors in the Board of Directors of the Bank is less than the statutory number or less than two-thirds (2/3) of the number that required by the Articles of Association due to the resignation of a director within his term of office, such director shall, until a new director is elected, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association. Any director of a bank and insurance institution that is dealing with major risks should not resign without the approval of regulatory authority.</p> <p>Except as provided in the preceding clauses, the resignation of directors shall come into force upon the delivery of the resignation report to the Board of Directors.</p> <p>When the number of the directors in the Board of Directors is less than the minimum number stipulated in the Company Law or the minimum number required for voting by the Board of Directors due to the removal of directors by the shareholders' general meeting or death, the loss of independence and resignation of independent directors, or other circumstances that cannot perform the duties of directors, the powers of the Board of Directors shall be exercised by the shareholders' general meetings until the number of the directors in the Board of Directors meets the minimum quorum.</p> <p>When the term of office of directors expires, or the number of the directors in the Board of Directors is less than the minimum number specified in the Company Law or two-thirds (2/3) of the number required by the Articles of Association, the Bank shall promptly conduct the procedures for the election of directors and convene a shareholders' general meeting for the election of directors.When the number of vacancy of directors does not exceed the minimum quorum, the Board of Directors have the power to appoint any director to fill in such temporary vacancy and the term of such temporary director shall be terminated until the convening of the next general meeting and he/she is eligible for re-election.</p>
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45.	<p>Article 156 Independent directors of the Bank refer to the directors that do not hold any position other than the directors and the members of the special committee of the Board of Directors, and have no relationship with the Bank and major shareholders which possibly impedes his independent and objective judgment. Independent directors shall meet the following basic requirements:</p> <p>(1) in accordance with the laws, regulations and other relevant regulations, have the qualifications to be serving as directors of the Bank;</p> <p>(2) perform the duties independently, not affected by the main shareholders, actual controllers, or other units or individuals that have interests with the Bank;</p> <p>.....</p>	<p>Article 156155 Independent directors of the Bank refer to the directors that do not hold any position other than the directors and the members of the special committee of the Board of Directors, and have no relationship with the Bank and major and the actual controllers which possibly impedes his independent and objective judgment. Independent directors shall meet the following basic requirements:</p> <p>(1) in accordance with the laws, regulations and other relevant regulations, have the qualifications to be serving as directors of the Bank;</p> <p>(2) perform the duties independently, not affected by the main shareholders, actual controllers, or other units or individuals that have interests with the Bank;</p> <p>.....</p>
46.	<p>Article 158 A staff member from a government authority shall not concurrently serve as an independent director of the Bank, and an independent director shall not hold positions in more than two (2) commercial banks at the same time.</p> <p>An independent director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such facts and confirm that there is no conflict of interest between such a position and their position in the Bank.</p> <p>The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of their term of office, provided that such term of office shall not be more than six (6) years on an accumulative basis.</p>	<p>Article 158157 A staff member from a government authority shall not concurrently serve as an independent director of the Bank;and. The independent directors of the Bank may act as an independent director in no more than five (5) domestic and overseas companies at the same time and shall not hold positions in more than two (2) commercial banks at the same time.</p> <p>An independent director shall, before holding a position in other non-commercial financial institutions, inform the Bank of such facts and confirm that there is no related relationships and conflict of interest between such a position and their position in the Bank.</p> <p>The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of their term of office, provided that such term of office in the Bank of the independent directors shall not be more than six (6) years on an accumulative basis.</p>
47.	<p>Article 160 The way and procedures for nomination of independent directors:</p> <p>(1) The Board of Directors may nominate and the Nomination and Remuneration Committee may propose candidates qualified for independent directors to the Board of Directors;</p> <p>(2) The same shareholder may only nominate one (1) independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time;</p>	<p>Article 160159 The way and procedures for nomination of independent directors:</p> <p>(1) The Board of Directors may nominate and the Nomination and Remuneration Committee may propose candidates qualified for independent directors to the Board of Directors;</p> <p>(2) The same shareholder may only nominate one (1) independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time, shareholders who have nominated non-independent directors and their related parties shall not nominate independent directors;</p>

	<p>(3) The nominator of independent director shall obtain prior consent of the nominee before the nomination. The nominator shall fully understand the occupation, education, job title, detailed work experience, and all of the part-time work of the nominee, and comment on the qualifications and independence of the nominee to serve as independent director, and the nominee shall make a public statement that no relationship exists between him/her and the Bank which may affect the his/her independence and objective judgment;</p> <p>(4) The shareholders that individually or jointly hold more than one percent (1%) of the issued shares of the Bank are entitled to nominate independent director candidate to the shareholders' general meeting, and independent directors are elected by the shareholders' general meeting.</p>	<p>(3) The nominator of independent director shall obtain prior consent of the nominee before the nomination. The nominator shall fully understand the occupation, education, job title, detailed work experience, and all of the part-time work of the nominee, and comment on the qualifications and independence of the nominee to serve as independent director, and the nominee shall make a public statement that no relationship exists between him/her and the Bank which may affect the his/her independence and objective judgment;</p> <p>(4) The Nomination and Remuneration Committee of the Board, the Board of supervisors and the shareholders that individually or jointly hold more than one percent (1%) of the issued shares of the Bank with voting rights are entitled to nominate independent director candidate to the shareholders' general meeting, and independent directors are elected by the shareholders' general meeting. may nominate independent director candidates and independent directors are elected by the shareholders' general meeting.</p>
48.	<p>Article 161 An independent director may resign before the expiration of the term of office. Before the shareholders' general meeting or the Board of Directors approves the resignation of an independent director, the independent director shall continue to perform his/her duties.</p> <p>The independent director shall submit a written resignation report to the Board of Directors for resignation, and explain any circumstance related to the resignation or which he/she considers necessary to be noticed by shareholders and creditors of the Bank. Where the resignation of the independent director results in that the proportion of independent directors of the Board of Directors of the Bank is below the minimum requirement of the laws and regulations, the resignation report of the independent director shall take effect after the new independent director fills his/her vacancy.</p>	<p>Article 161160 An independent director may resign before the expiration of the term of office. Before the shareholders' general meeting or the Board of Directors approves the resignation of an independent director, the independent director shall continue to perform his/her duties.</p> <p>The independent director shall submit a written resignation report to the Board of Directors for resignation, and explain any circumstance related to the resignation or which he/she considers necessary to be noticed by shareholders and creditors of the Bank. Where the resignation of the independent director results in that the proportion of independent directors of the Board of Directors of the Bank is below the minimum requirement of the laws and regulations, the resignation report of the independent director shall take effect after the new independent director fills his/her vacancy, except where the independent director resigns due to loss of independence and is dismissed.</p>

49.	<p>Article 162 An independent director in one of the following circumstances shall be removed by the shareholders' general meeting proposed by the Board of Directors or supervisors:</p> <p>(1) not meet the service qualifications for an independent director due to position change and not resign personally;</p> <p>(2) the number of board meetings attended in person in one year is less than two-thirds (2/3) of the total number of board meetings;</p> <p>(3) neither attends in person the board meeting nor engages another independent director to attend the board meeting for two (2) consecutive times; or not attend in person the board meeting for three (3) consecutive times;</p> <p>(4) other circumstances not suitable to serve as an independent director stipulated by the laws and regulations.</p>	<p>Article 162161 An independent director in one of the following circumstances shall be removed by the shareholders' general meeting proposed by the Board of Directors or supervisors:</p> <p>(1) not meet the service qualifications for an independent director due to position change and not resign personally;</p> <p>(2) the number of on-site board meetings attended in person in one year is less than two-thirds (2/3) of the total number of on-site board meetings;</p> <p>(3) neither attends in person the board meeting nor engages another independent director to attend the board meeting for two (2) consecutive times; or not attend in person the board meeting for three (3) consecutive times;</p> <p>(4) other circumstances not suitable to serve as an independent director stipulated by the laws and regulations.</p> <p>In the event of failure to attend in person the board meeting for three (3) consecutive times as specified in item (3) above, the Bank shall convene a shareholders' general meeting to remove the independent director and elect a new independent director within three (3) months.</p>
50.	<p>Article 165 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings of the Bank, and shall in particular, address their opinions to the Board meeting on the following matters:</p> <p>(1) the legality and fairness of significant connected party transactions;</p> <p>(2) profit distribution plans;</p> <p>(3) the appointment and dismissal of senior management members;</p> <p>(4) matters that may cause significant loss to the Bank;</p>	<p>Article 165164 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the shareholders' general meeting or the Board meetings of the Bank, and shall in particular, address their opinions to the Board meeting on the following matters give opinions to the shareholders' general meeting or the Board of Directors in relation to the following matters:</p> <p>(1) the legality and fairness of significant connected party transactions;</p> <p>(2) profit distribution plans;</p> <p>(3) the nomination and appointment and dismissal of directors and the appointment and dismissal of senior management members;</p> <p>(4) the remuneration of directors and senior management members;</p>

	<p>(5) matters deemed by the independent directors as such that may impair the legitimate rights and interests of the depositors and minority shareholders of the Bank and other persons who have interest in the Bank;</p> <p>(6) the effect of the issuance of preference shares on the rights and interests of each class of shareholders;</p> <p>(7) the appointment of external auditors, etc.</p>	<p>(4)(5) matters that may cause significant loss to the Bank;</p> <p>(5)(6) matters deemed by the independent directors as such that may impair the legitimate rights and interests of the depositors and minority shareholders of the Bank and other persons who have interest in the Bank;</p> <p>(6)(7) the effect of the issuance of preference shares on the rights and interests of each class of shareholders;</p> <p>(7)(8) the appointment of external auditors, etc.the appointment or removal of the accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</p> <p>(9) other circumstance as provided for by the laws and regulations, regulatory rules and the Articles of Association.</p>
51.	<p>Article 167 In order to ensure the effective functioning of independent directors, the Bank shall provide the necessary conditions for independent directors:</p> <p>(1) the Bank shall ensure that the independent directors are entitled to the same right of information as other directors;</p> <p>.....</p>	<p>Article 167166 In order to ensure the effective functioning of independent directors, the Bank shall provide the necessary conditions for independent directors:</p> <p>(1) the Bank shall ensure that the independent directors are entitled to the same right of information as other directors, and provide the independent directors with necessary information for participation in decision-making in a timely and complete manner;</p> <p>.....</p>
52.	New	<p>Article 167 The independent directors shall perform their functions and duties in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the Bank, minority shareholders and financial consumers, free from any influence from the shareholders, actual controller, senior management or other entities or individuals who have an material interest in the Bank.</p> <p>If there are major defects in the corporate governance mechanism or the corporate governance mechanism fails in the Bank, independent directors shall report relevant information to the regulatory authorities in time. In addition to reporting the relevant circumstances to the regulatory authorities, independent directors shall keep the Bank’s secrets confidential.</p>

53.	New	Article 168 Independent directors of the Bank may elect one (1) independent director, who is responsible for convening special meetings attended by independent directors to study issues related to the performance of their duties.
54.	Article 169 The Board of Directors consists of fifteen (15) directors, including one (1) chairman and one (1) deputy chairman of Board of Directors, and the number of independent directors shall be not less than one third (1/3) of all directors.	Article 169 170 The Board of Directors consists of fifteen (15) directors, including five (5) executive directors, five (5) non-executive directors and five (5) independent directors. The Board of Directors has one (1) chairman and one (1) deputy chairman of Board of Directors, and the number of independent directors shall be not less than one third (1/3) of all directors.
55.	<p>Article 170 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) convene the shareholders' general meeting and to report to the shareholders' general meeting;</p> <p>(2) implement the resolutions of the shareholders' general meeting;</p> <p>(3) decide the development plan of the Bank;</p> <p>(4) decide the operation plan, investment plan, and major assets disposal plan of the Bank;</p> <p>(5) formulate the annual financial budget plan and final account plan of the Bank;</p> <p>(6) formulate the profit distribution plan and loss make-up plan of the Bank;</p> <p>(7) formulate the plans for the increase or decrease of the registered capitals, the issuance of bonds or other securities and the listing of the Bank;</p> <p>(8) make the plans for major acquisitions of the Bank, the acquisitions of the stock of the Bank or merger, division, dissolution and form change of the Bank;</p> <p>(9) regularly evaluate and improve the Bank's corporate governance;</p> <p>(10) within the authorised range of the shareholders' general meeting, decide the Bank's external investment, acquisition and selling of assets, pledged assets, external guarantee matters, associated/connected transactions and other matters;</p> <p>(11) determine arrangement plans for the Bank's internal management agencies, branches and capacity, and the number of management personnel;</p>	<p>Article 170171 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) convene the shareholders' general meeting and to report to the shareholders' general meeting;</p> <p>(2) implement the resolutions of the shareholders' general meeting;</p> <p>(3) decide the development plan strategies of the Bank and supervise the implementation of the strategies;</p> <p>(4) decide the operation plan, investment plan, and major assets disposal plan of the Bank;</p> <p>(5) formulate the capital plan of the Bank and assume the ultimate responsibility for capital or solvency management;</p> <p>(6) formulate policies on risk tolerance level, risk management and internal control of the Bank and assume ultimate responsibility for comprehensive risk management;</p> <p>(5)(7) formulate the annual financial budget plan and final account plan of the Bank;</p> <p>(6)(8) formulate the profit distribution plan and loss make-up plan of the Bank;</p> <p>(7)(9) formulate the plans for the increase or decrease of the registered capitals, the issuance of bonds or other securities and the listing of the Bank;</p> <p>(8)(10) make the plans for major acquisitions of the Bank, the acquisitions of the stock of the Bank or merger, division, dissolution and form change of the Bank;</p> <p>(9)(11) regularly evaluate and improve the Bank's corporate governance;</p>

<p>(12) according to the nomination of the chairman of Board of Directors, engage or dismiss the president and secretary of the Board of the Bank; upon the nomination of the president, engage or dismiss the vice president, assistant president, financial director and other senior management personnel;</p> <p>(13) decide the remuneration matters and disciplinary matters of senior management personnel;</p> <p>(14) formulate the basic management system, validate work rules for the president;</p> <p>(15) formulate the amendment plan for the Articles of Association;</p> <p>(16) manage the information disclosure matters of the Bank;</p> <p>(17) propose on the engagement or replacement of the accounting firm that audits the Bank to the shareholders' general meeting;</p> <p>(18) listen to the work report of the president of the Bank and check the work of the president;</p> <p>(19) verify the Bank's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report;</p> <p>(20) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The Board shall consider the opinions of the Party Committee before making decisions on the major issues of the Bank.</p>	<p>(10)(12) in accordance with laws and regulations and the provisions of the Articles and Association within the authorised range of the shareholders' general meeting, decide the Bank's external investment, purchases of assets, disposal and write-off of assets, acquisition and selling of assets, pledged assets, external guarantee matters, associated related/connected transactions, data governance and other matters;</p> <p>(11)(13) determine arrangement plans for the Bank's internal management agencies, branches and capacity, and the number of management personnel;</p> <p>(12)(14) according to the nomination of the chairman of Board of Directors, engage or dismiss the president and secretary of the Board of the Bank; upon the nomination of the president, engage or dismiss the vice president, assistant president, financial director chief financial officer and other senior management personnel;</p> <p>(13)(15) decide the remuneration matters and disciplinary matters of senior management personnel, supervise senior management to perform their duties;</p> <p>(14)(16) formulate the basic management system, validate work rules for the president;</p> <p>(15)(17) formulate the amendment plan for the Articles of Association, formulate the Rules of Procedures for Shareholders' General Meetings, the Rules of Procedures for Board meetings, and consider and approve the working rules of the special committees of the Board of Directors;</p> <p>(16)(18) manage the information disclosure matters of the Bank, and assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reports;</p>
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		<p>(17)(19) propose on the engagement or replacement of the accounting firm which carries out statutory audit on the financial reports of that audits the Bank on a regular basis to the shareholders' general meeting;</p> <p>(18)(20) listen to the work report of the president of the Bank and check the work of the president;</p> <p>(21) safeguard the legitimate rights and interests of financial consumers and other stakeholders, determine the strategies, policies and target for the protection works of consumer rights of the Bank and assume the ultimate responsibility for protection of consumer rights;</p> <p>(22) establish the mechanism for identification, verification and management of the conflict of interests between the Bank and shareholders, in particular substantial shareholders;</p> <p>(23) assume the management responsibility for affairs of shareholders;</p> <p>(19)(24) verify the Bank's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report;</p> <p>(20)(25) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The Board shall consider the opinions research and discussion of the Party Committee before making decisions on the major issues of the Bank.</p>
56.	New	<p>Article 173 The Board of Directors of the Bank assumes the ultimate responsibility for the management of equity affairs. The chairman of the Bank shall be the first responsible person in handling the equity affairs of the Bank. The secretary of the Board of Directors shall assist the chairman, and shall be the direct person responsible for dealing with the equity affairs. The chairman and the secretary of the Board of the Directors shall perform their duties faithfully, honestly and diligently. Those who fail to fulfill their duties with due diligence shall undertake legal liabilities according to the law.</p>

57.	<p>Article 172 Any fixed assets acquisition and asset disposal of the Bank with an amount below RMB30 million shall be approved by the president with the authorization of the Board of Directors, while an amount is more than RMB30 million (exclusive) but below RMB1 billion, it shall be approved by the Board of Directors; if the amount is more than RMB1 billion (exclusive), it shall be approved by the shareholders' general meeting.</p> <p>Acquisition and disposal of assets carried out under this article shall comply with the Hong Kong Listing Rules.</p>	Deleted
58.	<p>Article 175 The Board of Directors holds at least four (4) meetings every year, at least once in a quarter, convened by the chairman of Board of Directors, and noticed to all directors and supervisors in a written form within fourteen (14) days before the meeting.</p>	<p>Article 175176 The Board of Directors holds shall hold regular meetings at least four (4) meetings times every year, at least once in a quarter, convened by the chairman of Board of Directors, and noticed to all directors and supervisors in a written form within fourteen (14) days before the meeting.</p>
59.	<p>Article 176 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within ten (10) days after receiving the proposal:</p> <p>(1) proposed by shareholders representing more than one tenth (1/10) of the voting rights;</p> <p>(2) proposed by more than one third (1/3) of directors;</p> <p>(3) proposed by the Board of Supervisors;</p> <p>(4) the chairman of Board of Directors considers necessary;</p> <p>(5) proposed by more than half (1/2) of independent directors;</p> <p>(6) proposed by the president;</p> <p>(7) the regulatory department requires to hold the meeting;</p> <p>(8) other circumstances stipulated in the Articles of Association.</p>	<p>Article 176177 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within ten (10) days after receiving the proposal:</p> <p>(1) proposed by shareholders representing more than one tenth (1/10) of the voting rights;</p> <p>(2) proposed by more than one third (1/3) of directors;</p> <p>(3) proposed by the Board of Supervisors;</p> <p>(4) the chairman of Board of Directors considers necessary;</p> <p>(5) proposed by more than half (1/2) two (2) independent directors;</p> <p>(6) proposed by the president;</p> <p>(7) the regulatory department requires to hold the meeting;</p> <p>(8) other circumstances stipulated in the Articles of Association.</p>

60.	<p>Article 177 The ways of notice for an interim board meeting are: issue the notice to each director in the form of fax, express mail, hand delivery, or e-mail; the notice period is: three (3) working days before the meeting. Where the interim board meeting is needed to be held as soon as possible under emergency situation, the meeting notice may be issued by telephone or other oral ways, but the convener shall give an explanation at the meeting.</p>	<p>Article 177178 The ways of notice for an interim board meeting are: issue the notice to each director in the form of fax, express mail, hand delivery, or e-mail; the notice period is: three (3) working days before the meeting. Where the interim board meeting is needed to be held as soon as possible under emergency situation, the meeting notice may be issued by telephone or other oral ways, but the convener shall give an explanation at the meeting.</p>
61.	<p>Article 179 The board meeting shall be held upon the attendance of more than half of directors. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors, and the major external investment, the major asset disposal plans and other major matters that shall be submitted to the Board of Directors for deliberation in Item (6), (7), (8), (12) and (15) in Article 170 of the Articles of Association and the provisions of the internal systems of the Bank must be passed upon the approval of more than two thirds (2/3) of directors.</p> <p>One person, one vote, is performed for the vote on resolutions of the Board of Directors.</p>	<p>Article 179180 The board meeting shall be held upon the attendance of more than half of directors. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors, and the major external investment, the major asset disposal plans and other major matters that shall be submitted to the Board of Directors for deliberation in Item (6), (7), (8), (12) and (15) in Article 170 of the Articles of Association and the provisions of the internal systems of the Bankthe profit distribution plan, the remuneration plan, major investment, the major asset disposal plans, recruiting or dismissing senior management, the capital increase plan, major shareholding structure change and financial reorganization, etc., must be passed upon the approval of more than two thirds (2/3) of directors.</p> <p>One person, one vote, is performed for the vote on resolutions of the Board of Directors.</p>
62.	<p>Article 181 The voting of Board of Directors shall be through meeting (including video conference) and the voting method for the resolution of the Board of Directors is by hand or on a poll.</p> <p>Under the prerequisite to sufficiently ensure directors to express opinions and have the full conditions to understand the meeting subject and issues and other information, the interim board meeting may be held in a communication voting method and make resolutions, and signed by the attending directors. The conditions and procedure for the communication voting shall be formulated by the Articles of Association and the rules of the meeting of the Board of Directors.</p> <p>The profit distribution plan, major investment, the major asset disposal plans, recruiting or dismissing senior management, the capital increase plan, major shareholding structure change and financial reorganization, etc. shall be submitted to the Board of Directors for approval by two thirds (2/3) and shall not be voted in a communication way.</p>	<p>Article 181182 The meetings of the Board of Directors shall be through meeting (including video conference) may be convened by members attending in person (including video and telephone dial-in) or by way of circulation of a written resolution. The voting method for the meetings convened by members attending in person is by hand or on a poll.</p> <p>The Bank shall record the meeting of the Board of Directors convened by members attending in person through tape or video. If the meeting of the Board of Directors is convened through telephone or video dial-in, the Directors attending the meeting should be guaranteed to be capable of listening to other Directors clearly and mutual communication. If the Directors cannot immediately sign the meeting minutes of such meetings, they should adopt oral resolutions and execute the written resolutions as soon as possible. The oral resolutions of the Directors have the equivalent effect of executed written resolutions. However, the executed written resolutions afterwards should be consistent with the oral resolutions during the meeting. If there is inconsistency between such executed written resolutions and the oral resolutions, the oral resolutions should take priority.</p>

		<p>Unless otherwise required by the listing rules or applicable provisions in the place where the Bank's shares are listed, under the prerequisite to sufficiently ensure directors to express opinions and have the full conditions to understand the meeting subject and issues and other information, the interim board meeting may be held in a communication voting methodmay consider Board resolutions by means of circulation of a written resolution and the Directors or Directors entrusted by them shall state clearly their affirmative or negative opinions or abstention on the resolutions. Once the number of directors who sign in favor of a resolution reaches the quorum as required by these Articles, the resolution shall be deemed to be adopted. and make resolutions, and signed by the attending directors. The conditions and procedure for the communication voting shall be formulated by the Articles of Association and the rules of the meeting of the Board of Directors.</p> <p>The profit distribution plan, remuneration plan, major investment, the major asset disposal plans, recruiting or dismissing senior management, the capital increase plan, major shareholding structure change and financial reorganization, etc. of the Bank shall be submitted to the Board of Directors for approval by two thirds (2/3) and shall not be voted in a communication way by means of circulation of a written resolution.</p>
63.	<p>Article 182</p> <p>Except as otherwise required by the Articles of Association of the Bank and the Listing Rules of the Stock Exchange in which the shares are listed, the Board of Directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax, if the Board of Directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the Board Secretary by the above-mentioned ways, the motion shall be the resolution of the Board of Directors, and the board meeting is not needed to be convened.</p>	<p>Article 182183</p> <p>Except as otherwise required by the Articles of Association of the Bank and the Listing Rules of the Stock Exchange in which the shares are listed, the Board of Directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax, if the Board of Directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the Board Secretary by the above-mentioned ways, the motion shall be the resolution of the Board of Directors, and the board meeting is not needed to be convened.</p>

64.	<p>Article 183 The Board of Directors shall make meeting minutes for all decisions of matters discussed at the meeting, and the attending directors and the recorder shall sign on the meeting minutes. The attending directors shall have the rights to require making explanatory notes on their speech at the meeting.</p>	<p>Article 183184 The Board of Directors shall make meeting minutes for all decisions of matters discussed at the meeting, and the attending directors and the recorder shall sign on the meeting minutes. The attending directors shall have the rights to require making explanatory notes on their speech at the meeting. If a director has different opinions on the meeting minutes, he/she may attach a note at the time of signature. The meeting minutes shall be kept permanently.</p>
65.	<p>Article 189 In order to fully perform duties, the Board of Directors sets up Strategy Committee, Risk Management Committee, Related-party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee, and Consumers' Rights Protection Committee. The number of people for the special committees of the Board of Directors is not less than three (3) and the chiefs of the Related-party Transaction Control Committee, Audit Committee and the Nomination and Remuneration Committee shall be acted by independent Directors. Directors nominated by the controlling shareholders of the Bank shall not become members of the Related-party Transaction Control Committee and the Nomination and Remuneration Committee.</p>	<p>Article 189190 In order to fully perform duties, the Board of Directors sets up Strategy Committee, Risk Management Committee, Related-party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee, and Consumers' Rights Protection Committee. The special committees of the Board of Directors shall be accountable to the Board of Directors, provide professional advice to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors. The number of people for the special committees of the Board of Directors is not less than three (3), and the proportion of independent Directors among the Related-party Transaction Control Committee, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee shall not, on principle, be less than one third (1/3), and the chiefs of the Related-party Transaction Control Committee, Audit Committee and the Nomination and Remuneration Committee shall be acted by independent Directors. Directors nominated by the controlling shareholders of the Bank shall not become members of the Related-party Transaction Control Committee and the Nomination and Remuneration Committee.</p>
66.	<p>Article 195 The Consumers' Rights Protection Committee of the Board of Directors is mainly responsible for the followings:</p> <p>(1) formulate the strategies for, policies on and goals of consumers' rights protection of the Bank and include consumers' rights protection into corporate governance and business development strategies, and direct the senior management on enhancement, in terms of overall planning, of cultivation of corporate culture in respect of consumers' rights protection;</p>	<p>Article 195196 The Consumers' Rights Protection Committee of the Board of Directors is mainly responsible for the followings:</p> <p>(1) formulate the strategies for, policies on and goals of consumers' rights protection of the Bank and include consumers' rights protection into corporate governance and business development strategies, and direct the senior management on enhancement, in terms of overall planning, of cultivation of corporate culture in respect of consumers' rights protection;</p>

	<p>(2) supervise the senior management on efficient performance and implementation of work relating to consumers' rights protection, listen, on a regular basis, to special reports by the senior management on the working progress of consumers' rights protection of the Bank, consider and approve such special reports, submit to the Board such special reports, and disclose information as required;</p> <p>.....</p>	<p>(2) supervise supervise and guide the senior management on efficient performance and implementation of work relating to consumers' rights protection, listen, on a regular basis, to special reports by the senior management on the working progress of consumers' rights protection of the Bank, consider and approve such special reports, submit to the Board such special reports, and disclose information as required, and supervise the senior management in effectively implementing the strategic objects and policies for protection of consumer rights;</p> <p>.....</p>
67.	<p>Article 198 The Board of Directors shall have board secretary to be responsible for the Board of Directors. The board secretary is the senior management personnel of the Bank.</p> <p>The board secretary shall comply with the relevant provisions of laws and administrative regulations, departmental rules and the Articles of Association.</p>	<p>Article 198199 The Board of Directors shall have board secretary, nominated by the chairman of Board of Directors, appointed and dismissed by the Board of Directors, to be responsible for the Board of Directors. The board secretary is the senior management personnel of the Bank.</p> <p>The board secretary shall comply with the relevant provisions of laws and administrative regulations, departmental rules and the Articles of Association.</p>
68.	<p>Article 206 The Bank shall have one (1) president, nominated by the chairman of Board of Directors, and appointed or dismissed by the Board of Directors.</p> <p>The Bank shall have a number of vice presidents, nominated by the president, appointed or dismissed by the Board of Directors.</p> <p>The president, vice president, assistant to the president, financial officer, board secretary and other persons determined by the Board of Directors are the senior management personnel of the Bank.</p> <p>The service qualifications of senior management personnel should be reported to the banking regulatory authority of the State Council for approval.</p>	<p>Article 206207 The Bank shall have one (1) president, nominated by the chairman of Board of Directors, and appointed or dismissed by the Board of Directors.</p> <p>The Bank shall have a number of vice presidents, nominated by the president, appointed or dismissed by the Board of Directors.</p> <p>The president, vice president, assistant to the president, financial officer chief financial officer, chief information officer, chief risk officer, chief legal officer, board secretary and other persons determined by the Board of Directors are the senior management personnel of the Bank.</p> <p>The service qualifications of senior management personnel should be reported to the banking regulatory authority of the State Council for approval.</p>

<p>69.</p>	<p>Article 220 The way and procedures for nomination of supervisions are as follows:</p> <p>(1) The shareholder supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than three percent (3%) voting shares of the Bank while such nomination shall comply with the Articles of Association of the Bank and the number of such nomination shall not exceed the number of candidates to be elected. External supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than one percent (1%) voting shares of the Bank.</p> <p>(2) Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors (or supervisors) nominated by such shareholder and their associates shall not, on principle, exceed the one-third of the total number of directors on the Board of Directors.</p> <p>(3) The supervisor candidate shall make a written commitment before the shareholders' general meeting to accept the nomination, and undertake that the information provided are true and complete, and ensure that he/she will earnestly discharge his duties as a supervisor upon the appointment.</p>	<p>Article 220221 The way and procedures for nomination of shareholder representative supervisors and external supervisors are as follows:</p> <p>(1) The shareholder supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than three percent (3%) voting shares of the Bank while such nomination shall comply with the Articles of Association of the Bank and the number of such nomination shall not exceed the number of candidates to be elected. External supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than one percent (1%) voting shares of the Bank;</p> <p>(2) Such shareholders and their related parties shall not nominate candidates for directors and supervisors at the same time; the shareholders and their related parties that have already nominated directors shall not nominate supervisors, but that otherwise prescribed by the State shall prevail; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors (or supervisors) nominated by such shareholder and their associates shall not, on principle, exceed the one-third of the total number of directors on the Board of Directors.</p> <p>(3) The supervisor candidate shall make a written commitment before the shareholders' general meeting to accept the nomination, and undertake that the information provided are true and complete, and ensure that he/she will earnestly discharge his duties as a supervisor upon the appointment.</p>
<p>70.</p>	<p>Article 224 Where a supervisor neither personally attends the supervisor meeting for two (2) consecutive times without special reasons, nor appoints another supervisor to attend the supervisor meeting, nor personally attends at least two thirds (2/3) of the supervisor meetings, he/she shall be deemed not to perform the duties, and the Board of Supervisors shall propose that the shareholders' general meeting or the staff representatives assembly, the general staff meeting or other bodies to remove such supervisor.</p> <p>Each shareholder supervisor shall work for the Bank for not less than fifteen (15) working days each year.</p>	<p>Article 224225 Where a supervisor neither personally attends the supervisor meeting for two (2) consecutive times without special reasons, nor appoints another supervisor to attend the supervisor meeting, nor personally attends at least two thirds (2/3) of the on-site supervisor meetings, he/she shall be deemed not to perform the duties, and the Board of Supervisors shall propose that the shareholders' general meeting or the staff representatives assembly, the general staff meeting or other bodies to remove such supervisor.</p> <p>Each shareholder supervisor shall work for the Bank for not less than fifteen (15) working days each year.</p>

<p>71.</p>	<p>Article 228 A supervisor may attend board meetings, and may inquire about or put forth proposals on matters on which resolutions have been or are to be adopted by the Board of Directors.</p>	<p>Article 228229 Supervisors of the Bank shall perform the following duties or obligations:</p> <p>(1) A supervisor may to attend board meetings, and to may inquire about or put forth proposals on matters on which resolutions have been or are to be adopted by the Board of Directors.;</p> <p>(2) to attend the meetings of the Board of Supervisors on time, fully review the resolutions of the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</p> <p>(3) to be responsible for the resolutions of the Board of Supervisors;</p> <p>(4) to actively participate in the training organized by the Bank and regulatory authorities, understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and continue to possess the professional knowledge and capabilities required to perform their duties;</p> <p>(5) to have loyal and diligent obligations to the Bank, perform their duties conscientiously and prudently, and ensure that they have sufficient time and energy to perform their duties;</p> <p>(6) to proactively participate in the supervision and examination activities organized by the board of supervisors, and shall have the right to conduct investigations and obtain evidence independently in accordance with law, and raise queries and put forward supervisory opinions based on facts;</p> <p>(7) to comply with laws and regulations, regulatory requirements and the Articles of Association.</p>
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72.	<p>Article 237 The Board of Supervisors consists of eight (8) supervisors, including the supervisors as shareholder representatives, and external supervisors and the supervisors as the staff representatives. The Board of Supervisors has one (1) chairman, one (1) or two (2) vice chairmen, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors.</p> <p>The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Bank, and the proportion of staff representatives shall not be less than one third (1/3) of the total number of supervisors. The shareholder representatives are elected and dismissed by the shareholders' general meeting, and the staff representatives are elected by the staff and workers of the Bank through the staff representatives assembly, the general staff meeting or other democratic forms.</p>	<p>Article 237238 The Board of Supervisors consists of eight (8) supervisors, including two (2) supervisors as shareholder representatives, three (3) external supervisors and three (3) supervisors as the staff representatives. The Board of Supervisors has one (1) chairman, there can be one (1) or two (2) vice chairmen, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors, the proportion of supervisors served by staff representatives shall not be less than one third (1/3) of the total number of supervisors. The supervisors served by shareholder representatives and external supervisors shall be elected or removed by shareholders' general meetings. The supervisors served by staff representatives shall be elected democratically by staff of the Bank through the staff representative assembly, the general staff meeting or other democratic methods.</p> <p>The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Bank, and the proportion of staff representatives shall not be less than one third (1/3) of the total number of supervisors. The shareholder representatives are elected and dismissed by the shareholders' general meeting, and the staff representatives are elected by the staff and workers of the Bank through the staff representatives assembly, the general staff meeting or other democratic forms.</p>
73.	<p>Article 239 Aside from the duties and powers stated in the laws, administrative rules and the Articles, the Board of Supervisors shall focus on the following matters:</p> <p>(1) to supervise the Board of Directors in establishing a sound business philosophy, normative values, and guidance in line with the Bank's development strategies; regularly evaluate and make a report on the scientificity, reasonableness and effectiveness of the Bank's development strategies formulated by the Board of Directors;</p> <p>(2) to supervise the work performance, financial activities, internal control, risk management, etc. of the Board of Directors and members of senior management;</p> <p>(3) to supervise the selection procedures of directors; to make a comprehensive evaluation of the work performance of directors, supervisors and members of senior management;</p>	<p>Article 239240 Aside from the duties and powers stated in the laws, administrative rules and the Articles, the Board of Supervisors shall focus on the following matters:</p> <p>(1) to supervise the Board of Directors in establishing a sound business philosophy, normative values, and guidance in line with the Bank's development strategies; regularly evaluate and make a report on the scientificity, reasonableness and effectiveness of the Bank's development strategies formulated by the Board of Directors;</p> <p>(2) to supervise the work performance, financial activities, internal control, risk management, etc. of the Board of Directors and members of senior management;</p> <p>(3) to supervise the selection procedures of directors; to make a comprehensive evaluation of the work performance of directors, supervisors and members of senior management;</p>

	<p>(4) to supervise and ensure that the Bank’s remuneration systems and policies and the remuneration proposals for the members of senior management are scientific and rational;</p> <p>(5) to regularly communicate with the banking regulatory authority regarding the Bank’s circumstances.</p> <p>.....</p>	<p>(4) to supervise and ensure that the implementation of the Bank’s remuneration systems and policies and the remuneration proposals for the members of senior management are scientific and rational;</p> <p>(5) to regularly communicate with the banking regulatory authority regarding the Bank’s circumstances; ;</p> <p>(6) other matters stipulated by laws and regulations, regulatory requirements and the Articles of Association.</p> <p>.....</p>
74.	<p>Article 243 The Board of Supervisors shall discuss official business through the meetings of the Board of Supervisors. The meetings of Board of Supervisors consist of regular meetings and interim meetings, and either type of meeting shall be convened and presided over by the chairman of the Board of Supervisors.</p> <p>The Board of Supervisors shall hold regular meetings at least 4 times annually and once quarterly. The notice regarding the forthcoming meeting for the Board of Supervisors shall be served to all supervisors ten (10) days before the meeting date, and the documents to be used in the meeting shall be served on all supervisors five (5) days before the meeting date.</p> <p>The motions on the meeting of Board of Supervisors is discussed and voted by Board of Supervisors term by term. The resolutions of the Board of Supervisors shall be passed by more than two thirds (2/3) of supervisors through voting.</p> <p>.....</p>	<p>Article 243244 The Board of Supervisors shall discuss official business through the meetings of the Board of Supervisors. The meetings of Board of Supervisors consist of regular meetings and interim meetings, and either type of meeting shall be convened and presided over by the chairman of the Board of Supervisors.</p> <p>The Board of Supervisors shall hold regular meetings at least 4 times annually and once quarterly. The notice regarding the forthcoming meeting for the Board of Supervisors shall be served to all supervisors ten (10) days before the meeting date, and the documents to be used in the meeting shall be served on all supervisors five (5) days before the meeting date.</p> <p>The motions on the meeting of Board of Supervisors is discussed and voted by Board of Supervisors term by term. The resolutions of the Board of Supervisors can be voted by members attending in person and by circulation of a written resolution. The resolutions of the Board of Supervisors shall be passed by more than half of all supervisors passed by more than two thirds (2/3) of supervisors through voting.</p> <p>.....</p>
75.	<p>Article 244 An interim meeting of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors within ten (10) days if any of the following events occurs:</p> <p>(1) the chairman of the Board of Supervisors deems the meeting to be necessary;</p> <p>.....</p>	<p>Article 244245 An interim meeting of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors within ten (10) days if any of the following events occurs:</p> <p>(1) the chairman of the Board of Supervisors deems the meeting to be necessary;</p> <p>.....</p>

76.	<p>Article 249 The Board of Supervisors may review the Bank’s profit distribution programme, and putting forth written review opinions on the compliance and rationality of the profit distribution programme.</p>	<p>Deleted</p>
77.	<p>Article 253 Minutes shall be taken to record the decisions of matters discussed at the meeting. Supervisors attending the meetings shall sign the meeting minutes.</p> <p>Supervisors shall have the right to request explanatory notes regarding any remarks that have been made during the meeting to be placed in the minutes.</p>	<p>Article 253 Minutes shall be taken to record the decisions of matters discussed at the meeting. Supervisors attending the meetings shall sign the meeting minutes. The meeting minutes shall be kept permanently.</p> <p>Supervisors shall have the right to request explanatory notes regarding any remarks that have been made during the meeting to be placed in the minutes.</p>
78.	<p>Article 288 The financial statements of the Bank shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or that of the place overseas where the Bank’s shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, explanations shall be made in the financial statements. When the Bank is to distribute its after-tax profits for that financial year, the lower of the after-tax profits as shown in the two financial statements shall be adopted. If other provisions in applicable laws, administrative regulations or the Listing Rules shall prevail.</p> <p>The interim result announcement or financial information announcement or disclosed by the Bank shall follow up with the PRC general accounting standards and laws as long as following up with the international general accounting standards or other accounting standards in which the shares of the Bank are listed.</p> <p>The Bank shall announce the financial report for two (2) times in each fiscal year, i.e.: to prepare an interim financial report within sixty (60) days from the end of the first six (6) months of each fiscal year and to prepare a financial report within one hundred and twenty (120) days upon expiration of each fiscal year and submit it for examination and verification in accordance with the law. If the relevant supervisory authorities in which the shares of the Bank are listed have other provisions, the Bank shall follow such provisions.</p>	<p>Article 288 The financial statements of the Bank shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or that of the place overseas where the Bank’s shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, explanations shall be made in the financial statements. When the Bank is to distribute its after-tax profits for that financial year, the lower of the after-tax profits as shown in the two financial statements shall be adopted. If other provisions in applicable laws, administrative regulations or the Listing Rules shall prevail.</p> <p>The interim result announcement or financial information announcement or disclosed by the Bank shall follow up with the PRC general accounting standards and laws as long as following up with the international general accounting standards or other accounting standards in which the shares of the Bank are listed.</p> <p>The Bank shall announce the financial report for two (2) times in each fiscal year, i.e.: to prepare an interim financial report within sixty (60) days from the end of the first six (6) months of each fiscal year and to prepare a financial report within one hundred and twenty (120) days upon expiration of each fiscal year and submit it for examination and verification in accordance with the law. If the relevant supervisory authorities in which the shares of the Bank are listed have other provisions, the Bank shall follow such provisions.</p>

79.	<p>Article 293 Dividends shall be distributed in the following forms:</p> <p>(1) Cash;</p> <p>(2) Shares. The profit distribution of the Bank attaches the emphasis on the reasonable return on the investment of investors. The Bank’s profit distribution policy should maintain a certain continuity and stability, and the Bank shall distribute dividends in the profitable year. The profits distributed by the Bank in the form of cash shall not be less than ten percent (10%) of the achieved profits available for distribution in each year.</p> <p>.....</p>	<p>Article 293 Dividends shall be distributed in the following forms:</p> <p>(1) Cash;</p> <p>(2) Shares.</p> <p>The profit distribution of the Bank attaches the emphasis on the reasonable return on the investment of investors. The profit distribution policy and plans shall be carefully formulated based on factors such as achieving the reasonable return on the investment of investors, ensuring the Bank’s risk resistance capacity and supporting the Bank’s long-term development. The Bank’s profit distribution policy should maintain a certain continuity and stability;. On the premise of ensuring that the capital adequacy ratios meet the regulatory requirements, the Bank may distribute cash dividend if there are distributable profits after making up for losses in accordance with laws, appropriating statutory provident reserves and general reserves. and the Bank shall distribute dividends in the profitable year. The profits distributed by the Bank in the form of cash shall not be less than ten percent (10%) of the achieved profits available for distribution in each year.</p> <p>.....</p>
80.	<p>Article 295 The Bank shall implement an internal audit system, establish an independent and vertical audit management system, and the internal audit department is responsible for the Board of Directors. The internal audit department shall engage full-time auditors to conduct internal audit of income and expenditure of its finances and economic activities.</p>	<p>Article 295 The Bank shall implement an internal audit system, establish an independent and vertical audit management system, and shall have a chief audit officer or person in charge of audit in accordance with relevant regulatory requirements. The chief audit officer or person in charge of audit shall be appointed and dismissed by the Board of Directors, and report to the Board of Directors and its audit committee regularly. The chief audit officer or person in charge of audit is responsible for the Board of Directors, and the internal audit department shall be accountable and report to the chief audit officer or person in charge of audit is responsible for the Board of Directors. The internal audit department shall engage full-time auditors to conduct internal audit of income and expenditure of its finances and economic activities.</p>

81.	<p>Article 296 The internal audit system and duties of the internal auditors of the Bank shall be implemented upon approval by the Board of Directors. The chief auditor shall be accountable and report to the Board of Directors.</p>	<p>Article 296 The internal audit system and duties of the internal auditors of the Bank shall be implemented upon approval by the Board of Directors. The Board of Directors shall bear ultimate responsibility for the establishment, operation and maintenance of the internal audit system, as well as the independence and effectiveness of internal audit. The Board of Supervisors of the Bank shall guide and supervise the internal audit work and have the right to request the Board of Directors and senior management to provide audit-related information. The chief auditor shall be accountable and report to the Board of Directors.</p>
82.	<p>Article 297 The Bank shall engage an independent accounting firm the relevant regulations of the State to audit the Bank’s annual financial statements and review the Bank’s other financial reports.</p> <p>The Bank’s engagement of an accounting firm shall be decided by shareholders’ general meeting.</p>	<p>Article 297 The Bank shall engage an independent accounting firm the relevant regulations of the State to audit the Bank’s annual financial statements and review the Bank’s other financial reports.</p> <p>The Bank’s engagement of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis shall be decided by shareholders’ general meeting.</p>
83.	<p>Article 298 The accounting firm engaged by the Bank shall hold the term of office from the conclusion of this annual shareholders’ general meeting to the conclusion of the next annual shareholders’ general meeting.</p>	<p>Article 298 The accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis engaged by the Bank shall hold the term of office from the conclusion of this annual shareholders’ general meeting to the conclusion of the next annual shareholders’ general meeting.</p>

84.	<p>Article 299 The accounting firm engaged by the Bank shall have the following rights:</p> <p>(1) To inspect at any time the accounting books, records and vouchers of the Bank, and to require the directors, president and other senior management personnel of the Bank to provide any relevant information and explanation thereof;</p> <p>(2) To require the Bank to take all reasonable steps to obtain all necessary information and explanation for the performing the duties from its subsidiaries;</p> <p>(3) To attend shareholders' general meeting and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the accounting firm of the Bank.</p>	<p>Article 299 The accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis engaged by the Bank shall have the following rights:</p> <p>(1) To inspect at any time the accounting books, records and vouchers of the Bank, and to require the directors, president and other senior management personnel of the Bank to provide any relevant information and explanation thereof;</p> <p>(2) To require the Bank to take all reasonable steps to obtain all necessary information and explanation for the performing the duties from its subsidiaries;</p> <p>(3) To attend shareholders' general meeting and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the accounting firm of the Bank.</p>
85.	<p>Article 300 Before the convening of the shareholders' general meeting, the Board of Directors may fill the vacancy in the office of the accounting firm by engaging other accounting firm but while there is still any such vacancy, the surviving or continuing accounting firm, if any, may continue to act.</p>	<p>Article 300 Before the convening of the shareholders' general meeting, the Board of Directors may fill the vacancy in the office of the accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis by engaging other accounting firm but while there is still any such vacancy, the surviving or continuing accounting firm, if any, may continue to act.</p>
86.	<p>Article 302 The remuneration of an accounting firm or the manner in which such remuneration is to be fixed shall be determined by the shareholders' general meeting. The remuneration of an accounting firm engaged by the Board of Directors to fill in vacancy shall be determined by the Board of Directors and submitted to be approved by the shareholders' general meeting.</p>	<p>Article 302 The remuneration of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis or the manner in which such remuneration is to be fixed shall be determined by the shareholders' general meeting. The remuneration of an accounting firm engaged by the Board of Directors to fill in vacancy shall be determined by the Board of Directors and submitted to be approved by the shareholders' general meeting.</p>

<p>87.</p>	<p>Article 303 The Bank’s engagement, removal and non-reengagement of an accounting firm shall be resolved by shareholders’ general meeting and filed with the securities regulatory authority and the banking regulatory authority of the State Council.</p> <p>Where it is proposed that any resolution be passed at a shareholders’ general meeting concerning the engagement of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accountants’ firm, or to reengage an accounting firm which was engaged by the Board of Directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal about the engagement or the removal shall be sent to the firm proposed to be engaged or proposing to cease to act or the firm which has ceased to act in the relevant accounting year before notice of meeting is given to the shareholders.</p> <p>.....</p>	<p>Article 303 The Bank’s engagement, removal and non-reengagement of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis shall be resolved by shareholders’ general meeting and filed with the securities regulatory authority and the banking regulatory authority of the State Council.</p> <p>Where it is proposed that any resolution be passed at a shareholders’ general meeting concerning the engagement of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accountants’ firm which carries out statutory audit on the financial reports of the Bank on a regular basis, or to reengage an accounting firm which was engaged by the Board of Directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal about the engagement or the removal shall be sent to the firm proposed to be engaged or proposing to cease to act or the firm which has ceased to act in the relevant accounting year before notice of meeting is given to the shareholders.</p> <p>.....</p>
<p>88.</p>	<p>Article 304 In dismissing or discontinuing the engagement of an accounting firm, the Bank shall notify the accounting firm in advance and the accounting firm has the right to make representations to the shareholders’ general meeting. If an accounting firm resigns, it shall clarify to the shareholders at a shareholders’ general meeting whether or not there is any improper affair.</p> <p>.....</p> <p>If the resignation notice of an accounting firm contains any statement of explaining the affair, the accounting firm may request the Board of Directors to convene an extraordinary general meeting of shareholders for presenting the explanations regarding the resignation given by the accounting firm.</p>	<p>Article 304 In dismissing or discontinuing the engagement of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis, the Bank shall notify the accounting firm in advance and the accounting firm has the right to make representations to the shareholders’ general meeting. If an accounting firm resigns, it shall clarify to the shareholders at a shareholders’ general meeting whether or not there is any improper affair.</p> <p>.....</p> <p>If the resignation notice of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis contains any statement of explaining the affair, the accounting firm may request the Board of Directors to convene an extraordinary general meeting of shareholders for presenting the explanations regarding the resignation given by the accounting firm.</p>

89.	Article 309 The Bank shall send announcements and disclose information to the shareholders of domestic shares in the newspapers and websites for information disclosure specified by the laws, administrative regulations or relevant domestic regulatory authorities. Where announcements are to be sent to the shareholders of H-shares in accordance with the Articles, then relevant announcements shall, at the same time, be published in the methods specified by the Hong Kong Listing Rules.	Article 309 The Bank shall send announcements and disclose information to the shareholders of domestic shares in the newspapers and websites for information disclosure specified by the laws, administrative regulations or relevant domestic regulatory authorities. Where announcements are to be sent to the shareholders of H-shares in accordance with the Articles, then relevant announcements shall, at the same time, be published in the methods specified by the Hong Kong Listing Rules.
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Note: The numbering of the articles of association and the order of the cross-referenced articles shall be adjusted accordingly according to the addition or deletion of the articles.

The English version of the proposed amendments to the Articles of Association is an unofficial translation of its Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.